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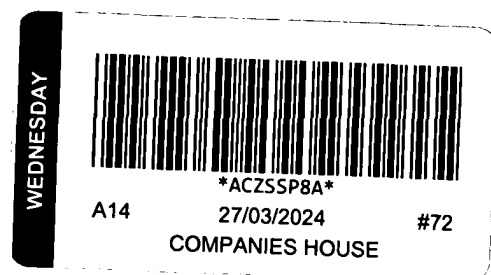
**Articles of Association**

**of**

**The Abbeyfield Cheltenham Society Limited**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**THE COMPANIES ACT 2006**



**COMPANY NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**THE ABBEYFIELD CHELTENHAM SOCIETY LIMITED**

**PART A. INTRODUCTION**

**1 INTERPRETATION**

**1 1 In these Articles**

"the Act"	means the Companies Act 2006
"the 2008 Act"	means the Housing and Regeneration Act 2008
"the Articles"	means these Articles of Association of the Society
"Business Day"	means any day other than a Saturday, Sunday, bank holiday or public holiday
"Chairman"	means (subject to the context) either the person elected as chairman of the Society under Article 26 or where the chairman of the Society is not present or has not taken the chair at a meeting means the person who is chairing an Executive Committee Meeting or General Meeting at the time
"Charity Commission"	means the Charity Commission for England and Wales
"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
"Committee"	means a committee of the Executive Committee exercising powers delegated to it by the Executive Committee
"Companies House"	means the office of the Registrar of Companies
"Deputy Chairman"	means a person elected as Deputy Chairman of the Society under Article 26
"Executive Committee"	means the board of directors of the Society and (where appropriate) includes a Committee and the Executive Committee acting by written resolution

"Executive Committee Meeting"	means a meeting of the Executive Committee
"Executive Committee Member"	means any director of the Society who is appointed under Article 19
"General Meeting"	means a meeting of Society Members
"including"	means "including without limitation" and "include" and "includes" are to be construed accordingly
"the Memorandum"	means the Memorandum of Association of the Society
"the Objects"	means the objects of the Society set out in Article 3
"Observers"	means those persons (other than Executive Committee Members) present under Article 28 at an Executive Committee Meeting
"Registered Office"	means the registered office of the Society
"Regulator"	means the body defined as the Homes and Communities Agency acting through its Regulation Committee or any statutory successor to or any assignee of any or all of its relevant functions from time to time
"Secretary"	means the secretary of the Society including a joint, assistant or deputy secretary
"Social Housing"	means low cost rental accommodation defined in Section 68(1)(a) of the Housing and Regeneration Act 2008
"the Society"	means the company intended to be regulated by the Articles
"Society Member"	means a member for the time being of the Society who is admitted under Article 6
"United Kingdom"	means Great Britain and Northern Ireland
"Working Party"	means a body established by the Executive Committee to make recommendations to the Executive Committee but without decision-making powers

## 1 2 In the Articles

1 2 1 terms defined in the Act are to have the same meaning,

1 2 2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa,

1 2 3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships,

1 2 4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it,

1 2 5 references to articles are to those within the Articles, and

1 2 6 headings are not to affect the interpretation of the Articles

1 3 For the avoidance of doubt the system of law governing the Memorandum and the Articles is the law of England and Wales

1 4 None of the model articles in the Companies (Model Articles) Regulations 2008 applies to the Society

## **2 REGISTERED OFFICE**

The registered office of the Society will be situated in England

## **3 NAME**

The name of the Society is The Abbeyfield Cheltenham Society Limited

## **4 OBJECTS**

4 1 The Society is established for the benefit of the Community Its objects shall be to carry on for the benefit of the Community

4 1 1 the provision and management of social housing, accommodation and assistance for the relief and care of elderly persons suffering from the disabilities of old age or otherwise being in need in particular (but without limitation) by providing and maintaining (or assisting in providing and maintaining) houses and homes for such elderly persons and providing (or assisting in providing) amenities or services for the benefit of such elderly persons,

4 1 2 any other charitable object that can be carried out by a not for profit company registered as a social landlord with the Social Housing Regulator

## **5 POWERS**

The Society may do anything that a natural or corporate person can lawfully do which is not expressly prohibited by the Articles in order to further the Objects (but not otherwise) and in particular it has powers

Without limiting its general powers under and only so far as is necessary or expedient to achieve its objects, the Society shall have the power to

