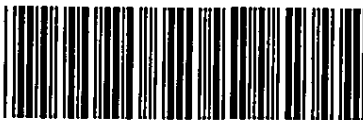




KALEIDOSCOPE PLUS GROUP
ARTICLES of Association

TUESDAY



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06/08/2013

#81

COMPANIES HOUSE

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

KALEIDOSCOPE PLUS GROUP

Interpretation

1 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 or an e-mail address in each case registered with the Association,

"the articles" means these articles of association of the Association,

"the Association" means the company intended to be regulated by these articles,

"clear days" in relation to a period of 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,

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

"the Directors" means the directors of the charity. The directors are trustees as defined by Section 177 of the Charities Act 2011,

"the memorandum" means the memorandum of association of the Association,

"officers" includes the Directors and the secretary,

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

"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

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Act but excluding any statutory modification not in force when the articles become binding on the Association

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

- 2 The name of the Association is Kaleidoscope Plus Group
- 3 The registered office of the Association is to be situated in England and Wales
- 4 The objects of the Association are
 - to promote the preservation and the safeguarding of mental health
 - to promote mental and general wellbeing,
 - to promote the relief of persons suffering from mental disorder,
- 5 The Association shall have the following powers in order to further the Objects but not for any other purpose
 - (1) To promote, enter into and organise co-operation with and between bodies and persons in the achievement of the Objects or any of them and to that end to bring together nationally, regionally and locally any bodies and persons engaged in or about to engage in the furtherance of the Objects or any of them
 - (2) To promote the formation of any bodies or organisations and to assist, financially (including, without limitation, by giving grants or making loans) or otherwise, or enter into any arrangement with any bodies and persons in the furtherance of the Objects or any of them and particularly to render assistance, either directly or indirectly or through other bodies or persons, to government departments and public authorities in the administration of statutes and orders relating to mental health in such manner as such assistance may from time to time be requested by such government departments and authorities or as the Association may deem advisable provided that such assistance does not relieve the government departments and authorities of their statutory duties
 - (3) To improve and elevate the technical and general knowledge of the public or of any person or persons engaged in or about to engage in the furtherance of the Objects or any of them, or in any employment in connection therewith and to this end, either alone or in conjunction with universities, schools or other educational establishments, to provide lectures, exhibitions, classes and conferences
 - (4) To carry on, assist or promote the establishment, support, provision and maintenance of clinics, schools, homes, hostels, places for observation or boarding out of patients, hospitals, institutions, workshops, libraries and other places in connection with the furtherance of the Objects or any of them, and to provide services at or in connection with such places, either gratuitously or otherwise

- (5) To procure and print, publish, issue and circulate, gratuitously or otherwise, reports or periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature as the Association may think expedient in connection with the Objects or any of them
- (6) To purchase, take on lease or in exchange, hire or otherwise acquire and hold in any manner any real or personal property and any rights or privileges the acquisition of which the Association may from time to time think conducive to the furtherance of the above objects or any of them and (subject to such consents as may be required by law) sell, lease or otherwise dispose of any such real or personal estate
- (7) To furnish, add to, alter and equip, and to sell, manage, develop, let, mortgage, or otherwise deal with all or any part of the property, rights and privileges of the Association as may be deemed expedient with a view to the furtherance of the Objects
- (8) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and (subject to the provisions of the said section) to receive gifts of property of any description (whether subject to any special trusts or not) for or towards the Objects or any of them
- (9) To act as trustee and to undertake or accept any trusts or obligations which may seem in accordance with the Objects and to perform any services in connection with the Objects gratuitously or otherwise
- (10) To invest any moneys subject to or representing property subject to the jurisdiction of the Commission for or any Government Department in or upon any investments authorised by law for the investment of trust funds and with such sanction as may be required by law with respect to moneys subject to such jurisdiction
- (11) Subject to the provisions of Article 5(10), to invest and deal with the moneys of the Association not immediately required in such manner as the Association shall think fit and in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000
- (12) To borrow or raise money in such manner and upon such terms as the Association shall think fit and to issue debentures or other securities, and for the purpose of securing any debt or other obligation of the Association to mortgage or charge all or any part of the property of the Association
- (13) To transfer or make over, with or without valuable consideration, any part of the property or assets of the Association not required for the Objects to any body having charitable objects or a charitable purpose as its objects or object, provided that such body is not carrying on business for profit or gain for distribution by way of dividend, bonus or otherwise, amongst its members
- (14) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them

