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Company Number: 3950659

The Companies Acts 1985 And 1989
Company Limited by Guarantee and not having a Share Capital

Articles of Association of
Glass Door Homeless Charity¹

PART A – CONSTITUTIONAL PROVISIONS

1. The Company’s name is “Glass Door Homeless Charity” and in this document it is called the “Charity”.
2. The Charity’s registered office is to be situated in England and Wales.
3. The Charity’s Object (the “Object”) is the relief of poverty among homeless people in the Royal Borough of Kensington and Chelsea and the London Borough of Hammersmith and Fulham and the surrounding area by the provision of accommodation, advice and assistance.
4. In furtherance of this Object 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, 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;
 - c) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property and to maintain and equip it for use;
 - d) to borrow money and to mortgage all, or any part of the Charity’s property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993;
 - e) to enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Charity of any of the objects for which the Charity is formed;
 - f) to invest the funds of the Charity in any of the ethical or socially responsible investments for the time being authorised for the investment of trust funds;
 - g) to arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the trustees or in the name of an individual, company or firm who or which is an authorised person or an exempted person within the meaning of the Financial Services Act 1986 acting under the instructions of the trustees;
 - h) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity as required;
 - i) subject to clause 5 below, to employ such staff, who shall not be directors of the Charity (hereinafter referred to as the “trustees”), as are necessary for the proper pursuit of the

¹ The Company’s name on incorporation was “West London Churches Homeless Concern” and changed its name to “Glass Door Homeless Charity” on 27 March 2015

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Object and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

- j) to establish or support any charitable trusts, associations or institutions formed for the Object;
- k) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Object or similar charitable purposes and to exchange information and advice with them;
- l) to appoint and remove patrons, presidents and vice presidents;
- m) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- n) to do all such other lawful things as are necessary for the achievement of the Object.

5. The income and property of the Charity shall be applied solely towards the promotion of the Object 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:

- (1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a 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;
- (2) to any trustee who possesses specialist skills or knowledge required by the Charity for its proper administration, of reasonable charges for work of that nature done by him or her, or by his or her firm, when instructed by the Charity to act on its behalf. Provided that:
 - a) at no time shall a majority of the trustees benefit under this provision; and
 - b) a trustee shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of his or her firm, is being discussed.
- (3) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or employee of the Charity who is not a trustee;
- (4) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding two percent less than the published base lending rate of a clearing bank to be selected by trustees;
- (5) 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;
- (6) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
- (7) to any trustee of reasonable out-of-pocket expenses;

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- (8) of any premium in respect of any indemnity insurance to cover the liability of the trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the trustee or trustees concerned knew to be a breach of trust or breach of duty or which was committed by the trustee or trustees concerned in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. The liability of the members is limited.
7. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) 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 costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all 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 transferred to some other charity or charities having objects similar to the Object 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 the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.
9. Article 1 (Interpretation) of Part B (Administrative Provisions) of these Articles of Association of the Charity applies equally to this Part A (Constitutional Provisions).

PART B – ADMINISTRATIVE PROVISIONS

Interpretation

1. In these articles:

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

“the Act” means the Companies Act 1985;

“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 deputy secretary;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“authorised representative” means an individual who is duly appointed by a member to act on its behalf at meetings of the Charity and whose name is given to the Secretary;

Reference to an Act of Parliament or section of an Act are to the Act of Parliament or section as amended or re-enacted from time to time and to any subordinate legislation made under it.

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

Members

2. (1) Such organisations as are admitted to membership in accordance with the regulations made under Article 56 shall be members of the Charity. No organisation shall be admitted a member of the Charity unless its application for membership is approved by the trustees.
- (2) Each member shall by resolution of its governing body from time to time appoint an authorised representative to act on its behalf at meetings of the Charity and shall give his or her name to the Secretary.
- (3) The trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
- (4) The membership of an organisation or a person may be terminated without their or its consent in accordance with such regulations or bye laws as the trustees may approve.
- (5) No regulation or bye law as to the manner in which the membership of an organisation or a person may be terminated is valid unless it provides that the member is to be given an opportunity to be heard at any meeting at which the question of the termination of the membership is to be determined.

General meetings

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than

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15 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 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

4. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the 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

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary 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:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

7. No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a duly authorised representative of a member, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
8. 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 the same day in the next week at the same time and place or to such time and place as the trustees may determine.
9. The chairman, if any, of the trustees or in his or her absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he or she shall be chairman.

