

Company Number: 02903924

**THE COMPANIES ACT 2006**

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

**WRITTEN RESOLUTIONS OF THE BOARD OF  
BENGALI WORKERS' ASSOCIATION**

(the "Company")

**Circulation Date: 30<sup>th</sup> October 2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the directors of the Company propose that the following resolution numbered 1 be passed as a special resolutions of the Company (these "**Resolutions**").

**SPECIAL RESOLUTIONS**

1. **THAT**, the regulations as set out in the Articles of Association of the Company, which are annexed hereto (being the "**Amended Articles**"), be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (the "**Old Articles**") with immediate effect.

**Agreement**

Please read the notes at the end of this document before signifying your agreement to these Resolutions.

WEDNESDAY



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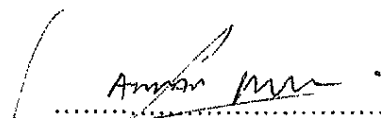
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COMPANIES HOUSE

**Please read the notes at the end of this document before signifying your agreement to these Resolutions.**


The undersigned, being all the members of the Company entitled to vote on these Resolutions on the Circulation Date, hereby irrevocably agree to these Resolutions and give their consent to these Resolutions:

  
.....  
duly authorised by  
**ABDUS SAMAD**


Date...31/10/2017 -

  
.....  
duly authorised by  
**RUKSANA BEGUM RUBY**

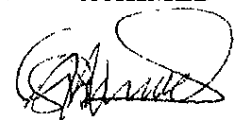
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**MOKSUD HUSSAIN**

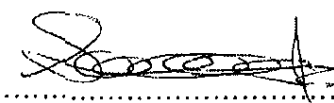
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**JAKER AHMED**

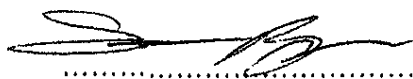
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**SAWKAT AHMED**

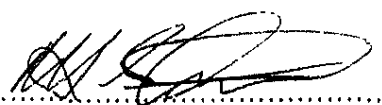
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duly authorised by  
**MAMUN ALAM**

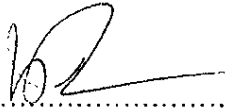
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duly authorised by  
**SUNARA BEGUM**

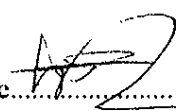
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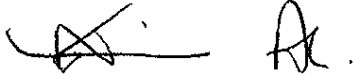
  
.....  
duly authorised by  
**MOHAMMED ABDUL SALIQUE**

Date...1/11/17



duly authorised by  
**MOHAMMED JOYNAL UDDIN**

Date  1/11/17



duly authorised by  
**COUNCILLOR NASIM ALI**

Date 1/11/2017



duly authorised by  
**COUNCILLOR NADIA SHAH**

Date 1/11/2017

## NOTES

1. You can choose to agree to all of these Resolutions or none of them but you cannot agree to some and not others. If you agree to all of these Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

**By Hand or Post:** delivering the signed copy to the Company's registered office address; FAO Abdus Samad, Surma Community Centre, 1 Robert Street, London, NW1 3JU; or

**By Email:** to [chair@bwa-surma.org](mailto:chair@bwa-surma.org) with the subject line "BWA - Written Resolutions".

2. If you do not agree to these Resolutions, you do not need to do anything: you will not be deemed in agree if you fail to reply.
3. Once you have indicated your agreement to these Resolutions, you may not revoke your agreement.
4. On the expiry of 28 days from Circulation Date, unless sufficient agreement has been received for these Resolutions to pass, it will lapse. If you agree to these Resolutions, please ensure that your agreement reaches us before or on this date.

**The Companies Act 2006**  
**Company Limited by Guarantee and not having a Share Capital**

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**ARTICLES OF ASSOCIATION**  
**OF**  
**BENGALI WORKERS' ASSOCIATION**

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**Incorporated: 2 March 1994**

**Company Number: 02903924**

**(Adopted by special resolution passed on 1<sup>st</sup> October 2017)**

## **The Companies Acts 1985 to 2006**

### **Company Limited by Guarantee and not having a Share Capital**

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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of Bengali Workers' Association**

### **INTERPRETATION**

#### **1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

### **OBJECTS AND POWERS**

#### **2. Objects**

The objects of the Association are:

