

Company number: 02796665

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

of

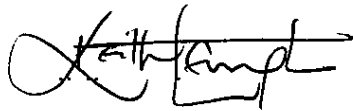
RELATE (MILTON KEYNES)

At an Extraordinary General Meeting of the Company duly convened and held at The Community Room, John Lewis, The CentreMK, Central Milton Keynes on 5th April 2014, the following resolution was duly passed as a special resolution

"That the the draft regulations attached to this resolution and initialled by the Chairman for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of the existing articles of association "

Dated 5th April 2014

Signed



Keith Lewington
Director

TUESDAY



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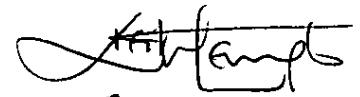
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08/04/2014

#255

COMPANIES HOUSE

COMPANIES ACT 1985 to 2006


Chair
05/01/16

(Company Limited by Guarantee and not having a share capital)

ARTICLES OF ASSOCIATION

OF

RELATE MILTON KEYNES

PART A

PRELIMINARY

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| 1 | '2006 Act' | means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force; |
| | 'the Act' | means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the 2006 Act for the time being in force. |
| | 'clear days' | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given on which it is to take effect |
| | 'the Centre' | means the above named Company. |
| | 'Centre Area' | means the beneficial area of the Centre as defined in Article 3 in Part B of these Articles. |
| | 'Chair' | means the Chairperson of the Executive for the time being appointed in accordance with Article 27. |
| | 'Connected Person' | means a person entitled to receive a salary, fees or remuneration of any kind whatsoever in respect of services performed for the Centre and who is the spouse, child or other close relative of a member of the Executive |
| | 'Corporate Member' | means an Institution which shall have become a member |

| | |
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| 'District' | means an area of the Centre's operation established by the Executive. |
| 'District Committee' | means the members responsible for managing the District in accordance with Article 39. |
| 'Executive' and 'Members of the Executive' | means and shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Centre as defined in the Act |
| 'Institution' | means any incorporated or unincorporated body and in the case of an unincorporated body all the Members thereof shall be deemed collectively to be one person for the purposes of these Articles |
| 'Member' | means a person admitted to membership in accordance with Article 4 |
| 'month' | means calendar month |
| 'Office' | means the registered office of the Centre. |
| 'Officers' | means the Chair, Vice-Chair or Vice Chairs and Treasurer of the Centre |
| 'Relate' | means the charitable company limited by guarantee, registered company no. 394221, registered charity no 207314. |
| 'Secretary' | means the Secretary of the Centre or any other person appointed under Article 45 to perform the duties of the Secretary of the Centre including a joint, assistant or deputy Secretary. |
| 'Spouse' | means a husband or wife of any person living as a partner or in a similar long term relationship. |
| 'The United Kingdom' | means Great Britain and Northern Ireland. |
| 'in writing' | means written, printed or lithographed, or partly one and partly another, and other modes of representing and reproducing words in a visible form |

Where the context so requires words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine gender Words including the importing persons include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act and 2006 Act but excluding any statutory modification thereof not in force when these Articles become binding on the Centre

MEMBER STATUS

- 2 The Centre is a Member of Relate and as such is bound by the Articles of Association and byelaws of Relate, the Relate Federation Agreement, Relate Quality Standards and other regulations for the time being in force relating to the Members. As a Member of Relate the Centre is bound to the best of its ability to further the objects, interests and influence of Relate.

MEMBERS

- 3 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these articles and none others shall be members of the Centre and shall be entered in the register of members accordingly.
- 4 Any person or Institution shall be admitted to Membership upon receipt at the Office of a signed application in writing in a form approved by the Executive unless the Executive shall within six weeks of such receipt decide that in their view (which decision shall be final) the admission of the applicant to Membership would be prejudicial to the interest of the Centre.
- 5 Each Corporate Member and each other Member may pay a subscription in each financial year such subscription being agreed from time to time by the Executive.
- 6 A Member shall cease to be a Member if
 - (i) his/her subscription is more than one month in arrears and the Executive resolve for that reason that she/he shall cease to be a Member
 - (ii) the membership of the Member is, after giving the Member an opportunity to be heard by the Executive, determined by the Executive

GENERAL MEETINGS

- 7 The Centre may in each year hold a general meeting as an annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. Any such annual general meeting shall be held at such time and place as the Executive shall appoint.
- 8 No business or matter other than that of which Notice has been given shall be transacted or considered at an annual general meeting.

