

The Companies Act 2006
Company Limited by Guarantee and not having a Share Capital
Company Number 2504158

Articles of Association of Community First in Herefordshire & Worcestershire

(Adopted 28th November 2001, amended: November 2014 & 30th January 2020)

Interpretation

1. In these Articles:

- i. "Community First" means the Company intended to be regulated by these articles;
- ii. "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- iii. "the articles" means these Articles of Association of Community First;
- iv. "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which he/she/it is given or on which he/she/it is to take effect;
- v. "executed" includes any mode of execution;
- vi. "the Memorandum" means the Memorandum of Association of Community First;
- vii. "office" means the registered office of Community First;
- viii. "the seal" means the common seal of Community First;
- ix. "secretary" means any person appointed to perform the duties of the secretary of Community First;
- x. "The Board" means the Board of Directors of Community First;
- xi. "Board Director" means the member of the Board of Directors of Community First;
- xii. "President" and "Vice-President" means such person or persons of public stature who shall from time to time be invited by the Board to hold either of the said offices in accordance with the terms of these Articles;
- xiii. "Member" means a General or an Individual Member with voting rights;
- xiv. "the United Kingdom" means Great Britain and Northern Ireland.

2. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on Community First.

3. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in a visible form.



Objects

4. Community First is established for the objects expressed in the Memorandum of Association.

Members

5. The number of members with which Community First proposes to be registered is unlimited.
6. The Subscribers to the Memorandum shall be members of Community First and, subject to the provisions of Article 6.3, such organisations as are admitted to membership in accordance with the Articles shall be members of Community First. Any such organisations so admitted shall be referred to in the Articles as "Organisational Members". No individual or organisation shall be admitted to be either an Organisational Member or an Individual Member of Community First 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 Community First.
 - 6.1 For the purposes of these Articles the Board shall be entitled to invite any individual who it considers to be supportive of the objects of Community First to become members of Community First ("Individual Members"). The Board shall be entitled to decide what should be the ratio of Organisational Members to Individual Members but at no time shall the number of Individual Members exceed the number of Organisational Members.
 - 6.2 The provisions of Section 22 of the Act shall be observed by Community First and every member of Community First shall either sign a written consent to become a member or sign the register of members on becoming a member.
 - 6.3 Membership of Community First is not transferable.
 - 6.4 A member shall cease to be a member if he/she/it shall give a letter of resignation to the Board or if his/her/its membership is terminated under Article 7.
 - 6.5 No appointment of a member and no nomination of a representative by a Member shall be valid if such appointment or nomination shall cause the Company to become a Local Authority influenced Company.
 - 6.6 Each organisational member shall be entitled to appoint a representative to attend and vote at any general meeting of the Company.
 - 6.7 Every appointment to membership and every nomination of a representative shall be by notice in writing, and in such form as the Board shall require in respect of the body or bodies making the appointment. Every nomination of a representative shall take effect upon receipt at the office of the appropriate nomination form duly completed.

- 6.8 Every nomination made by any member pursuant to the foregoing Articles Shall be reviewed annually by the body or bodies who made such nomination. Every such nomination shall be confirmed in writing in such form as the Board shall require in respect of the body or bodies confirming the appointment for the succeeding year. A representative appointed pursuant to any of the Articles whose appointment is not so confirmed shall automatically cease to be entitled to represent the member with effect from the expiry of the said period. A representative shall be eligible for re-appointment at any time.
- 6.9 The Board shall cause a register of members to be kept at the registered office which register shall be completed and made available for inspection in accordance with the provisions of the Act.
7. 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 Community First or who shall fail without reasonable excuse to attend three consecutive meetings of Community First or without any other sufficient reason, the Board may convene a Extraordinary General Meeting of Community First 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/it shall cease to be a member.
- 7.1 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 Extraordinary General Meeting either in person or through a representative.
8. Every member of Community First shall pay such annual subscription as may from time to time be laid down by the Board of Directors
9. The Board shall have the right at any time to invite any person or organisation to attend any of the Meetings of Community First as an observer without the power to vote.

General Meetings

10. Community First shall each year hold a General Meeting as its Annual General Meeting 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 fifteen months shall elapse between the date of one Annual General Meeting of Community First and that of the next. Provided that so long as Community First holds its first Annual General Meeting within eighteen 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 time and place, as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

11. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of ten members of Community First.

