

THE COMPANIES ACT 2006

BHA FOR EQUALITY

A Company Limited by Guarantee

Company No. 3818058

SPECIAL RESOLUTION

MADE ON 5th AUGUST 2020

I declare that the following is a true copy of a Special Resolution duly passed by the above-named company in accordance with the Companies Act.

IT IS RESOLVED THAT:

"The Memorandum and Articles of Association of the Company are deleted in their entirety and the attached Articles of Association marked @@ are substituted in their place."

Name: M. NARAYNSINGH. Signature: M. Naraynsingh
Capacity: *Director*

NOTE

These amendments bring the company's governing document into line with current charity and company law, and update certain governance practices. They do not alter any provisions relating to the company's charitable objects, the dissolution clause, or the benefits available to trustees.



Interpretations

1. Words and expressions used in these Articles shall have the meanings attributed to them in Article 70. References to “the Charity” mean the company BHA for Equality.

Objects

2. The Charity's objects (“the Objects”) are to protect and preserve good health and well-being in particular by promoting the good health and well-being of marginalised communities through engagement, education, support services, professional advice and training.

Powers

3. In furtherance of the above objects, but not otherwise, the Charity has the following powers—
 - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (b) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
 - (c) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any taxable permanent trading activities in raising funds for the objects of the Charity;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
 - (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 charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;
 - (j) to—
 - i) deposit or invest funds;
 - ii) employ a professional fund-manager; and
 - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
 in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (k) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

- (l) to acquire copyrights, trademarks and other rights and privileges for the purposes of the Charity whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitations;
- (m) to do all such other lawful things as are necessary for the achievement of its objects.

Application of income and property

4. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity—
 - (a) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity on its behalf: provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (b) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (c) to any Trustee of reasonable out-of-pocket expenses;
 - (d) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as the directors of the Charity.

Benefits and payments to Trustees and connected persons

5. No Trustee or connected person may—
 - (a) buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
 - (b) sell goods or services or any interest in land to the Charity;
 unless the payment is permitted by Articles 4 to 9, or is authorised by the court or the Charity Commission. In this Article a “financial benefit” means a benefit, direct or indirect, which is either money or has monetary value.
6. A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity on the same terms as other beneficiaries.
7. A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be no more than the Bank of England bank rate (also known as the base rate).
8. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
9. A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

10. In Articles 4 to 9 "Charity" includes any company in which the Charity—
- (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights; and
 - (c) has the right to appoint one or more Trustees to the board of the company.

Membership

11. The only members of the Charity shall be those persons who are appointed as Trustees of the Charity, and all persons appointed as Trustees shall be admitted as members.
12. Membership is personal and cannot be transferred to anyone else.

Register of Members

13. The Charity shall keep a Register of Members recording the name and contact address of every member, the date on which they became a member and the date on which they ceased to be a member. A member shall notify the Charity in writing within seven days if they change their name or address.

Cessation of Membership

14. A member shall cease to be a member immediately that she or he ceases to be a Trustee of the Charity for any reason.

Members' limited liability

15. The liability of the members is limited.
16. Every member guarantees, if the Charity is dissolved while he or she is a member or within one year afterwards, to pay up to ten pounds sterling (£10) towards the costs of dissolution and the liabilities incurred by the Charity while the guarantor was a member.

Board of Trustees

17. The Charity shall have a Board of Trustees comprising at least three persons. For the avoidance of doubt, Trustees are 'directors' for company law purposes and 'trustees' for charity law purposes, and the personal detail of all Trustees shall be filed with Companies House and the Charity Commission, as required by law.

Appointment of Trustees

18. The Trustees may at any time appoint additional Trustees, being persons who are considered able to contribute to the proper management and conduct of the business of the Charity and further its objects. In making such appointments, the Trustees shall have regard to securing equitable representation from the community served by the Charity.

Excluded persons

19. Under no circumstances shall any of the following serve as Trustees—
- (a) a person aged less than 16 years;
 - (b) an employee of the Charity;
 - (c) a person who is an undischarged bankrupt or who is otherwise disqualified by law from serving as a company director;
 - (d) a person who has an unspent conviction involving dishonesty or deception or who would otherwise be disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

Disqualification and removal of Trustees

20. The office of a Trustee shall be immediately vacated if he or she—
- (a) resigns his or her office in writing to the Charity (but only if at least three Trustees will remain in office); or
 - (b) is absent without good reason from all Trustees' meetings within a six month period, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
 - (c) is removed from office for conduct prejudicial to the Charity by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;
 - (d) becomes bankrupt or makes any arrangement with his or her creditors generally; or
 - (e) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

Powers of the Board of Trustees

21. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act or the Articles.
22. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
23. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than three, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.
24. The Trustees may delegate authority to senior staff members to operate bank accounts and enter into contracts on behalf of the Charity, provided that this is in accordance with a written policy approved by the Trustees and which complies with the Commission's guidance on internal financial controls for charities.

Appointment of a Chair and honorary officers

25. The Trustees may appoint one of their number to be the Chair of the Trustees for such term of office as they determine, and may at any time remove him or her from office. The Trustees may appoint from their own number such other honorary officers as they see fit, with such powers and duties as the Trustees may decide.