- 9 All general meetings other than annual general meetings shall be called general meetings
- 10 The Executive may whenever it thinks fit convene a general meeting.
- 11 The Executive shall call a general meeting whenever a requisition in writing, signed by not less than one tenth of the Members (or 5% of the Members where more than 12 months has elapsed since the end of the last general meeting), and stating in full the objects of the meeting, shall be deposited at the office at the Centre.
- 12 If the Executive within 21 days after the deposit of any such requisition does not issue notices calling a meeting in accordance therewith, the requisitionists, or a majority of them, may themselves convene a general meeting for the business described in the requisition, to be held at such time within three months from the date of such deposit and at such place as they think fit.
- 13 All meetings convened by the requisitionists under this and the preceding Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Executive

NOTICE OF GENERAL MEETINGS

- 14 All general meetings, including the annual general meeting (if any), shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
 - (a) in the case of annual general meeting, by 95% of the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by 95% of the members having a right to attend and vote

The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Members of their rights regarding proxies. In the case of an annual general meeting, the notice shall specify the meeting as such.

The notice shall be given to all the Members and to the Members of the Executive.

PROCEEDINGS AT GENERAL MEETINGS

- 15 No business shall be transacted at any general meeting, except the adjournment of the meeting, unless a quorum is present when the meeting proceeds to business. Save as

herein otherwise provided three members of the Centre present in person or by proxy shall be a quorum.

- 16 If, within half an hour from 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 it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Executive may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members of the Centre present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 17 The Chair or in his/her absence the Vice-Chair of the Executive or one of the Vice-Chairs shall preside as Chair at every general meeting, but if there is no such Chair or Vice-Chair, or if at any meeting he/she shall not be present within 15 minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some member of the Executive or if no such member be present, or if all the member of the Executive present decline to take the Chair, they shall choose some member of the Centre who shall be present to preside.
- 18 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three members of the Centre present in person, or by a Member or Members representing one tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chair of the meeting that a Resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the Minute book of the Centre shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution The demand for a poll may be withdrawn.
- 19 Subject to the provisions of Article 20, if a poll be demanded and in the manner aforesaid, it shall be taken at such time and place and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 20 No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

- 22 Demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question of which a poll had been demanded
- 23 Subject as hereafter provided, every Member of the Centre shall have one vote.
- 24 Each Corporate Member shall have the right to be represented at general meetings of the Centre by not more than two persons whom it may from time to time appoint provided that for the purpose of voting at general meetings and constituting a quorum thereat only one of the appointed representatives shall be counted as a Member

MANAGEMENT CONTROL

- 25 The management and control of the business and affairs of the Centre shall be vested in the Executive, who may exercise all the powers, authorities and discretions of the Centre, except only such as under the Act, 2006 Act or these Articles are expressly directed to be exercised by the Centre in general meeting and subject to any directions given by the Centre by a special resolution.

CONSTITUTION OF THE EXECUTIVE

- 26 The Executive shall consist of a minimum of six and a maximum of eighteen Members
- 27 The Executive shall consist of:
- (i) The Officers
 - (ii) Such other Members as together with the Officers shall not be less than six in number and as shall not cause the limits specified in Article 26 to be exceeded Not less than four Members shall be elected Members.
 - (iii) One member of each District Committee being the Chair or some other member nominated by the District Committee
 - (iv) Members appointed under Article 31 to fill a casual vacancy and
 - (v) Persons appointed under Article 32.
- 28 The Officers and the elected Members of the Executive shall, subject to the provisions of Article 30 as to the representatives of Corporate Members, be elected by the Members of the Centre other than Corporate Members at a general meeting (or

annual general meeting, if any) or by written resolution, and shall hold office for a year but shall be eligible for re-election

