

## COMPANIES ACTS 1985 &amp; 1989

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

## ARTICLES OF ASSOCIATION OF

## AUTISTIC SOCIETY GREATER MANCHESTER

MONDAY



RM 07/11/2011 79  
COMPANIES HOUSE

## 1 PRELIMINARIES

## 1.1 Definitions

- (a) In these Articles (if not inconsistent with the subject or content) the following expressions shall have the following meanings:-

<u>Expression</u>	<u>Meaning</u>
"Act"	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
"Articles"	These Articles of Association of the Charity
"Charity"	Autistic Society Greater Manchester Area
"Commission"	The Charity Commissioners for England & Wales
"Company"	The Charity
"Director"	An elected director of the Charity from time to time and "Directors" means all the directors
"Financial Expert"	An individual, Company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.
"Secretary"	The elected secretary of the Charity, from time to time.
"Members"/"Membership"	Any member of the Charity and all the members of the Charity from time to time
"Memorandum"	the Memorandum of Association of the Charity
"Objects"	The Objects of the Charity as defined in Clause 3 of the Memorandum.

- (b) Words imparting the masculine gender only shall include the feminine and neuter gender and vice versa
- (c) 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 MEMBERSHIP

- (i) Membership shall be open to persons upon payment of a subscription to be determined by the Charity from time to time

- (ii) Any application for membership shall be approved by the Directors who shall not be bound or required to give any ground or reason for the rejection of an applicant
- (iii) All members of the Charity shall be bound by the rules laid down herein
- (iv) No persons shall be a Director of the Charity unless he or she shall be a fully paid up member of the Charity and no member may vote on any matter relating to the Charity unless he or she shall be a fully paid up member and the decision of the Directors shall be final in connection with any matter arising from this sub-clause

2 1 The number of members with which the Company proposes to be registered is unlimited

2 2 The Charity must maintain a register of members.

2 3 Membership will be automatically terminated when a member

- (a) gives written notice of resignation to the Charity,
- (b) dies or (in the case of an organisation) ceases to exist,
- (c) is three months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due).
- (d) is removed from membership by resolution of the Directors on the grounds that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice

2.4 Membership of the Charity is not transferable.

### **3. Linkage with other specialist Autism Organisations**

The Charity shall endeavour to maintain close links including participating in any appropriate 'linking schemes' with other appropriate specialist Autism organisations

## **4. FINANCE**

The financial year of the Charity shall begin on the first day of April of each year. The Charity shall maintain a bank account or accounts into which all monies received shall be paid. Accounts of the Charity shall be prepared annually and shall be independently examined or audited (in accordance with the guidelines laid down from time to time by the Charity Commissioners) by the Charity's Auditors or independent examiners (as appropriate) appointed by the Charity at its Annual General Meeting. It shall be open to the Charity to accept payment on account of services rendered as well as subscriptions, donations and grants.

## **5 GENERAL MEETINGS**

### **5 1 Notices**

- (a) At least twenty one days notice must be given to each and every member of every Annual General Meeting which shall be held every calendar year and of every Extraordinary General Meeting which shall be held in circumstances as in hereafter provided specifying, in each case, the day and hour of the meeting and the nature of the business which is intended to be transacted at the meeting. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed or proceedings had at any meeting

- (b) 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 members having a right to attend and vote, being a majority together holding together not less than 95% of the total voting rights at the meeting of all the members.

## 5.2 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Ten members entitled to vote upon the business to be transacted personally present shall constitute a quorum.
- (b) 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 and to such time and place as the Directors may determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

## 5.3 Chairman

- (a) The Charity Chairman shall preside as Chairman at every General Meeting. If, for any reason, the Chairman is not present then the members present at that meeting shall choose a member of the Charity to take the chair at that meeting.
- (b) 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 may have.

5.4 A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at a General Meeting.

## 5.5 Voting

- (a) At any meeting of the Charity a resolution put to the vote of the meeting shall be decided upon by a show of hands of the members present provided that a majority of members present may elect to vote by secret ballot to be held as hereinafter provided. [In the case of an equality of votes whether on a show of hands or on a secret ballot, the Chairman of the meeting shall be entitled to a second or casting vote.]
- (b) All matters considered at an Extraordinary General Meeting may only be passed by a 75% majority of those present entitled to vote.
- (c) On a secret ballot members shall indicate their decision as to voting by writing the same thereon on a piece of paper to be handed to two members of the Directors appointed for that purpose by the meeting who shall then take account of all votes and announce the result to the meeting.
- (d) Subject as provided herein every member of the Charity shall have one vote at any meeting. No member other than a member duly registered who shall have paid subscription and other sums (if any) which shall be due and payable to the Charity in respect of membership shall be entitled to vote on any question at any meeting.
- (e) At any meeting voting may be by proxy. The instrument appointing the proxy shall be in writing under the hand of the appointor and in the following form or a form as near thereto as circumstances permit.

