
AMENDED
ARTICLES OF ASSOCIATION
FOR

BANGLADESH
MULTI PURPOSE
CENTRE

(Company Number 03524935)

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of

BANGLADESH MULTI PURPOSE CENTRE
(Company Number 03524935)

1. The Company's name is the Bangladesh Multi-purpose Centre.
2. Interpretation.

In these articles:

"the Act" means the Companies Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Company;

"the Charity" means the company intended to be regulated by these articles;

"the Commission" means the Charity Commission for England and Wales;

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"Board of Directors" means the body of the directors under the Act and of trustees under Charity Law;

"Officers" means the Chair, Vice-Chair, Secretary and Treasurer of the Company appointed under these Articles;

"subcommittee" means a committee of one or more Directors;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa;

"the Company" means The Bangladesh Multi Purpose Centre which is the company intended to be regulated by these articles;

"the Articles" means these Articles of Association of the Company;

"clear days" in relation to the period of a notice means that the day when the notice is given, or deemed to be given, and the day in respect of which it is given or on which it is to take effect, is excluded from the calculation of the period;

"executed" includes any method of execution, including signing and sealing;

"the Memorandum" means the Memorandum of Association of the Company;

"office" means the registered office of the Company;

"the seal" means the common seal of the Company if it has one;

"Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

"the Board" means the Board of Directors of the Company;

"the Directors" means the directors of the Company (and "Director" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland;

"Membership Book" means the record of members which shall be kept as a paper record or as a computer record;

"authorised person" means someone with authority to act on behalf of an organisation;

"duly authorised representative" means the person appointed by a member to act on its behalf in respect of the Company; (duly appointed representatives' has a corresponding meaning);

Bangladesh Council means the voluntary and charitable organisation set up by the Birmingham City Council's former Race Relations Unit in 1988 to act as a corporate consultative mechanism between the City Council and Birmingham's Bangladesh Community and which organisation forms part of the Standing Consultative Forum for Birmingham City Council;

"member of the Bangladesh Community" means a person, or the spouse of a person, born in Bangladesh or who can trace her or his origins to Bangladesh ('members of the Bangladesh Community' shall have a corresponding meaning);

"the City Council" means Birmingham City Council or such other body as shall replace it;

words importing the masculine gender only shall include the feminine gender;

words and expressions referring to writing unless the context requires otherwise include references to printing, lithography, and other methods of representing or reproducing words in a visible form;

any reference to any act, statutory instrument or other piece of legislation shall include any modification or re-enactment of that statute;

Subject to the meanings set out above, words or expressions contained in these Articles shall unless it is obviously not the case from the context, mean the same as those words, or expressions do in the Act.

Objects.

3.

The Company's objects (the Objects) are: to promote the benefit of the inhabitants of Birmingham, in particular the Bangladesh community, by promoting the preservation and protection of good health, advancing education and training, relieving poverty and sickness and provide facilities in the interests of social welfare for recreation and other leisure time occupation with the object of improving the conditions of life for the said inhabitants.

Powers.

4. In addition to any other powers it may have, the Charity has the following powers in order to further the Objects:

- (i) give financial help to any charitable organisation or organisations to promote the welfare of the Beneficiaries.
- (ii) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise.
- (iii) obtain information from and provide information to, work alongside and co-ordinate the activities of any other charitable organisation or organisations working in the interests of the Beneficiaries.
- (iv) in the interests of social welfare and with a view to improving the conditions of life of the Beneficiaries provide procure or assist in the provision of recreation facilities or other leisure time occupation for the benefit of the Beneficiaries.
- (v) write or cause to be written, and print, publish, issue and circulate, whether in the form of the printed written word, or on tape or computer or in any other appropriate format, free of charge or for payment any reports or periodicals, books, pamphlets or leaflets, or other documents.
- (vi) arrange and provide for or join in arranging or providing for the holding of exhibitions, meetings, lectures and classes.
- (vii) promote, encourage or undertake research followed by the publication of the results of such research either for a charge or no charge.
- (viii) provide and maintain training and other programmes which offer an alternative to unemployment for the benefit of the Beneficiaries whether alone or in partnership with other organisations.

