

**THE COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**COMPANY NUMBER 2288239**

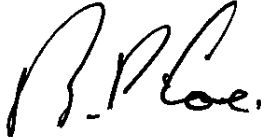
**SPECIAL RESOLUTION  
OF  
WOLVERHAMPTON VOLUNTARY SECTOR COUNCIL**

**At the Annual General Meeting of the Company duly convened and held on Wednesday the 17<sup>th</sup> of October 2007, the following Resolution was duly passed as a Special Resolution.**

**SPECIAL RESOLUTION**

**That the Company adopt new Articles of Association in accordance with the form annexed hereto and initialled for the purposes of identification.**

**Dated the 18<sup>th</sup> day of October 2007**



**Secretary**



**THE COMPANIES ACTS 1985 and 1989**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**COMPANY NUMBER 2288239**

**NEW ARTICLES OF ASSOCIATION OF WOLVERHAMPTON VOLUNTARY SECTOR COUNCIL.**

**( Adopted by Special Resolution dated the 17<sup>th</sup> of October 2007)**

**PRELIMINARY**

1 In these Articles the words standing in the first column of the table set out below shall bear the meaning set opposite to them respectively and in the second column thereof if not inconsistent with the subject or context

<b>WORDS</b>	<b>MEANING</b>
The Act	The Companies Acts 1985, 1989 and 2006
The Articles	These Articles of Association and the regulations the Council from time to time in force
The Council	The above named Company
The Board	The Board for the time being of the Council
Office	The registered office of the Council
Seal	The common seal of the Council
Company Secretary	The Secretary of the Council
Month	Calendar Month
Local Organisations	Any organisation whether incorporated or not, which shall be engaged in the provision of charitable services for some or all of the persons resident in the designated area
The Designated Area	The City of Wolverhampton and surrounding areas
Member	A member of the Council
Staff	Those persons are employees of the Council
United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man

Words importing the singular number only shall include the plural number and vice versa

Words importing persons shall include corporations

Subject as aforesaid any words or expressions defined in the 1985 Companies Act, shall, if not inconsistent with the subject or context bear the same meaning in the Articles.

- 2 No limit is proposed on the number of Members which the Council proposes to be registered
- 3 Every member of the Council shall sign a written consent to becoming a Member

#### **OBJECTS OF THE COUNCIL**

- 4 The Council is established for the purposes expressed in the Memorandum of Association

#### **MEMBERS**

- 5 The following shall be Members of the Council
  - (a) The Subscribers to the Memorandum of Association
  - (b) Local organisations (" Group Members") or individuals living or working within the Area of Benefit(" Individual Members")who support the objects and purposes of the Council and who make written application to the Secretary at the Office and who shall be elected to be a member of the Council by resolution of the Board. Election to Membership shall be in the absolute discretion of the Board
  - (c) Members may appoint deputies to replace representatives who are unable to attend any particular meeting of the Council but no single person may represent more than one organisation
  - (d) The Council may invite any person to attend its meetings as an observer without the power to vote
- 6 Every organisation elected as a Member of the Council shall be given notice of their election at their last known address.
- 7 Every organisation or individual which/who is a Member of the Council shall cease to be a Member upon the passing of a resolution of the Board terminating their Membership
- 8 Unless and until otherwise determined in General Meetings of the Council there shall be no subscription payable by the Members

#### **GENERAL MEETINGS**

- 9 The Council shall in each year hold a General Meeting as its Annual General Meeting, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date on one Annual General Meeting of the Council and that of the next. Provided that so long as the Council holds its first Annual General Meeting within 18 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
- 10 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. An Extraordinary General Meeting of the Council may be convened
- (a) by the Board, or
  - (b) by the Board on written requisition of not less than ten Members of the Council having at the date of deposit of the requisition the right to vote at General Meetings of the Council or in default as provided by the Act.