### **Staff and Volunteers**

- 5 1 to employ staff or engage consultants and advisers on such terms as the Executive Committee thinks fit and reasonable after receiving appropriate independent advice and to provide pensions to staff, their relatives and dependants,
- 5 2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses,

### **Property**

- 5 3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests),
- 5 4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property,
- 5 5 to sell, lease, license, exchange, dispose of or otherwise deal with property (subject to the restrictions in the Charities Act 2011),
- 5 6 to provide accommodation for any other charitable organisation on such terms as the Executive Committee decides (including rent-free or at nominal or non-commercial rents) subject to the restrictions in the Charities Act 2011,

### **Borrowing**

- 5 7 to borrow and give security for loans,

### **Grants and Loans**

- 5 8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011),

### **Fund Raising**

- 5 9 to raise funds, to invite and receive contributions,

### **Trading**

- 5 10 to trade in the course of carrying out the Objects and to charge for services,

### **Publicity**

- 5 11 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Society and other organisations operating in similar fields,
- 5 12 to promote or carry out research and publish the results of it,

### **Contracts**

- 5 13 to co-operate with and enter into contracts with any person,

**Bank or building society accounts**

- 5 14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Society,

**Investments**

- 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 Society 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 2000

**Insurance**

- 5 16 to insure the assets of the Society to such amount and on such terms as the Executive Committee decides, to pay premiums out of income or capital and to use any insurance proceeds as the Executive Committee decides (without necessarily having to restore the asset),
- 5 17 to insure and to indemnify the Society's employees and voluntary workers from and against all risks incurred in the proper performance of their duties,
- 5 18 to take out insurance to protect the Society and those who use premises owned by or let or hired to the Society,
- 5 19 to provide indemnity insurance for the Executive Committee Members in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011,

**Other Organisations**

- 5 20 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them,
- 5 21 [TEXT DELETED] to amalgamate with any charity which has objects similar to the Objects,
- 5 22 to undertake and execute any charitable trusts,
- 5 23 to affiliate, register, subscribe to or join any organisation,
- 5 24 to act as agent or trustee for any organisation,

**Reserves**

- 5 25 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure,

**Formation expenses**

- 5 26 to pay the costs of forming the Society and of complying with all relevant registration requirements, and

**General**

- 5 27 to do anything else within the law which is incidental and conducive to the Objects

**6 APPLICATION OF FUNDS**

**6 1 General**

The income and property of the Society must be applied solely towards promoting the Objects and (except to the extent authorised by this Article 6)

- 6 1 1 no part may be paid or transferred directly or indirectly by dividend, bonus or profit to a Society Member, and
- 6 1 2 an Executive Committee Member may not directly or indirectly receive any payment of money or benefit from the Society

**6 2 Benefits to Members**

Notwithstanding Article 6 1, the Society may, subject to the provisions of Section 122 of the 2008 Act make the following payments or grant the following benefits to Society Members -

**Interest and Rent**

- 6 2 1 reasonable and proper interest on money lent by any Society Member to the Society,
- 6 2 2 reasonable rent, service charges or other payments properly payable under the provisions of any lease, agreement for lease or licence in respect of premises let by any Society Member to the Society or a reasonable hiring fee for premises hired by any Society Member to the Society,

**Supply of Goods or Services**

- 6 2 3 reasonable payments to a Society Member (not being an Executive Committee Member) in return for goods and/or services supplied to the Society pursuant to a contract,

**Out of Pocket Expenses**

- 6 2 4 reasonable and proper out of pocket expenses to Society Members who are engaged by the Society as volunteers in the work of the Society and which are actually incurred by them in carrying out their work as volunteers, and

**Benefits to Society Members**

- 6 2 5 the grant of a benefit to a Society Member who is a beneficiary of the Society in furtherance of the Objects

**6 3 Benefits to Executive Committee Members**

Notwithstanding Article 6 1, the Society may, subject to Section 122 of the 2008 Act make the following payments or grant the following benefits to Executive Committee Members -

**Out of pocket expenses**

- 6 3 1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependants' care costs) actually incurred in enabling them to carry out their duties as Executive Committee Members,

**Indemnity**

- 6 3 2 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings),

- 6 3 3 the benefit of indemnity insurance under Article 5 19,

**Fees to companies in which Executive Committee Members have negligible interests**

- 6 3 4 a payment to a company in which an Executive Committee Member has no more than a 1% shareholding,

**Interest and Rent**

- 6 3 5 reasonable and proper interest on money lent by any Executive Committee Member to the Society,