- (15) To establish and support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects
- (16) To acquire, merge or enter into any partnership or joint venture arrangement with any other charity
- (17) To employ and remunerate such staff as are necessary for carrying out the work of the Association
- (18) To provide for the welfare of employees or ex-employees of the Association or their dependants, by grants of money or pensions or by the establishment and support of associations, institutions, funds or trusts or otherwise and to make payments towards insurance
- (19) To provide indemnity insurance for the directors in accordance with, and subject to the conditions in section 190 of the Charities Act 2011
- (20) To do all or any of the above things as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, and in any part of the world
- (21) To do all such lawful things as are incidental or conducive to the attainment of the Objects

Benefits and payments to members, Directors and connected persons

6 General provisions

In this article a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value

- (1) The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association but
 - (a) members who are not Directors may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied,
 - (b) members who are Directors may be employed by or enter into contracts with the Association and receive reasonable payment for their services provided that,
 - a the collective are in the minority of the total number of Directors,
 - b they abstain from any vote which may affect benefits and payments they receive for their services,
 - (c) members (including Directors) may be paid interest at a reasonable rate on money lent to the Association
 - (d) members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Association
 - (e) individual members who are not Directors but who are beneficiaries may receive charitable benefits in that capacity

- (2) A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except
 - (a) as mentioned in articles 6 1(c), 6 1(d) or 6 3
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Association
 - (c) an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - (d) payment to any company in which a Director has no more than a 1 per cent shareholding
 - (e) benefits received as a beneficiary of the Association where such benefits are no greater than those received by other beneficiaries
 - (f) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance)
- (3) Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit but only if
 - (a) the goods or services are actually required by the Association
 - (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in article 6 4
 - (c) no more than one half of the Directors are subject to such a contract in any financial year
- (4) Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must
 - (a) declare an interest at or before discussion begins on the matter
 - (b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information
 - (c) not be counted in the quorum for that part of the meeting
 - (d) withdraw during the vote and have no vote on the matter
- (5) This clause may not be amended without the prior written consent of the Commission

Members

- 7 (1) Membership is open to individuals or organisations who/which

- (a) apply to the Association in the form required by the Directors, and
 - (b) are approved by the Directors
 - (c) are officers of the Association in the posts of
 - (i) Chief Executive Office
 - (ii) Director of Finance
- (2)
- (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application
 - (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
 - (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final
- (3) Membership is not transferable to anyone else
- (4) The Directors must keep a register of names and addresses of the members

Termination of Membership

8 Membership is terminated if

- (1) the member dies or, if it is an organisation, ceases to exist,
- (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members,
- (3) the member is a serving officer and resigns their post,
- (4) any sum due from the member to the Association is not paid in full within six months of it falling due, or
- (5) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting

A member who ceases to be a member shall not be entitled to be repaid any subscription to the Association previously paid by the member or any part of such subscription

9 The liability of the members is limited

10 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he 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 amongst themselves, such amount as may be required not exceeding £1

General meetings

11 (1) An annual general meeting must be held in each calendar year

(2) The Directors will hold general meetings at least three times each year in addition to the annual general meeting

12 (1) The Directors may call an extraordinary general meeting at any time

(2) An extraordinary general meeting will be called where it is requisitioned by the members in accordance with the Act

Notice of general meeting

13 (1) The minimum period of notice required to hold a general meeting of the Association is five days

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting the notice must say so

(4) The notice must be given to all the members and to the Directors and auditors

14 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association

Proceedings at general meetings

- 15 (1) No business shall be transacted at any general meeting unless a quorum is present
- (2) A quorum is
- (a) three members entitled to vote upon the business to be conducted at the meeting, or
 - (b) one-tenth of the total membership at the time whichever is the greater
- (3) The authorised representative of a member organisation shall be counted in the quorum
- 16 (1) If
- (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present
- the meeting shall be adjourned to such time and place as the Directors shall determine subject to article 16(2)
- (2) The Directors must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting
- (3) If no quorum is present at the re-convened meeting with fifteen minutes of the time specified for the start of the meeting the members present (if at least two members) at that time shall constitute the quorum for that meeting
- 17 (1) The person who has been appointed to chair meetings of the Directors shall chair general meetings
- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (3) If there is only one Director present and willing to act he shall chair the meeting
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it the members present and entitled to vote must choose one of their number to chair the meeting
- 18 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution
 - (3) No business shall be conducted at a re-convened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting
- 19
- (1) Any vote at a meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded
 - (a) by the person chairing the meeting, or
 - (b) by at least two members having the right to vote at the meeting, or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
 - (d) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded
 - (3)
 - (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs. He may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
 - (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - (e) The poll must be taken within thirty days after it has been demanded
 - (f) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
 - (g) If a poll is demanded the meeting may continue to deal with any other business that may properly be conducted at the meeting
- 20 A resolution in writing signed by the number of members needed to approve it at a general meeting (ie a simple majority for an ordinary resolution and a 75% majority for a special resolution) (or in the case of a member that is an organisation, by its authorised representative) shall be as effective as if it had been passed at a general meeting. It may comprise several copies (hard copy or by email) each signed by (or in the case of an organisation, on behalf of) one or more members

