

Special Resolution

Company number 03328628

The Companies Act 2006
Company Limited by Guarantee

Adfam National

At an Annual General Meeting of the above-named company, duly convened and held at 25 Corsham Street, London N1 6DR on 12th day of December 2012, the following special resolution was duly passed

Resolution:

That the existing Articles of Association be replaced in full by the new Articles of Association.

Signature *R. B. Lamb*

R Lambourn. Director



THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Articles of Association of Adfam National
(adopted by Special Resolution on 12 December 2012)
(and in this document it is called "the charity")**

Interpretation

1. In these Articles

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity,

"the articles" means the charity's articles of association,

"the charity" means the company intended to be regulated by the articles,

"clear days" in relation to the period of notice means a 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,

"the commission" means the Charity Commission for England and Wales,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity,

"the directors" means the directors of the charity The directors are charity trustees, as defined by section 97 of the Charities Act 1993 A director must also be a member of the charity

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"the memorandum" means the charity's memorandum of association,

"officers" includes the directors and the secretary (if any),

"the seal" means the common seal of the charity if it has one,

"secretary" means any person appointed to perform the duties of the secretary of the charity

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

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expression contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Objects

2. The charity is established for the objects expressed in the Memorandum of Association

Members

3. (1) The subscribers to the memorandum are the first members of the charity
- (2) Membership is open to other individuals who apply to the charity in the form required by the directors and are approved by the directors
- (3) The directors shall consider all applications for membership and may in their absolute discretion decline to accept any persons and need not give reasons for so doing
- (4) Membership is not transferrable
- (5) The directors must keep a register of names and addresses of the members

Termination of membership

4. Membership is terminated if
 - (1) the member dies
 - (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members,
 - (3) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated A resolution to remove a member from membership may only be passed if

- (a) the member has been given at least twenty-one days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it is to be proposed,
- (b) the member or, at the opinion of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting

General meetings

5. (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

6 The directors may call a general meeting at any time

Notice of general meetings

7. (1) the minimum periods of notice required to hold a general meeting of the charity are

(a) twenty one clear days for an annual general meeting or a general meeting calling for the passing of a special resolution,

(b) fourteen clear days for all other general meetings

(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights

(3) the notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the rights of the members to appoint a proxy under section 324 of the Companies Act 2006 and article 14

(4) the notice must be given to all the members and to the directors and auditors

8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity

Proceedings at general meetings

9. (1) No business shall be transacted at any general meeting unless a

quorum is present

(2) A quorum is:

- (a)** Two members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
- (b)** one tenth of the total membership at the time

whichever is the greater

10. (1) If

(a) a quorum is not present within half an hour from the time appointed for the meeting, or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the directors shall determine

(2) the directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

(3) if no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

11. (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting

(3) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

12. (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned

(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless these details are specified in the resolution

(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given of the reconvened meeting stating the date, time and place of meeting

13. (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded

(a) by the person chairing the meeting, or by

(b) by at least two members present in person or by proxy and having the right to vote at the meeting, or

(c) by a member or members present or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded

(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person whom is chairing the meeting

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who may not be members) and who may fix a time and place for declaring the results of the poll

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded

(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs

- (c) The poll must be taken within thirty days after it has been demanded
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of proxy notices

14 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which-

- (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which the person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the charity in accordance with the articles and any such instructions contained in the notice of the general meeting to which they relate
- (2)** The charity may require proxy forms to be delivered in a particular form, and may specify different forms for different purposes
- (3)** Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4)** Unless a proxy notice indicates otherwise, it must be treated as-
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of proxy notices

15 (1) A person who is entitled to attend, speak or vote (either on a show of hands or at a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person

(2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written Resolutions

16 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had been proposed at a general meeting shall be effective provided that

(a) a copy of the proposed resolution has been sent to every eligible member,

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and

(c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

(2) A resolution in writing may comprise several copies to which one or more members have signified their agreement

Votes of members

17 Every member shall have one vote

18 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final

Directors

19 (1) A director must be a natural person aged 16 years or older and must be a member

(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 31

20 The number of directors shall be not less than two but (unless otherwise

determined by ordinary resolution) shall not be subject to any maximum

21 The first directors shall be those persons notified to Companies House as the first directors of the charity

22 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors

Powers of directors

23 (1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution

(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors

(3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

Retirement of directors

24 At the first annual general meeting all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At each subsequent annual general meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office

25 (1) The directors to retire shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot

(2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Appointment of directors

26 The charity may by ordinary resolution

(1) appoint a person, who is a member and who is willing to act to be a director, and

(2) determine the rotation in which any additional directors are to retire

27 No person other than a director retiring by rotation may be appointed a director at any general meeting unless

- (1)** he or she is recommended for re-election by the directors or
- (2)** not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that
 - a)** Is signed by a member entitled to vote at the meeting,
 - b)** states the member's intention to propose the appointment of a person as a director
 - c)** contains the details that, if the person were to be appointed, the charity would have to file at Companies House, and
 - d)** is signed by the person who is to be proposed to show his or her willingness to be appointed

28 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-one clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation

29 (1) the directors may appoint a person who is willing to act to be a director

(2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account at determining the directors who are to retire by rotation.