- (ix) to borrow and raise money to further the objects of the Company in such a way and on security as the Company may think fit.
- (x) to invest whatever money the Company does not require immediately to further its objects in or upon whatever investments, securities and property the trustees consider appropriate, subject nevertheless to any conditions and consents required or imposed by the law.
- (xi) to purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any building or erections which the Company may think necessary for the promotion of its objects.
- (xii) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company with a view to the furtherance of its objects.
- (xiii) to employ and remunerate such staff as are necessary for carrying out the work of the Company.
- (xiv) to provide liability indemnity insurance for the Directors or any other officer of the Company.
- (xv) to setup trading subsidiaries or carry out any such trading activities that is allowable under law.
- (xvi) to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects.
- (xvii) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company or organisation formed for any of the Objects.
- (xviii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (xix) to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.
- (xx) to subscribe to, or become a member of, or amalgamate, or co-operate with any other charitable organisation, institution, society or association which has similar objects to those of the Company.
- (xxi) to do all such other lawful things as should further the objects of the Company.

5. Application of Income

The income and property of the Company shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Company and no Director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company. Provided that nothing in this document shall prevent any payment in good faith by the Company:

- (i) of reasonable and proper payment for any service rendered to the Company by any member, officer or servant of the Company who is not a member of the Board;
- (ii) of interest on money lent by any member or trustee of the Company at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board or Governing Body;
- (iii) of fees, payment or the benefit in money or money's worth to any company of which a member of the Board may also be a member holding not more than 1/100th part of the issued capital of that company;
- (iv) of reasonable and proper rent for premises demised or let by any member of the Company or it; Board or Governing Body;
- (v) of reasonable out of pocket expenses to any member of the Company.

Liability of members.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while they are a member or within twelve months after they cease to be a member, to contribute such sum (not exceeding £1) as may be demanded of them towards the payment of the debts and liabilities of the Company incurred before they cease to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. Amendments

8.1 Subject to the following provisions of this clause the Memorandum and Articles of Association may be altered by a resolution passed by not less than 75% of the members present and voting at a General Meeting. The notice of the meeting must include notice of the resolution, setting out the terms of the alteration proposed.

- 8.2 No amendment may be made to clauses 1, 3 and 9 of the Articles of Association without the prior permission of the Charity Commission.
- 8.3 No amendment may be made which would have the effect of making the Company cease to be a charity at law.
- 8.4 The Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

9. Dissolution.

If the Company is wound up or dissolved and after all its debts and liabilities have been paid there remains any property it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities where more than one half of the members of the governing body (bodies) of the said charity or charities are members of the Bangladesh community and the objects of which charity or charities are similar to the Objects set out in clause 3 above, in that they work for the benefit of the Bangladesh community the constitutions of which charity or charities prevent the distribution of the income and property to an extent at least as great as is imposed on the Company by Clause 5 above, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other charitable project.

10. Members.

- 10.1 There shall be four (4) classes of members of the Company, being Founder Members, Life Members, Organisation Member and Co-opted Members.
- 10.2 Organisation Member of the Company shall be entitled through their duly elected representatives to attend and vote at all General Meetings of the Company, and exercise all other rights of members set out in these Articles.

10.3 Founder Members

- (i) Mr Nasir Ahmed , Mr Abul Fazal Mohammed Kamrul Hassan and Mr Faizur Rahman Choudhury shall be the first Founder Members of the Company to serve as Members of the company for a life term, subject to Article 11.
- (ii) In the event that a Founder Member ceases to be a Member of the Company pursuant to Article 11 of these Articles then The Board shall appoint a person as a Life Member pursuant to Article 10.4 of these Articles.
- (iii) In the event that Founder Members cease to be Members at the same time, then the Board shall appoint persons as a Life Members pursuant to Article 10.4 of these Articles.

10.4 Life Member

A person shall be eligible to be a Life Member, to serve as a Member of the Company, subject to Article 11 of these Articles, for a life term if he or she, at the date of the general meeting at which these amended Articles have been approved:

- (i) is not a Trustee or Director of the Bangladesh Council; and
- (ii) is the longest serving former Chair, Secretary and Treasurer of the Bangladesh Council who has made a significant contribution to the work of the Bangladesh Council, as determined by the Bangladesh Council; or is a person appointed by The Board pursuant to Article 10.3 (ii) and 10.3 (iii); and
- (iii) has consented to act as a Life Member.