Notice of General Meetings

12. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by giving at least twenty-one days' notice in writing to all members. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by Community First, entitled to receive such notices from Community First:
13. Provided that a meeting of Community First shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have duly called if it is so agreed:-
 - (a) In the case of the Annual General Meeting, by all the members entitled to attend and vote; and
 - (b) In the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

15. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of the auditors.
16. 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. A quorum shall be five per cent of all members present and entitled to vote upon the business to be transacted or five members whichever shall be the greater.
- 16.1 There shall be no quorum unless the number of the representatives of Organisational Members present and entitled to vote shall exceed the number of Individual members present and so entitled
- 16.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be

- dissolved; in any other case it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.
17. The President or in his/her absence 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 Director nominated by the other Board Directors present shall preside as the Chair of the meeting.
 - 17.1 If no Board Director is willing to act as the Chair, or if no Board Director is present within fifteen 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.
 18. 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 other 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 thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 19. No Organisational Member shall be entitled to more than one vote at any meeting of Community First.
 - 19.1 No representative of an Organisational Member shall be entitled to exercise more than one vote notwithstanding the fact that the person concerned is an Individual Member or the representative of another Organisational Member.
 20. 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:
 - (a) By the chairman; or
 - (b) By at least two members present.
 21. Unless a poll is so demanded, and declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of Community First shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
 23. A poll demanded on the election of a chairman, or on a question shall be taken at such time and in such manner as the chairman of the meeting directs, and any other business other than that upon which a poll has been

demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of Community First duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

Votes of Members

25. No member of Community First shall be entitled to vote at any General Meeting, or submit a representative unless all membership fees due to Community First have been paid.
26. 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.
27. Any Organisational Member which has by resolution of its governing body authorised such person as it thinks fit to act as its representative at any meeting of Community First, the person so authorised shall be entitled to exercise the same powers on behalf of the Organisational Member as if the Organisational Member were an Individual Member of Community First.

Expenses of the Board

28. Only persons who are individual members or who are representatives of organisations shall be capable of membership of the Board of Directors
29. The Board of Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from Board meetings or General Meetings of Community First or in connection with the business of Community First.

Election of Honorary Officers and Board Directors

30. A simple majority of the Members of Community First present and voting at an Annual General Meeting shall elect the Board of Directors of Community First. The Board of Directors shall consist of not less than six or more than ten people. Up to eight members may be elected at the Annual General Meeting and up to two co-opted by the Board. The Board at the first meeting following the Annual General Meeting shall elect the Chairman and the other Honorary Officers. For the purpose of these Articles the expression "Honorary Officers" shall mean and include the Chairperson, up to two Vice-chairpersons and the

Treasurer provided that the Board shall by rule passed pursuant to Article 44 have the power to increase the number of Honorary Officers.

31. At the conclusion of each Annual General Meeting, one third of the Board of Directors shall retire from office, or if the numbers of such Directors eligible to retire is not a multiple of three, then the number nearest to one-third shall so retire. At every Annual General Meeting the members of Community First shall elect Board Directors in place of those retiring.
32. The members of the Board to retire shall be those who have been longest in office since their last election. Retiring Directors shall be eligible for re-election.
 - 32.1 Nominations from members of Community First for the Board of Directors of Community First shall be in writing and must be in the hands of the Secretary at least three clear days before the Annual General Meeting. Should nominations exceed vacancies elections shall be by ballot.
 - 32.2 Community First may from time to time by ordinary resolution increase or reduce the number of Board Directors.
 - 32.3 The Board shall have power at any time to appoint any representative of an Organisational Member or an Individual member to be a Board Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of the Board of Directors shall not at any time exceed a maximum fixed in accordance with these Articles. Any Board Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
 - 32.4 Community First may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board Director before the expiration of his/her period of office notwithstanding anything in these articles or in any agreement between Community First and such Director. Community First may by ordinary resolution appoint another person in place of a Board Director removed under this Article.
 - 32.5 At the discretion of the Board a Director shall automatically vacate office if the body he/she represents is not for any reason a member of the Company or if by notice in writing signed by or on behalf of the body appointing him/her, he/she is removed from office. Such removal shall take effect upon receipt at the office of the said notice.

Powers of the Board

- 33 The Board may exercise all the powers of Community First in the best interests of Community First to borrow money, and to mortgage or charge its undertaking and property, or part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of Community First or of any third party.

- 33.1 The business of Community First shall be managed by the Board who may pay all expenses incurred in the formation of Community First, and may exercise all such powers of Community First as are not required to be exercised by Community First in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by Community First in General Meeting, but no such regulation shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 33.2 All cheques and other negotiable instruments, and all receipts from moneys paid to Community First, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
- 33.3 The Board shall cause minutes to be made of all appointments of officers made by the Board: of the names of the Board Directors present at each Board Meeting and of all resolution and proceedings at all meetings of Community First, and of the Board.