- 29 When Officers or elected Members of the Executive complete their terms of office, or if casual vacancies occur, the Executive will invite the members to provide nominations for candidates to stand for election
- 30 Each Member of the Centre may nominate persons being individual Members or representatives of Corporate Members for each office and as other elected Members of the Executive. The members shall be informed of the closing date by which nominations must be received. Any person who is at the date of nomination a duly appointed representative of a Corporate Member shall be eligible for election as an Officer or elected Member of the Executive.
- 31 Subject to Article 26 the Executive may appoint any person qualified to be an elected Member to be a Member of the Executive for the purpose of filling a casual vacancy among the Officers or elected members of the Executive Any person appointed a Member of the Executive under this Article shall hold office until the conclusion of the term of office of the departing Officer or elected member of the Executive who created the casual vacancy but shall be eligible for re-election.
- 32 Subject to Article 26 the Executive shall have the power at any time, and from time to time, to appoint any person whether a Member of the Centre or not to be a co-opted member of the Executive The total number of co-opted members shall not exceed two. Any Member of the Executive so appointed shall hold office until his/her appointment is terminated by the Executive provided always that such Member shall cease to be a co-opted Member if he/she becomes an elected Member
- 33 The office of a Member of the Executive (including the Officers) shall be vacated if the member
 - (i) becomes bankrupt or has a receiving order made against him/her
 - (ii) becomes of unsound mind
 - (iii) being a Member of the Centre at the time of appointment should cease to be a Member of the Centre
 - (iv) being a representative of a District Committee appointed in accordance with Article 27(iii) ceases to be a Member of the District Committee
 - (v) resigns his/her office by notice in writing to the Centre
 - (vi) is prohibited by law from being a Member of the Executive.

- 34 The Chair's period of office shall be two years renewable to a maximum of eight years. The maximum period on the Executive shall also be eight consecutive years for all other Members and Co-options

EXECUTIVE MEETINGS

- 35 The Executive may meet together, adjourn and otherwise regulate their meetings as they think fit, provided that no business shall be transacted unless a quorum consisting of three Members shall be present. The chair shall be taken at every Executive Meeting by the Chair or in his/her absence the Vice-Chair, or in the absence of both, by a Member of the Executive chosen by the Members of the Executive present and entitled to vote
- 36A At Executive Meetings voting shall only be by show of hands, and, subject to Article 37, every member of the Executive present at an Executive Meeting shall have one vote
- 37 In case of equality of votes the person in the chair shall have a second casting vote
- 38 The Executive shall meet at least four times a year

DISTRICT COMMITTEES

- 39 (a) The Executive may divide the Centre Area into Districts and appoint a District Committee for each District
- (b) The Executive may delegate any of their powers or the implementation of any of their resolutions in respect of a District to the relevant District Committee.
- (c) The composition of a District Committee shall be at the discretion of the Executive and may comprise such Members of the Executive and such other persons as the Executive may specify
- (d) All delegations under this Article shall be revocable at any time.
- (e) The Executive may make such regulations and impose such terms and conditions and give such mandates to a District Committee as it may from time to time think fit.
- (f) The deliberations of every District Committee shall be reported regularly to the Executive and any resolution passed or decision taken by a District Committee shall be reported forthwith to the Executive.

DELEGATION

- 40 The Executive may delegate any of their powers or the implementation of any of their resolutions to a management committee or other sub-committee on the same terms and subject to the same conditions as those specified in paragraphs (c) to (f) of Article 39
- 41 The Executive may appoint such person or persons as it shall think fit to act as a Delegate of the Centre at any Regional Constituency Meetings, annual general meetings or other meetings at which the Centre is entitled to be represented and may terminate the appointment of any such Delegate at any time

ACCOUNTS

- 42 (a) The Executive shall cause accounting records to be kept and accounts to be prepared in accordance with the Act
- (b) The books of accounts shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Executive shall think fit, and shall always be open to the inspection of the Members of the Executive.
- 43 The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report and its transmission to the Charity Commissioners
- 44 The Executive shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Return and its transmission to the Charity Commissioners

SECRETARY

- 45 Subject to the provisions of the Act, a Secretary may be appointed by the Executive for such term at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

SEAL

- 46 The seal (if any) shall only be used by the authority of the Executive or of a committee of Executive Members authorised by the Executive The Executive may

determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by:

- (a) any Member of the Executive and either the Secretary (if any) or another Member of the Executive, or
- (b) any Member of the Executive in the presence of a witness who attests the signature.

