

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING CAPITAL**  
**SPECIAL RESOLUTIONS**  
**OF**  
**EAST LONDON COMMUNITY LAW SERVICE**  
**("the company")**  
**COMPANY NO. 03370871**

At a duly convened General Meeting of the members of the company held on 6<sup>th</sup> August 2010 at 2 30p m at Dahir Community House, 702 High Road, Leyton, London E10 6JP the following resolutions were proposed and adopted

**SPECIAL RESOLUTIONS**

- 1 That having obtained Charity Commission's prior approval by their email dated 27<sup>th</sup> April 2010 the existing clause 6 of the memorandum of the company relating to Benefit to Members and Trustees be adopted
- 2 That the existing Memorandum of the company including clause 6 as above be adopted as Memorandum of the company



Chairman

THURSDAY



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12/08/2010

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COMPANIES HOUSE

Notes

- This form is for use by PLC's or private companies who choose to hold Annual General Meeting or general meetings for the purpose of a special resolution
- A copy of the resolution must be delivered to Companies House within 15 days of it being passed
- A fee of £10 is required to change the name (cheques made payable to "Companies House")
- Have you checked whether the name is available at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)?
- Please provide the name and address to which the certificate is to be sent

**The Companies Acts 1985 and 1989 and 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL  
MEMORANDUM OF ASSOCIATION**

**EAST LONDON COMMUNITY LAW SERVICE**

(As revised by Special resolution dated 6<sup>th</sup> August 2010)

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**1 Name**

The name of the Company is **East London Community Law Service ("ELCLAS")** hereinafter called in this document - the 'Company'

**2. Registered Officer**

The registered Office of the Company is to be situated in England and Wales

**3. Objects**

The Objects of the Company are to promote in Greater London area any charitable purpose for the benefit of asylum seekers, refugees, migrants and other members of the public, including, the advancement of education, the protection of health, the relief of poverty, sickness and distress' by the provision of social welfare law, asylum and immigration law, family law, advice, information, representation, training and consultancy services

**4. Powers**

In furtherance of the above objects, but not otherwise, the Company shall have the following powers

- (a) to take over the assets, activities and liabilities of the incorporated association known as "**Refugee Advice Centre**" Company **No. 3370871** and Charity **No.1064266**,
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it of use,
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company In exercising this power the Company must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- (d) to borrow money and give security for loans ( but only in accordance with the restrictions imposed by the Charities Act)
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Company,
- (h) to set aside fund for special purposes or as reserves against future expenditure,
- (i) to engage or employ such personnel ( not being members of the Executive Committee), whether as employees, consultants, advisers or however, as may be required for the promotion of the object of the Company,
- (j) to construct, maintain and alter any buildings or erections which the

- Company may think necessary for the promotion of its objects,
- (k) to deposit or invest in funds in any manner( but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
  - (l) to delegate the management of investments to a Financial Expert, but only on terms that
    - (i) the investment policy is set down in writing for the Financial Expert by the Board of Trustees
    - (ii) timely reports of all transactions are provided to the Board of trustees,
    - (iii) the performance of the investments is reviewed regularly with the Board of trustees,
    - (iv) the Board of trustees are entitled to cancel the delegation arrangement at any time,
    - (v) the investment policy and the delegation arrangement are reviewed at least once a year,
    - (vi) All payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt,
    - (vii) the Financial Expert must not do anything outside the powers of the Board of Trustees,
  - (m) to arrange for investment or other property of the Council to be held in the name of a nominee company acting under the direction of the Board of Trustees or controlled by a Financial Expert acting under their instructions and to pay any reasonable fee required,
  - (n) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Council and to establish subsidiary companies to assist or act as agents for the Company
  - (o) to make any charitable donation either in cash or assets for the furtherance of the object of the Company,
  - (p) to pay out of the funds of the Company the costs of forming and registering the Company both as a Charity and as a Company,
  - (q) to amalgamate with any other charitable institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,
  - (r) to make grants or loans of money and to give guarantees,
  - (s) to pay the cost of purchasing and maintaining indemnity insurance in respect of liability for any act or default of members of the Executive Committee, or other officers or employees of the Company in relation to the Company PROVIDED THAT such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default,
  - (t) to invest the monies of the Company not immediately required or its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as provided in this Memorandum,
  - (u) to pay for indemnity insurance for the Trustee
  - (v) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheque and other instruments (including electronic transfers), and to operate bank accounts in the name of the Company

- (w) Subject to clause 6 below, to employ such staff, who shall not be Trustees, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pension to such staff and their dependants
- (x) to enter into contracts to provide services to or on behalf of other bodies
- (y) to do all such other lawful things as shall further the above objects or any of them

## **5. Equality of Opportunities**

In carrying out its objects the Company shall promote equality of opportunity and oppose discrimination on the grounds of race, age, sexuality, gender, religion, culture, wealth or disability

## **6. Benefit to Members and Trustees**

6 1 The property and funds of the Company must be used only for promoting the Objects and do not belong to the members but

- (1) members who are not Trustees may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied,
- (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Company
- (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company, and
- (4) individual members including Trustees who are also beneficiaries may receive charitable benefits in that capacity

6 2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except

- (1) as mentioned in clauses 4 u (indemnity insurance), 6 1 2 (interest), 6 1 3 (rent), 6 1 4 (charitable benefits or contractual payments),
- (2) reimbursement of reasonable out of pocket expenses( including hotel and travel costs) actually incurred in the administration of the Company,
- (3) an indemnity in respect of any liabilities properly incurred in running the Company ( including the costs of a successful defence to criminal proceedings),
- (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding, and
- (5) in exceptional cases, other payments or benefits ( but only with the written approval of the Charities Commission in advance)

6 3 A Trustee may not be an employee of the Company, but a Trustee or a connected person may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit if

- (1) the goods or services are actually required by the Company,
- (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5 4 and
- (3) no more than two or one third (whichever is the lower) of the Trustees are interested in such a contract in any financial year

6 4 Whenever a Trustee, or the partner of a trustee, or a close family member of the trustee has personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must

- (1) declare an interest before the meeting or at the meeting before

- discussion begins on the matter,
- (2) be absent from, the meeting for that item unless expressly invited to remain in order to provide information,
  - (3) not be counted in the quorum for that a part of the meeting, and
  - (4) be absent during the vote and have not vote on the matter
- 6 5 This clause may not be amended without the written consent of the Commission in advance

**7. Limited Liabilities**

The Liability of the members is limited

**8. Dissolution**

- 8 1 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same as may be required not exceeding £ 10 00
- 8 2 In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed among the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institution having objects similar to or compatible with any of the objects of the Company, as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company

**9. Restrictions to alterations or amendments**

No such addition, alteration or amendment shall be made to or in the provision of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a Company in law or shall cause the Company to become a Company to which section 30 of the Companies Act 1985 does not apply

**10. Interpretation**

- 10 1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 10 2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

The Companies Acts 1985 & 1989 and 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Articles of Association of

**EAST LONDON COMMUNITY LAW SERVICE**

(As altered by Special resolution dated 24<sup>th</sup> March 2010)

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**Interpretation**

- 1 In these Articles  
"The Act" means the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the Company  
"The Executive Committee" mean all those persons appointed to perform the duties of directors of the Company  
"Secretary" means any person appointed to perform the duties of the Secretary of the Company  
"Employee" means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company  
"The Seal" means the common seal of the Company  
"In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form
- 2 Words importing the singular number shall include the plural and vice versa unless a contrary intention appears Words importing persons shall include bodies corporate and association if not inconsistent with the context Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act
- 3 The first members of the Company shall be the Subscribers to the Articles of Association
- 4 A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers as the corporate body or association would exercise if it were an individual person Each member organisation shall send to the Secretary of the Company written notification of their choice of deputy No person shall be appointed as deputy of a member organisation who is under eighteen years of age or who is prevented by law from being a Company director If the deputy of any member organisation ceases to be a member of the Executive Committee for any reasons whatsoever, then the organisation nominating her/him shall appoint a replacement deputy
- 5 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company
- 6 The provision of the Memorandum to the extent that they could have been contained in these Articles shall take effect as though repeated here

**Objects**

- 7 The Company is established for the objects expressed in the Memorandum of Association

**Register of Members**

- 8 The Company shall maintain a Register of Members in which shall be recorded the name and address of every individual member or member organisation and the dates on which they became a member and which they ceased to be a member. A member shall notify the Secretary in writing within seven days of a change to its name and address. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request.
- 9 Membership of the Company is open to any individual who has attained the age of 18 years or organization interested in promoting the Objects who
- (i) applies to the Charity in the form required by the Trustees,
  - (ii) is approved by the Trustees, and
  - (iii) consents in writing to become a member either personally or (in the case of an organization) through an authorised representative
- 10 The Trustees may establish different classes of membership (including informal membership), prescribe their respective privileges and duties and set the amounts of any subscription

#### **Cessation of Membership**

- 11 The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges cease upon the member ceasing to be such
- 12 Membership is terminated if
- (a) the member dies or, if it is an organization, ceases to exist,
  - (b) the member resigns by written notice to the Company unless, after the resignation, there would be less than two members,
  - (c) any sum due from the member to the Company is not paid in full within six months of it falling due,
  - (d) the member is removed from membership by resolution of the directors that it is in the best interests of the Company that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if
    - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
    - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting

#### **General meetings**

- 13 General meetings
- (1) The Company must hold its first annual general meeting within eighteen months after that date of its incorporation
  - (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings
- 14 The directors may call a general meeting at any time

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

- 15
- (1) The minimum periods of notice required to hold a general meeting of the Company are
    - (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution
    - (b) fourteen clear days for all other general meetings

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in numbers having a right to attend and vote at the meeting being a majority who together hold not less than 90 percent of the total voting rights
  - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19
  - (4) The notice must be given to all the members and to the directors and auditors
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Company

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

- 17
- (1) No business shall be transacted at any general meeting unless a quorum is present
  - (2) A quorum is
    - (a) Six members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
    - (b) one tenth of the total membership at the timewhichever is the greater
  - (3) The authorised representative of a member organization shall be counted in the quorum
- 18
- (1) If
    - (a) A quorum is not present within half an hour from the time appointed for the meeting, or
    - (b) During a meeting a quorum ceases to be present,The meeting shall be adjourned to such time and place as the directors shall determine
  - (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the day, time and place of the meeting
  - (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at the time shall constitute the quorum for that meeting
- 19
- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
  - (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting
  - (3) If there is only one director present and willing to act, he or she shall chair the meeting
  - (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting
- 20
- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting

21

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
  - (a) by the person chairing the meeting, or
  - (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
  - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- (2)
  - (a) the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded
  - (b) the result of the vote must be recorded in the minutes of the Company but the number or proportion of votes cast need not be recorded
- (3)
  - (a) a demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
  - (b) if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4)
  - (a) a poll must be taken as the person who is chairing the meeting directs, who may appoint scrutinisers (who need not be members) and who may fix a time and place for declaring the results of the poll
  - (b) the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5)
  - (a) a poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
  - (b) a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
  - (c) the poll must be taken within thirty days after it has been demanded
  - (d) if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
  - (e) if a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

### **Content of proxy notices**

22

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
  - (a) states the name and address of the member appointing the proxy,
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
  - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and

- (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) 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
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
  - (a) 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
  - (b) 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

#### **Delivery of proxy notices**

23

- (1) 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 Company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only take effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) 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

#### **Written resolutions**

24

- (1) A resolution in writing agreed by a simple majority ( or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provide that
  - (a) a copy of the proposed resolution has been sent to every eligible member,
  - (b) a simple majority (or in this case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
  - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of the member that is an organisation, its authorised representative may signify its agreement

#### **Votes of members**

25

Subject to article 8, every member, whether an individual or an organisation shall have one vote

26 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

27

- (1) Any organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company
- (2) The organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the organisation until written notice to the contrary is received by the Company
- (3) Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the organisation or that his authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the organisation

#### **Directors**

28

- (1) A director must be a natural person aged 18 years or older
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36

29 The number of directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum

30 The first directors shall be those persons notified to Companies House as the first directors of the Company

31 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

#### **Powers of directors**

32

- (1) The directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

#### **Retirement of directors**

33 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting on third of the directors or, if their numbers is not three or multiple of three, the number

nearest to one-third, must retire from office. If there is only one director he or she must retire

34

- (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) If a director is required to retire at an annual general meeting by a provision of articles the retirement shall take effect upon the conclusion of the meeting

#### **Appointment of directors**

35 The Company may by ordinary resolution

- (1) appoint a person who is willing to act to be a director, and
- (2) determine the rotation in which any additional directors are to retire

36 No person other than the director retiring by rotation may be appointed a director at any general meeting unless

- (1) he or she is recommended for re-election by the directors, or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Company is given notice that
  - (a) is signed by a member entitled to vote at the meeting,
  - (b) states the member's intention to propose the appointment of a person as a director,
  - (c) contains the details that, if the person were to be appointed, the Company would have to file at Companies House, and
  - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed

37 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation

38

- (1) The directors may appoint a person who is willing to act to be a director
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation

39 The appointment of a director, whether by the Company in general meeting or by other directors, must not cause the number of directors to exceed any number fixed as the maximum number of the directors

### **Disqualification and removal of directors**

40 A director shall cease to hold office if or she

- (1) Ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director,
- (2) Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- (3) Ceases to be a member of the Company
- (4) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,
- (5) Resigns as a director by notice to the Company (but only if at least two directors will remain in office when the notice of resignation is to take effect), or
- (6) Is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

### **Remuneration of directors**

41 The directors must not be paid any remuneration unless it is authorised by article 6

### **Proceedings of directors**

42

- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any director may call a meeting of the directors
- (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director
- (4) Questions arising at a meeting shall be decided by a majority of votes
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

43

- (1) No decision may be made by a meeting of directors unless a quorum is present at the time the decision is purported to be made ['Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants]
- (2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such large number as may be decided from time to time by the directors.
- (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote

44 If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting

45

- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair the meetings of the directors or if the person appointed is unwilling to preside or is not present within then minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by articles or delegated to him or her by the directors

46

- (1) A resolution in writing or in electronic form agreed by simple majority of all the directors entitled to receive notice of the meeting of directors or of a committee of directors and to vote upon resolution shall be as valid and effectual as if it had been passed at a meeting of directors or(as the case may be) a committee of directors duly convened and held provided that
  - (a) a copy of the resolution is sent or submitted to all the directors eligible to vote, and
  - (b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

### **Delegation**

47

- (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book
- (2) The directors may impose conditions when delegating, including the conditions that
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate
  - (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the directors
- (3) The directors may revoke or alter a delegation

- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors

#### **Declaration of the directors**

- 48 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not been declared. A director must absent himself or herself from any discussion of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interest of the Company and any personal interest (including but not limited to any personal financial interest)

#### **Conflicts of interests**

49

- (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organization or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- (a) The conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organization or person,
  - (b) The conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
  - (c) The unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organization or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

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

50

- (1) Subject to articles 50(2), all acts done by a meeting of directors, or of 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 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 that 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) Articles 50(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 articles 50(1), the resolution would have been void, or if the director has not complied with article 48

### **Secretary**

- 51 Subject to Section 283 of the Act, the Secretary (who may also but not necessarily be an employee or manager) shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as the Board of Trustees may think fit, and any Secretary so appointed may be removed by it PROVIDED ALWAYS that no Board of Trustees member may be paid any remuneration for being Secretary
- 52 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Trustees member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board of Trustees member and as, or in place of, the Secretary

### **Seal**

- 53 If the Company 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
- (1) Appointments of officers made by the directors,
  - (2) Proceedings at meetings of the Company,
  - (3) Meetings of the directors and committees of directors including
    - (a) the names of the directors present at the meeting,
    - (b) the decisions made at the meetings, and
    - (c) where appropriate the reasons for the decisions

### **Accounts**

- 55
- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
  - (2) The directors must keep accounting records as required by the Companies Acts

### **Annual Report and Return and Register of Charities**

- 56
- (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the
    - (a) a transmission of the statements of account to the Company,
    - (b) preparation of an Annual Report and its transmission to the Commission,
    - (c) preparation of an Annual Return and its transmission to the Commission
  - (2) The directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities

### **Means of communication to be used**

- 57
- (1) Subject to the articles, anything sent or supplied by or to the Company under the articles 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 or to the Company

- (2) 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 by which that director has asked to be sent or supplied with such notices or documents for the time being
- 58 Any notice to be given to or by any person pursuant to the articles
- (1) Must be in writing, or  
(2) Must be given in electronic form
- 59
- (1) The Company may give any notice to a member either,  
(a) personally, or  
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or  
(c) by leaving it at the address of the member, or  
(d) by giving it in electronic form to the member's address  
(2) A member who does not register an address with the Company or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Company
- 60 A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 61
- (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given  
(2) Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006  
(3) In accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given  
(a) 48 hours after the envelope containing it was posted, or  
(b) in the case of an electronic form of communication, 48 hours after it was sent

### **Rules**

- 63
- (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company  
(2) The bye law may regulate the following matters but are not restricted to them  
(a) the admission of members of the Company (including the admission of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,  
(b) the conduct of members of the Company in relation to one another and to the Company's employees and volunteers,  
(c) the setting aside of the whole or any part or parts of the Company'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 Company 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 law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

### **Dissolution**

- 64 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Council shall have effect as if the provisions thereof were repeated in these Articles