Votes for members

- 21 (1) Subject to Article 21(2) every member, whether an individual or an organisation, shall have one vote
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Association.
- 22 Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association
- 23 (1) The organisation must give written notice to the Association of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The representative may continue to represent the organisation until written notice to the contrary is received by the Association
- (2) Any notice given to the Association will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation
- 24 A member may attend and vote at a general meeting by means of a proxy

Directors

- 25 A Director must be a natural person aged 18 years or older and must be a member of the Association

- 26 No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 37
- 27 The number of Directors shall be not less than three nor more than twelve
- 28 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

Powers of Directors

- 29 (1) The Directors shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by the Act, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

Retirement

- 30 At each annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one-third must retire from office. If there is only one Director he must retire
- 31 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect at the conclusion of the meeting

The Appointment of Directors

- 32 The Association may by ordinary resolution
 - (a) appoint a person who is willing to act to be a Director, and
 - (b) determine the rotation in which any additional Directors are to retire
- 33 No person may be appointed a Director at any annual general meeting unless
 - (1) being a Director retiring by rotation he or she is recommended for re-election by the Directors, or
 - (2) in all other cases, not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Association is given notice that
 - (a) is signed by a member entitled to vote at the meeting,

- (b) states the member's intention to propose the appointment of a person as a Director,
 - (c) contains the details that, if the person were to be appointed, the Association would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his willingness to be appointed
- 34 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation
- 35 (1) The Directors may appoint a person who is willing to act to be a Director
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation
- 36 The appointment of a Director, whether by the Association in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

Disqualification and removal of Directors

- 37 A Director shall cease to hold office if he
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director, or
 - (2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
 - (3) ceases to be a member of the Association, or
 - (4) becomes incapable by reason of mental illness or injury of managing and administering his own affairs, or
 - (5) resigns as a Director by notice to the Association (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or
 - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated, or
 - (7) is guilty of conduct detrimental to the best interests of the Association and the Directors resolve that he be removed (subject to natural justice provisions)

Directors' remuneration

- 38 The Directors must not be paid any remuneration unless it is authorised by article 6

Proceedings of Directors

- 39 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any Director may call a meeting of the Directors
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director
- (4) Questions arising at a meeting shall be decided by a majority of votes and each Director shall have one vote
- 40 (1) A meeting of the Directors may not make a binding decision unless a quorum is present at the time the decision is made
- (2) The quorum shall be three Directors
- (3) A Director may be counted as part of the quorum if he participates in a meeting by suitable electronic means agreed by the Directors through which all participants may communicate with all other participants
- 41 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 a general meeting
- 42 (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him by the Directors
- 43 (1) A resolution in writing signed by all of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors

Delegation

- 44 (1) The Directors may delegate any of their powers or functions to a committee but the terms of any delegation must be recorded in writing.
- (2) The committee may include individuals who are not Directors who have skills or experience related to the work of the committee
- The Directors may impose conditions when delegating, including the conditions that
- a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- (b) no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors
- (3) The Directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors
- 45 A Director must absent himself from any discussions of the Directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest)
- 46 (1) Subject to article 46(2), all acts bona fide done by any meeting of the Directors or of a committee of Directors shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified or had vacated office be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or a member of such committee
- (2) Article 46(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee if, but for article 46(1), the resolution would have been void, or if the Director has not complied with article 45

Execution of Deeds

- 47 Either two Directors or one Director and the secretary must sign documents that are executed as deeds

Minutes

- 48 The Directors must keep minutes of all
- (1) appointments of officers made by the Directors,
- (2) proceedings at meetings of the Association,
- (3) meetings of the Directors and of committees including

- (a) the names of those present at the meeting,
- (b) the decisions made at the meetings, and
- (c) where appropriate, the reasons for the decisions

Accounts

- 49 (1) The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice (SORP)
- (2) The Directors must keep accounting records as required by the Act

Annual Report and Return and Register of Charities

- 50 (1) The Directors must comply with the requirements of the Charities Act 2011 with regard to
- (a) the transmission of the statements of account to the Commission,
 - (b) the preparation of an annual report and its transmission to the Commission,
 - (c) the preparation of an annual return and its transmission to the Commission,
- (2) The must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities
- 51 Any notice to be given to or by any person pursuant to the articles
- (1) must be in writing, or
 - (2) must be given using electronic communications
- 52 (1) The Association may give notice to a member either
- (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his address, or
 - (c) by leaving it at the address of the member, or
 - (d) by using electronic communications and sending it to an address provided by the member for that purpose

