

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

**THE ASSOCIATION OF COMMUNITY ORGANISATIONS FOR REFORM NOW
LTD (the "Company")
Company Number: 9408898**

PRIVATE COMPANY LIMITED BY GUARANTEE

ADOPTION OF NEW ARTICLES OF ASSOCIATION

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

THAT the existing articles of association in their entirety be removed and substituted for the new articles of association attached to this resolution.

DATED: 29/05/18

SIGNED:

Jonathan Butcher
Thomas Crosher
Francyne Johnson
Eleanor Radcliffe
Thomas Renhard
Sasha Sadjady
Tom Scott
Mark Seddon
Nicholas Weber-Ballard

FRIDAY



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01/06/2018
COMPANIES HOUSE

Articles of Association of the ASSOCIATION OF COMMUNITY ORGANIZATIONS FOR REFORM NOW (ACORN)

1. Exclusion of the Model Articles

- 1.1. The Model Articles are hereby expressly excluded.

2. Interpretation

- 2.1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:
- 2.2. **"Address"** includes a number or address used for the purposes of sending or receiving Documents by Electronic Means;
- 2.3. **"Articles"** the Company's articles of association;
- 2.4. **"Authorised Representative"** means any individual nominated by a Branch Member to act as its representative at any meeting of the Company in accordance with Article 9.5;
- 2.5. **"asset-locked body"** means (i) a community interest company, a charity or a Permitted Industrial and Provident Society; or (ii) any company with an asset-lock written into its Articles of Incorporation, or (iii) a body established outside the United Kingdom that is equivalent to any of those;
- 2.6. **"Community"** is to be construed in accordance with Section 35(5) of the Company's (Audit) Investigations and Community Enterprise) Act 2004;
- 2.7. **"Companies Acts"** means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
- 2.8. **"Conflict of Interest"** is 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 Company;
- 2.9. **"Director"** is a director of the Company;
- 2.10. **"Subsidiary"** has the meaning given in section 1159 of the Companies Act 2006.

3. Name

- 3.1. The name of the organisation will be "The Association of Community Organisation for Reform Now Limited" hereafter known as "ACORN" or "the Company".

4. Asset Lock

- 4.1. The Company shall not transfer any of its assets other than for full consideration.
- 4.2. Provided such conditions as may be set out in the Bylaws are met, Article 4.1 shall not apply to:
 - 4.2.1. the transfer of assets to any asset-locked body; and
 - 4.2.2. the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

5. Not for profit

- 5.1. The Company is not established or conducted for private gain: any surplus or assets are used principally for the promotion of the objects of the company as detailed in Article 6.

6. Objects

- 6.1. The objects of the Company are:
- 6.2. To MOBILISE and ORGANISE low-middle income, working-class constituencies to secure economic advantages and a better quality of life; and increase equality, solidarity and democracy in society, politics and the economy.
- 6.3. To COMBINE and COORDINATE the company's members with each other and partners in such ways as to best pursue our mission as detailed in Article 6.2.
- 6.4. To provide EDUCATION to the company's membership and wider constituency, developing and sharing knowledge, skills and consciousness with a focus on economics, politics and social change.
- 6.5. To FUND & RESOURCE our work in such ways as to maximise the company's independence, sustainability & accountability to its membership.

7. Powers

- 7.1. To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including

for the purposes of investment or of raising funds.

8. Liability of Members

- 8.1. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for:
 - 8.1.1. payment of the Company's debts and liabilities contracted before he or she ceases to be a member;
 - 8.1.2. payment of the costs, charges and expenses of winding up; and
 - 8.1.3. adjustment of the rights of the contributories among themselves.