- 6 3 6 reasonable rent, service charges or other payments properly payable under the provisions of any lease, agreement for lease or licence in respect of premises let by any Executive Committee Member to the Society or a reasonable hiring fee for premises hired by any Executive Committee Member to the Society,

**Beneficiaries**

- 6 3 7 benefits provided in furtherance of the Objects to Executive Committee Members who are beneficiaries of the Society where those benefits are the same as or similar to benefits provided to other beneficiaries, and

**Employment/Supply of Goods and Services**

- 6 3 8 payments to an Executive Committee Member who is employed by the Society or who enters into a contract for the supply of goods or services to the Society (other than for acting as an Executive Committee Member)



provided that -

- 6 3 8 1 any remuneration or other sums paid to the Executive Committee Member do not exceed an amount that is considered reasonable in all the circumstances having received appropriate independent advice,
- 6 3 8 2 the Executive Committee Member is absent from the part of any meeting at which there is a discussion of his employment or remuneration or any matter concerning the contract, his performance in the employment or his performance of the contract, any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him and/or any arrangement with him or to confer any benefit upon him and/or any other matter relating to payment or the conferring any benefit to him,
- 6 3 8 3 the Executive Committee Member does not vote on any such matter and is not counted when calculating whether a quorum of Executive Committee Members is present at the meeting,
- 6 3 8 4 the other Executive Committee Members are satisfied that it is in the interests of the Society to employ or to contract with the Executive Committee Member rather than with someone who is not an Executive Committee Member. In reaching that decision the Executive Committee must balance the advantage of employing an Executive Committee Member against the disadvantages of doing so (especially the loss of the Executive Committee Member's services as a result of dealing with the Executive Committee Member's conflict of interest),
- 6 3 8 5 the reason for the Executive Committee's decision is recorded in the minutes of the Executive Committee Meeting, and
- 6 3 8 6 at no time shall a majority of the Executive Committee Members receive payment pursuant to this Article 6 3 8

The employment or remuneration of an Executive Committee Member pursuant to this Article includes the engagement or remuneration of any firm or company in which the Executive Committee Member is a partner, an employee, a consultant, a director or a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Executive Committee Member holds less than 1% of the issued capital

#### **Exceptional Circumstances**

- 6 3 9 other reasonable payments or benefits (approved in writing in advance by the Charity Commission) in exceptional cases after receiving appropriate independent advice
- 6 4 The limitations in this Article 6 on the making of payments and the granting of benefits by the Society to Executive Committee Members shall also extend to payments made to Executive Committee Members by any other company in which the Society

6 4 1 holds more than 50% of the shares, or

6 4 2 controls more than 50% of the voting rights attached to the shares, or

6 4 3 has the right to appoint one or more directors to its board

**6 5 Amendments**

This Article may not be amended without the prior consent of the Regulator and the written consent of the Charity Commission

## **PART B. SOCIETY MEMBERSHIP**

### **7 SOCIETY MEMBERS**

7 1 The Society Members are -

7 1 1 the subscribers to the Memorandum, and

7 1 2 others admitted to membership of the Society by the Executive Committee under the Articles

### **8 ADMISSION OF SOCIETY MEMBERS**

8 1 A person may not be admitted by the Executive Committee as a Society Member -

8 1 1 unless he has signed a written application to become a Society Member in such form as the Executive Committee requires,

8 1 2 unless he is aged 18 or over, or

8 1 3 if he has been expelled as a Society Member unless the Executive Committee decide that there are exceptional circumstances why he should be re-admitted to membership

8 2 Each application for membership shall be considered by the Executive Committee which may in its absolute discretion accept or reject the application. If the application is approved, details of the new member shall be entered in the Society's register of members

8 3 Society membership is personal and not transferable

### **9 TERMINATION OF SOCIETY MEMBERSHIP**

A person will cease to be a Society Member if he -

9 1 dies,

9 2 delivers written notice of resignation to the Registered Office, or

9 3 is removed from membership by a resolution of the Executive Committee passed by a two-thirds majority of the Executive Committee Members present and voting at a meeting of the Executive Committee provided that he shall have been given reasonable notice of the meeting and an opportunity to make representations as regards why he should not be removed

### **10 LIABILITY OF SOCIETY MEMBERS**

10 1 The liability of the Society Members is limited

10 2 Every Society Member promises, if the Society is wound up whilst he is a Society Member or within one year after ceasing to be a Society Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Society and liabilities incurred whilst the contributor was a Society Member