10.5 Organisation Member

- (i) The Bangladesh Council shall be the Organisation Member of the Company.
- (ii) Subject to sub-Article (iii) of this Article (Article 10.5), the Bangladesh Council shall elect a maximum of four (4) duly authorised representatives to serve a term of three (3) years commencing from the date of the Annual General Meeting next after their election as a representative by the Bangladesh Council, such that at least one (1) of the duly authorised representatives elected shall be a woman.
- (iii) In the event that any Life Member appointed pursuant to Article 10.4 ceases to be a Member of the Company, then the Bangladesh Council shall elect a duly authorised representative to serve a term of three (3) years commencing from the date of the Annual General Meeting.
- (iv) In the event that a duly appointed representative of the Bangladesh Council ceases to be a member before the expiry of their term, then the Bangladesh Council shall appoint or elect a replacement representative to serve a term to expire at the same time as the expiration of the term of other representatives of the Bangladesh Council.
- (v) A representative of any Organisation Member (the Bangladesh Council) shall not serve two (2) consecutive terms as a representative.

10.6 Co-opted Members

The Board may appoint persons as Co-opted Members to serve a term of three (3) years and may revoke such appointment or amend the term of the said appointee at their sole and absolute discretion.

11. Termination of Membership

11.1 A member shall cease to be a member:

- (i) If it is an Organisation Member and it ceases to operate;

- (ii) If the member resigns (if only at least two (2) Members shall remain when the resignation is to take effect);
- (iii) If it is an Organisation Member and it has failed to elect or appoint representatives within three (3) months of becoming a member;
- (iv) If it is an Organisation Member and all its representative(s) fail to attend an Annual General Meeting of the Company for two (2) years consecutively;
- (v) If it is an Organisation Member or a Co-opted Member and fails to respond to notices sent to the last known address of the member within three months of the said notice being dispatched. A notice must require the member to which it is sent to confirm to the Secretary in writing whether or not it wishes to remain a member of the Company. If there is a reasonable explanation for this failure the member shall be reinstated. The Board's decision as to what constitutes a reasonable decision shall be final;
- (vi) It carries out such actions or activities as shall in the opinion of the majority of the members of the Board brings the Company into disrepute;
- (vii) If it is an Organisation Member and its representative, or any one of them, becomes permanently incapable by reason of mental disorder, illness or injury of managing and administering hers or his own affairs and the Organisation which is so represented refuses or, for whatever reason, fails to elect an alternative representative;
- (viii) If it is an Organisation Member and becomes insolvent or makes any arrangement or composition with its creditors generally;
- (ix) If it is an Organisation Member or a Co-opted Member and acts in the opinion of the majority of the Board against the best interests of the Company;
- (x) Where a member is expelled under the provisions of Articles 11.1(iv)-11.1(ix), the member shall be notified of its expulsion in writing within seven days of the decision having been made.
- (xi) The member shall have a right to appeal the decision which appeal shall be made in writing to the Secretary within fourteen days.
- (xii) The Board will consider the appeal at its next full meeting after the date of the appeal being submitted to the Secretary. The duly authorised representatives of the member shall withdraw from any board meeting or part of a Board meeting at which such appeal is considered and shall not be able to contribute to the discussion or vote in relation to the appeal save as stated below. The Directors, excluding those directors who are also representatives of the member, shall then notify the member of the outcome of the appeal within seven days of its meeting, such that the decision of the Board on this matter shall be final and binding.

12. Annual General Meeting and General Meetings

- 12.1 The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year.
- 12.2 Notices calling an Annual General Meeting shall state that the meeting to which they relate is an Annual General Meeting.
- 12.3 Not more than fifteen months shall pass between any two Annual General Meetings of the Company.
- 12.4 So long as the Company holds its first Annual General Meeting within eighteen months of incorporation as a company limited by guarantee it need not hold an Annual General Meeting in the first year of its incorporation or in the following year.
- 12.5 The Board shall decide when and where an Annual General Meeting shall take place.