- 2.1 to relieve poverty and financial hardship amongst people living or working in the London Borough of Camden and adjacent areas, with a particular focus on the Bangladeshi and South Asian Community, including by providing advice and assistance to access services in relation to health and social care, housing and welfare issues;
- 2.2 to promote for the benefit of people living or working in the London Borough of Camden and adjacent areas the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants;
- 2.3 to promote social and economic inclusion for the public benefit by working with people in the London Borough of Camden and adjacent areas, including integration of marginalised groups and minorities into the wider communities, with a particular focus on the Bangladeshi and South Asian Community, to relieve the needs of such people and assist them to integrate into society, in particular by:
  - 2.3.1 providing education and training, in particular (without limitation) in the English language and in vocational and computing and key skills;
  - 2.3.2 advancing education and employment opportunities;
  - 2.3.3 providing healthy lifestyle activities and healthcare information and promotion;
  - 2.3.4 promoting and organising educational, social, leisure and creative programmes for young people in the community;
  - 2.3.5 providing a local network group that encourages and enables those who are socially excluded to participate more effectively with the wider community; and
  - 2.3.6 increasing or co-ordinating, opportunities for members of the community to engage with service providers, to enable those providers to adapt services to better meet the needs of that community.
- 2.4 the protection and preservation of the environment for the public benefit by encouraging the promotion of waste reduction, use of recycled products and the prudent use of resources;

2.5 promoting social and economic inclusion, including integration of marginalised groups and minorities into the wider communities; and

2.6 promoting, organising and facilitating co-operation and partnership working between community and voluntary sector, public, private, statutory and other relevant bodies in the achievement of the objects of the charity.

### **3. Powers**

In order to give effect to these objects, but not to do anything except to carry out these objects, the Association will have the following powers:

3.1 to provide centres or help in providing centres for meetings and for activities promoting the objects of the Association;

3.2 to establish and develop contacts between the beneficiaries and voluntary and community organisations, private business, governments at local, national and international level, other statutory agencies, and similar service providers;

3.3 to present, promote, organise, provide, manage and produce films, broadcasts, concerts, musical pieces, entertainments, exhibitions, tutorials, seminars, lectures, courses and workshops, whether on the Association's premises or elsewhere;

3.4 to collect and make available information about issues concerning the objects of the Association and to exchange information with other bodies having similar objects whether in Great Britain or overseas;

3.5 to write, print, publish, issue or circulate such newsletters, papers, books and pamphlets or other documents, films, recorded tapes, disks or other means of recording information as will help achieve the objects of the Association, either free or charging for them;

3.6 to accept (or disclaim) gifts of money or any other property;

3.7 raise funds by way of subscription, donation or otherwise;

3.8 to obtain donations for the Association by personal or written appeals, public meetings or in other ways;

3.9 to set aside funds for special purposes or as reserves against future expenditure;

3.10 to buy, lease, hire or otherwise obtain any housing, offices or other premises (known as "real property") and any furniture, goods or equipment which are needed, and to construct, maintain, alter and repair them;

3.11 to sell, lease out, hire out, mortgage, charge or otherwise dispose of the Association's real property with or without payment (provided that the Association shall comply as appropriate with the Charities Act 2011 in relation to real property subject to the jurisdiction of the Charity Commission of England and Wales). As regards the Association's real property, the Directors shall be personally liable for any problems or liabilities which arise because any authority, approval or consent required by law has not been obtained. The Association's real property shall be subject to any controls or requirements imposed upon the Association by the Chancery Division of the High Court or the Charity Commission;

3.12 to borrow or raise and secure the payment of moneys for purposes of the Charity, including for the purposes of investment or raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation, on such terms as shall be thought correct (provided that the Association shall comply as

appropriate with the Charities Act 2011 in relation to real property subject to the jurisdiction of the Charity Commission of England and Wales);

- 3.13 to enter into any charitable trusts which may lawfully be entered into by the Association;
- 3.14 to open and maintain bank and/or building society accounts and to draw, accept, endorse, issue cheques and other instruments;
- 3.15 to affiliate or become a member of any charitable institution, body, group, organisation, society or authority having similar objects;
- 3.16 to undertake outreach work;
- 3.17 provide or procure the provision of counselling, guidance and advice;
- 3.18 to pay out of the funds of the Association the costs of forming and registering the Association both as a company and a charity;
- 3.19 to trade in the course of carrying out the objects of the Association and carry on any other trade which is not expected to give rise to taxable profits;
- 3.20 to incorporate and acquire subsidiary companies to carry on any trade;
- 3.21 to insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary;
- 3.22 provide indemnity insurance for the Directors or any other officer of the Association in accordance with, and subject to the conditions in, Section 73F of the Charities Act 2011 (provided that in the case of an officer who is not a Director, the second and third references to "charity Directors" in the said Section 73F(1) shall be treated as references to officers of the Association);
- 3.23 to promote, organise and facilitate co-operation and partnership working between community and voluntary sector, public, private, statutory and other relevant bodies in the achievement of the objects of the charity; and
- 3.24 to do any other lawful things to achieve the objects of the Association.

#### **LIMITATION ON PRIVATE BENEFITS**

##### **4. Limitation on private benefits**

- 4.1 The income and property of the Association may only be used for the promotion of its objects.

##### ***Permitted benefits to Directors and Connected Persons***

- 4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association.
- 4.3 No Director may:
  - 4.3.1 sell goods, services or any interest in land to the Association;
  - 4.3.2 be employed by, or receive any remuneration from, the Association; or

4.3.3 receive any other financial benefit from the Association.