"I \_\_\_\_\_ of \_\_\_\_\_  
being a member of \_\_\_\_\_  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the meeting of the  
to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any adjournment thereof

Signed

this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Unless otherwise instructed in writing the proxy will vote as he/she thinks fit provided always that a person acting as a proxy shall be a member of the Charity and the instrument appointing a proxy shall be deposited with the Secretary not less than twenty four hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall be not be treated as valid.

## **6 ANNUAL GENERAL MEETING**

6.1 The Charity must hold an Annual General Meeting ("AGM") in every year which all members are entitled to attend. The first AGM may be held within 18 months after the Charity's incorporation

6.2 At an AGM the members shall:

- (a) consider the Charity's Annual Report and Statement of Accounts.
- (b) deal with the re-appointment of those Directors who have retired in accordance with the provisions of these Articles,
- (c) appoint the Charity's accounts examiners in accordance with (4)

and

- (d) discuss and determine any issues of policy or deal with any other business put before them

## **7. EXTRAORDINARY GENERAL MEETING**

7.1 Any meeting other than an Annual General Meeting shall be an Extraordinary General Meeting ("EGM"). Only the following business may be conducted at an EGM and that business can itself only be dealt with by such EGM:

- (a) Amendments to the Memorandum & Articles of the Charity
- (b) Any matter affecting the future existence of the Charity including, but not limited to the winding up of the Charity
- (c) Motions of censure or discussion of removal from office of Officers or Directors of the Charity by reason of acts or admissions considered prejudicial to the Charity and not in respect of their retirement from office in accordance with Article 8.3.

- (d) Any matter certified as such by the Directors

All matters to be discussed at an Extraordinary General Meeting must be notified to members in accordance with Clause 5(g) hereof.

- 7 2 The Directors 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 [28] days after receipt of the requisition.

## 8. THE DIRECTORS

- 8 1 The Charity's property shall be held by the Directors upon trust for the Charity.

- 8 2 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

- 8 3 A Director shall cease to hold office if he or she

- (a) is disqualified under the Charities Act 1993 (or any statutory re-enactment or modification of that provision) from acting as a charity Director;
- (b) **is deemed a majority of the other Directors to be incapable, whether mentally or physically, of managing his or her own affairs;**
- (c) is absent from 2 meetings of the Directors during a period of 18 months and the other Directors resolve that his office be vacated,
- (d) ceases to be a member and the other Directors resolve that his office be vacated (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Charity before the next AGM),
- (e) resigns by written notice to the Directors (but only if at least two Directors will remain in office),
- (f) is removed by resolution passed by at least 75% of those members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views ]

- 8.4 Subject to Article 9 1, a Director may only be removed from office at an Extraordinary General Meeting of the Charity

- [8.5 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting at which that Director is in attendance].

## 9. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 9 1 At the first Annual General Meeting [all the Directors shall retire from office, and at every subsequent Annual General Meeting] one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one Director who is subject to retirement by rotation, he shall retire

- 9 2 Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot

9 3 If the Charity at the meeting at which a Director retires by rotation, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost

9 4 No person other than a Director retiring by rotation shall be appointed or re-appointed a Director unless -

(a) he is recommended by all the Directors, or

(b) not less than 14 nor more than 21 clear days before the date appointed for the meeting, a notice executed by at least five members qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of Directors together with a notice executed by that person of his willingness to be appointed or re-appointed

No person may be appointed as a Director -

(a) They have attained the age of 18 years, or

(b) in circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article [8.2]

9.5 Not less than 14 nor more than 21 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 (other than a Director retiring by rotation at the meeting) who is recommended by the Directors for appointment or re-appointment as a Director at the meeting or in respect of whom, notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Charity's register of Directors

9 6 Subject as aforesaid, the Charity may, by ordinary resolution, appoint a person who is willing to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.

9.7 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM when he will be subject to retirement with all the other Directors in accordance with Article 9 1

## **10. PROCEEDINGS OF DIRECTORS**

10 1 (a) The Directors shall meet together for the despatch of business (and shall meet at least four times per annum) adjourn and otherwise regulate their meetings as they think fit

(b) The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall be not less than one third of their number or two Directors, whichever is the greater

(c) The Directors may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling an EGM.

