

The Companies Acts 1985 to 2006

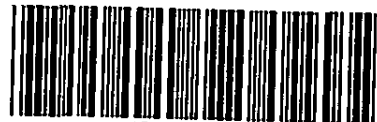
Company Limited by Guarantee and not having a Share Capital

Articles of Association

of

sobus

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The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

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The Companies Acts 1985 to 2006

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Articles of Association of sobus

The company's name is **sobus** and in this document is referred to as 'the Charity'

INTERPRETATION

1 Defined terms

- 1 1** The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles

OBJECTS AND POWERS

2 Objects

- 2 1** The Charity's objects ("the Objects") are

- 2 1 1** to promote any charitable purpose for the benefit of the public in the London Borough of Hammersmith and Fulham and surrounding area including

- (a) the advancement of education by any charitable means, including by the creation of training and retraining opportunities and training apprentices,
- (b) the protection of health, the relief of distress and sickness,
- (c) the relief of poverty and financial hardship, in such ways as may be thought fit, and in particular the provision or improvement of housing for those in housing need,
- (d) the development of social welfare and the enhancement of quality of life,
- (e) the promotion of urban regeneration,
- (f) the relief of unemployment,
- (g) the provision or assistance in the provision of recreational facilities for those who by reasons of their youth, age, infirmity or disablement, poverty or social and economic circumstances, have need of such facilities

- 2 1 2** To promote the Voluntary Sector and any charitable purpose for the benefit of the public in the London Borough of Hammersmith and Fulham and surrounding area and promote and organise co-operation between the Voluntary Sector, statutory bodies and other bodies as appropriate to further the Objects of the Charity The Voluntary Sector means

- (a) charities which are organisations established for exclusively charitable purposes in accordance with the laws of England and Wales, and

- (b) voluntary organisations which are independent organisations established for purposes that add value to the public as a whole, or a significant section of the public, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities

3 Powers

The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power to;

- 3 1 coordinate, support and represent organisations and bodies within the Voluntary Sector,
- 3 2 establish, support and assist in the development of organisations and bodies within the Voluntary Sector formed for all or any of the Objects,
- 3 3 promote equality of opportunity, assess and challenge discriminatory,
- 3 4 promote and participate in work and networks where this assists in the achievement of the Objects, including affiliations with appropriate local, regional or national organisations or bodies,
- 3 5 cooperate and exchange information and advice with other organisations and bodies within the Voluntary Sector or with similar charitable objects,
- 3 6 provide and assist in the provision of money, materials or other help,
- 3 7 organise, assist or provide for the holding of conferences, courses of instruction, exhibitions, lectures and other educational activities,
- 3 8 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media,
- 3 9 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available,
- 3 10 provide or procure the provision of counselling and guidance,
- 3 11 provide or procure the provision of advice,
- 3 12 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake,
- 3 13 enter into contracts to provide services to or on behalf of other bodies,
- 3 14 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities,

- 3 15 dispose of or deal with all or any of its property with or without payment, (in exercising this power the Charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011),
- 3 16 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds (the Charity must comply with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land),
- 3 17 set aside funds for special purposes or as reserves against future expenditure,
- 3 18 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property,
- 3 19 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required,
- 3 20 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company,
- 3 21 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 3 22 accept (or disclaim) gifts of money and any other property,
- 3 23 raise funds by way of subscription, donation or otherwise,
- 3 24 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits,
- 3 25 incorporate Subsidiary Companies to carry on any trade,
- 3 26 subject to Article 4
 - 3 26 1 engage and pay employees, consultants and professional or other advisers, and
 - 3 26 2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants,
- 3 27 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes,
- 3 28 become a member, associate or affiliate of or act as Director or appoint Directors of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's Objects),
- 3 29 undertake and execute charitable trusts,
- 3 30 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body,

- 3 31 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them,
- 3 32 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3 33 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Charity,
- 3 34 provide indemnity insurance for the Directors or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Director, the second and third references to "charity trustees" in the said Section 189 shall be treated as references to officers of the Charity), and
- 3 35 do all such other lawful things as may further the Charity's Objects

LIMITATION ON PRIVATE BENEFITS

4 Limitation on private benefits

- 4 1 The income and property of the Charity shall be applied solely towards the promotion of the Objects

Permitted benefits to members, Directors and Connected Persons

- 4 2 No part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity unless the payment is permitted by Article 4 4

- 4 3 No Director may

- 4 3 1 sell goods, services or any interest in land to the Charity,
 - 4 3 2 buy any goods or services from the Charity on terms preferential to those applicable to members of the public,
 - 4 3 3 be employed by, or receive any remuneration from, the Charity, or
 - 4 3 4 receive any other Financial Benefit from the Charity,

unless the payment is permitted by Article 4 4 or authorised by the Charity Commission or Court