Chairing of meetings

26. If the Trustees have appointed a Chair, he or she shall preside at all meetings. If there is no Chair or if he or she is not present ten minutes after the time appointed for a meeting, the Trustees present shall appoint one of their number to chair that meeting.

Company Secretary

27. The Trustees may appoint a Secretary of the Charity upon such terms and conditions as they think fit; and any Secretary so appointed may be removed by them.

Proceedings of the Board of Trustees

28. The Trustees may regulate their proceedings as they think fit, subject to any provisions within these Articles.
29. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
30. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

31. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
32. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
33. The quorum shall be two Trustees or one-third of the Trustees whichever is the greater number.
34. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
35. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be lost.
36. A resolution in writing or in electronic form agreed by 75% of the Trustees who are entitled to receive notice of and vote at a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees.
37. All acts done by the Trustees or by any person acting as a Trustee shall, even if it is afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

Committees

38. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include 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 Charity except in accordance with a budget previously agreed with the Trustees;
 - (c) the committee shall report regularly to the Trustees.

Declarations of interest

39. A Trustee 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 Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

Conflicts of interest and conflicts of loyalties

40. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply—
 - (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.

41. In the above Article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a any direct or indirect benefit to a Trustee or to a connected person.

General meetings

42. The Trustees may whenever they think fit convene a general meeting by giving at least 14 days' notice to every member of the Charity and to the auditor (if any) and to such other persons who are entitled to receive notice. A general meeting may be convened with shorter notice if agreed by 90% of the members.
43. The notice must advise members of their right to appoint a proxy, and of the proxy's right to attend, speak and vote at the meeting.
44. 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 Charity.

Proceedings at general meetings

45. No business shall be transacted at a general meeting unless a quorum is present, in person or by proxy. The quorum shall be one-half of the members.
46. 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 Trustees shall determine. If no quorum is present at the reconvened meeting fifteen minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
47. If the Trustees have appointed a Chair, he or she shall preside at general meetings. If there is no Chair or if he or she is not present ten minutes after the time appointed for a meeting, the Trustees present shall appoint one of their number to chair that meeting.

Voting at general meetings

48. Decisions at general meetings shall be made by passing resolutions—
- (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
49. Each member shall have one vote on any question to be decided at a general meeting.
50. A member who cannot attend a general meeting may appoint any other person to act as proxy for him or her by sending the Charity 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; and
 - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the general meeting to which they relate.
51. The proxy notice may—
- (a) specify that the proxy must vote this way or that on any particular resolution; or

- (b) authorize the proxy to vote in accordance her or his own judgement.
- 52. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a written ballot is demanded by the chair of the meeting or by at least two members present in person or by proxy.
- 53. On a show of hands someone acting as a proxy shall have one vote. On a written ballot a proxy is entitled to cast all the votes he or she holds.
- 54. In the case of an equality of votes the Chair of the meeting shall not have a second or casting vote and the resolution shall be lost.

Members' written resolutions

- 55. Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
- 56. A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
- 57. The majorities required to pass a written resolution are as follow—
 - (a) for an ordinary resolution, approval is required from a simple majority of the members;
 - (b) for a special resolution, approval is required from not less than 75% of the members.
- 58. The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
- 59. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

Minutes

- 60. The Trustees must keep minutes of all—
 - (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the Charity;
 - (c) written resolutions passed by the Charity;
 - (d) meetings of the Trustees and Committees of Trustees including—
 - i) the names of the Trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate, the reasons for the decisions.
- 61. Minutes of meetings shall be kept for a minimum of 10 years and shall be made available to any Trustee on request.

Accounts

- 62. The Trustees must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 63. The Trustees must keep accounting records as required by the Act.
- 64. The Charity's annual accounts and reports shall be sent out to all members of the Charity on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

Annual Reports and Returns

65. The Trustees shall comply with all requirements of company and charity law with regard to the preparation and submission of annual reports, returns and accounts.
66. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Indemnity

67. The Charity may indemnify any Trustee, auditor, reporting accountant or other officer of the Charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Act.

Regulations

68. The Trustees may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Charity and the proceedings and powers of the Trustees and committees, provided that such regulations are not inconsistent with the Articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the Articles.

Dissolution

69. If the Charity is wound up or dissolved and, after all its debts and liabilities have been satisfied, there remains any property whatsoever, it shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income to an extent at least as great as imposed on the Charity under or by virtue of these Articles, such institution or institutions to be determined by the Trustees 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.

Interpretations

70. In these Articles—

"The Charity" means the company to which these Articles apply.

"The Act" means the Companies Act 2006.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.

"The Commission" means the Charity Commission for England and Wales.

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity.

"Bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

"Connected person" means—

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled —
 - i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or
 - ii) by two or more persons falling within sub-paragraph (i), when taken together

(e) a body corporate in which –

- i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
- ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

“Electronic form” and “hard copy form” have the meanings given in section 1168 of the Companies Act 2006.

“In writing” shall be taken to include references to writing, printing, photocopying and other methods of representing or reproducing words in a visible form, including electronic transmission where appropriate.

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 associations if not inconsistent with the context.

Any reference to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.