13. General Meetings (other than Annual General Meeting)

- 13.1 All General Meetings called for the purpose of discussing business matters of the Company and which are not Annual General Meetings shall be called General Meetings.
- 13.2 In addition to General Meetings the Company shall be entitled to call sector group meetings subject to the rules set out in these articles.
- 13.3 The Board may call General Meetings. In addition, if 75% of the members of Company request that a General Meeting is called, the Board shall take immediate steps to convene a General Meeting for a date not later than four weeks after they have received the request.
- 13.4 If there are not within the United Kingdom sufficient Board Members to call a General Meeting, any Director or any member of the Company may call a General Meeting.

14. Notice of General Meetings

- 14.1 Twenty-one clear days notice will be given of any meeting, whether an Annual General Meeting or a General Meeting, called with the intention of passing a special resolution.
- 14.2 Fourteen clear days notice will be given of all other General Meetings but a General Meeting may be called by shorter notice if it is so agreed:
 - (i) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - (ii) in the case of any other meeting by a majority of 95 per cent of those members entitled to attend and vote.
- 14.3 The notice shall be in writing and shall state the date, time and place of the meeting and the general nature of the business to be transacted. Where the meeting is an Annual General Meeting, the notice shall state that it is the Company's Annual General Meeting.

- 14.4 The notice shall be given to all members of the Company and to Directors and auditors. It shall be the responsibility of the member to notify its duly authorised representatives of the date, time and agenda of meetings.
- 14.5 It is open to the Board to invite whoever it wishes to attend meetings but such persons shall not be entitled to vote.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

16. The following business shall be dealt with at each Annual General Meeting of the Company:
- (i) the consideration of the accounts and balance sheets
 - (ii) the reports of the Board and auditors
 - (iii) the declaration by members of their nominees to the Board:
 - (iv) the appointment of and the fixing of the payment of the auditors.
17. No business shall be transacted at either an Annual General Meeting or a General Meeting unless a quorum is present. A quorum means 51% of the Members and duly authorised representatives entitled to vote upon the business to be transacted.
18. If a quorum is not present within half an hour from the time at which the meeting is due to start or if during a meeting a quorum ceases to be present, the meeting shall,
- (i) if called at the request of members, be dissolved; or
 - (ii) if called by any other means be adjourned to the same day in the next week at the same time and place or to whatever date, time and place the Board decides, or
 - (iii) in the event that an adjourned meeting is not quorate the officers of the Board present shall make such decision as needs to be made and their decision ratified by the next Board meeting.

Chair of Meetings

19. The Chair, if any, and in the absence of the Chair the Vice-Chair, if any, of the Board shall act as chair of every General Meeting of the Company. If there is no Chair or Vice-Chair or the Chair or Vice-Chair are not willing to act or if the Chair or Vice-Chair are not present within fifteen minutes after the time at which the meeting is due to start the Directors present shall elect one of their number to be Chair. If there is only one Director present and willing to act she or he shall be chair.
20. If no Director is willing to act as chair, or if no Director is present within thirty minutes after the time at which the meeting was due to start, the members present and entitled to vote shall choose one of their number to be chair of the meeting.

21. Adjournments

21.1 The chair may, with the consent of a meeting at which a quorum is present (and shall if requested to do so by the meeting), adjourn the meeting to whatever time and place, she or he considers appropriate, provided that all persons entitled to attend the adjourned meeting shall receive at least seven days notice of the adjourned meeting. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

21.2 Notice of the adjourned meeting shall be given to all members of the Company.

Poll or Voting at General Meetings

22. A resolution put to the vote of either an Annual General Meeting or General Meeting shall be by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded in the way set out below. Subject to the provisions of the Act, a poll may be demanded by

- (i) the chair, or
- (ii) at least two duly authorised representatives having the right to vote at the meeting and being present
- (iii) one tenth of the duly authorised representatives entitled to vote at the meeting, present in person.

23. Unless a poll is demanded a declaration by the chair that a resolution has on the show of hands 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of voting cards declared before the demand for the poll was made.