- 4 4 A Director may receive the following benefits from the Charity

- 4 4 1 a Director or Connected Person may receive a benefit from the Charity in his or her capacity as a beneficiary of the Charity,
 - 4 4 2 a Director may be reimbursed by the Charity for, or may pay out of the Charity's property, reasonable expenses properly incurred by him or her when acting on behalf of the Charity,

- 4 4 3 a Director or Connected Person may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Directors (excluding the service of acting as Director and services performed by a Director under a contract of employment with the Charity) provided that
- (a) if such person is a Director the procedure described in Article 22 (Conflicts of Interest) must be followed in considering the appointment of the Director and in relation to any other decisions regarding the remuneration authorised by this provision,
 - (b) if such person is a Connected Person the procedure described in Article 22 (Conflicts of Interest) must be followed by the relevant Director in relation to any decisions regarding such Connected Person, and
 - (c) this provision may not apply to more than half of the Directors in any financial year (and for these purposes such provision shall be treated as applying to a Director if it applies to a person who is a Connected Person in relation to that Director),
- 4 4 4 a Director or Connected Person may receive interest at a reasonable and proper rate on money lent to the Charity,
- 4 4 5 a Director or Connected Person may receive reasonable and proper rent for premises let to the Charity,
- 4 4 6 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 6,
- 4 4 7 a Director or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6, and
- 4 4 8 a Director or Connected Person may receive or retain any payments authorised in Writing by the Charity Commission
- 4 4 9 In Articles 4 3 and 4 4 references to the Charity shall be read as references to the Charity and/or any Subsidiary Company of the Charity provided that in relation to services supplied to a Subsidiary Company the words in Article 4 4 3 "(excluding the service of acting as Director and services performed by a Director under a contract of employment with the Charity)" shall be treated as though they read "(excluding the service of acting as Director but including other services by any person performed under a contract of employment with any Subsidiary Company of the Charity)"
- 4 5 For any transaction authorised by Articles 4 4 or 4 4 9, the Director's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of Articles 4 4 or 4 4 9 have been complied with

LIMITATION OF LIABILITY AND INDEMNITY

5 Liability of members

5 1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for

5 1 1 payment of the Charity debts and liabilities contracted before he or she ceases to be a member,

5 1 2 payment of the costs, charges and expenses of winding up, and

5 1 3 adjustment of the rights of the contributories among themselves

6 Indemnity

6 1 Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts, and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts

DIRECTORS

7 Directors' powers and responsibilities

7 1 A Director must be a natural person aged 18 years or older and no person may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 27

7 2 There shall be at least six and no more than twelve Directors, of whom less than 20% shall be Associated Persons

7 3 A Director may not appoint an alternate Director or anyone to act on their behalf at meetings of the Directors

8 Directors' general authority

8 1 The Directors are responsible for the management of the Charity's business, for which purpose they 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 resolutions,

8 2 No alterations in the Articles or any special resolution shall have retrospective effect to invalidate any prior acts of the Directors,

8 3 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors

9 Chair

- 9 1 The Directors may appoint one of their number to be the Chair of the Directors for such term of office as they determine and may at any time remove him or her from that office

10 Directors may delegate

- 10 1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee
- 10 2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee
- 10 3 Any delegation by the Directors may be
- 10 3 1 by such means,
 - 10 3 2 to such an extent,
 - 10 3 3 in relation to such matters or territories, and
 - 10 3 4 on such terms and conditions,
- as they think fit
- 10 4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person to whom they are delegated
- 10 5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions
- 10 6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine

11 Committees

- 11 1 In the case of delegation to committees
- 11 1 1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number),
 - 11 1 2 the composition of any committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify,
 - 11 1 3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose,
 - 11 1 4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit, and

11 1 5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Directors or in accordance with a budget which has been approved by the Directors

11 2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors

12 Delegation of day to day management powers

12 1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers

12 1 1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget,

12 1 2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority, and

12 1 3 any manager must report regularly to the Directors on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity

13 Delegation of investment management

13 1 The Directors may delegate the management of investments to a Financial Expert or Experts provided that

13 1 1 the investment policy is set down in Writing for the Financial Expert or Experts by the Directors,

13 1 2 every transaction is reported promptly to the Directors,

13 1 3 the performance of the investments is reviewed regularly with the Directors;

13 1 4 the Directors are entitled to cancel the delegation arrangement at any time,