NOTICES

47 Subject to the Articles, the Centre may deliver a notice or other document to a Member:

- (a) by delivering it by hand to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;
- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with Paragraph 4 of Schedule 5 to the 2006 Act;
- (c) by fax to a fax number notified by the Member in writing;
- (d) in electronic form to an address notified by the Member in writing;
- (e) by a website, the address of which shall be notified to the Member in writing, or
- (f) by advertisement in at least two national newspapers.

Every Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Centre an address in the United Kingdom, which shall be deemed his/her registered place of address for the purposes of this Article.

48 Delivery of documents and information sent or supplied by the Centre in accordance with Article 47 will be deemed to have been received by the recipient in accordance with section 1147 of the 2006 Act

INDEMNITY

49 The Executive shall have power to resolve pursuant to Article 5 of Part B of these Articles to effect Trustees Indemnity Insurance notwithstanding their interest in such policy

- 50 The Members of the Executive of the Centre shall be indemnified out of the funds of the Centre against all reasonable and proper costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their respective offices, and shall be reimbursed by the Centre all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Centre or otherwise in the execution of their respective offices, except such costs, losses and expenses as shall happen through their respective wilful act, neglect or default, and no Members of the Executive shall be chargeable for any money which he/she shall not actually receive, or be answerable for the act, receipt, neglect or default of any other Member of the Executive, or of any banker, broker, collector, agent or other person appointed by the Executive (as the case may be) with whom or into whose hands any property or moneys of the Centre may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the moneys of the Centre shall be invested (so long as he/she shall have sought professional advice before making such investments) or for any loss of damage which may happen in the execution of his/her office, unless the same shall happen through his/her own wilful act, neglect or default or through his/her own dishonesty

ARTICLES OF ASSOCIATION
OF
RELATE MILTON KEYNES

PART B

Articles which prior to 1 October 2009 comprised the Memorandum of Association

- 1 The name of the Company ("the Centre") is "Relate Milton Keynes".
- 2 The registered office of the Centre will be situated in England
- 3 The Centre shall operate in the Borough of Milton Keynes, or such other area as shall be determined in writing by the Board of Trustees of Relate after first hearing and considering the views of any Centre that may be affected
- 4(A) The Objects of the Centre are.
 - 4 1 to educate the public concerning the benefits of secure couple relationships, marriage and family life in order to improve the emotional, sexual and spiritual well-being of individuals which is derived from committed relationships;
 - 4.2 to seek to enhance, the good health, both mental and physical, of adults and children by
 - 4 2 1 increasing public awareness of the benefit of committed couple relationships, marriage, and family life, and
 - 4 2 2 working to prevent poverty, hardship and distress caused by the breakdown of such relationships,
 - 4 3 to provide counselling, advice, education, guidance and relief to adults and/or children in relation to any aspect of contemporary life or work which
 - 4 3.1 may prejudice their physical or mental well being; or
 - 4 3 2 influence, either directly or indirectly, their present or future family or couple relationship;
 - 4.4 to relieve those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage, and

4.5 to promote research into all of the above Objects and to make the results available to the public.