## **PART C. GENERAL MEETINGS**

### **11 GENERAL MEETINGS**

- 10 1 The Executive Committee may call a General Meeting at any time, to be held at such time and place as the Executive Committee decides, subject to Article 12
- 10 2 On receiving a requisition from the percentage of Society Members required under the Act the Executive Committee must promptly convene a General Meeting

### **12 NOTICE OF GENERAL MEETINGS**

- 12 1 Every General Meeting must be called by at least 14 Clear Days' notice
- 12 2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Society Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Society Members at the General Meeting
- 12 3 The notice must specify -
  - 12 3 1 the time, date and place of the General Meeting, and
  - 12 3 2 the general nature of the business to be transacted
- 12 4 No business may be transacted at a General Meeting except that specified in the notice convening the meeting
- 12 5 Notice of a General Meeting must be given to all of the Society Members, the Executive Committee Members and the Society's auditors (if any)
- 12 6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting

### **13 QUORUM**

- 13 1 No business may be transacted at a General Meeting unless a quorum is present
- 13 2 The quorum for General Meetings is three Society Members present in person or by proxy
- 13 3 A Society Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- 13 4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Executive Committee decides, save that in the case of a meeting requisitioned by the Society Members the meeting shall be dissolved

13 5 If at the adjourned meeting there are again insufficient Society Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Society Members who are present shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted

13 6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Society Members

#### **14 CHAIR AT GENERAL MEETINGS**

14 1 The Chairman is to chair General Meetings

14 2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Deputy Chairman, if any, must chair the General Meeting

14 3 If neither the Chairman nor the Deputy Chairman, if any, is present and willing to act within 15 minutes from the time of the General Meeting, the Society Members present must choose one of their number to chair the General Meeting

#### **15 ADJOURNMENT OF GENERAL MEETINGS**

15 1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting

15 2 The Chairman may also adjourn a General Meeting if it appears to the Chairman that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted

15 3 The only business that may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting that was adjourned

15 4 It is not necessary to give notice of a General Meeting which is adjourned under Article 15 1 or 15 2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given

15 5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed

#### **16 VOTING AT GENERAL MEETINGS**

16 1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded

16 2 Each Society Member present in person or by proxy has one vote both on a show of hands and a ballot

16 3 If there is an equality of votes on a show of hands or a ballot the Chairman is not entitled to a second or casting vote and resolutions which fail to achieve the required majority will be lost

16 4 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.

16 5 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

## **17 BALLOTS**

17 1 A ballot may be demanded by the Chairman or by any two Society Members before or on the declaration of the result of a show of hands.

17 2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.

17 3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.

17 4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be Society Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.

17 5 A ballot on the election of a chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.

17 6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

## **18 PROXIES**

18 1 A Society Member may validly appoint a proxy by notice in writing which

18 1 1 states the name and address of the Society Member appointing the proxy,

18 1 2 identifies the person appointed to be that Society Member's proxy and the General Meeting in relation to which that person is appointed,

18 1 3 is signed by or on behalf of the Society Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine, and

18 1 4 is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

18 2 A proxy need not be a Society Member. The Executive Committee may from time to time prescribe a form to appoint a proxy by standing orders made under Article 37. A proxy may not appoint another proxy.

- 18 3 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions
- 18 4 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote
- 18 5 No document appointing a proxy will be valid for more than 12 months
- 18 6 A vote given or ballot demanded by proxy is to be valid despite -
  - 18 6 1 the revocation of the proxy, or
  - 18 6 2 the death or disability under the provisions of the Equality Act 2010 of the principalunless written notice of the death disability or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used
- 18 7 A proxy form will not be valid for any part of a General Meeting at which the Society Member who appointed the proxy is present

## **19 SOCIETY MEMBERS' WRITTEN RESOLUTIONS**

- 19 1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Society Members (provided that those Society Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting provided that
  - 19 1 1 a copy of the proposed resolution has been sent to every eligible Society Member,
  - 19 1 2 a simply majority (or in the case of a special resolution a majority of not less than 75%) of Society Members have signified their agreement to the resolution, and
  - 19 1 3 such agreement is contained in an authenticated document that has been received at the Registered Office within the period of 28 days beginning with the circulation date
- 19 2 A resolution under Article 19 1 may consist of several documents in similar form each approved by one or more Society Members

## **PART D. EXECUTIVE COMMITTEE MEMBERS**

### **20 COMPOSITION AND APPOINTMENT OF EXECUTIVE COMMITTEE**

- 20 1 The Executive Committee shall comprise a minimum of 5 and a maximum of 10 people
- 20 2 The appointment of an Executive Committee Member is not to take effect until he has signed the prescribed Companies House form. The appointment of any person as an Executive Committee Member who has not done so within one month of appointment is to lapse unless the Executive Committee resolves that there is good cause for the delay
- 20 3 Subject to Articles 20 1 and 20 2 the Executive Committee shall be entitled at any time to appoint as Executive Committee Members such persons as they may think fit from amongst the members of the Society
- 20 4 The term of office for an Executive Committee Member shall be 3 years. At the end of his term of office an Executive Committee Member may be re-appointed for a further term. An Executive Committee Member who has held office for 6 consecutive years shall not be eligible for re-appointment

### **21 RETIREMENT AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS**

- 21 1 An Executive Committee Member will cease to hold office if he -
  - 21 1 1 dies,
  - 21 1 2 ceases to be an Executive Committee Member under the Act or is prohibited by law from being an Executive Committee Member or is disqualified from acting as a charity trustee under the Charities Act 2011,
  - 21 1 3 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as an Executive Committee Member and may remain so for more than three months,
  - 21 1 4 is declared bankrupt or makes any arrangement or composition with his creditors,
  - 21 1 5 is in the opinion of the Executive Committee guilty of conduct detrimental to the interests of the Society and the Executive Committee resolves by a 75% majority of the Executive Committee Members present and voting at a properly convened Executive Committee Meeting that he should be removed provided that the Executive Committee Member concerned has first been given an opportunity to put his case and to justify why he should not be removed as an Executive Committee Member,
  - 21 1 6 resigns by written notice to the Society at the Registered Office (provided that such resignation shall only take effect if at least three Executive Committee Members remain in office), or



- 21 1 7 is absent without good reason from three consecutive Executive Committee Meetings held no more frequently than once per month and the Executive Committee resolves (by a 75% majority of the Executive Committee Members present and voting at a properly convened Executive Committee Meeting) that he should cease to be an Executive Committee Member

## **22 CONFLICTS OF INTEREST**

### **22 1 Declaration of interests**

- 22 1 1 If an Executive Committee Member is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Society, he must declare the nature and extent of that interest to the other Executive Committee Members
- 22 1 2 In accordance with the Act, the declaration may be made at an Executive Committee Meeting or by written notice
- 22 1 3 If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made
- 22 1 4 Any required declaration of interest must be made before the Society enters into the transaction or arrangement
- 22 1 5 A declaration is not required in relation to an interest of which the Executive Committee Member is not aware or where the Executive Committee Member is not aware of the transaction or arrangement in question. For this purpose an Executive Committee Member is treated as being aware of matters of which he ought reasonably to be aware
- 22 1 6 An Executive Committee Member need not declare an interest -
- 22 1 6 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests, or
- 22 1 6 2 if, and to the extent that, the other Executive Committee Members are already aware of it (and for this purpose the other Executive Committee Members are treated as being aware of anything of which they ought reasonably to be aware)

### **22 2 Authorisation of direct conflicts of interests**

An Executive Committee Member may enter into a transaction or arrangement with the Society only if and to the extent that such an arrangement is authorised by Article 6

### **22 3 Authorisation of indirect conflicts of interest**

- 22 3 1 Where, for whatever reason, an Executive Committee Member has any form of indirect interest in relation to a transaction or arrangement with the Society (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Executive Committee Members not having a conflict provided that -

- 22 3 1 1 the Executive Committee Member with the conflict (and any other interested Executive Committee Member) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict, and
- 22 3 1 2 the Executive Committee who do not have a conflict in relation to the matter in question consider it is in the best interests of the Society to authorise the transaction
- 22 3 2 The Executive Committee Members who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Executive Committee Member with the conflict and/or any other interested Executive Committee Member should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict

## **PART E. EXECUTIVE COMMITTEE**

### **23 FUNCTIONS OF THE EXECUTIVE COMMITTEE**

- 23 1 The Executive Committee must direct the Society's affairs in such a way as to promote the Objects Its functions include -
- 23 1 1 defining and ensuring compliance with the values and objectives of the Society and the Abbeyfield Society,
  - 23 1 2 establishing policies and plans to achieve those objectives,
  - 23 1 3 approving each year's budget and accounts before publication,
  - 23 1 4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties (under Article 28) and employees with proper systems of control,
  - 23 1 5 monitoring the Society's performance in relation to its plans budget controls and decisions,
  - 23 1 6 appointing (and if necessary removing) employees,
  - 23 1 7 satisfying itself that the Society's affairs are conducted in accordance with generally accepted standards of performance and propriety, and
  - 23 1 8 ensuring that appropriate advice is taken on the items listed in Articles 23 1 1 to 23 1 7 and in particular on matters of legal compliance and financial viability

### **24 POWERS OF THE EXECUTIVE COMMITTEE**

- 24 1 Subject to the Act and the Articles, the business of the Society is to be managed by the Executive Committee who may exercise all of the powers of the Society
- 24 2 An alteration to the Articles does not invalidate earlier acts of the Executive Committee which would have been valid without the alteration

### **25 EXECUTIVE COMMITTEE MEETINGS**

- 25 1 Subject to the Articles, the Executive Committee may regulate Executive Committee Meetings as it wishes
- 25 2 The Executive Committee shall meet at least four times in each calendar year
- 25 3 Executive Committee Meetings may be called by any Executive Committee Member or the Secretary (if appointed)
- 25 4 7 days' notice of Executive Committee Meetings must be given to each of the Executive Committee Members but it is not necessary to give notice of an Executive Committee Meeting to an Executive Committee Member who is out of the United Kingdom

- 25 5 An Executive Committee Meeting which is called on shorter notice than required under Article 25 3 is deemed to have been duly called if at least two Executive Committee Members certify in writing that because of special circumstances it ought to be called as a matter of urgency
- 25 6 Matters arising at an Executive Committee Meeting are to be decided by a simple majority of votes and, subject to Article 25 7, each Executive Committee Member is to have one vote
- 25 7 If there is an equality of votes the Chairman is entitled to a second or casting vote
- 25 8 A technical defect in the appointment of an Executive Committee Member or in the delegation of powers to a Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken in good faith

## **26 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS**

- 26 1 The quorum for Executive Committee Meetings is 3 of the Executive Committee Members for the time being
- 26 2 An Executive Committee Member may be part of the quorum at an Executive Committee Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment
- 26 3 The Executive Committee may act despite vacancies in its number but if the number of Executive Committee Members is less than 3 then the Executive Committee may act only to admit Society Members under Article 7, to appoint co-opted Executive Committee Members under Article 20 or to call a General Meeting
- 26 4 At an Executive Committee Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Executive Committee Members present may act only to -
  - 26 4 1 adjourn it to such other time and place as they decide, or
  - 26 4 2 call a General Meeting, or
  - 26 4 3 admit Society Members under Article 7, or
  - 26 4 4 appoint Executive Committee Members under Article 20
- 26 5 If at the adjourned meeting there are again insufficient Executive Committee Members present within 15 minutes from the time of the adjourned Executive Committee Meeting to constitute a quorum then those Executive Committee Members who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted

## **27 CHAIRMAN AND DEPUTY CHAIRMAN**

- 27 1 The Society must have a Chairman and a Deputy Chairman. The Chairman and the Deputy Chairman are to be elected by the Executive Committee. The Executive Committee must decide the period during which they are each to hold office and the

precise point at which their term of office ends Both the Chairman and the Deputy Chairman may be re-elected by the Executive Committee

- 27 2 The Chairman and the Deputy Chairman may resign from their positions at any time (without necessarily resigning as Executive Committee Members at the same time)
- 27 3 Where there is no Chairman the first item of business at an Executive Committee Meeting must be to elect a Chairman in accordance with Article 27 1
- 27 4 The Chairman and the Deputy Chairman may be removed only at an Executive Committee Meeting called for the purpose at which a resolution with a majority in favour is passed The Chairman or the Deputy Chairman (as the case may be) must be given an opportunity to say why he should not be removed
- 27 5 The Chairman is to chair all Executive Committee Meetings and General Meetings at which he is present unless he does not wish or is not able to do so
- 27 6 If the Chairman is not present within 5 minutes after the starting time of an Executive Committee Meeting, or is unwilling or unable to chair an Executive Committee Meeting, then the Deputy Chairman must chair the Executive Committee Meeting unless he is unwilling or unable to do so
- 27 7 If both the Chairman and the Deputy Chairman are not present within 5 minutes after the starting time of an Executive Committee Meeting or both are unwilling or unable to chair the meeting then the Executive Committee must elect one of the Executive Committee Members who is present to chair the Executive Committee Meeting
- 27 8 The functions of the Chairman are -
- 27 8 1 to act as an ambassador for the Society and to represent the views of the Executive Committee to the general public and other organisations,
  - 27 8 2 to ensure that Executive Committee Meetings and General Meetings are conducted efficiently,
  - 27 8 3 to give all Executive Committee Members an opportunity to express their views,
  - 27 8 4 to establish a constructive working relationship with and to provide support for the employees,
  - 27 8 5 where necessary (and in conjunction with the other Executive Committee Members) to ensure that, where the post of any employee is or is due to become vacant, a replacement is found in a timely and orderly fashion,
  - 27 8 6 to encourage the Executive Committee to delegate sufficient authority to its Committees to enable the business of the Society to be carried on effectively between Executive Committee Meetings,
  - 27 8 7 to ensure that the Executive Committee monitors the use of delegated powers, and
  - 27 8 8 to encourage the Executive Committee to take professional advice when it

is needed and particularly before considering the dismissal of an employee

- 27 9 The role of the Deputy Chairman is to deputise for the Chairman during any period of his absence and, for that period, his functions shall be the same as those of the Chairman

## **28 COMMITTEES AND WORKING PARTIES**

- 28 1 The Executive Committee may -

28 1 1 establish Committees consisting of those persons whom the Executive Committee decide,

28 1 2 delegate to a Committee any of its powers, and

28 1 3 revoke a delegation at any time

- 28 2 The Executive Committee may establish Working Parties consisting of those persons whom the Executive Committee decide. A Working Party may not take decisions on behalf of the Executive Committee but may consider issues in depth with a view to making recommendations to the Executive Committee

- 28 3 The members of a Committee or a Working Party are to be appointed by the Executive Committee but the Executive Committee may give a Committee or a Working Party the right to co-opt individuals to its membership. The Executive Committee is to determine the chair of each Committee or Working Party

- 28 4 Each member of a Committee or Working Party (including the chairman) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Executive Committee from the Committee or Working Party

- 28 5 The Executive Committee must determine the quorum for each Committee and Working Party it establishes

- 28 6 The Executive Committee must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure

- 28 7 Every Committee or Working Party must report its proceedings and decisions to the Executive Committee as the Executive Committee determines

## **29 OBSERVERS**

- 29 1 Subject to Article 29 4, the Executive Committee may allow individuals who are not Executive Committee Members to attend Executive Committee Meetings as Observers on whatever terms the Executive Committee decides

- 29 2 Observers may not vote but may take part in discussions with the prior consent of the Chairman

- 29 3 The Executive Committee may exclude Observers from any part of an Executive Committee Meeting where the Executive Committee considers the business is private

- 29 4 The Executive Committee must exclude an Observer from any Executive Committee Meeting at which a possible personal benefit to him is being considered

**30 EXECUTIVE COMMITTEE MEMBERS' WRITTEN RESOLUTIONS**

- 30 1 A written resolution approved by a simple majority of the Executive Committee Members entitled to receive notice of an Executive Committee Meeting (provided they would constitute a quorum at an Executive Committee Meeting) is as valid as if it had been passed at an Executive Committee Meeting
- 30 2 A written resolution approved by a simple majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee
- 30 3 A resolution under Articles 30 1 or 32 2 may consist of several documents in similar form each approved by one or more of the Executive Committee or Committee Members

## **PART F. OFFICERS**

### **31 THE SECRETARY**

- 31 1 The Executive Committee may decide whether or not a Secretary is appointed
- 31 2 Where appointed, a Secretary may be removed by the Executive Committee at any time
- 31 3 If an Executive Committee Member is appointed as Secretary he may not receive any remuneration for acting in that capacity

### **32 INDEMNITIES FOR OFFICERS AND EMPLOYEES**

- 32 1 The Society may indemnify any officer or employee (other than an Executive Committee Member) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence
- 32 2 Subject to the Act (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 32 3, the Society may indemnify any Executive Committee Member against any liability incurred by him in his capacity as such
- 32 3 The indemnity provided to an Executive Committee Member in accordance with Article 32 2 may not include any indemnity against liability -
  - 32 3 1 to the Society or a company associated with it,
  - 32 3 2 for fines or penalties, or
  - 32 3 3 incurred as a result of his unsuccessful defence of criminal or civil proceedings
- 32 4 The indemnity provided to an Executive Committee Member in accordance with Article 32 2 may include the provision of funds to cover his legal costs as they fall due on terms that the Executive Committee Member in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate
- 32 5 In respect to its auditor the Society may -
  - 32 5 1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such, and
  - 32 5 2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Act or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court