25. A poll shall be taken as the chair directs. The chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

26. Chair's casting vote

Where the votes are equal in favour of and against the resolution, whether on a show of hands or on a poll, the chair shall be entitled to a second vote in addition to any other vote she or he might have.

27. Poll or Voting on Election of Chair or Adjournment

- 27.1 A poll demanded on the election of a chair or on a question of an adjournment shall be taken immediately.
- 27.2 A poll demanded on any other question shall be taken either
(i) immediately, or
(ii) when and where the chair directs.
- 27.3 The demand for a poll shall not prevent that part of the meeting to which the poll does not relate continuing.
- 27.4 If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

28. Avoiding meetings

A resolution in writing and signed by all members entitled to attend and vote at General Meetings shall be as valid and effective as if that resolution had been passed at a General Meeting of the Company duly convened and held.

Votes of members

29. Every member shall have one vote except that the chair may have a second vote the circumstances set out in Article 26.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is made, and every vote not disallowed at the meeting shall be valid. Any objection made at the meeting shall be referred to the chair whose decision shall be final and conclusive.
31. On a poll votes may be given personally.

32. The Board

- 32.1 The Board shall consist of a maximum of 11 people made up as follows:
- the Founder Members of the Company;
 - the Life Members (if any) of the Company;
 - the duly authorised representatives of the Bangladesh Council;
 - if there are any vacancies, then up to four (4) Co-opted Members (herein referred to as 'Co-opted Directors').
- 32.2 A Co-opted director shall be entitled to vote and behave in every respect as if she or he had been appointed under Article 32.1 and shall remain a director in office until required to retire by rotation under the provisions of Article 45.

32.3 The Members, at a General Meeting of members, shall appoint from among the Board members a Chair, Vice-Chair, Secretary and Treasurer of the Company (herein referred to as 'Officers') to serve, subject to Article 32.4, a term of three (3) years.

32.4 The appointment of Officers may be revoked by the members of the Company at a General Meeting of the company.

33. The members of the Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in at ending and returning from meetings of the Council or any sub-committee or General Meetings of the Company or in connection with the business of the Company. Such payments are subject to the discretion of the Board and the Board's decision on whether to make such payments is final.

34. Powers and Duties of the Board

34.1 Subject to

- (i) the provisions of the Act,
- (ii) the Memorandum of Association
- (iii) the Articles of Association, and
- (iv) any directions given by the members of the Company passing a special resolution at a General Meeting

the Board shall manage the Company. No alterations to the Memorandum and Articles of Association and no direction given by the members passing a special resolution as in 34.1 (iv) above shall make any act done by the members of the Board before the alteration was made or the direction given, invalid.

34.2 If these Articles of Association give the Directors special powers, those special powers shall not override the powers given to the Directors in this Article 34

34.3 A meeting of the Board at which a quorum is present may exercise all the powers held by the Board.

35. In addition to all powers expressly given to the Board by these Articles of Association and without reducing their general powers under these Articles the Directors shall have the following powers:

- (i) to pay all expenses incurred in promoting and registering the company;
- (ii) to spend the funds of the Company in such a way as they consider most beneficial provided that all expenditure is for the purpose of achieving the Company's objects;
- (iii) to borrow money, and to mortgage or charge its undertaking and property, or any part of it, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party;
- (iv) to invest in the name of the Company whatever part of the Company's funds they consider appropriate and to direct the sale or transfer of any of the Company's investments and to spend the proceeds of any sale of the Company's investments to promote the objects of the Company;

- (v) to enter into contracts on behalf of the Company and any such contract be signed by at least two members of the Board.

36. The Treasurer shall, notwithstanding the provisions of Article 34 above, be able to enter into contracts up to a value of £500 without seeking other authority, and any such contracts shall be reported to The Board at their next meeting.

Minutes

37. The Secretary shall ensure that minutes are made in special minute books, which books may be retained on computer or by hand, provided for the purpose:-

- (i) of all appointments of officers made by the Board
- (ii) of the names of the members of the Board attending each meeting and of those attending any sub-committee of the Board
- (iii) of all resolutions and proceedings of the Company including Annual General Meetings, General Meetings, meetings of Directors and of sub-committees.