9. Categories of Membership

- 9.1. Until and including the Effective Date the members will be the subscribers to the memorandum. Thereafter the members will be as follows:

9.2. Branch Members

- 9.2.1. The Branch Members are the Members of the Company as defined in and for the purposes of the Companies Acts and to whom Article 8 applies. Branch Members will be the Branches of the Company as described in Article 36 via the person of the Branch Secretary or other nominated Individual Member.
- 9.2.2. Branch Membership is defined for the purposes of the Companies Acts and for the holding and casting of votes at the Annual General Meeting via a nominated delegate or delegates in accordance with the Bylaws. Branch delegates must be Individual Members.
- 9.2.3. Both unincorporated and incorporated organisations may be admitted to Branch Membership in accordance with their rules and as laid out in these Articles. Membership will be exercised by an authorised representative appointed in accordance with each organisation's rules. These representatives must be Individual Members of ACORN.
- 9.2.4. Branch Members' details shall be entered in a register of Members. These details shall include where relevant, details of the nominated representatives who are Members of the Company on behalf of a Branch Member.

9.3. Individual Members

- 9.3.1. Individual Members are those individual people who pay such subscription and/or meet such other criteria as the Directors determine.
- 9.3.2. Individual Membership is defined for the purposes of determining eligibility for election to the Board or other office and the casting of votes in elections and other decisions.
- 9.3.3. Individual Members will remain members for such time as they meet such criteria determined by the Directors.
- 9.3.4. Individual Members are not company law members.

10. Administration

- 10.1. The Board may place any Branch Member into administration at its discretion and as specified in the Bylaws.
- 10.2. The effect of placing any Branch Member into administration shall be the following:
 - 10.2.1. Any or all of the Branch Officers and Branch Board Members of that Branch Member shall be suspended from office;
 - 10.2.2. The National Board shall assume control of any funds or other assets held by that Branch Member;
 - 10.2.3. The National Board shall assume control of the administration and management of that Branch Member.
- 10.3. The purpose of placing a Branch Member into administration shall be:
 - 10.3.1. To protect the assets and/or objects of the National Union;
 - 10.3.2. To allow the National Board to investigate any complaint;
 - 10.3.3. To allow the National Board to take any action it sees fit.
- 10.4. Any Branch Member placed in administration shall have such rights as are detailed in the Bylaws.
- 10.5. Any Branch Member placed in administration shall for the duration cease to be a Company Member and their nominated representative will be unable to exercise the associated rights and responsibilities.

11. Insolvency of Branch Members

- 11.1. A person who is the nominated representative of an unincorporated Branch Member in accordance with Article 9.2.3 shall cease to be a representative if the unincorporated organisation goes into liquidation or is otherwise wound up other than for the purpose of a solvent reconstruction or amalgamation.

- 11.2. A Branch Member that is an incorporated organisation shall cease to be a Branch Member if it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up.

12. Becoming a Member of the Company

- 12.1. The subscribers to the Memorandum are the first members of the Company.
- 12.2. Such other persons as are admitted to membership in accordance with Article 9.3 shall be members of the Company.
- 12.3. No person shall be admitted a member of the Company unless they are approved by the Directors or by a means determined by the Directors.

13. Termination of Company Membership

- 13.1. Membership is not transferable to another person.
- 13.2. Company Membership is terminated in accordance with Article 10 and the Bylaws.

14. Becoming an Individual Member

- 14.1. Every person who wishes to become an Individual Member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and contribute such membership subscriptions as the Directors require.
- 14.2. The Directors may refuse an application for membership at their discretion or otherwise in accordance with the Articles or Bylaws.

15. Termination of Individual Membership

- 15.1. Membership is not transferable to anyone else.
- 15.2. Membership is terminated if:
 - 15.2.1. The member resigns from membership;
 - 15.2.2. The member dies or ceases to exist;
 - 15.2.3. Otherwise in accordance with the Articles or Bylaws.

16. National Conference

- 16.1. Supreme governance of the organisation will be vested in the membership via the National Conference which shall meet at such time and place as the Directors determine and otherwise in accordance with the Bylaws.