4(B) In furtherance of the objects set out in the preceding Article 4(A) but not otherwise the Executive shall have the following powers

- (a) To establish outlets for the giving of information and advice and for providing a confidential counselling service to persons having difficulties or anxieties in their marriage or other personal relationships
- (b) To publish educational books, pamphlets, leaflets, journals, reports, films and other matter and to organise and promote lectures, discussions, conferences, seminars and courses
- (c) To provide an educational service in personal relationships for young people, engaged and married couples and parents.
- (d) To make the public aware of the benefits of stable relationships in society and the importance of settled family life in the upbringing of children
- (e) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary or expedient for the promotion of the said objects and to construct, maintain and alter any buildings or erections necessary or expedient for the work of the Centre.
- (f) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Centre.
- (g) Subject to such consents as may be required by law to undertake, execute and manage any charitable trusts which may be lawfully undertaken by the Centre
- (h) Subject to such consents as may be required by law to borrow or raise money for the purposes of the Centre on such terms and on such security as shall be thought fit.
- (i) To invest the monies of the Centre not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (j) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Centre and calculated to further its purposes and in particular subject to Article 3 of this Part B above to co-operate and collaborate with any other Related Centre or Centres
- (k) To take and accept any gifts of property, whether or not subject to special trusts, for the purposes of the Centre and to raise voluntary funds (and for that purpose to establish a body of Friends of the Centre) and to receive and accept contributions by way of subscription, donations or otherwise.

- (l) Subject to Article 5 below to appoint, remove or suspend lecturers, technical advisers, solicitors, clerks, agents and servants for permanent or special services or otherwise and to determine their duties and fix their reasonable and proper remuneration
 - (m) To do all such other lawful things as shall further the attainment of the said objects or any of them.
- 5(A) The income and property of the Centre shall be applied solely toward the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit to the Members. Provided that nothing herein shall prevent any payment in good faith by the Centre:
- (a) of reasonable and proper remuneration of any member, officer, counsellor or employee of the Centre (not being a member of its Executive or of a District Committee) for any services rendered to the Centre on condition that no member of the Executive or of a District Committee whose spouse, child or other close relative is a connected person shall be entitled to vote on a Resolution or attend any part of any meeting of the Centre or of the Executive or of a District Committee concerning the appointment to an office of the Centre or any payment made or to be made by the Centre to that connected person.
 - (b) to any member, officer, counsellor or employee of the Centre of out-of pocket expenses reasonably and properly incurred on behalf of the Centre,
- or
- (c) of reasonable and proper premium in respect of any indemnity insurance to cover the liability of the Executive (or any member of the Executive) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Centre; provided that any such indemnity insurance shall not extend to any claim for loss arising from any act or omission which the Executive (or any member of the Executive) knew to be a breach of trust or breach of duty or which was committed by the Executive (or any member of the Executive) in reckless disregard of whether it was a breach of trust or breach of duty or not
- 5(B) Whenever a Member of the Executive has a personal interest directly or indirectly in a matter to be discussed at a meeting of the Executive or a committee of the Executive, the Member of the Executive concerned shall.
- (i) declare an interest at or before discussion begins on the matter;

- (ii) withdraw from the meeting for that item unless expressly invited to remain in order to give information;
 - (iii) not be counted in the quorum for the part of the meeting devoted to that item; and
 - (iv) withdraw during the vote and have no vote on the matter
- 5(C) If a conflict of interests arises for a Member of the Executive, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Members of the Executive may authorise such a conflict of interests provided that
- (i) the unconflicted Members of the Executive consider it is in the interests of the Centre to authorise the conflict of interest in the circumstances applying; and
 - (ii) any conditions on the authorisation imposed by the unconflicted Members of the Executive are followed.
- 6 The liability of the members is limited
- 7 Every member of the Centre undertakes to contribute to the assets of the Centre in the event of the same being wound up during the time he/she is a member or within one year afterwards for payment of the debts and liabilities of the Centre contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1
- 8 If upon the winding-up or dissolution of the Centre there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Centre, but shall be given or transferred to such other Relate Centre or in default thereof to Relate determined by the members of the Centre at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object
- 9 The Articles of Association of the Centre may be amended by a special resolution of the Centre passed in accordance of the Act provided that

- (a) no amendment shall be made to Article 4(A), Article 8 or Article 9 in each case of this Part B without the prior written consent of the Charity Commissioners for England and Wales and the Council of Relate,
- (b) no amendment to which section 64 of the Charities Act 1993, (or any statutory modification or re-enactment of that provision) shall be made without the prior written consent of the Charity Commissioners, and
- (c) no alteration shall be made which would cause the Centre to cease to be a charity in law