Disqualification and removal of Directors

38. A Director shall cease to hold office if she or he

- (i) ceases to be a Director because of any provision in the Act or is disqualified from acting as a Director of a charity by of section 45 of the Charities Act;
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering hers or his own affairs;
- (iii) resigns hers or his office by giving notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- (iv) is absent for a period of one year from meetings, whether she or he has submitted apologies to the Secretary or not and that the Directors resolve that hers or his office be vacated;
- (v) ceases to be a Member or in the case of an Organisation Member he or she ceases to be the duly authorised representative of it, or his or her term expires;
- (vi) is directly or indirectly interested in any contract with the Company and fails to declare the nature of hers or his interest in the way required by the Act;
- (vii) becomes bankrupt or makes any arrangement or composition with hers or his creditors generally;
- (viii) acts in such a way as to bring the Company into disrepute or in a way which in the opinion of the Directors is against the best interests of the Company;

- (ix) is the duly authorised representative of an Organisation Member which ceases to exist;
- (x) is a Founder Member and is removed as a Director by the majority resolution of all Founder Members of the Company;
- (xi) is a Life Member and is removed as a Director by the majority resolution of all Life Members of the Company;
- (xii) is a Co-opted Director is removed by the majority resolution of The Board.

39.1 A member of the Board shall not vote in respect of any contract in which she or he is interested or any matter arising as a result of that contract. If she or he does vote, the vote shall not be counted.

39.2 A member of the Board nominated under the provisions of Article 32 shall not vote in connection with any matter in which the member's nominating body has an interest or in which the organisation of which she or he is a duly authorised representative has an interest and shall absent themselves from that part of any Board meeting in which such a matter is discussed.

40. In the event that a Director shall be asked to resign, such decision shall be made by unanimous decision of the remaining members of the Board. The Board shall delegate one of its officers to communicate its decision in writing to the said Director.

41. In the event that a Director is asked to resign under the provisions of Article 40 above, she or he shall not be able to stand for re-election for a period of three years.

42. Appointment and retirement of Directors

42.1 The initial directors of the Company shall be appointed in accordance with Article 32.

42.2 Subject to Article 32 of these Articles, it shall be the responsibility of each Organisation Member to ensure that it has carried out its election/nomination process and notified the Secretary in writing of the names and addresses of its nominees at least 30 days before its Annual General Meeting.

42.3 A retiring Director shall be eligible for re-nomination if the Board approves such nomination at its absolute and sole discretion.

43. It is open to the Board to decide not to fill any vacancy made by a Director who retires provided that 75% of the Board members agree to the decision not to fill a vacancy.

44. Notices

- 44.1 Not less than seven clear days before the date a General Meeting is to be held, notice shall be given to everyone entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is nominated for appointment or reappointment as a Director, or
- 44.2 The notice shall give the particulars of that person which is required to be included in the Company's register of Directors.
- 45. The Company may increase or reduce the number of members of the Board, by ordinary resolution and may also decide in what rotation the increased or reduced number is to retire from office.

46. Directors Power of Appointment to the Board

- 46.1 The Board shall have the power to appoint any person to be a member of the Board at any time to fill a casual vacancy or as an addition to the existing members of the Board.
- 46.2 The total number of members on the Board shall not at any time exceed any maximum number fixed in accordance with these Articles.
- 46.3 Any member of the Board appointed under this article 46 shall hold office only until the next following Annual General Meeting. She or he shall be eligible for re-election at that Annual General Meeting.
- 46.4 Any person appointed in this way shall not be taken into account in determining the members of the Board who are required by rotation to retire at such a meeting.

Directors Interests

- 47. Except to the extent permitted by Article 5, no Director shall take or hold any interest in property belonging to the Company or receive payment or be interested except as a Director in any other contract to which the Company is a party.

48. Proceedings of the Board

- 48.1 Subject to the provisions of these Articles, the Board may conduct its activities as it considers appropriate, but any notices for meetings of the Board of Directors shall be given at least ten (10) days prior to date of the said meeting, notwithstanding the Directors retaining the power to call an urgent Board Meeting with a shorter notice if the majority of the Directors in office agreed to such shorter notice for the said meeting.
- 48.2 A Director may, and the secretary at the request of a Director shall, call a meeting of the Board.