- (d) A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors, shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a 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.
- (e) Any bank account in which any part of the assets of the Charity is deposited shall be operated in conjunction with the Directors and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed / authorised by at least two Directors, or one Director and the Chief Executive of the Charity.
- (f) The prior approval of two thirds of all the Directors is required by any Director who intends to incur any expenditure that is not included in the Budget for that Financial Year and if the Budget is not set for any Financial Year, then prior approval of two thirds of all the Directors is required by any Director who intends to incur any expenditure in excess of 10% of the free reserves in the Charity's Bank account at that time.
- (g) Questions arising at any meeting of the Directors shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote. The Secretary shall give to the Directors at least seven days notice of the time and place of meetings and such notice shall contain an anticipated Agenda of these meetings.
- (h) If at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting the Directors present shall by majority vote choose one of their members to be Chairman of the meeting and in default of any said majority vote the Chairman of the meeting shall be the Secretary and, in his absence, the Treasurer.
- (i) The Directors may delegate any of their powers to sub-committees of members ("Committees"). Every Committee shall comprise at least two nominated Directors. Any Committee so formed shall in the exercise of the powers so delegated conform to any directions given to it by the nominated Directors. The meetings and proceedings of the Committees shall be governed by the provisions for regulating the meetings and proceedings of the Directors set out in these Articles so far as applicable provided that such Committees shall make regular reports in full back to the Directors.
- (j) All Committees shall have proper Minutes to be made of all appointments of officers made by that Committee and of the proceedings of all meetings of all Committees.
- [(k) The two nominated Director members of each Committee shall be responsible for specific areas of activity [as decided by the Charity from time to time] and may invite other members of the Charity to assist in promoting such activities subject to the approval of the Directors.]

## **11. DIRECTORS**

- 11.1 If legal proceedings of any kind are taken or defended by the Charity the Directors shall, on the instructions of the Directors but not otherwise prosecute or defend such proceedings either in the name of the Charity [or in the names of the Directors or otherwise] on behalf of the Charity as may be necessary.
- 11.2 The Directors shall in all respects act as required by the Directors and a copy of a Minute of the Directors signed by the Chairman shall be conclusive evidence of its decision provided that a majority of the Directors may by written notice of the Chairman require that any said decision shall be referred for the prior approval in writing of the Charity Commissioners such written notice to the Chairman as aforesaid to be given within seven days of the notification to the Directors of the said decision by the Directors.

- 11 3 Any Director may be removed from office at an Extraordinary General Meeting of the Charity in accordance with 7 1(c)
- 11 4 Subject to the provisions of the Act, the Directors shall be effectually indemnified by the Charity against any liability, costs, expenses and payments whatsoever which may be properly incurred or made by them in relation to the trust of the Property and investments of the Charity or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the functions of the Director of the Charity
- 11 5 Subject to Article 11.3 above, Directors who die or retire or are otherwise discharged may be replaced or additional Directors may from time to time be appointed by the Charity in General Meetings and such decision of the Charity shall be given effect by appropriate Deed or Deeds for which purpose the Chairman of the Charity from time to time shall have the relevant power of appointment of such Director or Directors but the said power shall be exercised in accordance with the said decision of the Charity in General Meeting

## 12 **RECORDS AND ACCOUNTS**

- 12 1 The Directors 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 Commission of
- (a) annual reports,
  - (b) annual returns,
  - (c) annual statements of account.
- 12 2 The Directors must keep proper records of:
- (a) all proceedings at general meetings,
  - (b) all proceedings at meetings of the Directors,
  - (c) all reports of Committees, and
  - (d) all professional advice obtained
- 12 3 Accounting records relating to the Charity must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 12 4 A copy of the Charity's latest available statement of account which shall be prepared in accordance with the provisions of Part VII of the Act, must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months ]

## 13 **NOTICES**

- 13 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or [national] newspaper [circulating in area of benefit] or any newsletter distributed by the Charity except that a notice calling a meeting of the Directors need not be in writing.
- 13 2 The only address at which a member is entitled to receive notices is the address shown in the register of members.



- 13 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
  - (b) two clear days after being sent by first class post to that address,
  - (c) three clear days after being sent by second class or overseas post to that address,
  - (d) on the date of publication of a newspaper containing the notice,
  - (e) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
  - (f) as soon as the member acknowledges actual receipt.
- 13 4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

#### **14 AMENDMENTS TO MEMORANDUM & ARTICLES**

- 14.1 Subject to Article 14.2 below, the Charity's Memorandum & Articles of Association may be varied or amended from time to time by members of the Charity in Extraordinary General Meeting provided there is a majority of not less than 75% of total membership [in attendance at the meeting] in favour of any such amendment or variation
- 14 2 The Charity must obtain the prior written approval of any appropriate governing body, i.e. the Charity Commission to any proposed amendments to its Articles and Memorandum of Association, if required to so by law

#### **15. RULES**

- 15 1 The Directors may, from time to time, make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and, in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate -
- (a) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which the members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another and the Charity's servants,
  - (c) the setting aside of the whole or any part or part of the Charity's premises at any particular time or times or for any particular purposes,
  - (d) the procedure at general meetings and meetings of the Directors and the Committees insofar as such procedure is not regulated by the Articles,
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- 15 2 The Charity in Extraordinary General Meeting shall have the power to alter, add to or repeal the rules or by-laws and the Directors shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or by-laws, which shall be binding on all members of the Charity. Provided that no rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles

15 3 NAMES & ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

(List the full name and residential address of each of the subscribers) (signature of each of the subscribers)

Date: . . . . .

Witness to above signatures

. . . . .  
. . . . .  
... . . . .  
.. . . .

(Name, address and occupation of witness) (Signature of witness)

Updated with Amendments October 2005

UP DATED WITH AMENDMENTS NOVEMBER 2011  
