

THE COMPANIES ACT 1985, 1989 AND 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

NEW ARTICLES OF VALLEY HOUSE

(Adopted by Special Resolution dated 1st May 2018)

INTERPRETATION

1. In these articles:

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

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time in force;

"the articles" means these Articles of Association of the Charity;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" includes any mode of execution;

"office" means the registered office of the Charity;

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

"the trustees" means the board of directors of the Charity;

"the United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. The Charity's name is Valley House.

3. The Charity's registered office is to be situated in England and Wales.

4. The Charity's objects ("the Objects") are

- a) to offer support and / or accommodation appropriate to the needs of vulnerable individuals and families within the City of Coventry, the Midlands and the surrounding area who are homeless, with the aim of enabling them to move into and sustain their own accommodation;
- b) to support and motivate people to re-engage with educational opportunities, that will allow them to develop their potential and have more life choices and the advancements of education, training or retraining, including among unemployed people, and providing unemployed people with work experience;

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- c) to provide quality services for the advancements of the lives of children in partnership with parents, to enable children and young people to develop their physical and mental capacities so that they may achieve their potential as individuals and members of society and their conditions of life may improve.
 - d) to promote, safeguard and protect the good health, both mental and physical, of adults, children and young people.
5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
- a) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments of exchange, and to operate bank accounts in the name of the Charity;
 - b) to raise funds and to invite and receive contributions, provided that in raising funds the charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations. This does not preclude the charity from the development of social enterprises in order to support the aims of the charity;
 - c) to construct any buildings or erections which the Charity may think necessary for the promotion of its objects;
 - d) to acquire by purchase or otherwise, alter, improve and (subject to such consents as may be required by law) to exchange, sell, charge or otherwise dispose of land and property;
 - e) subject to clause 6 below to employ such staff, who shall not be trustees, as are necessary for the proper pursuit of the Objects and make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - f) to establish or support any companies, associations, institutions or charitable trusts in any way connected with the purposes of the Charity or calculated to further its objects;
 - g) to associate by subscription and co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - h) to pay out the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - i) to publish books, pamphlets, reports, leaflets, journals, files and instructional matters;

- j) to invest monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions and such consents as may be imposed or required by law;
 - k) to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, the Charities Act 2011;
 - l) to do all such other lawful things as are necessary for the achievement of the Objects.
6. The income and property of the Charity 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 Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
- a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or the person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in professional capacity on its behalf PROVIDED that at no time shall majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 percent or less than the published base lending rate of a clearing bank to be selected by the trustees;
 - d) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - e) of reasonable and proper rent for premises demised or let by any member of the company or a trustee;
 - f) in relation to an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);

g) in respect of indemnity insurance under Article 5(k);

h) to any trustee of reasonable out of pocket expenses.

7. The liability of the members is limited.

8. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the rights of the contributories among themselves.

9. If the Charity is wound up or dissolved and after its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or distributed among the members of the Charity or Charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Membership

10. Membership of the Charity shall be open to any individual who becomes a trustee.

11. No person shall be admitted a member of the Charity unless his or her application for membership is approved by the Trustees.

12. Every application for membership shall be considered by the Board at its first meeting after the application was made or as soon afterward as is practicable.

13. Every member shall have one vote.

Register of Members

14. The Charity shall keep a register of Members containing the name and address of every member, the date on which s/he became a member and the date on which s/he ceased to be a member. Every member shall sign a written consent to become a member or sign the Register on becoming a member.

15. A member shall notify the Secretary in writing within seven days of a change of their name and address.

Cessation of Membership

16. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
17. A member shall cease to be a member immediately if s/he ceases to be a trustee.

