

SEPARATOR SHEET



THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
COMPANY NO. 00421688**

ARTICLES OF ASSOCIATION

- of -

BIRMINGHAM VOLUNTARY SERVICE COUNCIL

**Adopted by Special Resolution dated 19th October 1987
and amended by Special Resolutions
dated 21st October 1999
and 31st October 2006
and 23rd January 2023**

1. INTERPRETATION

1.1 In these Articles unless there is anything in the subject or context inconsistent therewith:-

"the Act"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the Charity and any statutory modification or re-enactment thereof for the time being in force
"these Articles"	means the Articles of Association for the time being of the Charity
"Board"	means the Directors acting together in accordance with the provisions of these Articles
"Chair"	means the person appointed to that post under the provisions of Article 3.1.3 or, where the context allows, any other person chairing a meeting or Committee under the provisions of these Articles
"Charity"	means Birmingham Voluntary Service Council
"Charity Commission"	means the Charity Commission for England and Wales
"Committee"	means a committee of the Board exercising powers delegated to it by

	the Board
"Council"	means Birmingham City Council whose principal office is The Council House, Victoria Square, Birmingham, West Midlands B1 1BB
"Director"	means any director of the Charity, being a person who must manage the Charity's affairs in accordance with these Articles and the law and who is a charity trustee under charity law.
"Elected Directors"	means those Directors elected by the Members under Article 6.1.1
"General Meeting"	means a meeting of the Members
"Honorary Treasurer"	means the person appointed to that post under the provisions of Article 3.1.5
"Member"	means a Voluntary Organisation admitted to membership in accordance with Article 2
"Mission Statement Values"	means the values of the Charity as appearing on its mission statement, as may be amended from time to time
"Month"	means a calendar month
"Nominee"	means an individual selected by a Prospective Member or a Member as its representative in all matters with which a Member is entitled to be involved
"Objects"	means the charitable purposes of the Charity as set out in Article 4
"Patron"	means a person who the Board reasonably considers is able to offer their support or encouragement to the Charity and its Objects
"Secretary"	means the secretary of the Company including a joint, assistant or deputy secretary
"Vice-Chair"	means the person (or one of the people, if more than one) appointed to that post under the provisions of Article 3.1.4
"Voluntary Organisation"	

	means a voluntary group or organisation which is independent, not profit seeking for its members, and has a voluntary governing body and constitution
"Voluntary Sector"	means those Voluntary Organisations who collectively comprise the voluntary sector
"Year"	means a calendar year.

Words importing the singular number include the plural number and vice versa.

Words importing persons include corporations.

1.2 None of the model articles in the Companies (Model Articles) Regulations 2008 apply to the Charity.

2. NAME

The name of the Charity is BIRMINGHAM VOLUNTARY SERVICE COUNCIL.

3. REGISTERED OFFICE

The registered office of the Charity will be situated in England and Wales.

4. OBJECTS

The objects for which the Charity is established are to promote for the benefit of all the inhabitants of the City of Birmingham without distinction of age, sex, race, creed or colour or of political, religious or other opinion all or any purposes for the general good of the community which now are or hereafter may be deemed by law to be charitable and in particular the advancement of education, the development of physical improvement and the furtherance of health and the relief of poverty, distress and sickness.

5. POWERS

The Charity shall have the following powers which it may exercise in order to further the Objects but not further or otherwise:

- 5.1 to co-operate with the Council, with all departments of central and other local government, with statutory authorities and voluntary organisations and with any other person or body of persons whether public or private incorporated or unincorporated with a view to carrying into effect the Objects;
- 5.2 to encourage and establish regular contact by way of conference and other forms of collaboration between all bodies and persons with whom the Charity is in co-operation;

- 5.3 to establish in Birmingham a centre for the supply of information by way of sale or distribution of literature or otherwise as may seem best to the Charity for the purpose of making generally available information upon subjects relating to the Objects;
- 5.4 to provide and maintain any building, room, meeting hall, library or similar accommodation for the purposes of the Objects;
- 5.5 to print and publish pamphlets, surveys, reports, books, leaflets or other documents as the Charity may think necessary for the promotion of the Objects or any of them and to cause such surveys and reports to be made and prepared;
- 5.6 to organise and carry on the administration of immediate aid and assistance to necessitous, distressed and poor persons and to teach the best methods of so doing and to train other persons to do so;
- 5.7 to maintain or help to maintain any system of registration of social workers or of persons in need of assistance or instruction in connection with any of the Objects;
- 5.8 to establish, conduct and carry on such classes, lectures or other modes of instruction and to provide and award such scholarships, bursaries or exhibitions tenable at any college or school as may be likely to promote any of the Objects;
- 5.9 to sponsor, initiate, join in, conduct and manage employment and training schemes or initiatives as may be likely to promote any of the Objects;
- 5.10 to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real and personal property and any rights and privileges which may be deemed necessary or convenient for any of the Objects and whether subject to any mortgage or charge or not;
- 5.11 to construct, maintain, alter, pull down and remove any houses, buildings or works necessary or convenient for the Objects;
- 5.12 to take any gift of property whether subject to any special trust or not, for any one or more of the Objects;
- 5.13 subject to such consents as may be required by law to sell, manage, lease, dispose of or otherwise deal with all or any part of the property of the Charity as may be deemed necessary with a view to the promotion of the Objects;
- 5.14 subject to such consents as may be required by law borrow and raise money in such manner as may be thought fit and to issue debentures, debenture stock or other securities and for the purpose of securing any debt or obligation of the Charity to mortgage or charge all or any of the property of the Charity;
- 5.15 to:

5.15.1 deposit or invest funds;

5.15.2 employ a professional fund-manager; and

5.15.3 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 trustees of a trust are permitted to do by the Trustee Act;

5.16 to undertake and execute any charitable trusts which may lawfully be undertaken by the Charity;

5.17 to subscribe or guarantee money in pursuit of the Objects;

5.18 to establish, subsidise, promote, co-operate, federate or amalgamate with, affiliate, or become affiliated to, act as Directors or agents for, or manage, or lend money or other assistance to any charitable association, society, or other body not formed or established for the purposes of profit, corporate or unincorporate, whose objects are wholly or in part similar to the Objects, but so that none of the funds of the Charity will be paid to any federated, affiliated or co-operating associates, society or other body which does not prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed upon the Charity under or by virtue of Article 6;

5.19 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements as may be lawfully acquired or undertaken by the Charity of any company, society, association or other body with which this Charity is authorised to amalgamate;

5.20 to grant pensions and retirement benefits to or for employees or former employees of the Charity and to the widows, children and other dependants of deceased employees who are in necessitous circumstances and to pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees or former employees of the Charity, their widows, children and other dependants;

5.21 to take out Directors' liability insurance; and

5.22 to do all other lawful things as are necessary for the attainment of the Objects or any of them.

6. APPLICATION OF FUNDS

6.1 The income and property of the Charity shall be applied solely towards the promotion of its Objects as set forth in the Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members and no Director 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.

6.2 Nothing in Article 6.1 shall prevent any payment in good faith by the Charity:-

6.2.1 of reasonable and proper remuneration to any Member, officer or servant of the Charity (not being a Director) for any services rendered to the Charity;

6.2.2 of interest on money lent by any Member or Director at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board;

6.2.3 of reasonable and proper rent for premises demised or let by any Member of the Charity or of its Directors;

6.2.4 of a payment to any company Director may also be a member holding not more than a 1% shareholding that company; and

6.2.5 to any Director of reasonable out-of-pocket expenses.

7. LIABILITY OF MEMBERS

7.1 The liability of the Members is limited.

7.2 Every Member undertakes to contribute to the assets of the Charity in the event of the same being wound up while he/she is a Member or within one year after he/she ceases to be a Member for payment of the debts and liabilities of the Charity contracted before he/she ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributions amongst themselves such amount as may be required not exceeding £1.

8. MEMBERS

8.1 The Members are the members as at the date of adoption of these Articles and others admitted to membership of the Charity under the Articles.

8.2 A Voluntary Organisation that wishes to become a Member must submit an application in such form as the Board may from time to time require together with such supporting paperwork as the Board may require.

8.3 Applications for membership under Article 8.2 shall be considered and either approved or declined by the Board or by a committee or one or more staff members to whom authority in this regard is delegated.

8.4 An applicant for membership shall be advised as soon as possible whether or not its application has been successful.

8.5 The Board may require the Members to pay to the Charity an annual membership fee as determined by the Board from time to time.

- 8.6 Every Member shall be bound to further to the best of its ability the Objects, interests and influence of the Charity and shall observe all bylaws and regulations of the Charity.
- 8.7 Any Member who shall fail in observance of any of these Articles or any of the bylaws or regulations of the Charity may be excluded from the Charity by resolution of a majority of at least three-fourths of the Directors present and voting at a special meeting of the Board at which not less than one-third of Directors shall be present. Such Member must receive at least seven clear days' notice of such meeting and may attend and be heard at the meeting through its Nominee but shall not be present at the voting or (save as aforesaid) take part in the proceedings otherwise than as the Board allows.
- 8.8 Any Member so excluded shall forfeit all claim to a return of the money (if any) paid by it to the Charity and shall cease to be a Member immediately following a Members' meeting held under Article 8.7 .
- 8.9 A Member may resign by giving one month's notice in writing to the Charity of its intention so to do and upon the expiration of such notice shall cease to be a Member but shall not be entitled to the return of the money (if any) paid by it to the Charity.

9. OFFICERS

- 9.1 The Charity shall have the following honorary officers:-
- 9.1.1 The President who shall be the Lord Mayor of the City of Birmingham from time to time or should that office cease to exist or its incumbent refuse such presidency such other person as the Board shall elect for such periods of time as it shall determine;
- 9.1.2 such Patrons serving for such periods as the Board may from time to time determine;
- 9.1.3 a Chair who shall be a Director and elected by the Board;
- 9.1.4 such Vice-Chair or Vice-Chairs (being Directors) as the Board shall from time to time elect; and
- 9.1.5 an Honorary Treasurer who shall be appointed by the Board.

10. GENERAL MEETINGS

- 10.1 The Board may, whenever it thinks fit, convene a General Meeting and a General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Member may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Notice Of General Meetings

- 10.2 Fourteen days' notice of every General Meeting shall be given, exclusive of the day on which the notice is published and the day for which notice is given, specifying the place, the day and the time of the meeting and the general nature of the business to be transacted. If a special resolution is proposed the notice must state this and the wording of the resolution.

Proceedings At General Meetings

- 10.3 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Twenty Members present in person or by proxy shall be a quorum.
- 10.4 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time but at the Charity's registered office, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a quorum.
- 10.5 The Chair, if any, of the Board shall preside as Chair at every General Meeting of the Charity.
- 10.6 If there is no such Chair, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chair (or one of the Vice-Chairs if more than one has been appointed) present shall preside as Chair of the General Meeting. In the absence of any Vice-Chairs, the Members present shall choose someone of their number to be the Chair of the meeting.
- 10.7 The Chair may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of any original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Voting

- 10.8 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chair of the meeting or by at least three Members. Unless a poll is so demanded, a declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting shall be conclusive evidence of the fact.

11. BYLAWS AND REGULATIONS

Bylaws and regulations for the management of the Charity and promotion of the Objects may from time to time be made, altered and revoked by the Members in General Meeting provided that no such bylaws or regulations shall alter or be otherwise inconsistent with any of the provisions of these Articles nor shall any such bylaw or regulation invalidate any prior act of the Charity or the Board which would have been valid if that bylaw or regulation had not been made.

12. BOARD

- 12.1 The Board shall consist of no less than eight Directors and no more than 12 Directors, being appointed as set out in the remainder of this Article 12.1, so that there are:

12.1.1 up to 5 Elected Directors appointed by the Members acting in General Meeting. Every person proposed as an Elected Director shall be nominated in writing by two Members, such nominations to be received by the Secretary at least 14 days before the date fixed for the meeting. If the number of nominations exceeds the number of vacancies election will be by ballot to be held in such manner as the Board may determine;

12.1.2 up to 5 Directors appointed by the Board on the basis of such criteria as it may from time to time determine; and

12.1.3 up to 2 Directors appointed by the Council and notified to the Board, having regard to such selection criteria as the Board may from time to time determine.

- 12.2 Directors shall serve for a term of as near as possible to three years from the date of their appointment.

- 12.3 A Director who has served for two terms of three years may not be re-elected or re-appointed as a Director until a period of at least one year has elapsed.

Casual Vacancies

- 12.4 Any casual vacancy in the number of Directors (including Elected Directors) may be filled by the Board and anyone appointed pursuant to this Article shall serve until the end of the term of office of the person replaced.

13. REMOVAL OF DIRECTORS

- 13.1 A Director shall cease to be a Director if that person:-

13.1.1 becomes bankrupt;

- 13.1.2 becomes prohibited from being a Director by reason of any order made under the Company Directors (Disqualification) Act 1986;
- 13.1.3 is of unsound mind or becomes of unsound mind;
- 13.1.4 resigns his/her office by notice in writing to the Charity; or
- 13.1.6 fails to observe any of these Articles or any of the bylaws or regulations of the Charity and is removed by resolution of a majority of at least three-quarters of the Directors present and voting at a special quorate meeting of the Board. Such Director shall receive at least seven clear days' notice of such meeting, and he or she may attend and be heard at the meeting, but shall not be present at the voting or (save as aforesaid) take part in the proceedings otherwise than as the Board allows.

14. BOARD MEETINGS

- 14.1 The Board shall meet together at least once every three months and may otherwise meet together for the dispatch of business, adjourn and regulate their meetings as they think fit.
- 14.2 Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
- 14.3 Save in the case of emergency and as herein provided not less than 7 clear days' notice of a meeting of the Board shall be given and such notice shall give details of the business to be discussed at such meeting. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 14.4 The Secretary, on the requisition of three Directors, shall summon a meeting of the Board in the manner specified in Article 14.3.
- 14.5 The quorum necessary for the transaction of the business of the Board shall be 60% of the Directors for the time being (where necessary rounded up to the nearest whole number)
- 14.6 The Board may act notwithstanding any vacancy in its number but if its number is reduced below the number required for a quorum the Board may meet only to increase the number of Directors to the minimum or to summon a General Meeting, but not for any other purpose.
- 14.7 The Chair shall chair meetings of the Board but if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the same or otherwise not willing to act the Vice-Chair (or one of the Vice-Chairs if more than one has been appointed) shall preside as Chair of the meeting. In the absence of any Vice-Chairs the Directors present may choose one of their number to be the Chair of the meeting.