30. The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

Disqualification and removal of directors

31 A director shall cease to hold office if he or she

- (1)** ceases to be a director by virtue of any provision in the Companies Acts or is prohibited from being a director,
- (2)** is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (3)** ceases to be a member of the charity,
- (4)** becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

(5) resigns as a director by notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect), or

(6) is absent without the permission of the directors from all their meetings held within a period of twelve consecutive months and the directors resolve that his or her office be vacated

Remuneration of directors

32 The directors must not be paid any remuneration

Proceedings of directors

33 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles

(2) Any director may call a meeting of the directors

(3) The secretary (if any) must call a meeting of the directors if requested to do so by a director

(4) Questions arising at a meeting shall be decided by a majority of the votes

(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote

(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants

34 (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made (Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants

(2) The quorum shall be two or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors

(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which the director is not entitled to vote

35 If the number of directors is less than the number fixed as the quorum the continuing directors or director may act only for the purpose of filling vacancies or calling a general meeting

36 (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment

(2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting

(3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors

37 (1) A resolution in writing or in electronic form agreed by all of the directors entitled to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held

(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement

Delegation

38 (1) The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book

(2) The directors may impose conditions when delegating, including the conditions that

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors

(3) The directors may revoke or alter a delegation

(4) All acts and proceedings of any committee must be fully and promptly reported to the directors

Declaration of directors' interests

39 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of interests and loyalty

40 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply

(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangements or transaction affecting that other organisation or person,

(b) the conflicted director does not vote on any such matter and is not too be counted when considering whether a quorum of directors is present at the meeting, and

(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

Validity of director' decisions

41 (1) Subject to article 41 (2) all acts done by a meeting of directors, or a committee of directors, shall be valid notwithstanding the participation in any vote of a director

(a) who was disqualified from holding office,

(b) who had previously retired or who had been obliged by the constitution to vacate office,

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without

(d) the vote of that director, and

(e) that director being counted in the quorum,

The decision has been made by a majority of the directors at a quorate meeting

(2) Article 41 (1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for the article 41 (1), the

resolution would have been void, or if the director has not complied with article 39

Minutes

42 The directors must keep minutes of all

- (1) appointments of officers made by the directors,
- (2) proceedings at meetings of the charity,
- (3) meetings of the directors and committees of directors including
 - (a) the names of the directors present at the meeting,
 - (b) the decisions made by the meetings, and
 - (c) where appropriate the reasons for the decisions

Accounts

- 43** (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The directors must keep accounting records as required by the Companies Acts

Annual Report and Return and Register of Charities

- 44** (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the
- (a) transmission of a copy of the statements of account to the Commission,
 - (b) preparation of an Annual Report and the transmission of a copy of it to the Commission,
 - (c) preparation of an Annual Report and its transmission to the Commission
- (2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

Means of communication to be used

- 45 (1)** Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the charity
- (2)** Subject to the articles, any notice or document to be sent or supplied to a director may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 46** any notice to be given to or by any person pursuant to the articles
- (1)** must be in writing, or
- (2)** must be given in electronic form
- 47 (1)** The charity may give any notice to a member either
- (a)** personally, or
- (b)** by sending it by post in a prepaid envelope addressed to the member at his or her address, or
- (c)** by leaving it at the address of the member, or
- (d)** by giving it in electronic form to the member's address
- (e)** by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting
- (f)** A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity
- 48** A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 49 (1)** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- (2)** Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006

(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given

(a) 48 hours after the envelope containing it was posted, or

(b) In the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

50 (1) The charity may indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

Rules

51 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity

(2) The bye laws may regulate the following matters but are not restricted to them

(a) the admission of members of the charity to membership and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers,

(c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purposes,

(d) the procedure at general meetings and meetings of the directors in so far as such procedures is not regulated by the Companies Acts or by the articles,

(e) generally, all such matters as are commonly the subject matter of company rules

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye laws

(4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity

(5) The rules or bye laws shall be binding on all members of the charity
No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles

Disputes

52 If a dispute arises between members of the company about the validity or propriety of anything done by the members of the company under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation

Dissolution

53 The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles

Interpretation

54 In sub-clause 2 of article 40 and sub-clause 2 of article 41 "connected person" means

- (1)** a child, parent, grandchild, grandparent, brother or sister of the director,
- (2)** the spouse or civil parent of the director or of any person falling within paragraph (1) above,
- (3)** a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above,
- (4)** an institution which is controlled-
 - (a)** by the director or any connected person falling within paragraph (1), (2) or (3) above, or
 - (b)** by two or more persons falling within sub-paragraph 4 (a) when taken together
- (5)** a body corporate in which-
 - (a)** the director or any connected person falling within paragraphs (1) to (3) has a substantial interest, or
 - (b)** two or more persons falling within sub-paragraph (5) (a) who, when taken together, have a substantial interest
 - (c)** Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause