

# THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

## ARTICLES OF ASSOCIATION OF

### HERTS ABILITY LIMITED

Company Number: 03249335

Charity Number: 03249335

#### 1 Meaning of Words

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column as long as this meaning is consistent with the subject or context

1.2

Words	Meanings
Act	The Companies Acts 1985 and 1989 as amended by subsequent Acts
Company	Herts Ability Limited
Articles	These Articles of Association and the regulations of the Company
Management Committee	The Management Committee of the Company whose members are the directors of the Company and as such are Trustees
Office	The registered office of the Company
Seal	The common seal of the Company
United Kingdom	Great Britain and Northern Ireland
Month	Calendar Month
In writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form
Headquarters	The principal offices of the Company
Disabled	Any restriction, or prevention of the performance of an activity, resulting from a physical impairment, in the manner or within the range considered normal for a human being.
Member	A person in membership of the Association (the Company) admitted under article 4 hereof
Voting Member	The Directors of the Company are the Voting Members
Trustee	A Director of the Company who shall be a Member of the Management Committee
Associate Management Committee Member	Someone appointed by the Management Committee who can attend Management Committee meetings and assist without being entitled to vote. They will not be legally responsible for the organisation

1.3 Words in the singular form include the plural and vice-versa

1.4 The words "person" or "people" include corporations

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Company will have the same meanings in these Articles provided they are consistent with the subject or context

1.6 Headings are not part of the Memorandum or Articles

## 2 The Constitution of the Company

2.1 The Company is established for the Objects shown in the Memorandum of Association

2.2 A copy of the Memorandum and Articles and any rules the Management Committee make must be available for inspection at Headquarters

## 3 Trustees

3.1 The powers of management and conduct of the general business of the Company are the responsibility of the Trustees who together form the Management Committee.

3.2 The Annual General Meeting of the Company shall appoint Trustees on a rotational basis so that two to four Trustees are appointed each year Trustees may be appointed for a term not exceeding three years. Further terms of appointment are possible

3.3 There shall be a minimum of five and a maximum of fifteen Trustees

3.4 No person shall be appointed or reappointed a trustee at any general meeting unless

(a) he or she is recommended by the Trustees or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the Annual General Meeting, notice executed by a Voting Member has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of trustees together with a notice executed by that person of his or her willingness to be appointed or reappointed

3.5 Not less than seven nor more than twenty-eight clear days before the date appointed for holding the Annual General Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Company of the intention to propose that person at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Company's register of trustees.

3.6 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act as a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire

3.7 The Trustees may appoint a person who is willing to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following Annual General Meeting. If not reappointed at that meeting he or she shall vacate office at the conclusion thereof

## 4 Members

- 4.1 The subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 48 shall be Members of the Company. Trustees shall have the right to refuse membership for good reason
- 4.2 All Members must pay the subscriptions that the Management Committee may decide from time to time

## 5 General Meetings: Annual General Meeting

- 5.1 Each year the Company must hold an Annual General Meeting in addition to any other general meeting in that year The Annual General Meeting must be specified as such in the notices calling it The First Annual General Meeting must be held within 18 months of the incorporation of the Company after which not more than 15 months must pass between one Annual General Meeting and the next
- 5.2 The purpose of the Annual General Meeting is to receive and approve a report by the Chairman on the work of the Company; to receive and approve the financial statement of the Company; to appoint Auditors for the ensuing year; to appoint Trustees
- 5.3 Every third year the Annual General Meeting shall appoint a President for a period of up to 3 years with such an appointment being renewable.

## 6 General Meetings: Extraordinary General Meetings

- 6.1 All general meetings except Annual General Meetings are called Extraordinary General Meetings
- 6.2 The Management Committee may call an Extraordinary General Meeting whenever they wish. Such a meeting may also be called if five Voting Members require it.

## 7 Notice of meetings

- 7.1 An Annual General Meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing Other meetings of the Company must be called by giving at least 14 clear days' notice in writing These notices must specify the place, date and time of the meeting If special business is to be discussed, full details or the general nature of the business must be given Notice of the meeting must be given to everyone entitled by these Articles to receive it
- 7.2 If shorter notice is given than that shown in Article 7.1 the meeting will be treated as having been correctly called if it is so agreed by all the Voting Members present

## 8 Ordinary and Special Business at General Meetings

At an Extraordinary General Meeting business will be treated as special business. At an Annual General Meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Trustees and the Auditors, and the fixing of the payments to the Auditors

## 9 Voting Members

- 9.1 The persons entitled to vote at a general meeting shall be the Trustees
- 9.2 A Voting Member may not vote on his or her own appointment as Trustee

## 10 Quorum

- 10.1 Business may be done at a general meeting only if a quorum of Trustees is present when the meeting begins to deal with its business
- 10.2 A quorum is twenty-five percent of the total of Voting Members unless shown differently below
- 10.3 If at a meeting a quorum is not present within half an hour after the appointed starting time it must be adjourned to another day, time and place as the Trustees may decide
- 10.4 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time the Voting Members present will be a quorum
- 10.5 General Meetings may be held in person or through video conference.

## 11 Chairman

- 11.1 The President (if any) of the Association Chairman of the Management Committee must preside as Chairman at every general meeting of the Company. If there is no President Chariman, or if that person will not be present within fifteen minutes after the appointed starting time or is unwilling to preside, the Chairman of the Management Committee must preside
- 11.2 In the event of neither the President nor the Chairman not presiding the Voting Members present must choose one of their number to be Chairman of the meeting

## 12 Adjournment of the Meeting

- 12.1 The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 12.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting Apart from that it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it

## 13 Voting Resolutions

- 13.1 At any general meeting a resolution put to the vote of the meeting is decided on a simple majority by a show of hands unless a poll, that is a count of votes, is demanded (before or when the result of the show of hands is declared) A poll can be demanded by the Chairman or at least two Voting Members who are present

## 14 Declaration of Chairman is Final

- 14.1 Unless a poll is demanded the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the results need not be entered in the minute book
- 14.2 The demand for a poll may be withdrawn

## 15 When a Poll is Taken

- 15.1 A poll must be taken immediately if it is correctly demanded to elect a Chairman or to decide upon an adjournment Polls about other things will be taken whenever the Chairman says so Business which is not the subject of a poll may be dealt with before or during the poll
- 15.2 The Chairman will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting

## 16 Voting and Speaking

- (a) Every Voting Member present has one vote including the Chairman. If the votes are level the Chairman has a casting vote
- (b) Any Voting Member may speak on the item under discussion when called by the Chairman. Any other person present may speak if invited by the Chairman
- (c) Any person speaking who has a personal interest in the outcome of the matter under discussion must declare that interest before speaking to the Chairman

## 17 Written Agreement to Resolution

Unless the law says otherwise Voting Members may pass a valid resolution without a meeting being held but for the resolution to be valid

- a) it must be in writing
- b) it must be signed by all those Voting Members (or their duly authorised representatives) entitled to receive notice to attend general meetings
- c) it may consist of two or more documents in identical form signed by Voting Members

## 18 Management by Members of the Management Committee

- 18.1 The business of the Company is managed by the Management Committee. They may pay all the expenses of promoting and registering the Company. They may use all powers of the Company which are not by the Act or by these Articles required to be used by a general meeting of the Company. But the Management Committee is at all times governed first by the Act, second by the Memorandum and Articles and third by any decision that a general meeting may make
- 18.2 General meetings cannot make a decision that overrides the Memorandum and Articles Nor can they make one which invalidates any prior act of the Management Committee which would otherwise have been valid
- 18.3 The Management Committee may elect a Chairman, Secretary, Treasurer and any other officers that it wishes
- 18.4 The Management Committee may appoint such sub-committees as it thinks fit to carry out the work of the Company. Such sub-committees shall have powers to co-opt other persons provided that the number of such persons shall not exceed one-third of the total number appointed by the Management Committee. Sub-committees are responsible to and report back to the Management Committee. Persons co-opted on to sub-committees shall not be deemed to be members of the Management Committee but within the sub-committee shall have equal voting rights

## 19 Powers of the Management Committee

The Management Committee may subject to such consents as the law requires use all the powers of the Company to

- a) borrow money
- b) mortgage or charge its property or any part of it
- c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Company or any charitable third party
- d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy

## 20 Cheques and Bills etc.

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall indicate the name of the Company in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Management Committee decides from time to time.

## 21 Indemnity of Members of the Management Committee

21.1 In the management of the affairs of the Company no member of the Management Committee shall be liable for any loss to the property of the Company arising by reason of

- (a) improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment)
- (b) the negligence or fraud of any agent employed by him or her or by any other member hereof in good faith (provided reasonable supervision shall have been exercised) even though the employment of such agent was not strictly necessary
- (c) any mistake or omission made on good faith by any member hereof
- (d) any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable

21.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Management Committee may otherwise be entitled every member of the Management Committee or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against

- (a) any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company
- (b) all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

## 22 Payment of Reasonable Expenses to Members of the Management Committee

The members of the Management Committee may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Company but shall not be paid any other remuneration save as permitted in the Memorandum of Association

## 23 The Keeping of Minutes

The Management Committee must have minutes entered in the minute book

- (a) of all appointments of officers by the Management Committee
- (b) of the names of members of the Management Committee present at each of its meetings and of any committee of the members of the Management Committee
- (c) of all resolutions and proceedings at all meetings of

I. the Company

II. the Management Committee

III. committees or sub-committees of the Management Committee

## 24 The Composition of the Management Committee

The first Management Committee consists of those people named in statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Company is formed or appointed by them. They hold office until the first Annual General Meeting

## 25 Notification of Change of members of the Management Committee to the Registrar of Companies

All appointments, retirements or removals of directors must be notified to the Registrar of Companies

## 26 Ending of Management Committee Membership

A member of the Management Committee must cease to be a member if he or she

- a) is employed by the Company or holds any office of profit under the Company
- b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally
- c) becomes barred from membership of the Management Committee because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993
- d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
- e) resigns the office by notice in writing to the Company but only if at least two members of the Management Committee will remain in office when the resignation takes effect
- f) is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the Voting Members became interested in the contract
- g) is removed from office

## 27. Removal of a member of the Management Committee

### By a General Meeting

27.1 A general meeting of the Company may remove any member of the Management Committee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the member may say

27.2 Removal can take place only by the Company passing an ordinary resolution saying so At least 28 clear days' notice must be given to the Company and at least 21 clear days' notice to the membership Once the Company receives such notice it must immediately send a copy to the member of the Management Committee concerned He or she has a right to be heard at the general meeting He or she also has the right to make a written statement of reasonable length if the statement is received in time it must be circulated with the notice of the meeting If it is not sent out, the member may require it to be read to the meeting

#### By the Management Committee

27.3 If a member of the Management Committee for inadequate reason fails to attend three consecutive meetings of the Management Committee or to attend six meetings in any twelve-month period, the Management Committee may resolve that he or she be removed from the Management Committee The member must be given at least 7 clear days' notice in writing of the resolution

#### 28 Meetings of the Management Committee

- 28.1 The Management Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles **The Management Committee may meet, adjourn and run its meetings as it wishes including in person, through video conference or a combination, subject to the rest of these articles.**
- 28.2 Questions arising at any meeting must be decided by a majority of votes Every member has one vote including the Chairman If the votes are equal, the Chairman has a casting vote
- 28.3 A member of the Management Committee may, and the Secretary if requested by a member of the Management Committee must, summon a meeting of the members of the Management Committee
- 28.4 Associate Management Committee Members may be appointed by the Management Committee at any time. They will be able to attend Management Committee meetings and assist without being entitled to vote. They will not be legally responsible for the organisation
- 28.5 Notice of a meeting need not be given to any member of the Management Committee who is out of the United Kingdom

#### 29 Quorum of the Management Committee

A general meeting of the Company must fix the quorum necessary for business to be done at a Management Committee meeting. The quorum must be at least a third of the membership of the Management Committee subject to a minimum of three

#### 30 Vacancies on the Management Committee

The Management Committee may act despite any vacancy on the Committee But if the number of members falls below the quorum it may act only to summon a general meeting of the Company

#### 31 A Resolution may be Approved by Signature Without a Meeting

A resolution in writing signed by all the members of the Management Committee or any sub-committee is as valid as if it had been passed at a properly held meeting of the



Management Committee or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Management Committee or sub-committee

## **32 Validity of Acts done at Meetings**

It may be discovered that there was some defect in the appointment of a member of the Management Committee or someone acting as a member or that he or she is disqualified. If this is discovered, anything done before the discovery at any meeting of the Management Committee is as valid as if there were no defects or disqualification

## **33 Delegation of Management Committee powers to Sub-Committees**

- 33.1 The Management Committee may delegate the administration of any of its powers to committees consisting of one or more of its members. A sub-committee must conform to any regulations that the Management Committee imposes on it
- 33.2 The members of the Management Committee on the subcommittee may (unless the Management Committee directs otherwise) co-opt any person or people to serve on the sub-committee
- 33.3 All acts and proceedings of the subcommittee must be reported to the Management Committee as soon as possible

## **34 Chairman of Sub-Committees**

- 34.1 A sub-committee may elect a Chairman of its meetings if the Management Committee does not nominate one
- 34.2 If at any meeting the Chairman of a subcommittee is not present within 10 minutes after the appointed starting time the Members present may choose one of their number to be Chairman of the meeting