13 1 5 the investment policy and the delegation arrangements are reviewed regularly,

13 1 6 all payments due to the Financial Expert or Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt, and

13 1 7 the Financial Expert or Experts must not do anything outside the powers of the Directors

14 Power to change name of the Charity

- 14 1 The Directors may change the name of the Charity at any time by a simple majority resolution

DECISION-MAKING BY DIRECTORS

15 Directors to take decisions collectively

- 15 1 Any decision of the Directors must be either a simple majority decision at a meeting or a decision taken in accordance with Article 21

16 Calling a Directors' meeting

- 16 1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting

- 16 2 A Directors' meeting must be called by at least seven Clear Days' notice unless either

16 2 1 all the Directors agree, or

16 2 2 urgent circumstances require shorter notice

- 16 3 Notice of Directors' meetings must be given to each Director

- 16 4 Every notice calling a Directors' meeting must specify

16 4 1 the place, day and time of the meeting,

16 4 2 the general nature of the business to be considered at such meeting, and

16 4 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

- 16 5 Notice of Directors' meetings need not be in Writing Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose

17 Participation in Directors' meetings

- 17 1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

17 1 1 the meeting has been called and takes place in accordance with the Articles, and

17 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

- 17 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

- 17 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

18 Quorum for Directors' meetings

- 18 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 18 2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is six
- 18 3 If the total number of Directors for the time being is less than the quorum required, the Directors must not make any resolutions but may take a decision to appoint further Directors or take a decision to reduce the quorum providing the quorum is never less than two or one-half of the total number of Directors, whichever is the greater

19 Chairing of Directors' meetings

- 19 1 The Chair (if any), or in his or her absence another Director nominated by the Directors present, shall preside as chair of each Directors' meeting

20 Votes of Directors

- 20 1 Every Director shall have one vote
- 20 2 Any objection to the qualification of a 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

21 Decisions without a meeting

- 21 1 The Directors may take a decision without a Directors' meeting in accordance with this Article by indicating to each other by any means, including without limitation by Electronic Means, their vote. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing
- 21 2 A decision which is made in accordance with Article 21 1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with
 - 21 2 1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors,
 - 21 2 2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 21 2,
 - 21 2 3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval,
 - 21 2 4 the Recipient must prepare a minute of the decision in accordance with Article 53 1

22 Conflicts of interest

- 22 1 If a conflict of interest 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
- 22 1 1 The conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person,
- 22 1 2 The conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and
- 22 1 3 The unconflicted Directors consider it is in the interests of the Charity to authorise the conflicts in the circumstances applying
- 22 2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a simple majority decision of the other Directors

23 Register of Directors' interests

- 23 1 The Directors must cause a register of Directors' interests to be kept. 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 with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared

24 Validity of Directors' actions

- 24 1 All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director

APPOINTMENT AND RETIREMENT OF DIRECTORS

25 Appointment of Directors and retirement of Directors

- 25 1 Directors shall be appointed by ordinary resolution of the Directors subject to Article 27. When making appointments, the Directors shall have regard to the skills and expertise particularly required by the Board of Directors and any proposed Director's connection with the London Borough of Hammersmith and Fulham
- 25 2 At the third Annual Appointment Board Meeting after his last appointment a Director, shall retire. He shall be eligible for re-appointment provided that no Director may continue to serve after six years in office

26 The Local Authority Director

- 26 1 The London Borough of Hammersmith and Fulham ("the Council") shall be permitted to nominate one Council member to be appointed (and re-appointed) as a Director of the Charity in accordance with Article 25,
- 26 2 If the Council shall be superseded, reconstituted or renamed then the same right shall accrue to any successor institution provided that it substantially succeeds to its function;
- 26 3 The notice appointing a Local Authority Director shall state the date and the particulars of that person which are required to be included in the Charity's register of Directors

27 Termination of a Director's appointment

- 27 1 A person ceases to be a Director as soon as
 - 27 1 1 that person ceases to be a director by virtue of any provision of the Companies Act, or is prohibited from being a director by law,
 - 27 1 2 that person is disqualified under the Charities Act from acting as a Director of a Charity,
 - 27 1 3 a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
 - 27 1 4 a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - 27 1 5 the Directors reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office,
 - 27 1 6 notification is received by the Charity from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect),
 - 27 1 7 the Director fails to attend three consecutive meetings of the Directors and the Directors resolve that the Director be removed for this reason, or
 - 27 1 8 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Director has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Director being removed, being heard by or of making written representations to the Directors, or
 - 27 1 9 he or she ceases to be a member of the Charity

PATRONS

28 Patrons

- 28 1 The Directors may appoint and remove any individual(s) as patron(s) of the Charity on such terms as they shall think fit. A patron (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity and shall also have the right to receive accounts of the Charity when available to members.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

29 Directors as members

- 29 1 The Directors from time to time shall be the only members of the Charity.
- 29 2 A Director shall become a member on becoming a Director.
- 29 3 The names of the members of the Charity must be entered in the register of members.