Disqualification of Board Directors

- 34 The office of Director shall be vacated if the Director:
- i. Becomes bankrupt, has a receiving or administration order made against him/her or makes any arrangement or composition with his/her/its creditors generally; or
 - ii. Becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1988 or the Insolvency Act 1986 or any statutory re-enactment or modification thereof; or
 - iii. Becomes disqualified from being a Director by reason of Section 72 of The Charities Act 1993 or any re-enactment or statutory modification thereof;
 - iv. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs: or
 - v. Resigns his/her office by written notice to the Company; or
 - vi. Is in the circumstances permitted by clause 5 of the Memorandum directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her/its interest as required by Section 317 of the Act;
 - vii. Has been absent for more than three consecutive meetings of the Board without permission from the Directors and the Directors resolve that his/her office be vacated;
 - viii. If an Individual Member, ceases to be a member of the Company. If nominated by an Organisational member, the Organisational Member ceases to be a member of the Company;

- ix. Ceases to become a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director.
- 35. A Director shall not vote in respect of any contract in which he/she is interested or any matter arising thereout, and if he/she does so vote his/her vote shall not be counted.

Proceedings of the Board of Directors

- 36. The Board of Directors shall meet together at least twice a year for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the secretary on the request of a Director shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.
- 36.1 The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be a minimum of four.
- 36.2 The Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Community First as the necessary quorum of directors, the Board of Directors may act for the purpose of increasing the number of directors to that number, or of summoning a General Meeting of the Community First, but for no other purpose.
- 36.3 At its first meeting after the General Meeting the Board of Directors shall elect a Chairperson and up to two Vice-Chairpersons. If two Vice-Chairpersons are elected, then one should be a person ordinarily resident in Worcestershire and one should be a person ordinarily resident in Herefordshire.
- 36.4 The Board of Directors may delegate any of their powers to sub-committees (including a Finance sub-committee) consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable. No sub-committee shall have power to co-opt more than one-quarter of its total membership.
- 36.5 All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Board Director, shall notwithstanding that he/she/it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Director.

- 36.6 A resolution in writing, signed by all the Board of Directors entitled to receive notice of a Board meeting shall be as valid and effectual as if he/she/it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one or more of the Board of Directors
- 36.7 The Board may make a decision by written resolution in circumstances where the Chair considers this to be an appropriate mechanism to determine an issue. In such circumstances a copy of the written resolution together with details of the mechanism for responding, will be circulated to all Board members in either paper or electronic format with the matter being determined by a simple majority, subject to the appropriate quorum responding.

Secretary

37. The secretary shall be appointed by the Board of such term at such and upon such condition as the Board may think fit; and any secretary so appointed may be removed by it: provided always that no Board Director may occupy the salaried position of Secretary:
- 37.1 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Board Director and as, or in place of, the secretary.

The Seal

38. The Board shall provide for the safe custody of the seal, which shall be used by persons appointed or authorised by the Board. A register of the seals used shall be kept and reported to Board Directors on a regular basis.

Accounts

- 39 The Board shall cause accounting records to be kept in accordance with sections 221 and 222 of the Act and the requirements of the Charities Acts.
- 39.1 The accounting records shall be kept at the registered office of Community First or subject to Section 227 of the Act at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of Community First.
- 39.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and the books of Community First or any of them shall be open to the inspection of members not being Board Directors, and no member (not being a Board Director) shall have any right of inspecting any account or book or document of Community First except as conferred by statute or authorised by the Board or by Community First in General Meeting.

- 39.3 The Board of Directors shall from time to time in accordance with Sections 238- 242 of the Act cause to be prepared and to be laid before Community First in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
- 39.4 An abbreviated copy of the year end accounts will be sent to all members not less than 21 days before the date of the meeting. Copies of every balance sheet (including every document required by law to be annexed thereto) which is laid before Community First in General Meeting, auditors' report and the report of the Board will be available to all members on request.

Audit

40. Auditors shall be appointed and their duties regulated in accordance with Sections 348-349 of the Act and the Charities Accounting Regulations.

Notices

41. A notice may be given by Community First to any member either personally or by sending it by post to him/her or its registered address, or (if he/she/it has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to Community First for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.
- 41.1 Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
- a) Every member except those members who (having no registered address within the United Kingdom) have not supplied Community First an address within the United Kingdom for giving notices to them;
 - b) Every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - c) The auditor for the time being of Community First; and each Board Director.
42. No other person or organisation shall be entitled to receive notices of General Meetings.

Social Audit

43. A social audit of the Company's activities may, by resolution of a Board 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 financial accounts alone.

- 43.1 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.
- 43.2 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.

Dissolution

- 44. Clause 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of Community First shall have effect as if the provisions thereof were repeated in these Articles.

Rules or Bye Laws

- 45.1 The Board may from time to time make such Rules or Bye Laws as they may deem necessary or convenient for the proper conduct and management of Community First and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such Rule or Bye Laws regulate;
- 45.2 The admission and classification of members of Community First, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscription and other fees or payments to be made by members,
- 45.3 The conduct of members of Community First in relation to one another, and to Community First's employees,
- 45.4 The setting aside of the whole or any part or parts of Community First's premises at any particular time or times or for any particular purpose or purposes,
- 45.5 The procedure at General Meetings and meetings of the Board and sub-committees in so far as such procedure is not regulated by these Articles,
- 45.6 And, generally, all such matters as are commonly the subject matter of Charity rules.