- 14.8 A resolution in writing, signed by all of the Directors for the time being shall be as effective as a resolution passed at a meeting of the Board duly convened and held.
- 14.9 A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
- 14.10 All acts done by any meeting of the Board or of a Committee of the Board, or an individual to whom any powers have been delegated, or by any person acting as a Director, shall notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, or had vacated office, be as valid as if every such person had been duly appointed and was qualified or had continued to be a Director.

15 ROLE AND RESPONSIBILITIES OF THE BOARD

- 15.1 The business of the Charity shall be managed by the Board who may exercise all such powers of the Charity as are not by the Act or by these Articles required to be exercised by the Members subject nevertheless to any regulation of these Articles, to the provisions of the Act and to such bylaws and regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Members. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article.
- 15.2 The Board shall cause minutes to be kept for the purpose of recording:
- 15.2.1 all appointments of officers made by the Board;
- 15.2.2 the names of the Directors present at each meeting of the Board and of any Committee of the Board; and
- 15.2.3 all resolutions and proceedings at all meetings of the Members and of the Board and of Committees of the Board.

16. COMMITTEES

- 16.1 In relation to every Committee the Board shall determine:-
- 16.1.1 its terms of reference;
- 16.1.2 its membership and such powers (if any) to replace retiring members;
- 16.1.3 its power to co-opt persons; and
- 16.1.4 its power to appoint sub-committees and may at any time and as it thinks fit vary, change, reduce, extend or modify the same.
- 16.2 Each Committee shall conform to any bylaws regulations or lawful directions that may be imposed on it by the Board and subject to any such bylaws,

regulations or directions, the provisions of these Articles relating to proceedings of the Board shall apply also to the proceedings of any such Committee.

- 16.3 A Committee may elect a Chair of its meetings. If no such Chair is elected or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the Committee present may choose one of their number to be Chair of the meeting.
- 16.4 A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the Committee present and in case of an equality of votes the Chair shall have a second or casting vote.

17. EXECUTION OF DOCUMENTS

- 17.1 Documents which are executed as deeds must be signed by:
- 17.1.1 two Directors;
 - 17.1.2 one Director and the Secretary; or
 - 17.1.3 one Director in the presence of a witness who attests the Director's signature.

18. ACCOUNTS

- 18.1 The Board shall cause proper books of account to be kept with respect to:-
- 18.1.1 all sums of money received and expended by the Charity and the matter in respect of which the receipt and expenditure take place and;
 - 18.1.2 all sales and purchases of goods and other transactions undertaken by the Charity and the assets and liabilities of the Charity.
- 18.2 Such books of account shall be kept at the registered office of the Charity or at such other place or places as the Board thinks fit.
- 18.3 The Board shall from time to time in accordance with the Act, cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act.

19. NOTICES

- 19.1 Notices under the Articles must be in writing except notices calling Board meetings.
- 19.2 A Member present at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 19.3 The Charity may give a notice to a Member, Director or auditor either:
- 19.3.1 personally;
 - 19.3.2 by sending it by post in a prepaid envelope;

- 19.3.3 by leaving it at that person's address; or
- 19.3.4 by email.
- 19.4 Notices under Article 19.3.2 to 19.3.4 may be sent:
- 19.4.1 to an address in the United Kingdom which that person has given the Charity;
- 19.4.2 to the last known home or business address of the person to be served; or
- 19.4.3 to that person's address in the Charity's register of Members.
- 19.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 19.6 A notice may be served on the Charity by delivering it or sending it to the Registered Office or by handing it to the Secretary.

20. INDEMNITY

- 20.1 Subject to the provisions of the Act the Directors or any members of a Committee, agents, auditors, Secretary and other officers for the time being of the Charity and the Directors (if any) for the time being acting in relation to any of the affairs of the Charity and their executors and administrators shall be indemnified and secured harmless out of the assets and revenues of the Charity from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts and none of them shall be answerable for the acts, receipts, neglects, or defaults of the other or others of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Charity shall or may be lodged or deposited for safe custody or otherwise, or for the insufficiency or deficiency of any security upon which any money of or belonging to the Charity shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto.

21. WINDING UP

If upon the winding up or dissolution of the Charity, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, 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 and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Article 6 ~~Clause 5~~ hereof, such institution or institutions to be determined by the ~~Members of the Charity~~ 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.