

The Companies Act 1985 and 1989

A Company Limited by Guarantee and not having a share capital

Articles of Association of the Horsham Area Council for Voluntary Service

Interpretation

1. In these Articles:

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

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"these Articles" means the Articles of Association of the Charity;

"clear days" in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"executed" means any mode of execution;

"Special General Meeting" shall mean any General Meeting of the Members of the Charity which is not the Annual General Meeting;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the Registered Office of the Charity;

"seal" means the common seal of the Charity if it has one;

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

"the Board" means the Board of Directors of the Charity;

"Board Member" means a member of the Board;

Horsham Area Council For Voluntary Service

"the United Kingdom" means Great Britain and Northern Ireland.

Words importing the person only shall include the organisation.

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

Objects

2. The Charity is established for the objects expressed in the Memorandum.

Members

3. 3.1 There shall be no maximum number of members of the Charity.
- 3.2 The Subscribers to the Memorandum shall be the first members of the Charity and, subject to the provisions of Article 3.3, such non-profit making organisations and/or individuals as are admitted to membership in accordance with the Articles shall be members of the Charity. Any such organisations so admitted shall be referred to in the Articles as "General Members" and any individuals so admitted shall be referred to in the Articles as "Individual Members". No individual or organisation shall be admitted to be either a General Member or an Individual member of the Charity unless an application for membership in such form as the Board requires is approved by the Board and the Board has the right to refuse membership to any individual or organisation. All members must be committed to the furtherance of the objects of the Charity.
- 3.3 At no time shall the number of Individual Members exceed one quarter of the number of General Members.
- 3.4 The provisions of Section 22 of the Act shall be observed by the Charity and every member of the Charity shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 3.5 Membership of the Charity is personal and is not transferable.
- 3.6 A person shall cease to be a member if a group or individual shall give a letter of resignation to the Board or if his/her membership is terminated under Article 4.
- 3.7 The Board shall have the right at any time to invite any person or organisation to attend any of the Meetings of the Charity as an observer without the power to vote.

Horsham Area Council For Voluntary Service

4. 4.1 If any member shall fail to observe any of the Articles or rules of the Company made under powers vested in the Board or whose conduct is prejudicial to the Charity or who shall fail without reasonable excuse to attend three consecutive meetings of the Charity or without any other sufficient reason, the Board may convene a Special General Meeting of the Charity to consider passing a Special resolution to expel such member and on such Special resolution being passed the name of the member shall be removed from the register of members and he/she shall cease to be a member.
- 4.2 Any member who is the subject of a resolution to expel under the terms of the preceding Article, shall be entitled to address the said Special Meeting either in person or through a representative.

General Meetings

5. The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next; provided that so long as the Charity holds its first Annual General Meeting within 15 months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such times and at such places as the Board shall appoint.
- 6 The Board may call Special General Meetings when it thinks fit and Special General Meetings may also be convened on the requisition of members pursuant to the provisions of the Act.

Notice of General Meetings

7. An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other Special General Meetings shall be called by at least 14 clear days' notice but a General Meeting may be called by shorter notice if it is agreed as follows:
 - a) in the case of an Annual General Meeting, by all the members entitled to attend and vote; and
 - b) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

The notice shall be given to all members and to the Board and auditors.

Proceedings at General Meetings

8. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be ten members or one fifth of all members entitled to vote upon the business to be transacted, whichever is the greater, provided that there shall be no quorum unless the number of General Members present and entitled to vote shall exceed the number of Individual Members present.
9. If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
10. The Chairperson, ("the Chair") if any, of the Board or in his/her absence, the Vice-Chairperson, if any, of the Board or in his/her absence, some other Board Member nominated by the other Board Members present shall preside as the Chair of the meeting, but if neither the Chair nor such other Board Member be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Board Members present shall elect one of their number to be the Chair, and, if there is only one Board Member present and willing to act, he/she shall be the Chair.
11. If no Board member is willing to act as the Chair, or if no Board Member is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote, shall choose one of their number to be the Chair.
12. The Chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business that properly might have been transacted at the meeting had an adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. No representative of a General Member shall be entitled to more than one vote at any meeting of the Charity whether or not such representative is also in his own right an Individual Member of the Charity.

Horsham Area Council For Voluntary Service

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - a) by the Chair; or
 - b) subject to the provisions of Article 8 by at least 10 members having the right to vote at the meeting; or
 - c) subject as aforesaid by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
15. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
16. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he/she may have.
18. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

Votes of Members

19. No member shall be entitled to vote at any General Meeting unless any monies then payable by him/her or, in the case of a General Member, by the Group concerned, to the Charity shall have been paid.
20. No objection shall be raised to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and conclusive.

21. Any General Member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the General Member as if the General Member were an individual member of the Charity.

Annual General Meeting

The Business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include:

- 22.1 consideration and, if thought fit, the approval of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors
- 22.2 consideration of the Report of the Directors
- 22.3 election of Directors
- 22.4 nomination of Auditors.

Board of Directors

23. Until otherwise determined by members in General Meeting the number of Board Members shall not be less than five nor more than 15.
24. No person who is not a General Member or Individual Member of the Charity shall in any circumstances be eligible to hold office as a voting Board Member.
25. The Board may from time to time appoint any member of the Charity to be a member of the Board to fill a casual vacancy or by way of addition provided that the maximum is not exceeded. Any such Board Member shall only hold office until the next Annual General Meeting but shall be eligible for re-election.
26. The Charity may from time to time by special resolution increase the maximum number of Board Members.
27. The first Board Members shall be the subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity.
28. The Board may appoint any persons to attend any of its meetings without the power to vote.

Horsham Area Council For Voluntary Service

29. In addition and without prejudice to the provisions of section 303 of the Act the Charity may by Special Resolution remove any member of the Board before the expiration of his/her period of office and may by a Special Resolution appoint another member in his/her place; but any person so appointed shall hold office only so long as the member in whose place he/she was appointed would have held the same had he/she not been removed.

Powers of the Board

30. Subject to the provisions of the Act, the Memorandum and Articles and any directions given by Special Resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the Board which would have been valid had that alteration not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
31. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers:
- 31.1 to expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Association and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;
 - 31.2 to enter into contracts on behalf of the Charity;
 - 31.3 to create such Sub-Committees of the Board as the Board shall think appropriate to carry out the business of the Charity provided that any such Sub-Committees shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the Sub-Committees and their rules and procedures. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board.
32. The Board Members may act notwithstanding any vacancy in its body; provided always that in case the number of Board Members shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of admitting persons to membership of the Company, filling up vacancies on the Board or of summoning a General Meeting.

Appointment and retirement of Directors

33. At the first Annual General Meeting all the Board shall retire from office, and at every subsequent Annual General Meeting one third of the Board Members shall be subject to retirement by rotation or, if their number is not divisible by three, the number nearest to one third shall retire from office.
34. Subject to the provisions of the Act and to the provisions of these Articles, the Board Members to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Board Members on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.
35. If the Charity at a meeting which a Board Member retires by rotation does not fill the vacancy, the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Board Member is put to the meeting and lost.
36. No person other than a Board Member retiring by rotation shall be appointed or re-appointed a Board Member at any General Meeting unless:
- 36.1 he/she is nominated by the Board or
- 36.1 not less than seven nor more than 21 days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his/her intention to propose such person for election, and notice in writing, signed by the person to be proposed, of his/her willingness to be elected.
37. No person may be appointed a Board Member unless:
- 37.1 he/she has attained the age of 18 years; and
- 37.2 he/she is a member or a representative of a member of the Charity; and
- 37.3 if elected, he/she would not have been disqualified under the terms of Article 39.
38. Subject as aforesaid, a Board Member who retires at an Annual General Meeting may, if willing to act, be re-elected.

Disqualification and removal of Board Members

39. A Board Member shall cease to hold office if he/she:
- 39.1 ceases to be a Board Member by reason of any provision in the Act or is disqualified from acting as a Board Member by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);
 - 39.2 becomes by reason of mental illness incapable of managing his/her own affairs;
 - 39.3 by notice in writing to the Charity resigns his/her office;
 - 39.4 he/she or the Group which he/she represents ceases to be a member of the Charity;
 - 39.5 is absent without the permission of the Board and without acceptable apology from three consecutive meetings or all its meetings whether of the Board or of relevant Sub-Committee of the Board.

