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ARTICLES OF ASSOCIATION  
FOR

BETTER  
COMMUNITY  
BUSINESS  
NETWORK LIMITED

Amended 2022

Company Number 08142721  
**THE COMPANIES ACT 2006**  
COMPANY LIMITED BY GUARANTEE  
Articles of Association of

**BETTER COMMUNITY BUSINESS NETWORK LIMITED**

1 The name of the Company is **BETTER COMMUNITY BUSINESS NETWORK LIMITED.** (and in this document is called 'the Charity')

2 Interpretation.

In these articles:

"the Act" means the Companies Act 2006;

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

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

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

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

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

"Voting Members" means a subscribers of the company; "Voting Member" means a person from among the Voting Members; "member" in Article 60 means a Voting Member.

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

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

**Liability of Voting Members.**

3 The liability of the Voting Members is limited to a sum not exceeding £10, being the amount that each Voting Member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she or it is a Voting Member or within one year after he, she or it ceases to be a member, for:

- 1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a Voting Member;
- 2) payment of the costs, charges and expenses of winding up; and
- 3) adjustment of the rights of the contributories among themselves.

## **Objects.**

4

The charity's objects ("objects") are:

- (i) to develop the capacity and skills of the members of disadvantaged communities in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society;
- (ii) to help young people advance in life;
- (iii) advancing education;
- (iv) any other charitable object beneficial to the community.

## **Powers.**

5

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

- (1)  
to raise funds;
- (2)  
to buy, take on lease or in exchange, hire or otherwise acquire any property or assets or land and to maintain and equip them for use;
- (3)  
to sell, lease or otherwise dispose of all or any part of the property or assets belonging to the Charity.
- (4)  
to setup trading subsidiaries or carry out any such trading activities that is allowable under law;
- (5)  
to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed.
- (6)  
to co-operate with charities, voluntary bodies, individuals, corporations and statutory authorities and to exchange information and advice with them;
- (7)  
to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;
- (8)  
to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity or organisation formed for any of the Objects;

- (9)  
to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (10)  
to employ and remunerate such staff as are necessary for carrying out the work of the Charity;
- (11)  
to deposit or invest funds;
- (12)  
to provide liability indemnity insurance for the Directors or any other officer of the Charity;
- (13)  
to pay out of the funds of the Charity the costs of forming and registering the Company and Charity;
- (14)  
to appoint advisors or patrons as the Directors think fit;
- (15)  
to do any or all such other lawful things as are necessary for the achievement of the Objects.

#### **Application of Income.**

**6**

- (1)  
The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
  - a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
  - b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
  - c) A director may receive an indemnity from the charity in the circumstances specified in article 57.
  - d) A director may not receive any other benefit or payment unless it is authorised by article 7.

(3)

Subject to article 7, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Voting Member of the charity. This does not prevent a Voting Member who is also a director receiving:

- a) a benefit from the charity in the capacity of a beneficiary of the charity;
- b) reasonable and proper remuneration for any goods or services supplied to the charity.

## **Benefits and payments to charity directors and connected persons**

**7**

### **(1) General provisions**

No director or connected person may:

- a) buy goods or services from the charity on terms preferential to those applicable to other members of the public;
- b) sell goods, services or any interest in land to the charity;
- c) be employed by, or receive any remuneration from, the charity;
- d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article or authorised by the court of the Charity Commission.

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

### **Scope and powers permitting directors' or connected persons' benefits**

**2)**

- a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.
- e) A director or connected person may receive rent of premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

#### Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2) (c) of this article if each of the following conditions is satisfied:
  - a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the charity.
  - b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
  - d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
  - e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
  - f) The reason for their decision is recorded by the directors in the minute book.
  - g) A majority of the directors then in office are not in receipt or remuneration or payments authorised by article 7.

4)

In sub-clause (2) and (3) of this article

- a) charity includes any company in which the charity:
  - holds more than 50% of the shares; or
  - controls more than 50% of the voting rights attached to the shares; or
  - has the right to appoint one or more directors to the board of the company;
- b) a ‘connected person’ includes any person within the definition in article 61 ‘Interpretation’.

**Members.**

- 8 Membership of the Charity shall be the Directors of the Charity for the time being and herein referred to as 'Voting Members'.
- 9 No other person is entitled to claim membership of the Charity if they are not appointed as a Director of the Charity.
- 10 Voting Members shall be conferred all rights and privileges of members and subscribers of a company under the Companies Act 2006 and Charities Act 2011, including but not limited to the right to vote.
- 11 The Directors may, by virtue of appointing a Director pursuant to these Articles, appoint the said Director to serve among Voting Members.
- 12 The Directors may refuse an application or nomination for membership at their absolute discretion, if they consider it to be in the best interests of the Charity, and the Directors shall not be required to provide a reason for refusal.
- 13 Membership is not transferable to anyone else.

**Termination of Membership.**

- 14 Membership of a Voting Member is terminated if:
  - (1) the Voting Member dies; or
  - (2) the Voting Member resigns by written notice to the Charity unless, after the resignation, there would be less than two (2) Voting Members; or
  - (3) the Voting Member is removed from membership by a resolution of the Directors passed by a simple majority at a meeting of Directors, and such resolution or decision shall be at the sole and absolute discretion of the Directors.

**General meetings.**

- 15 The Directors shall hold an annual general meeting every year only if it requested by at least ninety (90) percent of the total number of Voting Members entitled to attend and vote.
- 16 Notwithstanding any Voting Members' rights to call a General Meeting under the Companies Act, General meetings or Special General Meetings may be called at any time by the Directors.

### **Notice of general meetings.**

17

The minimum periods of notice required to hold a general meeting of the Charity is fourteen (14) days, except that a general meeting or an extraordinary general meeting may be called by shorter notice if it so agreed by a majority in number of Voting Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

18 The proceedings at a general 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 Charity.

### **Proceedings at general meetings.**

19

(1)

No business shall be transacted at any general meeting unless a quorum is present.

(2)

A quorum for all General Meetings is two (2) Voting Members who are entitled to vote upon the business to be conducted at the meeting.

20

General meetings shall be chaired by the Chairperson of the Charity and in the event that there is no such person then by a Director appointed by the Voting Members present at the commencement of the meeting.

### **Decision at meetings.**

21 Decisions at a general meeting shall be based on a consensus.

22 Where no consensus is reached, then, subject to Article 25 and Articles 26, a vote may be demanded on the motion in question either

(a) by the person chairing the meeting; or

(b) by at least fifty (50) percent of the total number of Voting Members present.

23 Subject to Article 25 and Articles 26, any vote at a meeting shall be decided by a poll.

24 The motion shall be deemed to be passed if at least fifty-one percent (51%) of the Voting Members present, and entitled to vote, vote in favour of the motion. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.

25 In the event that a dispute arises, the decision of the person chairing the meeting shall be final and binding on all Voting Members.



### **Votes of Voting Members.**

- 26 Every Voting Member shall have one vote.
- 27 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **Directors.**

- 28 The collective body of Directors of the Charity shall be called the Board of Directors.
- 29 The Board of Directors shall comprise of all the Voting Members of the Charity.
- 30 There shall be at least three (3) members of the Board of Directors and no more than eight (8) members at any point in time.
- 31 No one may be appointed a Director if they would be disqualified from acting under the provisions of Article 38.
- 32 A Director must be a natural person aged eighteen (18) years or older.
- 33 The Board of Directors shall be responsible for the achievement of the Objects of the Charity and for the management of the administration of the Charity, and shall be the trustees of the Charity under Charity Law.
- 34 Members of the Board of Directors shall serve a three (3) year term from the date of their appointment, such that the persons acting as Directors at the date of the adoption of these amended articles shall serve a term of three (3) years from the date of the adoption of these Amended Articles, subject to Article 38.
- 35 The members of the Board of Directors may appoint, at their meetings, persons, from among them, to hold an Office of the charity, such as a 'Chairperson', and any such persons shall be referred to herein as 'Officers of the Charity'. The Officers of the Charity shall serve for an unspecified term and shall come to an end if the majority of the Directors resolve to do so, or if they resign, or if they cease to be a Director under provisions of these Articles.
- 36 Only in the event that the Board of Directors are removed from office by law or court order or demise together, then all the rights, privileges and powers shall be vested severally with the Voting Members as members of the Charity to appoint new Voting Members in place of them to assume the role of the Board of Directors pursuant to the provisions of these Articles within the limits stated herein.
- 37 The Board of Directors may resolve to re-appoint Voting Members to serve a new term prior to the expiry of their current term, only after they have considered the attendance and contribution of all Board of Directors.

**Disqualification and Removal of Directors.**

38 A member of the Board of Directors shall cease to hold their office if he or she:

- (1) 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);
- (2) ceases to be a Voting Member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns by notice to the Charity;
- (5) is absent from all meetings held within a six (6) month period without a valid reason and the Board of Directors resolves to remove him or her at a meeting of the Board of Directors;
- (6) completes his or her term as a Director and has not been re-appointed for a further term as determined by the Directors;
- (7) is removed at a meeting of the Board of Directors by a resolution passed by a simple majority of Directors present.

**Proceedings of the Board of Directors.**

- 39 The Board of Directors shall meet as often as is necessary to conduct the business of the Charity.
- 40 Notwithstanding any provisions contained in these Articles, the Board of Directors shall regulate their meetings in the manner they deem fit, including the calling of meetings and giving of notices.
- 41 A meeting may be called by any member of the Board of Directors.
- 42 The person appointed as a Chairperson of the Charity shall preside over all meetings of the Board of Directors and Charity. If the Chairperson is absent from any meeting, or if there is no such person appointed, then a Director appointed from those present shall chair the meeting.
- 43 There shall be a quorum when at least fifty percent (50%) of the number of member of the Board of Directors for the time being are present at the meeting.
- 44 Every matter shall be determined by consensus and if this is not possible then by a majority of votes of the Board of Directors present and voting on the question, but in the case of equality of votes the person chairing the meeting shall have a second or casting vote.
- 45 In the event of a matter giving rise to potential conflict or dispute that undermines the Charity's ability to further its Objects, then the matter shall be determined in accordance with Article 59 (Disputes) of these Articles.

46 The Board of Directors may, from time to time, invite an advisor, volunteer, member of a sub-committee, staff member or any other person to attend a meeting of the Board of Directors to support the Board of Directors. Any such persons shall not be conferred any voting right in the meetings and their continued attendance shall at the sole and absolute discretion of the Board of Directors.

47 (1)  
A resolution in writing signed by all 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.**

48 The Directors may delegate any of their powers or functions to a committee of one or more Directors, or to an officer or staff of the Charity but the terms of any delegation must be recorded in the minute book.

49 The Directors may impose conditions when delegating;

50 The Directors may revoke or alter a delegation at their absolute discretion.

51 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

#### **Validity of directors' decisions.**

52

(1) Subject to article 52(2), all acts done by a meeting of directors, or a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution (these Articles) to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- d) the vote of the director; and
- e) that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(2) Article 52(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 52(1), the resolution would have been void.

**Seal.**

- 53 If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary (if any) or by a second director.

**Minutes.**

- 54 The Directors must keep minutes of all appointments of officers made by the Directors, proceedings at meetings of the Charity and meetings of the Board of Directors.

**Accounts, Annual Report and Annual Return.**

- 55 The Directors shall comply with their obligations with regard to the preparation, keeping of and presentation of accounting records and annual reports or returns for the Charity.
- 56 Any notice to be given to or by any person pursuant to the articles must be in writing or must be given using email or mobile phone text message.

**Indemnity.**

- 57 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

**Rules.**

58

- 1) The directors may from time to time make such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the charity.
- 2) The bye laws may regulate the following matters but are not restricted to them:
  - a) the admission of Voting Members of the charity (including the admission of organisations to membership) and the rights and privileges of such Voting Members, and the entrance fees, subscriptions and other fees or payments to be made by Voting Members;
  - b) the conduct of Voting Members of the charity in relation to one another, and to the charity's employees and volunteers;
  - c) the setting aside of the whole or any part or parts of the charity'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 Companies Acts or by the articles;

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

#### **Disputes.**

**59**

If a dispute arises between the Voting Members of the Company about the validity or propriety of anything done by the Voting Members of the company under these articles, then the decision of the Chairperson of the Charity shall be final and binding, such that if there is Chairperson appointed in the Charity, then the decision of the person chairing the meeting at which the dispute occurs, or the meeting at which the dispute is discussed, shall be final and binding.

#### **Dissolution.**

**60**

- 1) The members of the charity 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 charity 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 charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets if the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity 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.

In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and of no resolution in accordance with article 58(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission.

## **Interpretation**

**61**

In Article 7, sub-clause (2) of article 9 and sub-clause (2) of article 52 'connected person' means:

- 1) a child, parent, grandchild, grandparent, brother or sister of the director;
- 2) the spouse or civil partner of the director or of any person falling within paragraph (1) above;
- 3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above;
- 4) an institution which is controlled
  - a) by the director or any connected person falling within paragraph (1), (2) or (3) above; or
  - b) two or more persons falling within sub-paragraph 4(a), when taken together
- 5) a body corporate in which
  - a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest; or
  - b) two or more persons falling within sub-paragraph 5(a) who, when taken together, have a substantial interest.