## **PART G. STATUTORY AND MISCELLANEOUS**

### **33 MINUTES**

- 33 1 The Executive Committee must arrange for minutes to be kept of all General Meetings and Executive Committee Meetings. The names of the Executive Committee Members present must be included in the minutes
- 33 2 Copies of the draft minutes of Executive Committee Meetings must be distributed to the Executive Committee Members as soon as reasonably possible after the meeting and in any case seven days before the next Executive Committee Meeting (unless the next Executive Committee Meeting is an urgent Executive Committee meeting)
- 33 3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Executive Committee Meeting (as regards minutes of Executive Committee Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved
- 33 4 The Executive Committee must keep minutes of all appointments made by the Executive Committee

### **34 ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN**

- 34 1 The Society must comply with the Act and the 2008 Act and the Executive Committee Members must comply with their obligations as charity trustees under the Charities Act 2011 in -
  - 34 1 1 preparing an annual report and annual accounts and sending them to Companies House and the Charity Commission, and
  - 34 1 2 making an annual return to the Registrar of Companies and the Charity Commission,
  - 34 1 3 Submitting annual accounts to the Regulator
- 34 2 The Society must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires)
- 34 3 The annual report and accounts must contain -
  - 34 3 1 revenue accounts and balance sheet for the last accounting period,
  - 34 3 2 the auditor's report on those accounts (if applicable), and
  - 34 3 3 the Executive Committee's report on the affairs of the Society
- 34 4 The accounting records of the Society must always be open to inspection by an Executive Committee Member

**35 BANK AND BUILDING SOCIETY ACCOUNTS**

- 35 1 All bank and building society accounts must be controlled by the Executive Committee and must include the name of the Society
- 35 2 A cheque or order for the payment of money must be signed in accordance with the Executive Committee's instructions

**36 EXECUTION OF DOCUMENTS**

- 36 1 Unless the Executive Committee decides otherwise, documents which are executed as deeds must be signed by
  - 36 1 1 two Executive Committee Members,
  - 36 1 2 one Executive Committee Member and the Secretary (where appointed), or
  - 36 1 3 one Executive Committee Member in the presence of a witness who attests the Executive Committee Member's signature

**37 NOTICES**

- 37 1 Notices under the Articles must be in writing (which shall include facsimile transmission or email) except notices calling Executive Committee Meetings
- 37 2 A Society Member present in person 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
- 37 3 The Society may give a notice to a Society Member, Executive Committee Member or auditor either
  - 37 3 1 personally,
  - 37 3 2 by sending it by post in a prepaid envelope,
  - 37 3 3 by facsimile transmission,
  - 37 3 4 by leaving it at his address, or
  - 37 3 5 by email
- 37 4 Notices under Article 37 3 2 to 37 3 5 may be sent -
  - 37 4 1 to an address in the United Kingdom which that person has given the Society,
  - 37 4 2 to the last known home or business address of the person to be served, or
  - 37 4 3 to that person's address in the Society's register of members
- 37 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

- 37 6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report
- 37 7 A copy of the notification from the system used by the Society to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent
- 37 8 A notice may be served on the Society by delivering it or sending it to the Registered Office
- 37 9 The Executive Committee may make standing orders to define other acceptable methods of delivering notices

### **38 STANDING ORDERS**

- 38 1 Subject to Article 38 4,
  - 38 1 1 the Executive Committee may from time to time make, alter, add to or repeal standing orders for the proper conduct and management of the Society, and
  - 38 1 2 the Society in General Meeting may alter, add to or repeal the standing orders
- 38 2 The Executive Committee must adopt such means as they think sufficient to bring the standing orders to the notice of Society Members
- 38 3 Standing orders are binding on all Society Members and Executive Committee Members
- 38 4 No standing order may be inconsistent with or may affect or repeal anything in the Articles

### **39 AMENDMENT OF ARTICLES**

The Articles of the Society may be rescinded or amended but not so as to stop the Society being a charity

### **40 WINDING UP**

- 40 1 If any property remains after the Society has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the Society Members but must be given to The Abbeyfield Society or to some other charitable institution or institutions which is/are members of The Abbeyfield Society and if that is not possible then to some other charitable institution or institutions having among its/their objects the relief and care of elderly persons The institution or institutions to benefit shall be chosen by the Executive Committee
- 40 2 If the Society is registered as a registered provider with the Regulator, any transfer or gift is governed by Section 167 of the Housing and Regeneration Act 2008