#### **NOTICE OF GENERAL MEETINGS**

- 11 An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Special General Meetings shall be called by at least fourteen clear days' notice but a General meeting may be called by shorter notice if it is agreed as follows,
- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and vote, and
  - (b) in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all Members and to the Board and auditors

- 12 Routine business shall mean and include only business transacted at an Annual General Meeting of the following type, that is to say, the consideration of the accounts and balance sheet and the ordinary reports of the Board and Auditors, the remuneration of the Auditors, the election of Directors and any ordinary resolution of which notice shall have been given in the manner provided in the next following Article.

## PROCEEDINGS AT GENERAL MEETINGS

13. Any Member entitled to be present and vote at General Meetings may submit to any General Meeting any resolution which may properly be moved at the General Meetings, provided that within the prescribed time before the day appointed for the meetings she/he shall have served upon the Company Secretary at the Office a notice in writing signed by her/him containing the proposed resolution and stating her/his intention to submit the same. The prescribed time above mentioned shall be that between the date appointed for the meeting, there shall not be less than eight or in the case of a special resolution, fifteen intervening days.
14. Upon receipt of any such notice as in the last preceding Article mentioned, the Company Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued and it is convenient for her/him to do so, include it in the notice of the meeting and shall in any other case as quickly as possible give to the persons entitled to notice of the meeting notice that such resolution will be proposed. The provisions of this and the last preceding Article shall only have effect subject to the provisions of the Act.
15. No business shall be transacted at any General Meeting unless a Quorum is present when the meeting proceeds to business. For all purposes the quorum shall be 15% of Members entitled to vote. Provided that notwithstanding the existence of a quorum no business shall be transacted unless the number of the duly authorised representatives of Group Members present and entitled to vote shall exceed the number of Individual Members so present.
16. If within one half hour of the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members shall be dissolved. In any other case, if within one half hour of the time appointed for the meeting a quorum is not present, the Members present shall be deemed a quorum, subject to a minimum of twenty Members.
17. The Chairperson or Vice - Chairperson of the Board take the Chair at all meetings of the Council, unless otherwise determined by the Board.
18. The Chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the Meeting, adjourn any meeting from time to time, and from place to place as the Meeting shall determine. Whenever a meeting is adjourned for 30 days or more, notice of adjourned Meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business

shall be transacted at any adjourned meeting other than the business which might have been transacted at the Meetings from which the adjournment took place

- 19 At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless the meeting decides by a simple majority that a poll shall be taken.
- 20 A declaration by the Chairperson that a resolution has been carried or lost and an entry in the Minute Book to that effect shall be conclusive evidence of the fact
- 21 Every Member shall have one vote
- 22 In the case of an equality of votes, whether on a show of hands or poll the Chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote
- 23 Subject to the provisions of the Act, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Council duly convened and held

## **BOARD**

- 24 1 Unless otherwise determined in General meeting the minimum number of Directors shall be 15 and the maximum number shall be 20
- 24 2 At no time shall the number of Individual Members exceed one third of the total number of Directors
- 25 The first Members of the Board shall be appointed by the Memorandum of Association in accordance with the composition requirements set out in Article 26 hereof and shall hold office until the end of the first Annual General Meeting of the Council after incorporation

## **APPOINTMENT AND RETIREMENT**

26 1 At the first Annual General Meeting all the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office but, if there is only one Board Member who is subject to retirement by rotation, he/she shall retire

26 2 No person other than a Board Member retiring by rotation shall be

appointed or re-appointed a Board Member at any General meeting unless,

26 2 1 He/she is nominated by the Board or

26 2 2 not less than 7 nor more than 21 days before the date appointed for the meeting there shall have been given to the Company Secretary notice in writing, by either a Group Member or an Individual member of an intention to propose such person for election, and notice in writing, signed by the person to be proposed, of his or her willingness to be elected

26 3 No person may be appointed a Board Member unless ,

26 3 1 He/she has attained the age of 18 years, and

26 3 2 He/she is the duly authorised representative of a member of the Council or he/she is an Individual Member of the Council and

26 3 3 If elected, he/she would not have been disqualified under the terms of Article 33

27 In addition to these Members, the Council of the City of Wolverhampton shall have the right to nominate one of its Members to serve on the Board, but without voting rights