- (2) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association
- 53 A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 54 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (3) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given
- (4) A notice shall be deemed to be given
- (5) 48 hours after the envelope containing it was posted, or
- (6) in the case of an electronic communication, 48 hours after it was sent

Indemnity

- 55 The Association may indemnify any Director against any liability incurred by him or her in that capacity, to the extent permitted by the Act

Rules

- 56 (1) The Directors may from time to time make such reasonable and proper working rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Association
- 57 (1) The rules or bye-laws may regulate the following matters but are not restricted to them
- (a) admission of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members,
- (b) the conduct of members of the Association in relation to one another and to the Association's employees and volunteers,
- (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes,
- (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by the articles,

- (e) generally, all such matters as are commonly the subject matter of company rules
- (2) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws
- (3) The Directors must adopt such means as they think sufficient to bring the rules or bye-laws to the notice of members of the Association
- (4) The rules or bye-laws, shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in the articles

Disputes

- 58 If a dispute arises between members of the Association about the validity of propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Dissolution

- 59 (1) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways
- (a) directly for the Objects, or
 - (b) by transfer to any charity or charities for purposes similar to the Objects, or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the Association, the directors of the Association may at any time before and in expectation of its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for the, shall on or before dissolution of the Association be applied or transferred
- (a) directly for the Objects, or
 - (b) by transfer to any charity or charities for purposes similar to the Objects, or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects
- (3) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity) and if no resolution in accordance in article 59 (1)

is passed by the members or the directors the net assets of the Association shall be applied for charitable purposes as directed by the Court or the Commission

- 60 A final report and statement of account must be sent to the Commission
- 61 No addition, alteration or amendment shall be made to the articles that would have the effect of altering the objects of the Association or the permitted uses of the income and property of the Association without first obtaining the approval of the Commission and in any case no such amendments shall be made as shall
- (1) make the Association a company to which Section 60 of the Act does not apply, or
 - (2) cause the Association to cease to be a charity in law



Kaleidoscope Plus Group

Minutes of the Board meeting - EXTRACT Held 26th June 2013, 5.30pm@ Hawthorns Hose

Present: Monica Shafaq (MS), Louise Biffin (LB), Kate Hepburn (KH), Lisa Swift (Minutes), Pauline Naughton (PN) (Acting Chair), Caron Thompson (CT), Steve Weaver (SW)

Apologies: Claire Dale, David Saunders, Edward Kuczerawy, Dan Da Silva, Jay Gill, Mark Wood

		Action
1	Apologies & Welcome Apologies were noted	
2	Declaration of Interest There were no declarations of interest	
4	Articles of Association LB stated that the Articles approved in May 2011 required amendment following the name change of the charity In addition, on reflection, the Articles of May 2011 did not include a dissolution clause stating that upon the charity's dissolution any of assets would be passed to similar charities or liquidated and the proceeds donated to charity This was to ensure that no Trustee would benefit from the dissolution of the charity and that its assets would have continued charitable use Additional changes to the Articles were made to ensure they reflected operational needs and demands These werer summarised as follows <ul style="list-style-type: none"> • An Annual General Meeting – held annually, • A general meeting – held at least three times per annum • An Extraordinary General Meeting – can be called at anytime where the above does not suffice <p style="text-align: center;">The above changes are set out in Clauses 11 and 1</p> In addition, the Articles have been amended to include two officer posts to ensure the risk of decision making was shared equally The two posts concerned are <ul style="list-style-type: none"> • Chief Executive, and • Director of Finance , as both are regular attenders at meetings and presented the majority of proposals The Charity Commission have been consulted on this point and they stated that it was now possible to have employees as Trustees provided that <ul style="list-style-type: none"> • The officers were in the minority of the board membership • Officers will abstain from voting on decisions which affect them directly, eg salary awards, • The Articles of Association state the officer can be a Trustee as well as an Officer • There is a genuine need, 	

	<p>Charity Commission permission would need to be sought prior to co-opting the two officers. Therefore, should the board of trustees agree to co-opt the above two posts to the Board, formal permission would be sought from them</p> <p>Two revised copies of the Articles were circulated with the papers</p> <ul style="list-style-type: none"> • Appendix 1 – Reflects the changes as set out above including adding a dissolution clause, • Appendix 2 – reflects the changes above and includes two officer posts being co-opted on to the board <p>The Board agreed to co-opt the two posts to the board subject to seeking approval from the Charity Commission</p> <p>Proposed Caron Thompson Seconded Steve Weaver</p> <p>Vote Unanimous</p> <p>Action: LB to seek clarification from Charity Commission regarding the two officer posts and dependent upon the outcome, register the appropriate Articles with Companies House and the Charity Commission</p>	
	<p>Any Other Business</p> <p>None</p> <p>Meeting closed at 8 40pm</p>	