## **35 Meetings of Sub-Committees**

- 35.1 A sub-committee may meet and adjourn whenever it chooses
- 35.2 Questions at the meeting must be decided by a majority of votes of the members present
- 35.3 The sub-committee must have minutes entered in minute books. Copies of these minutes must be made available to all members of the Management Committee

## **COMPANY SECRETARY**

### **Appointment and Removal of the Company Secretary**

The Trustees appoint the Company Secretary They decide his or her period of office, pay (if not a member of the Management Committee) and conditions of service. They may also remove the Company Secretary. Any Company Secretary who is paid may not also be a member of the Management Committee

### **Actions of Directors and Company Secretary**

The Act says that some actions must be taken both by a Trustee (a Director) and by the Company Secretary. If one person is both a Trustee and the Company Secretary, it is not enough for him or her to do the action first as Trustee and then as Company Secretary

## **36 The Seal**

- 36.1 If the Company shall decide to use a Company Seal the Management Committee must provide safe custody for the Seal
- 36.2 The Seal must may only be used on the authority of the Management Committee or of a sub-committee authorised by the Management Committee to use it
- 36.3 Everything to which the Seal is affixed must be
  - (a) signed by a member of the Management Committee
  - (b) countersigned by the Company Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose

## ACCOUNTS

### 37 Proper Accounts must be Kept

- 37.1 The Management Committee must have proper books of account kept in accordance with the law. In particular the books of account must show
  - (a) all amounts received and spent by the Company and for what
  - (b) all sales and purchases by the Company
  - (c) the assets and liabilities of the Company
- 37.2 The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions Otherwise they are not proper books of account

### 38 Books must be kept at the Office

The books of account must be kept at the Registered Office of the Company or at other places decided by the Management Committee The books of account must always be open to inspection by members of the Management Committee

### 39 Inspection of books

The Management Committee must decide whether, how far, when, where and under what rules the books of account may be inspected by Members who are not on the Management Committee A Member who is not on the Management Committee may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Management Committee or a general meeting

### 40 Statement of Financial Activities and Balance Sheet

- 40.1 The Management Committee must put before a general meeting of the Company for each accounting period
  - (a) a balance sheets
  - (b) a statement of financial activities
  - (c) a copy of the report of the Management Committee
- 40.2 The Management Committee must file with the Companies Registrar the annual returns that are required

### 41 Copies for Voting Members

- 41.1 Certain documents must be sent to Voting Members of the Company at least 21 clear days before the date of the general meeting These documents are
  - (a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Company at the general meeting.
  - (b) a copy of any Auditor's or independent examiner's report.

- (c) a copy of the report of the members of the Management Committee.
- 41.2 This article does not require a copy of these documents to be sent to anyone whose address the Company does not know
- 42 **Appointment of Auditors or Independent Examiner**  
Properly qualified auditors or independent examiners must be appointed if the Company's income or assets exceed the levels specified from time to time requiring such
- 43 **Service of Notices**  
The Company may give notice to any Voting Member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the Voting Member lacks a registered address within the United Kingdom notice may be sent to any address within the United Kingdom which he or she has given the Company for that purpose. If a notice is sent by post it will be treated as having been served by properly addressing pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post
- 44 **Accidental Omission of Notices**  
Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting
- 45 **Who is Entitled to Notice of General Meetings**
  - (a) every Voting Member (except those Voting Members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom)
  - (b) an Auditor or independent examiner of the Company (if any)
  - (c) all members of the Management Committee
- 46 **Rules**
  - 46.1 (a) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate
    - (i) the admission and classification of Members of the Company (including the admission of organisations to membership) and the rights and privileges of such Members, and conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;
    - (ii) the conduct of Members of the Company in relation to one another and to the Company's servants
    - (iii) the setting aside of the whole or any part or parts of the Company's premises for any particular purpose or purposes

- (iv) the procedure at general meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by the Articles
- (v) generally, all such matters as are commonly the subject matter of Company rules

46.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Company all such rules or bye laws, which shall be binding on all Members of the Company. Provided that no rule or bye law shall be inconsistent with or shall affect or repeat anything contained in the Memorandum or the Articles

#### 47 Alteration of the Articles

- 47.1 The Company may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of Voting Members of which 21 clear days' notice has been given of the intention to pass a special resolution and at which 75% of those Voting Members must be in favour of. Such a resolution may be passed on shorter notice if 95% of Voting Members agree
- 47.2 No alteration may be made to an Article which directs or restricts the way monies or property of the Company may be used without the Charity Commission's prior written approval

#### 48 Dissolution of the Company

- 48.1 The Management Committee or a general meeting may decide at any time to dissolve the Company. The Company shall then call a meeting of all Voting Members and those entitled to notice of general meetings
- 48.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association