28 At its first meeting, following the Annual General Meeting the Board shall elect the following Honorary Officers Chairman, and Vice Chairman, and Treasurer, and any other Honorary Officers, the Council, may from time to time decide

29 Honorary Officers shall be ex-officio Members of any Committee, standing Committee or Sub-Committee of the Council

30 Honorary Officers shall serve until the next Annual General Meeting of the Council following their election but shall be eligible for re-election

31 1 The Board may appoint any person to attend its meetings without the power to vote

31 2 Subject at all times to the provisions of Article 24 2 , any casual vacancy on the Board may be filled by the Board and any such person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Council

32 The proceedings of the Board shall not be invalidated by any failure to appoint or any defect in the appointment, election, co-option or qualification of any Member thereof

- 33 The office of a Member of the Board shall be vacated in any of the following events, namely -
- (a) If she/he becomes liable to be detained or subject to guardianship whether under the Mental Health Acts or otherwise
  - (b) If she/he resigns in writing to the Company Secretary of the Council at the registered office
  - (c) If she/he becomes prohibited from being a Director by reason of any order made under the Companies Acts or under section 9 of the Insolvency Act 1976
  - (d) If she /he is directly or indirectly interested in any contract with the Council and fails to declare the nature of her/his interest
  - (e) If the organisation she/he represents ceases to be a Member of the Council
  - (f) If she/he becomes bankrupt or enters into any arrangements with her/his creditors
  - (g) If s/he for reasons other than sickness, fails without reasonable cause to attend four successive meetings of the Board
- 34 The Council may by Ordinary Resolution of which special notice shall be given, remove any Member of the Board before the expiration of her/his period of office provided that any such Member shall have the right to be heard by the Board before any final decision is made

#### **PROCEEDINGS OF BOARD**

- 35 1 The Board may meet together for the despatch of business, adjourn and otherwise regulate meetings as it thinks fit and determine the quorum necessary for the transaction of business
- 35 2 Unless otherwise determined eight Members or 50% whichever shall be the greater for the time being of the Membership of the Board shall be a quorum
- 35 3 Notwithstanding the existence of a quorum no business shall be transacted unless the number of Directors who are the representatives of Group Members present and entitled to vote shall exceed the number of Individual Members so present

- 36 Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chair shall have a second or casting vote.
37. The Board may and on the request of a Member of the Board the Company Secretary shall at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to a Member thereof who is for the time being absent from the United Kingdom.
- 38 The continuing Members of the Board may act notwithstanding any vacancy in their body provided always that in case the Members of the Board shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for her/ him or them to act for the purpose or summoning a General Meeting for the purposes of the election of Directors but not for any other purpose.
- 39 A meeting of the Board at which as quorum is present shall be competent to exercise all the authorities powers and discretion by or under the regulations of the Council for the time being vested in the Board generally.
40. The Board may delegate any of its powers subject to any regulations it may impose to sub-committees consisting of such Members of its body or such other persons whether or not Members of the Council as it thinks fit, provided that all such sub-committees shall include at least one Member of the Board.
- 41 All acts bona fide done by any meeting of the Board or of any sub-committee of the Board or by any person acting as a Member of the Board shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Member of the Board or sub-committee or person acting as aforesaid or that they or any of them were disqualified be as valid as if every person had been duly appointed and was qualified to be a member of the Board or sub-committee as the case may be.
- 42 The Board shall cause proper Minutes to be made of the proceedings of all General Meetings of the Council and of the Board and any sub-committee of the Board. All business transacted at such meetings any such Minutes of any meeting and any extract from such Minutes if purporting to be signed by the Chairman of such meeting shall be sufficient evidence without further proof of the facts therein stated. All such Minutes shall be available for inspection by Members of the Council.
- 43 A resolution signed in writing by all the Members of the Board or of

any sub-committee of the Board for the time being entitled to receive notice of meetings of the Board or of any such sub committees as aforesaid shall be as valid and effective as if it had been passed at such a meeting of the Board or of such sub-committee duly convened and constituted.