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10. If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the authorised representatives present and entitled to vote shall choose one of their number to be chairman.
11. A trustee shall, notwithstanding that he or she is not an authorised representative, be entitled to attend and speak at any general meeting.
12. The chairman 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 an 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.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded:
 - (1) by the chairman; or
 - (2) by at least two authorised representatives having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the 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.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
16. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be authorised representatives) 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.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. 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.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

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20. The order and manner of conducting the business and any other matter relating to a general meeting not provided for in the Articles or regulations and bye laws of the Charity shall be determined finally and conclusively by the chairman of the meeting.
21. A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).

Votes of members

22. Subject to Article 17, every member shall have one vote.
23. No member shall be entitled to vote at any general meeting unless all moneys then payable by it to the Charity have been paid.
24. 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
25. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Trustees

26. The number of trustees shall be not less than five and (unless otherwise determined by ordinary resolution) shall be subject to no maximum.
27. The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

Powers of trustees

28. Subject to the provisions 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.
29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
 - (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the object and to invest in the name of the Charity such part of

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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 object of the charity;

- (2) to enter into contracts on behalf of the Charity.

Appointment and retirement of trustees

30. No person shall be appointed a trustee at any general meeting unless:
- (1) he or she is recommended by the trustees; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, a notice executed on behalf of a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment stating the particulars which would, if he or she were so appointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his or her willingness to be appointed.
31. No person may be appointed as a trustee:
- (1) if he or she is under the age of 18 years; or
 - (2) in circumstances such that, had he or she already been a trustee, he or she would have been disqualified from acting under the provisions of Article 35.
32. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person 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 Charity of the intention to propose him or her 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 Charity's register of trustees.
33. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.
34. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee. A trustee so appointed shall hold office only until the next following annual general meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the conclusion thereof.
- 34A. Each trustee appointed pursuant to the articles shall, if he or she has not done so already, retire from office at the third annual general meeting after the annual general meeting at which he or she is appointed or his or her original appointment is confirmed by the members (as the case may be) provided that such a trustee may be reappointed by the members in accordance with these articles 30-32 for up to two further terms (whether continuous or not) of three years following which such trustee may not be reappointed as a trustee until three further years have elapsed. Notwithstanding the foregoing, the members may by ordinary resolution provide for transitional arrangements in respect of the trustees in office on the date of adoption of these articles.

Disqualification and removal of trustees

35. A trustee shall cease to hold office if he or she
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993;
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (3) resigns his or her office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (4) 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; or
 - (5) is removed by resolution passed by at least half the authorised representatives present and voting at a general meeting after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views.

Trustees' expenses

36. 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.

Trustees' appointments

37. Subject to the provisions of the Act and to Clause 5 of Part A of the articles, the trustees may appoint one or more of their number to any unremunerated executive office of the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he or she ceases to be a trustee.
38. Except to the extent permitted by clause 5 of Part A of the articles, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of trustees

39. 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 the 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 chairman shall have a second or casting vote.
40. 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 five trustees, whichever is the greater.
41. A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees, in which all participants may communicate with all the other participants.

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42. 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.
43. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him or her from that office. Unless he or she is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he or she is present. But if there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
44. 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 in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
45. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards 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 a trustee and had been entitled to vote.
46. A resolution in writing, signed by all 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.
47. 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 signed by at least two trustees.

Secretary

48. 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 may think fit; and any secretary so appointed may be removed by them.

Minutes

49. The trustees shall keep minutes in books kept for the purpose:
- (1) of all appointment of officers made by the trustees; and
 - (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

Records and Accounts

50. The trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

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- (1) annual reports;
- (2) annual returns;
- (3) annual statements of account.

Notices

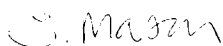
- 51. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
- 52. The Charity may give any notice to a member either by leaving it at the member's address or by sending it by post in a prepaid envelope addressed to the member at the address shown in the register of members or by suitable electronic means.
- 53. A member represented by an authorised representative at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 54. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

- 55. Subject to the provisions of the Act every trustee or 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 judgement is given in his or her favour or in which he or she 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.

Regulations

- 56. (1) The trustees may from time to time make such regulations or bye laws on any matter concerning the administration or governance of the Charity as they may in their discretion think fit, provided that no regulation or bye law shall be inconsistent with the articles, the Act or the Charities Act 1993.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the regulations or bye laws.
- (3) The trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such regulations or bye laws, which shall be binding on all members of the Charity.



Shuna Mason
Director and Company Secretary