Expenses of the Board

40. Board Members may, with the consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

Proceedings of the Board

41. Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit. A Board Member may, and the Secretary at the request of three Board Members shall, call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Board Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes.
42. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than one quarter of its number or four Board Members present in person and entitled to vote, whichever shall be the greater provided that there shall be no quorum unless the number of General Members present and entitled to vote shall exceed the number of Individual Members so present.
43. The Board may act notwithstanding any vacancies in its number, but, if the number of Board Members is less than the number fixed for the quorum, the continuing Board Members may act only for the purpose of filling vacancies or of calling a General Meeting.

Horsham Area Council For Voluntary Service

44. 44.1 At the first meeting of the Board after the Annual General Meeting of the Charity the Board shall elect the Honorary Officers of the Company who shall hold office until after the conclusion of the next Annual General Meeting of the Company. For the purposes of these Articles the expression "Honorary Officers" shall mean and include the Chairperson, the Vice-Chairperson and the Treasurer.
- 44.2 The Chairperson of the Company ("the Chair") as elected shall be the Chairperson of its meetings unless and until the Board shall decide otherwise. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair is present. If neither the Chair or the Vice-Chair are available, or there are no Board Members holding those offices, or, if the Board Members so appointed are unwilling to preside or are not present within 15 minutes after the time appointed for the meeting, the Board present may appoint one of its number to be the Chair of the meeting.
45. The Board may appoint one or more Sub-Committees consisting of one or more Board Members for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a Sub-Committee. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board whose decision on any recommendations shall be final.
46. All acts done by a meeting of the Board, or of a Sub-Committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Board Member or that any of them was disqualified from holding office, or had vacated office, or were not entitled to vote, be, with the consent of the Board, as valid as if every such person had been duly appointed and was qualified and had continued to be a Board Member and had been entitled to vote.
47. A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board or of a Sub-Committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a Sub-Committee of the Board duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Board Members.
48. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two people out of four people as authorised by the Board.

Horsham Area Council For Voluntary Service

Secretary

49. Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term, at such remuneration (if not a Board Member) and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

Minutes

50. The Board shall keep minutes in books kept for the purpose:
- 50.1 of all appointments of officers made by the Board; and
 - 50.2 of all proceedings at meetings of the Charity and of the Board and of Sub-Committees of the Board including the names of the Board Members present at each such meeting.

The Seal

51. The seal shall only be used with the authority of the Board or of a Sub-Committee authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Board Member and by the Secretary or a second Board Member.

Accounts

52. Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.

Annual Reports

53. The Board shall comply with all the requirements of the Act and of the Charities Act 1993 with regard to the preparation and submission of an annual report.

Annual Returns

54. The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns.

Notices

55. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
56. The Charity may give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

Horsham Area Council For Voluntary Service

57. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

59. Subject to the provisions of the Act every Board Member or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Social Audit

60. A social audit of the Company's activities may, by resolution of a General Meeting, be undertaken annually in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Company's work, and to enable an assessment to be made of the Company's overall performance in relation to its objects more easily than may be made from the financial accounts alone.
 - 60.1 Such a social audit may be drawn up by an independent assessor appointed by the Board, or by the Board who may submit their report for verification or comments to an independent assessor.
 - 60.2 A social audit may include an assessment of the internal democracy and decision-making of the Company; the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Company's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Company is located.

Rules

61. The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate:

Horsham Area Council For Voluntary Service

- 61.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which subscriptions, if any, shall be paid by members;
 - 61.2 the conduct of members of the Charity in relation to one another and to the employees of the Charity;
 - 61.3 the setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose;
 - 61.4 the procedure at General Meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles;
 - 61.5 Generally, all such matters as are commonly the subject matter of Charity Rules.
62. The Charity in General Meeting shall have the power to alter, add to or repeal the rules or bye-laws and the board shall adopt such means as it thinks sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and Articles.

Full names and addresses of subscribers

Signatures