## **POWERS OF THE BOARD**

- 44 The affairs of the Council shall be managed by the Board who may pay all expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Council as they think fit and may exercise all such powers of the Council, and do so on behalf of the Council all such acts as may be exercised and done by the Council and as are not by the Act or by those Articles required to be exercised or done either by the Council in General Meeting or otherwise subject nevertheless to any regulations of the Articles to the provisions of the Act and to such resolutions being not inconsistent with the aforesaid regulations or provisions as may be passed by the Council in General Meeting, but no resolution made by the Council in General Meetings shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.
- 45 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Council shall be signed, drawn accepted, endorsed or otherwise executed as the case may be in such manner as the Board shall from time to time determine

## **THE SECRETARY**

- 46 The Company Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they think fit and any Company Secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The Board may from time to time by resolution appoint an Assistant or Deputy Company Secretary any person so appointed may act in place of the Company Secretary if there is no Company Secretary or no Company Secretary capable of acting

## **THE SEAL**

- 47 The Seal of the Council shall not be affixed to any instrument except by the authority of the Board

## **ACCOUNTS**

- 48 Accounts shall be prepared in accordance with the provisions of the Acts and the requirements of the Charities Acts

## **ANNUAL REPORTS**

- 49 The Board shall comply with all the requirements of the Acts and of the Charities Acts with regard to the preparation and submission of an annual report

### **ANNUAL RETURNS**

- 50 The Board shall comply with all the requirements of the Act and of the Charities Acts with regard to the preparation and submission of annual returns

### **AUDITORS**

- 51 1 Auditors shall be appointed and their duties regulated in accordance with the Acts

- 51 2 None of the following persons shall be appointed as Auditors to the Council -

- (a) A Member of the Council
- (b) A Member of the Board
- (c) A Member of the Staff
- (d) An Officer of the Council
- (e) Any person interested in any contract, other than a contract arising from his appointment and duties as Auditor to the Council
- (f) Any person who is a partner or in the employment of a person in (a) to (e) above

### **NOTICES**

- 52 Any notice or document may be served by the Council on any Member of the Council or of the Board either personally or by sending it through the post in a prepaid letter addressed to such person at the registered address (being with the United Kingdom) appearing in the register of Members or the register of Members of the Board (as the case may be) or to such other address within the United Kingdom as she/he may supply to the Council for the giving of notices to her/him, and any notice so served by post shall be deemed to have been duly served notwithstanding that such person be then dead or bankrupt and whether or not the Council have notice of his death or bankruptcy, provided that notice of any meeting or adjourned meeting at which it is intended to propose any resolution under Article 7 shall be served on any Member mentioned in such resolutions either personally or by sending the same by recorded delivery post to such registered or other address as aforesaid

- 53 Any Notice or Document served by post shall be deemed to have been served at the expiration of 24 hours after the letter containing

the same is posted and in proving such service it shall be sufficient to show that the letter containing that notice or document was properly addressed, stamped and posted

## **INDEMNITY**

54 Subject to the provisions of the Act every Board Member or other officer or auditor of the Council shall be indemnified out of the assets of the Council against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him or her by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council

55 The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Council and for the purposes of prescribing classes and conditions of Membership

In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate,

55 1 The admission and classification of Members of the Council (including the admission of organisations to Membership) and the rights and privileges of such Members, and the conditions of Membership and the terms on which subscriptions, if any, shall be paid by Members,

55 2 The conduct of Members of the Council in relation to one another and to the employees of the Council,

55 3 The setting aside of the whole or any part or parts of the premises of the Council at any particular time and for any particular purpose,

55 4 The procedure at General meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles

## **WINDING UP**

56 The provisions of Clause 12 of the Memorandum of Association relating to the winding up or dissolution of the Council shall have effect and be observed as if the same were repeated in these articles

## **SOCIAL AUDIT**

57 A social audit of the Council's activities may be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Council's work, and to enable an assessment to be made of the Council's overall performance in relation to its objects more easily than may be made from financial accounts alone.

Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.

A social audit may include an assessment of the internal democracy and decision-making of the Council, the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction, and an assessment of the Council's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Council is located.

## **SUBSCRIBER'S DETAILS AND SIGNATURES**