## **LIMITATION OF LIABILITY AND INDEMNITY**

### **5. Liability of members**

The liability of each member is limited to £1. This is the amount that each member undertakes to contribute to the assets of the Association if it is being wound up while he or she is a member or within one year after he or she ceases to be a member, for:

- 5.1 payment of the Association's debts and liabilities contracted before he or she
- 5.2 ceased to be a member;
- 5.3 payment of the costs, charges and expenses of winding up; and
- 5.4 adjustment of the rights of the contributories among themselves.

### **6. Indemnity**

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Association shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other Officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## **DIRECTORS**

### ***DIRECTORS' POWERS AND RESPONSIBILITIES***

### **7. Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association.

### **8. Members' reserve power**

- 8.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

### **9. Chair, Treasurer, Vice Chair and Company Secretary**

- 9.1 Every 2 years at the annual general meeting, members shall determine by ordinary resolution the appointment of the Chair of the Association by way of the either of the following:
  - 9.1.1 On a show of hands at the annual general meeting, a simple majority of members who, being entitled to vote, do so in person or by proxy.
  - 9.1.2 On a poll at the annual general, members representing a simple majority of the total voting rights of members who, being entitled to vote, do so in person or by proxy.

9.2 In the case of the nomination for the office of Chair:

9.2.1 candidates shall provide a written statement of nomination in the prescribed format to the Board of Directors not less than 42 days before the date of the annual general meeting at which the Chair is to be agreed in accordance with Article 9.1;

9.2.2 the Board of Directors shall circulate the details of all written statements of nomination from candidates to all members of the Association by email or by post not less than 21 days ahead of the date of the annual general meeting at which the position of Chair is to be agreed in accordance with Article 9.1; and

9.2.3 to be eligible for the role of Chair, Directors proposed for such office shall previously have served a term of office of at least one year in the year leading up to the date of the annual general meeting at which the position of Chair is to be agreed in accordance with Article 9.1 (unless no Director has previously held office for a period of one year, in which case, the longest serving Director shall be elected).

9.3 The Directors may elect a Chair, Vice Chair and Treasurer from time to time from within the Directors serving at the time, provided that any such Director proposed for such office shall previously have served a term of office of at least one year (unless no Director has previously held office for a period of one year, in which case, the longest serving Directors shall be elected). The Directors may at any time remove him or her from that office.

9.4 The Directors shall appoint a Company Secretary within a maximum period of 3 months of appointment of Directors for such term of office as they determine and may at any time remove him or her from that office. The Company Secretary need not be a Director.

9.5 The Chair must retire after serving two consecutive terms and shall not be eligible for re-election as a Director or co-opted Director or appointment as the Company Secretary until two years after he or she vacates office.

## **10. Directors may delegate**

10.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any sub-committee.

10.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day operational management of the affairs of the Association to any person or committee.

10.3 Any delegation by the Directors may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions,

as they think fit.

10.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or sub-committee to whom they are delegated.

10.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions for the benefit of the Association.

10.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

## **11. Sub-Committees**

11.1 In the case of delegation to sub-committees of the Association:

11.1.1 the Board of Directors may form sub-committees such as Finance and Fundraising and Personal sub-committees with special responsibility who shall report back to Board of Directors about their activities;

11.1.2 the composition of any committee shall be entirely in the discretion of the Directors;

11.1.3 the deliberations of any sub-committee must be reported regularly to the Board of Directors' meeting and any resolution passed or decision taken by any sub-committee must be reported promptly to the Board of Directors and every sub-committee must appoint a Chair for that purpose. For the avoidance of doubt, business transacted at a sub-committee meeting will only be valid once approved by Directors' resolution;

11.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee on their delegated tasks as they may from time to time think fit; and

11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.

## **12. Delegation of operational management powers**

12.1 In the case of delegation of the day to day management of the Association to a chief officer:

12.1.1 the delegated power shall be to manage the Association by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;

12.1.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and

12.1.3 any manager must report regularly to the Directors on the activities undertaken in managing the Association and provide them regularly with management accounts which are sufficient to explain the financial position of the Association.

## **13. Rules**

13.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Association and its affairs and shall take such steps as they think fit to bring the rules to the attention of the members. The rules shall be binding on all members of the Association. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

- 13.2 The rules may regulate the following matters but are not restricted to them:
- 13.2.1 the duties of any Officers or employees of the Association;
  - 13.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
  - 13.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
  - 13.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);
  - 13.2.5 procedures for the election of Directors by ballot of the members;
  - 13.2.6 the procedure at general meetings;
  - 13.2.7 any of the matters or things within the powers or under the control of the Directors; and
  - 13.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 13.3 The Association in general meeting has the power to alter, add to or repeal the rules.
- 13.4 A copy of the Articles and any rules made under this Article 13 shall be made available for inspection by the members of the Association at the registered office during the normal working hours in accordance with Article 57. Any member must be given a copy of the Articles and any rules on request.