- 48.3 It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 48.4 Questions arising at a meeting shall be decided by a majority of votes. Where the votes for and against a resolution are equal, the chair shall have a second or casting vote.
- 48.5 The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than three (3).
49. The Directors may act even if there are vacancies on the Board. If the number of Board is less than the number fixed as a quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Meeting.
- 50. Chairing of Board Meetings**
- 50.1 The Board meetings shall be chaired by the Chair.
- 50.2 If there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within fifteen minutes after the time at which the meeting was due to start, then the Vice-Chair shall chair the meeting. If there is no such person holding that office, then the Directors present may appoint one of their number to be chair of the meeting.
- 51. Sub-Committees of Directors**
- 51.1 The Directors may set up one or more sub-committees consisting of whichever duly authorised representatives they consider appropriate and may invite other persons eg. representatives of organisations using the facilities of the Company, to sit sub committees whether or not they are members of the Company.
- 51.2 All acts and proceedings of any sub-committees shall be fully and promptly reported to the Board and shall be subject to any rules and regulations made by the Board.
- 51.3 A sub-committee shall have no power to spend money on behalf of the Company. It shall be entitled to make recommendations to the Board only.
- 51.4 A sub-committee may elect a chair of its meetings provided that such chair is also a Director of the Company. If no such chair is elected, or if the chair is not present within fifteen minutes of the time at which the meeting was due to start, the members of the sub-committee shall elect another member of the sub-committee to chair the meeting.
- 51.5 A sub-committee may meet and adjourn as it thinks appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there are equal votes, for and against a proposal, the chair shall have the casting vote.

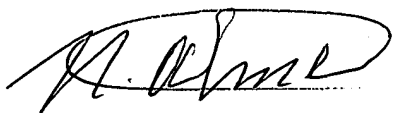
52. All acts done by a meeting of Directors or a committee of Directors, shall even though it is discovered after the meeting that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been correctly appointed and was qualified and had continued to be a Director and had been entitled to vote.
53. A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of sub-committee meeting shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a sub-committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- 54. Bank Accounts**
- 54.1 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall clearly state the name of the Company.
- 54.2 All cheques and orders for the payment of money from any bank account of the Company shall be signed by at least two officers of the Company.
- 55. Secretary and other office holders**
- 55.1 The Secretary shall be appointed at whatever payment (if the secretary is not a Director) and upon whatever other conditions the Board considers appropriate.
- 55.2 No member of the Board may occupy the salaried position of secretary.
56. A provision of the Act or these Articles requiring or authorising a thing done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as or in place of the secretary.
- 57. The Seal**
- 57.1 The Board shall make sure that the company seal, if the Company owns such a seal, is kept in a safe place.
- 57.2 The seal shall only be used by the authority of the Board or of a committee of the Committee authorised by the Board. The Directors may decide and state who shall sign any document to which the seal is affixed and unless they decide otherwise it shall be signed by a Director and either the Secretary or a second Director.

Accounts, Annual Report and Annual Return

58. Accounts shall be prepared in accordance with the provisions of the Act.
59. The Directors shall comply with their obligations under the Charities Act 2006 with regard to the preparation of an annual report and sending it to the Charity Commissioners.

60. The Directors shall comply with their obligations under the Charities Act 2006 with regard to the preparation of an annual return and sending it to the charity commissioners.
61. The accounting records shall be kept at the registered office of the Company or at such other place or places as the Board thinks appropriate.
62. The accounting records shall always be open to the inspection of authorised representatives of the Company.
63. The Board shall determine, where and when and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board.
- 64. Notices**
- 64.1 Any notice to be given to or by any member duly authorised representative or Board member under these Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
- 64.2 The Company may give any notice to a member or a duly authorised representative or a Board member either personally or by sending it by post in a prepaid envelope addressed to the member at hers or his registered address or by leaving it at that address.
- 64.3 A member which has a registered address not within the United Kingdom and which gives the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 64.4 A member present by its duly authorised representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

Signed on the authority of the members by the Chairman Mr. Nasir Ahmed:

Signature 

Date 23rd December 2020