General Meeting

18. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meetings as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next PROVIDED that so long as the Charity holds its first annual general meeting within eighteen month of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the trustees shall appoint.
19. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting for the date not later than eight weeks after receipt of the requisition. If there are not within United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

Notice of general meetings

20. An annual general meeting and a general meeting called for the passing of a special resolution shall be called at least twenty one clear day's notice. All other general meetings shall be called by at least fourteen clear days' notice. But a general meeting may be called by shorter notice if it is so agreed:

- a) in the case of an annual general meeting, by all the members entitled to attend and vote; and
- b) in the case of any other meeting by a majority in number of members having a right to attend and vote

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given, written or electronically, to all members and to the trustees and auditors.

21. The accidental omission to give notice of a meeting to, or 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

22. No business shall be transacted at any meeting unless a quorum is present being three or one third (rounded up to the nearest whole number) of persons entitled to vote upon the business to be transacted whichever is the greater.
23. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.
24. The chairperson of the trustees or in his / her absence some other trustee nominated by the trustees shall preside as chairperson of the meeting, but if neither the chairperson nor such other trustee be present within fifteen minutes of after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairperson and, if there is only one trustee present and willing to act, he / she shall be the chairperson.
25. If no trustee is willing to act as chairperson, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
26. The business of the annual general meeting shall include:
- a) The receipt of the annual report
 - b) The consideration of the audited accounts presented by the Board
 - c) The appointment and the fixing of the remuneration of the auditors
 - d) Any other business
27. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

28. A resolution put to the vote of a meeting shall be decided on a show of hands unless on, or on the declaration of the result of, the show of hands a poll is duly demanded.

29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other votes s/he may have.

Votes of members

30. Votes may be given personally or by proxy and no member (save where a member is a proxy for another member) shall have more than one vote.

31. No objection shall be raised to the qualification of any other except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

Appointment and retirement of trustees

32. The number of trustees shall not be less than three or more than 11.

33. Where a vacancy arises for the office of trustee then the Board may institute the following process of seeking to fill any such vacancy. If the Board resolves to seek additional trustees then the Board shall:

- a. invite applications for the position of trustee in such a way as the Board acting reasonably sees fit;
- b. ask applicants to submit such written information and attend such interview or assessment process as the Board acting reasonably shall determine;
- c. following such process, appoint such applicants as the Board considers appropriate to the office of trustee. Such appointment may be made at any Board meeting.
- d. The Board will be responsible for an appropriate recorded induction process for new Trustees.
- e. The Board shall from time to time review the balance of experience and skills within the Board.

34. Trustees shall hold office until the annual general meeting following the third anniversary of their appointment. Subject to Article 35 (b), trustees may be re-appointed by the Board. For the purposes of this Article, those trustees holding office at the date of adoption of these Articles shall be deemed to commence their period of office from that date of adoption.

35. No person may be appointed or re-appointed as a trustee:

- a. unless s/he has attained the age of 18 years;
- b. if the person concerned has previously served two full terms as a trustee, unless at least 12 months have elapsed since the person in question ceased to hold that office;
- c. in circumstances such that, had s/he already been a trustee, s/he would have been disqualified or immediately cease to hold office under the provisions of Article 37;
- d. in exceptional circumstances, the Trustees can override the two full terms – see b. above – for the benefit of the Board

36. At the first Board meeting following the annual general meeting each year the Board shall appoint a chairperson, a treasurer and such other officers as the Board considers appropriate from among the trustees.

Resignation, disqualification and removal of trustees

37. A trustee shall cease to hold office if s/he:

- a. comes to the end of his or her term of office and is not re-appointed;
- b. resigns his or her office by giving written notice to the Charity;
- c. ceases to be a trustee by virtue of any provision in the Act or is prohibited by law from being a trustee or is disqualified from acting as a trustee by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of the relevant provisions);
- d. is being treated by a registered medical practitioner who gives a written opinion to the Charity stating that the person has become physically or mentally incapable of acting as a trustee and may remain so for more than six months;
- e. is declared bankrupt or makes any arrangement or composition with his or her creditors;
- f. is removed from office by a panel convened under Article 42;
- g. is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a 66% majority of the trustees present and voting at a properly convened Board meeting that s/he should be removed provided that the trustee concerned has first been given an opportunity to put his or her case and to justify why s/he should not be removed as a trustee; or
- h. is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- i. dies.