#### ***DECISION-MAKING BY DIRECTORS***

**14. Directors to take decisions collectively**

Any decision of the Directors must be either:

- 14.1 by decision of a majority of the Directors present and entitled to vote at a quorate Directors' meeting in accordance with Article 19; or
- 14.2 a unanimous decision taken in accordance with Article 20.

**15. Calling a Directors' meeting**

- 15.1 The Chair or two thirds of the Directors may call a Directors' meeting.
- 15.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
  - 15.2.1 all the Directors agree; or
  - 15.2.2 urgent circumstances require shorter notice.
- 15.3 Notice of Board of Directors' meetings must be given to each Director.
- 15.4 Every notice calling a Directors' meeting must specify:
  - 15.4.1 the place, day and time of the meeting;
  - 15.4.2 the general nature of the business to be considered at such meeting; and

15.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

15.5 Notice of Directors' meetings need not be in Writing.

15.6 Article 52 shall apply and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Directors for the purpose.

## **16. Participation in Directors' meetings**

16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

16.1.1 the meeting has been called and takes place in accordance with the Articles; and

16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

16.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

## **17. Quorum for Directors' meetings**

17.1 Subject to Article 17.3 at a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 For a Directors' meeting to have a quorum, there shall be at least five Directors present, save that if there are only four or three Directors in office for the time being, a quorum shall be four or three Directors respectively.

17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

17.3.1 to appoint further Directors; or

17.3.2 to call a general meeting so as to enable the members to appoint further Directors.

## **18. Chairing of Directors' meetings**

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as Chair of each Directors' meeting.

## **19. Votes**

19.1 The Directors shall endeavour to make decisions by reaching consensus but, if a consensus is not reached, the Chair may propose that a vote is taken. A vote will be passed if a simple majority of the Directors present and voting vote in favour of the decision or resolution concerned.

19.2 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the Chair of the meeting has a casting vote in addition to any other vote he or she may have.



19.3 Article 19.2 does not apply if, in accordance with the Articles, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**20. Unanimous decisions without a meeting**

20.1 A decision is taken in accordance with this Article 20 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter.

20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

**21. Conflicts of interest**

21.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

21.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.

21.3 Whenever a Director has a Conflict of Interest either in relation to a matter to be discussed at a meeting or a decision to be made in accordance with Article 20 either the Directors must comply with Article 21.4 or authorisation must be given by the unconflicted Directors under Article 22.1.

21.4 If a Director with a Conflict of Interest is required to comply with this Article 21.4 he or she must:

21.4.1 remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;

21.4.2 not be counted in the quorum for that part of the meeting; and

21.4.3 withdraw during the vote and have no vote on the matter; or

21.4.4 (in the case of a decision taken outside a meeting in accordance with Article 20) only participate in the discussions leading up to the decision to such extent as in the view of the other Directors is necessary to inform the debate, and not participate in the decision

21.5 When a Director's Conflict of Interest arises because he or she or an organisation which has nominated him or her will receive a benefit from the Association which is:

21.5.1 not being given only to that Director or his or her nominating organisation; and

21.5.2 also available to some or all of the other beneficiaries of the Association;

then the provisions of Article 21.4 shall not apply and the Director, having declared his or her Conflict of Interest may remain at and contribute to discussion at the meeting, be counted in the quorum and vote on the matter.

21.6 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Association by withholding

confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

**22. Directors' power to authorise a Conflict of Interest**

22.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:

22.1.1 in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 21.3;

22.1.2 in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt (which should not go against the benefit of the Association), they can decide that the Director with a Conflict of Interest can participate in a vote (or in the case of a decision without a meeting, a decision) on the matter and can be counted in the quorum;

22.1.3 the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and

22.1.4 nothing in this Article 22.1 shall permit the Directors to authorise a direct or indirect benefit to a Director or Connected Person that is not permitted in accordance with Article 4.

22.2 If a matter, office, employment or position, has been authorised by the Directors in accordance with Article 22.1 then, even if he or she has been authorised to remain at the meeting (or participate in discussions leading up to a decision without a meeting) by the other Directors, the Director may absent himself or herself from meetings (or discussions outside a meeting) of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.

22.3 A Director shall not be accountable to the Association for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 22.1 (subject to any limits or conditions to which such approval was subject).

**23. Register of Directors interests**

The Directors must cause a register of Directors' interests to be kept.

**24. Validity of Directors actions**

24.1 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

***APPOINTMENT AND RETIREMENT OF DIRECTORS***

**25. Number of Directors**

There shall be at least three Directors and no more than fifteen. Up to eleven of the Directors shall be appointed under the provisions of Article 26. Up to four Directors shall be appointed under the provisions of Article 28.