- 16.2. All decisions of the National Conference shall be taken in line with the procedures for adopting ordinary, written and special resolutions respectively as defined in the Companies Act and in the Bylaws.
- 16.3. The Board shall have the right to submit the following to the National Conference: reports, statements, motions, amendments to motions and amendments to Bylaws or these Articles (including emergency motions and amendments).
- 16.4. Each Branch may submit reports, statements, motions, amendments to motions and amendments to Bylaws or these Articles.
- 16.5. Each Branch may, through the person of a nominated delegate(s), vote in accordance with these Articles and the Bylaws.
- 16.6. The business of each National Conference shall include:
 - 16.6.1. a report by the chair on the activities of the Company;
 - 16.6.2. consideration of the annual accounts of the Company.
- 16.7. The Board of Directors must convene a National Conference following a valid request of Branch Members (under Section 303 of the Companies Act) or by a resigning auditor (under section 518 of the Companies Act).
- 16.8. At least 14 days clear notice must be given of an National Conference.

17. Representation & right to vote

- 17.1. All Branch Members have the right to attend and vote at an National Conference in accordance with the Bylaws.
- 17.2. All Directors have the right to attend and speak at a National Conference in accordance with the Bylaws.

18. Board of Directors

- 18.1. Subject to Article 20 any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
 - 18.1.1. by regular election as outlined in Article 19;
 - 18.1.2. by an election organised by the Directors to replace a vacancy in accordance with the Bylaws and Article 31.2;
 - 18.1.3. By appointment following a majority vote in favour subject to the conditions detailed in the Bylaws.

18.2. First Directors

- 18.2.1. After the effective date the first Directors will be two people from and appointed to represent each Branch who will serve until the holding of the first election of the Board.

19. Composition & Election

- 19.1. The Company will hold an election each year in order to elect members to the Board of Directors.
- 19.2. Only Individual Members of at least 12 months are eligible to stand for election to the Board of Directors.
- 19.3. Elected Board members shall serve a term of 2 years, staggered between the two delegates.
- 19.4. The composition of the Board shall be as follows:
 - 19.4.1. Each region will be entitled to two seats on the Board, one of which must be reserved for eligible women members.
 - 19.4.2. Up to three Appointed Directors in line with the Bylaws.

20. Directors rights & responsibilities

- 20.1. Subject to the provisions of the Act, and these Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

21. National Officers

- 21.1. The Directors shall elect from amongst their membership such Officers as they see fit and as may be detailed in the Bylaws.

22. Directors may delegate

- 22.1. Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles as they think fit.
- 22.2. If the Board so specifies, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 22.3. The Board may revoke any delegation in whole or part, or alter its terms and conditions.

23. Staff and Chief Organiser

- 23.1. The Board (or the Chair acting on its behalf) will have the power to engage and dismiss a Chief Organiser (called by this or any other name).
- 23.2. The Chief Organiser (acting on behalf of the Board) will have the power to develop the strategic plans of the Company, to manage the Company in line with such requirements set out by the Board and to engage or dismiss such staff as may be required for the conduct of the business of the Company.
- 23.3. The Chief Organiser will be responsible to the Board for all staffing matters.

- 23.4. The Board shall provide the Chief Organiser with a description of their role and the extent of their authority.
- 23.5. The Chief Organiser shall report regularly to the Board through the Chair on the activities undertaken in managing the Company and provide them regularly with management accounts enough to explain the financial position of the Company.

24. Committees

- 24.1. Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- 24.2. The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

25. Decision making by Directors

- 25.1. Directors are to take decisions collectively.
- 25.2. Any decision of the Directors shall be decided by either a majority of votes at a meeting or a majority decision taken by any other means, subject to the agreement of all those who would have been eligible to attend and vote at a physical meeting.
- 25.3. In all proceedings of Directors each Director must not have more than one vote other than in case of an equality of votes, the Chair shall have a second or casting vote.

26. Office Bearers

- 26.1. The Directors will elect from amongst themselves a Chair, Vice Chair, Secretary and Treasurer and any other such officers as they consider appropriate.

27. Directors meetings

- 27.1. Any Director may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 27.2. A Directors' meeting must be called in accordance with the Bylaws.

28. Quorum at Directors meetings

- 28.1. At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 28.2. The quorum for Directors' meetings may be fixed by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three.
- 28.3. If the total number of Directors at a given time is less than the quorum required, the Directors must not take any decision other than a decision:
 - 28.3.1. to appoint further interim Directors; or
 - 28.3.2. to call an election so as to enable the Members to elect further Directors.

29. Conflicts of interest

- 29.1. Whenever a Director finds himself in a situation that is reasonably likely to give rise to a conflict of interest, they must declare this interest to the Board of Directors.
- 29.2. 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 in accordance with the Bylaws.
- 29.3. If a Director is found to have a conflict of interest the matter shall be dealt with (including any authorisation of a conflict of interest) by the other Directors in accordance with the Bylaws.

30. Register of Directors' interests

- 30.1. The Directors shall cause a register of Directors' interests to be kept. 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 previously been declared.

31. Termination of Director's appointment

- 31.1. In addition to expiry of a Director's term of service, a person ceases to be a Director:
 - 31.1.1. by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
 - 31.1.2. if the Director resigns from office in accordance with its terms;
 - 31.1.3. if the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that they be removed for this reason;
 - 31.1.4. if they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;

- 31.1.5. or at a National Conference, a resolution is passed by a two thirds majority that the Director be removed from office.
- 31.2. In the event that a Director resigns or has their appointment terminated before the end of their term, the Board will organise an election to replace them until the end of the original Director's term for which the electorate shall be the same as that which elected the departing Director.

32. Directors' remuneration

- 32.1. Directors are not entitled to receive any remuneration for their services to the Company as Directors.

33. Directors' expenses

- 33.1. The Company may pay any reasonable expenses which the Directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

34. District Branches

- 34.1. Every Individual Member of the Company will be a member of a District Branch except where there is none operating in their geographic area. All members living within the scope of an established Branch will be members of that Branch.
- 34.2. Members not within the scope of any established Branch shall not be eligible to elect delegates to a national conference.
- 34.3. Each Individual Member may only be a member of one Branch.
- 34.4. Member resolutions - Special, ordinary and written:
 - 34.4.1. For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at a National Conference, providing proper notice of the meeting and of the intention to propose the special resolution as such has been given in. For the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or Members absent from the meeting.
 - 34.4.2. For the purposes of these articles, an "ordinary resolution" means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against), at a National Conference or other meeting fulfilling that function.

- 34.4.3. A written resolution as either an ordinary or special resolution shall have effect as if passed by the Company in a National Conference subject to it meeting the relevant criteria for such a resolution.

35. Amendments to the Articles

- 35.1. An amendment to the Articles may only be made where a Branch Member or the Board of Directors has circulated a proposal to amend the Articles to all Branch Members and either a written resolution or a special resolution at a meeting of the National Conference has been passed by 75% of those Branch Members in attendance and eligible to vote (taking account only of those votes cast in favour as compared with those votes against).

36. Branch rights and responsibilities

- 36.1. In accordance with Article 9.2.3 and the Bylaws, Branch Members have the right and responsibility to send delegates to the National Conference.
- 36.2. Branches and associated rights and responsibilities not detailed in these Articles will be established in accordance with a scheme agreed by the Board.
- 36.3. Subject to these Articles and the Bylaws, each Branch Member will have autonomy to determine its policies on behalf of its members.
- 36.4. In decision making, meeting and communications, Branches must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions, meetings and communications in the wider Company.

37. Branch Finances

- 37.1. The Company shall make finances available to each Branch in accordance with a scheme agreed by the Board.

38. Irregularities

- 38.1. The proceedings at any meeting 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 or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

39. Minutes

- 39.1. The Directors must cause minutes to be made in books kept for the purpose:
- 39.1.1. of all appointments of officers made by the Directors;

- 39.1.2. of all resolutions of the Company and of the Directors; and
- 39.1.3. of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.
- 39.2. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision

40. Records & Accounts

- 40.1. The Directors shall comply with the requirements of the Companies Acts 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 Regulator of:
 - 40.1.1. annual reports;
 - 40.1.2. annual returns; and
 - 40.1.3. annual statements of account.
- 40.2. No right to inspect accounts and other records
 - 40.2.1. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

41. Company seals

- 41.1. Any common seal or logos may only be used by the authority of the Directors.
- 41.2. The Directors may decide by what means and in what form any common seal is to be used.