38. If the chairperson receives a written complaint identifying the complainant and alleging conduct by a trustee that in his/her reasonable opinion is detrimental to the interests of the Charity, and suggests that there is a *prima facie* case for the complaint to be investigated in accordance with the provisions of these Articles, s/he may suspend the trustee concerned.

39. Conduct detrimental to the interests of the Charity includes:

- a. any breach of a trustee obligations under the Companies Act, any agreed code of conduct, or otherwise; and
- b. conviction of any offence which has or is likely to bring the Charity into disrepute.

40. Where the chairperson is absent or unable or unwilling to act in relation to the complaint or the complaint is about the chairperson then the vice chairperson or any two trustees acting together may exercise the power to suspend the chairperson or a trustee under Article 38 in the same circumstances as the chairperson.

41. The trustee whose conduct is complained of must immediately be notified in writing either by the secretary (if any) or by the chairperson or the vice chairperson of the complaint and of any suspension which if exercised under Article 38 or Article 40 will be effective from the date of the notice. During the period of any suspension the trustee must not:

- a. participate in a Board meeting;
- b. authorise or incur expenditure on behalf of the Charity;
- c. make use of any property belonging to or in use by the Charity in his/her capacity as a trustee;
- d. hold him/herself out as a trustee of the Charity; or
- e. seek to commit the Charity to any obligation.

42. On receipt of a complaint under Article 38 the chairperson or the vice chairperson must immediately refer the matter for a fair process of investigation, which may be carried out by a panel established for the purpose, an independent person or persons, or such other body as the chairperson or vice chairperson acting reasonably shall appoint, including under such procedure for dealing with complaints as the Board may from time to time approve.

Powers of trustees

43. Subject to the provision of the Act, the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

44. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles of the trustees shall have the following powers namely:
- a. to expend the funds of the charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;
 - b. to enter into contracts on behalf of the charity.

Proceedings of trustees

45. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
46. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one-third of their number or three trustees, whichever is the greater.
47. Subject to Article 50, the Board may allow individuals who are not trustees to attend Board meetings as observers on whatever terms the Board decides.
48. Observers may not vote but may take part in discussions with the prior consent of the chairperson.
49. The Board may exclude observers from any part of a Board meeting where the Board considers the business is private.
50. The Board must exclude an observer from any Board Meeting at which a possible personal benefit to him or her is being considered.
51. The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
52. The trustees may appoint one or more sub-committees consisting of two or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which is in

the opinion of the trustee would be more conveniently undertaken or carried out by sub - committee, provided that all acts and proceedings of any such sub committees shall be fully and promptly reported to the trustees.

53. All acts done by meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterward discovered that there was a defect in the appointment of any trustee 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 duly appointed and was qualified and had continued to be trustee and had been entitled to vote.
54. A resolution in writing signed a majority of the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effective as if it had been passed at a meeting of trustees (or as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
55. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be authorised as the trustees shall from time to time determine.

Trustee's expenses and interests

56. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.
57. Except to the extent permitted by Article 6, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than trustee in any other contract to which the Charity is a party.

Secretary

58. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they think fit, and any secretary so appointed may be removed by them.

Minutes

59. The trustees shall keep minutes in books kept for all proceeding at meetings of the Charity and of trustees and of committees of trustees including the names of the members and trustees present at each such meeting.

Accounts

60. *Accounts shall be prepared in accordance with the relevant provisions of the Act.*

Annual Report and Annual Return

61. The trustees shall comply with the obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of annual report and its transmission to the Charity Commission.

Indemnity

62. Subject to the provisions of the Act every trustee and other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor or in which s/he is acquitted 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 Charity.