## **26. Appointment & Retirement of Directors**

- 26.1 Those persons notified to the Registrar of Companies as the first Directors of the Association shall be the first Directors.
- 26.2 Any person who is eligible and willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Director:
- 26.2.1 by ordinary resolution at an annual general meeting;
  - 26.2.2 by a decision of the Directors to fill a vacancy, but a person so appointed shall remain in office only until the next annual general meeting is conducted in accordance with Article 26.2.1 and if not reappointed, he or she shall vacate office at the end of that meeting; or
  - 26.2.3 by a decision of the Directors in accordance with Article 28 to be a Co-opted Director.
- 26.3 Directors appointed by ordinary resolution at an annual general meeting shall assume office at the end of that meeting. The Directors who vacate office for whatsoever reason (including in accordance with Articles 26.2.2 and 26.8) shall provide an appropriate handover to the new Directors.
- 26.4 In the case of nomination for the office of Director of the Association:
- 26.4.1 candidates shall provide a written statement of nomination in the prescribed format to the board of Directors not less than 42 days before the date of the annual general meeting at which the appointment of Directors is to be agreed;
  - 26.4.2 the board of Directors will circulate the details of all written statements of nomination received from candidates to all bona fide members of the Association by email or by post no less than 21 days ahead of the date of the annual general meeting at which the appointment of Directors is to be agreed; and
  - 26.4.3 any withdrawal of nomination to act as a Director of the Association may be undertaken at any time. The candidate must provide a notice in writing to the board of Directors indicating his or her intention to withdraw his or her candidacy.
- 26.5 For a member of the Association to be eligible for appointment as a Director, he or she must have been a member for at least 6 months prior to the date on which he or she would be appointed if elected.
- 26.6 It is not possible to put forward a group for election to the board of Directors. For the avoidance of doubt, Directors shall be appointed individually through the prescribed nomination process in accordance with Article 26.4.
- 26.7 The Association shall have an up to date membership policy and procedures in languages that the members can understand.

### ***Retirement by rotation***

- 26.8 A third of the board of Directors or, if the number is not three or a multiple of three, then the number nearest one third, appointed under the provisions of Articles 26.2.1 and 26.2.2, shall retire from office every two years at the annual general meeting. The Directors to retire shall be those persons 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 agree otherwise amongst themselves) be determined by lot.

- 26.9 Retiring Directors may be reappointed for a second term of office.
- 26.10 Subject to Article 9.5, Directors who have served two consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 26.10.1 the anniversary of the commencement of his or her break from office; and
- 26.10.2 the annual general meeting following the meeting at which his or her break from office commenced.
- 26.11 If the retirement of a Director under Article 26.8 causes the number of Directors to fall below that set out in Article 25 then the retiring Director shall remain in office until a new appointment is made.
- 26.12 Retiring Directors may not be appointed as Co-opted Directors as per Article 28 until at least the anniversary of the commencement of his or her break from office.

#### ***Eligibility***

- 26.13 No person may be appointed or hold office as a Director unless he or she:
- 26.13.1 has reached the age of 18 years;
- 26.13.2 is a member of the Association;
- 26.13.3 has been a member continuously for at least 6 months before the date on which he or she would be appointed;
- 26.13.4 is educated to such level as the Directors, in their absolute discretion, consider to be sufficient;
- 26.13.5 he or she has knowledge, experience and strategic skills of at least one year as a management committee member of a voluntary sector organisation;
- 26.13.6 he or she has achievement of running a voluntary sector organisation and is willing to provide two references and detailed CV and cleared full DBS check; or
- 26.13.7 he or she has signed a declaration that he or she is willing to act as a Director, and has provided any information required for the Directors to comply with Article 23 (the requirement to keep a register of Directors' interests).

#### ***Timing of retirement***

- 26.14 A Director who retires at an annual general meeting and who is not reappointed shall retain office until the end of the meeting.

#### ***General***

- 26.15 A Director may not appoint an alternate Director or anyone to act on his or her behalf at Board of Directors' meetings.

#### **27. Disqualification and removal of Directors**

*A Director shall cease to hold office if:*

- 27.1 he or she ceases to be a member of the Association;
- 27.2 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.3 he or she is disqualified under the Charities Act 2011 from acting as a Director of a charity;
- 27.4 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy or any criminal conviction;
- 27.5 a composition is made with his or her creditors generally in satisfaction of his or her debts;
- 27.6 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office (evidence to be provided);
- 27.7 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if the minimum number of Directors under Article 25 will remain in office when such resignation has taken effect);
- 27.8 he or she fails without reasonable excuse to attend three consecutive Directors' meetings and the Directors resolve that he or she be removed for this reason;
- 27.9 at a general meeting of the Association, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 27.10 at a meeting of the Directors at which at least half of the total number of Directors are present, the Directors resolve (by simple majority) that he or she be removed from office, provided that the Director who is to be removed has been notified of the reasons for his or her removal from office and has the opportunity make representations to the meeting (or at his or her option, to make written representations to the Directors before the meeting).

#### **CO-OPTED DIRECTORS**

##### **28. Co-opted Directors**

- 28.1 There shall be up to four co-opted Directors from professional backgrounds with full voting rights. These four co-opted Directors will support the Board of Directors with professional and strategic knowledge, experience and expertise.
- 28.2 These Directors shall be co-opted within three months of the election of new Directors.
- 28.3 Subject to Article 28.4, the co-opted Directors may be appointed by Directors' resolution for such term of office as they determine. Such appointment shall be announced at the annual general meeting following the co-opted Director's appointment.
- 28.4 Co-opted Directors may be appointed for a maximum term of two years.

#### **PATRONS**

##### **29. Patrons**

The Directors may appoint and remove any individual(s) as patron(s) of the Association on such terms as they shall think fit. A patron (if not a member) shall have the right to be given

notice of, to attend and speak (but not vote) at any general meeting of the Association and shall also have the right to receive accounts of the Association when available to members.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### **30. Becoming a member**

- 30.1 The members of the Association shall be the subscribers to the memorandum of association of the Association and such other persons as are admitted to membership by the Directors.
- 30.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Association unless that person has applied for membership with appropriate fees and relevant documentation and that application has been approved by the Company Secretary according to the Association's membership criteria, policy and procedure.
- 30.3 The Company Secretary shall solely be responsible for communicating with applicants who have applied to the Association for membership approving or rejecting all membership applications within 28 days of receipt of such applications.
- 30.4 Membership is open to any individual, particularly of Bangladeshi origin, who is resident in the London Borough of Camden.
- 30.5 To become a member of the Association, the applicant needs to provide evidence that confirms their residency with relevant documents as outlined in the Association's membership criteria, policy and procedure.
- 30.6 The Directors shall not admit any person to membership during the time period beginning on the date when the notice of the annual general meeting (or any other general meeting at which Directors or the Chair are to be appointed) is sent to the members and the conclusion of the general meeting to which the notice relates.

#### ***Subscriptions***

- 30.7 The Directors may at their discretion levy subscriptions on members of the Association at such reasonable rate or rates as they shall decide.

#### ***Register of members***

- 30.8 The Directors shall keep a register of members in accordance with the Companies Acts. The names of the members of the Association must be entered in the register of members.

#### **31. Termination of membership**

- 31.1 Membership is not transferable.
- 31.2 A member shall cease to be a member:
  - 31.2.1 if the member, being an individual, dies;
  - 31.2.2 if the member moves out of their home address in the London Borough of Camden into another permanent home address that is not within the London Borough of Camden;
  - 31.2.3 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a

jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

- 31.2.4 if the member, being an individual, is convicted of any offence involving dishonesty or deception;
- 31.2.5 on the expiry of at least seven Clear Days' notice given by the member to the Association of his or her intention to withdraw;
- 31.2.6 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing him or her that he or she will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on him or her paying such reasonable sum as the Directors may determine; or
- 31.2.7 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his or her continued membership is harmful to or is likely to become harmful to the interests of the Association.

## **32. Categories of membership**

- 32.1 Subject to Article 32.2, the Directors may establish such different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 32.2 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

## **33. Stakeholder members**

The Directors may, at their absolute discretion, establish such classes of stakeholder membership with such description and with such rights and obligations as they think fit and may admit and remove such stakeholder members in accordance with such regulations as the Directors shall make, provided that no such stakeholder members shall be members of the Association for the purposes of the Articles or the Companies Acts. Stakeholder members may, at the Directors' absolute discretion, include other organisations.

## **ORGANISATION OF GENERAL MEETINGS**

### **34. Annual general meetings**

The Association must hold an annual general meeting once in every year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

### **35. Other general meetings**

- 35.1 The Directors may call a general meeting at any time.
- 35.2 The Directors must call a general meeting if required to do so by members representing at least 5% of the total voting rights of all members having the right to vote at a general meeting.

**36. Length of notice**

All general meetings must be called by either:

- 36.1 at least 21 Clear Days' notice in the case of an annual general meeting, or at least 14 Clear Days' notice in the case of any other general meeting; or
- 36.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting together representing at least 90% of the total voting rights at that meeting of all the members.

**37. Contents of notice**

- 37.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 37.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution and minutes of the previous annual general meeting must be circulated with the agenda.
- 37.3 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy (not less than 48 hours prior to the general meeting, without physically coming to the Association to provide notification) at a meeting of the Association.
- 37.4 If the Association gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

**38. Service of notice**

Notice of general meetings must be given to every member, to the Directors, to any patron(s) and to the auditors of the Association (if any).

**39. Quorum for general meetings**

- 39.1 No business may be transacted at a general meeting unless a quorum is present.
- 39.2 Subject to Article 39.3, the quorum for a general meeting shall be the lower of 45 persons or 15% of persons entitled to vote on the business to be transacted.
- 39.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

**40. Chairing general meetings**

- 40.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors shall preside as Chair of every general meeting.
- 40.2 If neither the Chair nor any Director nominated in accordance with Article 40.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be Chair of the meeting.



40.3 If no Director is present and willing to act as Chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be Chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed Chair of the meeting under this Article 40.3.

**41. Attendance and speaking by patrons and non-members**

41.1 Patrons may attend and speak at general meetings, whether or not they are members.

41.2 The Chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting. This is at the Chair's sole discretion and he or she shall not have to give reasons for permitting or refusing to permit a non-member to attend and speak at the meeting.

41.3 No member whose subscription is in arrears at the date of a general meeting shall be permitted to attend or vote at the general meeting unless invited to do so at the Directors' discretion.

**42. Adjournment**

42.1 The Chair of the meeting may adjourn a general meeting at which a quorum is present if:

42.1.1 the meeting consents to an adjournment; or

42.1.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

42.2 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

42.3 When adjourning a general meeting, the Chair of the meeting must:

42.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and

42.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

42.4 If the continuation of an adjourned meeting is to take place more than 21 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:

42.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and

42.4.2 containing the same information which such notice is required to contain.

42.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

**VOTING AT GENERAL MEETINGS**

**43. Voting**

43.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded in accordance with the Articles.

43.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the Chair of the meeting that the resolution:

43.2.1 has or has not been passed; or

43.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 57 is also conclusive evidence of that fact without such proof.

#### **44. Votes**

##### ***Votes on a show of hands***

44.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

44.1.1 each member present in person; and

44.1.2 (subject to Article 49.2) each proxy present who has been duly appointed by one or more members (48 hours prior to the general meeting) entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

##### ***Votes on a poll***

44.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

44.2.1 every member present in person; and

44.2.2 every member present by proxy (subject to Article 49.2).

If a person attending the meeting falls within both of the above categories, he or she is entitled to cast more than one vote and those votes may be cast differently.

##### ***General***

44.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

44.4 No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Association have been paid.

#### **45. Errors and disputes**

45.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

45.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

**46. Poll votes**

46.1 A poll on a resolution may be demanded:

46.1.1 in advance of the general meeting where it is to be put to the vote; or

46.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

46.2 A poll may be demanded by:

46.2.1 the Chair of the meeting;

46.2.2 more than three Directors having the right to vote on the resolution;

46.2.3 five or more persons having the right to vote on the resolution;

46.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds five or more votes; or

46.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

46.3 A demand for a poll may be withdrawn if:

46.3.1 the poll has not yet been taken; and

46.3.2 the Chair of the meeting consents to the withdrawal.

**47. Procedure on a poll**

47.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the Chair of the meeting directs.

***Results***

47.2 The Chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

47.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

***Timing***

47.4 A poll on:

47.4.1 the election of the Chair of the meeting; or

47.4.2 a question of adjournment;

must be taken immediately.

47.5 Other polls must be taken within 30 days of their being demanded.

47.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

### ***Notice***

47.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

47.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

### **48. Proxies**

#### ***Power to appoint***

48.1 A member is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a general meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

#### ***Manner of appointment***

48.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

48.2.1 states the name and address of the member appointing the proxy;

48.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

48.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;

48.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate. It shall not be necessary for a Proxy Notice to be delivered to the Association in person.

48.3 If a Proxy Notice is delivered to the Association in person, the member must produce valid photographic identification. If a Proxy Notice is delivered to the Association by another method, a copy of the member's valid photographic identification must accompany the Proxy Notice.

48.4 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

48.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

48.6 Unless a Proxy Notice indicates otherwise, it must be treated as:

48.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

48.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

### **49. Delivery of Proxy Notices**

49.1 The Proxy Notification Address in relation to any general meeting is:

49.1.1 the registered office of the Association; or

- 49.1.2 any other Address or Addresses specified by the Association as an Address at which the Association will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

***Attendance of member***

- 49.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

***Timing***

- 49.3 Subject to Articles 49.4 and 49.5, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

- 49.4 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

- 49.5 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

49.5.1 received in accordance with Article 49.3; or

49.5.2 given to the Chair, Company Secretary (if any) or any Director at the meeting at which the poll was demanded.

***Interpretation***

- 49.6 Saturdays, Sundays and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 49.

***Revocation***

- 49.7 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 49.8 A notice revoking the appointment of a proxy only takes effect if it is received before:

49.8.1 the start of the meeting or adjourned meeting to which it relates; or

49.8.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

***Execution***

- 49.9 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

**50. Amendments to resolutions**

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 50.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the Chair of the meeting may decide); and
  - 50.1.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 50.2.1 the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 50.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

**WRITTEN RESOLUTIONS**

**51. Written resolutions**

***General***

- 51.1 Subject to this Article 51 a written resolution agreed by:
- 51.1.1 members representing a simple majority; or
  - 51.1.2 (in the case of a special resolution) members representing not less than 75%;
- of the total voting rights of eligible members shall be effective.
- 51.2 On a written resolution each member shall have one vote.
- 51.3 51.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 51.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

***Circulation***

- 51.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 51.6 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

51.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

51.8 Communications in relation to written resolutions must be sent to the Association's auditors (if any) in accordance with the Companies Acts.

***Signifying agreement***

51.9 A member signifies his or her agreement to a proposed written resolution when the Association receives from him or her (or from someone acting on his or her behalf) an authenticated Document:

51.9.1 identifying the resolution to which it relates; and

51.9.2 indicating the member's agreement to the resolution.

51.10 For the purposes of Article 51.9:

51.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

51.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Association; or

(b) where no such manner has been specified by the Association, if the communication contains or is accompanied by a statement of the identity of the sender and the Association has no reason to doubt the truth of that statement.

51.11 If the Association gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

**ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

**52. Communications by the Association**

***Methods of communication***

52.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:

52.1.1 in Hard Copy Form (if members have not provided an electronic address and consented to communication by the Association by email it will be posted to them);

52.1.2 in Electronic Form; or

52.1.3 by making it available on a website.

52.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that

form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

- 52.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

***Deemed delivery***

- 52.4 A member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.

- 52.5 Where any Document or information is sent or supplied by the Association to the members:

52.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, Bank Holidays and Public Holidays) after it was posted;

52.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

52.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website; and

52.5.4 where it is delivered in person, it is deemed to have been received immediately.

- 52.6 Subject to the Companies Acts, a Director or any other person may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Failed delivery***

- 52.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:

52.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Association's register of members or Directors, but may in its discretion choose to do so;

52.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and

52.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.



### ***Exceptions***

- 52.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 52.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

### **53. Communications to the Association**

The provisions of the Companies Acts shall apply to communications to the Association.

### **54. Company Secretary**

- 54.1 Subject to Article 54.3, a Company Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit, and may be removed by them.

- 54.2 If there is no Company Secretary:

54.2.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Company Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Company Secretary shall be treated as addressed to the Association; and

54.2.2 anything else required or authorised to be done by or to the Company Secretary of the Association may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

- 54.3 No Director may act as a salaried Company Secretary.

### **55. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

### **56. Minutes**

The Directors must cause minutes to be made:

- 56.1 of all appointments of Officers made by the Directors;
- 56.2 of all resolutions of the Association and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 56.3 of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Director of the Association, be sufficient evidence of the proceedings.

**57. Records and accounts**

57.1 The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

57.1.1 annual reports;

57.1.2 annual returns; and

57.1.3 annual statements of account.

57.2 The books of account shall be kept at the Association's registered office, and shall always be open to the inspection by the Directors and by the members provided the member(s) subscriptions are not in arrears (not more than three members at a time) of the Association by giving clear 7 working days written notice with clear indication of subject and time frame to the Company Secretary.

57.3 The Directors shall develop an Annual Budget with a review time frame.

57.4 Except as provided by law or Article 57.2 or authorised by the Directors or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member.

57.5 The Directors shall send to every person entitled to receive notice of the annual general meeting a summary financial statement by no later than the annual general meeting that follows the end of the period for filing accounts.

57.6 An auditor may be appointed by the members by ordinary resolution.

**58. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**WINDING UP**

**59. Winding up**

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects of the Association, and shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 4 such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commission for England and Wales.

## **SCHEDULE 1**

### **INTERPRETATION**

#### **Defined terms**

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.1	<b>“Address”</b>	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	<b>“Articles”</b>	the Association’s articles of association;
1.3	<b>“Chair”</b>	has the meaning given in Article 9;
1.4	<b>“Association”</b>	Bengali Workers’ Association;
1.5	<b>“Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	<b>“Clear Days”</b>	in relation to the period of a notice, that 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;
1.7	<b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.8	<b>“Company Secretary”</b>	the secretary of the Association (if any) as defined in Article 54;
1.9	<b>“Conflict of Interest”</b>	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Association;
1.10	<b>“Connected Person”</b>	any person falling within one of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director; or  (b) the spouse or civil partner of any person in (a); or  (c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or  (d) any company, partnership or firm of which a Director is a paid director, member, partner or

ere payment to that person might result in the  
ector obtaining benefit;

1.12 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

1.14 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;

1.16 **“Proxy Notice”** has the meaning given in Article 48;

1.17 **“Proxy Notification Address”** has the meaning given in Article 49;

1.18 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;

1.19 **“Subsidiary Company”** any company in which the Association holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and

1.20      **“Writing”**                      the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.