30 Termination of membership

- 30 1 A member shall cease to be a member if he or she ceases to be a Director.
- 30 2 Membership is not transferable and shall cease on death.

31 Community members

- 31 1 The Directors may establish such classes of community membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such community members in accordance with such regulations as the Directors shall make, provided that no such community members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

GENERAL MEETINGS

32 Organisation of general meetings

- 32 1 The Charity may but need not hold an annual general meeting in addition to any other general meeting in every calendar year.

33 General meetings

- 33 1 Any two Directors may (and the Secretary (if any) must at the request of two Directors) call a general meeting at any time.

34 Length of notice

- 34 1 All general meetings must be called by either
- 34 1 1 at least 14 Clear Days' notice, or
- 34 1 2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

35 Contents of notice

- 35 1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted
- 35 2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution
- 35 3 In every notice calling a general meeting there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting under Section 324 of the Companies Act 2006 and Article 48

36 Service of notice

- 36 1 Notice of general meetings must be given to every member, to the Directors, to any patron(s) and to the auditors of the Charity

37 Attendance and speaking at general meetings

- 37 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 37 2 A person is able to exercise the right to vote at a general meeting when
 - 37 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 37 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 37 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 37 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 37 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

38 Quorum for general meetings

- 38 1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present
- 38 2 The quorum shall be six people present in person or by proxy and entitled to vote on the business to be transacted

- 38 3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum

39 Chairing general meetings

- 39 1 The Chair (if any) or in his or her absence some other Director nominated by the Directors present shall preside as chair of every general meeting
- 39 2 For the avoidance of doubt, a proxy holder who is not a Director shall not be entitled to be appointed chair of the meeting

40 Attendance and speaking by patrons and non-members

- 40 1 Patrons may attend and speak at general meetings, whether or not they are members
- 40 2 The chair of the meeting may permit other persons who are not members of the Charity to attend and speak at a general meeting

41 Adjournment

- 41 1 The chair of the meeting
- 41 1 1 may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment, and
- 41 1 2 must adjourn a general meeting if directed to do so by the meeting
- 41 2 When adjourning a general meeting, the chair of the meeting must
- 41 2 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
- 41 2 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 41 3 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it
- 41 3 1 to the same persons to whom notice of the Charity's general meetings is required to be given, and
- 41 3 2 containing the same information which such notice is required to contain
- 41 4 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

42 Voting, general

- 42 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

43 Votes

- 43 1 On a vote on a resolution on a show of hands, every member present in person (whether a member or a proxy of a member) and entitled to vote shall have a maximum of one vote
- 43 2 On a vote on a resolution on a poll, every member present (whether in person or by proxy) and entitled to vote shall have one vote
- 43 3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have

44 Errors and disputes

- 44 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 44 2 Any such objection must be referred to the chair of the meeting whose decision is final

45 Poll votes

- 45 1 A poll on a resolution may be demanded
- 45 1 1 in advance of the general meeting where it is to be put to the vote, or
- 45 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 45 2 A poll may be demanded by
- 45 2 1 the chair of the meeting,
- 45 2 2 the Directors,
- 45 2 3 two or more persons having the right to vote on the resolution,
- 45 2 4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes, or
- 45 2 5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution
- 45 3 A demand for a poll may be withdrawn if
- 45 3 1 the poll has not yet been taken, and

- 45 3 2 the chair of the meeting consents to the withdrawal
- 45 4 Polls must be taken immediately and in such manner as the chair of the meeting directs
- 46 Content of Proxy Notices**
- 46 1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which
- 46 1 1 states the name and address of the member appointing the proxy,
- 46 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- 46 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
- 46 1 4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 46 2 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes
- 46 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
- 46 4 Unless a Proxy Notice indicates otherwise, it must be treated as
- 46 4 1 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, and
- 46 4 2 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
- 47 Delivery of Proxy Notices**
- 47 1 A Proxy Notice and any evidence of the authority under which it is executed may
- 47 1 1 be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting provided it is received at such place at least 48 hours (not including any part of a day that is a Saturday, Sunday or Bank Holiday in England) before the time for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote, or
- 47 1 2 where an Address for the purpose of sending or receiving Documents or information by Electronic Means has been specified
- (a) in the notice calling the meeting, or
- (b) in any instrument of proxy sent out by the Company in relation to the meeting, or

- (c) in any invitation to appoint a proxy issued by the Company in relation to the meeting,

be sent by Electronic Means to that Address provided it is received at such Address at least 48 hours (not including any part of a day that is a Saturday, Sunday or Bank Holiday in England) before the time for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote,

and a Proxy Notice which is not deposited, sent or received in a manner so permitted shall be invalid

- 47 2 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by evidence in Writing of the authority of the person who executed it to execute it on the appointer's behalf
- 47 3 A person who is entitled to attend, speak or vote (either on a show of hands or on 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. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid
- 47 4 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
- 47 5 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

WRITTEN RESOLUTIONS

48 Written resolutions

- 48 1 A written resolution of the Charity passed in accordance with this Article shall have effect as if passed by the Charity in general meeting
- 48 1 1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members
- 48 1 2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution
- 48 2 In relation to a resolution proposed as a written resolution of the Charity, the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution
- 48 3 A members' resolution under the Companies Acts removing a Director or an auditor before the expiry of his or her term of office may not be passed as a written resolution
- 48 4 A copy of the written resolution must be sent to every eligible member together with a statement informing the member how to signify their agreement to the resolution and

the date by which the resolution must be passed if it is not to lapse Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts

48 5 A member signifies their agreement to a proposed written resolution when the Charity receives from him or her (or from someone acting on his or her behalf) an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution

48 5 1 If the Document is sent to the Charity in Hard Copy Form, it is authenticated if it bears the member's signature

48 5 2 If the Document is sent to the Charity by Electronic Means, it is authenticated if it bears the member's signature or if the identity of the member is confirmed in a manner specified by the Directors or if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement or if it is from an email Address specified by the member to the Charity for the purposes of receiving Documents or information by Electronic Means

48 6 A written resolution is passed when the required majority of eligible members have signified their agreement to it

48 7 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

49 Communications

49 1 Subject to the provisions of the Companies Acts and these Articles, a Document or information (including any notice) to be given, sent or supplied to any person may be given, sent or supplied in Hard Copy Form, in Electronic Form or (in the case of communications by the Charity) by making it available on a website, provided that a Document or information (including any notice) may only be given, sent or supplied in Electronic Form or by being made available on a website if

49 1 1 the recipient has agreed (generally or specifically) that the Document or information may be sent or supplied in that manner, or

49 1 2 if the recipient is deemed to have so agreed in accordance with the Companies Acts, and has not revoked that agreement

49 2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors 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

49 3 A member present in person or by proxy 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 4 Where any Document or information is sent or supplied under the Articles

49 4 1 Where the Document or information is sent or supplied by post, service or delivery shall be deemed to be effected 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.

49 4 2 Where the Document or information is sent or supplied by Electronic Means to an Address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

49 4 3 Where the Document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when

(a) the material is first made available on the website, or

(b) (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

49 5 A Director may agree with the Charity that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

49 6 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Company receives notice that the message is undeliverable

49 6 1 if the Document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so, and

49 6 2 in all other cases, the Charity will send a Hard Copy of the Document or information to the member's postal address as shown in the Charity register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.

49 6 3 The date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

50 Secretary

50 1 A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary

50 1 1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself and, if addressed to the Secretary, shall be treated as addressed to the Charity, and

50 1 2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

51 Irregularities

- 51 1 The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity, want of qualification or lack of specification shall invalidate it

52 Disputes

- 52 1 If a dispute arises between members of the Charity about the validity or propriety of anything done by members of the Charity 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

53 Minutes

- 53 1 The Directors must cause minutes to be made in books kept for the purpose

53 1 1 of all appointments of officers made by the Directors,

53 1 2 of all resolutions of the Charity and of the Directors (including, without limitation, decisions of the Directors made without a meeting), and

53 1 3 of all proceedings at meetings of the Charity and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Charity, be sufficient evidence of the proceedings

- 53 2 Minutes made pursuant to this Article must be kept for at least six years from the date of the meeting, resolution or decision

54 Records and accounts

- 54 1 The Directors shall comply with the requirements of the Companies Act and of the Charities Act as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of

54 1 1 annual reports,

54 1 2 annual returns, and

54 1 3 annual statements of account

55 Exclusion of model articles

- 55 1 The relevant model articles for a company limited by guarantee are hereby expressly excluded

WINDING UP AND DISSOLUTION

56 Winding up and Dissolution

- 56.1 The Directors of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all of its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in the following ways

56 1 1 Firstly, directly for the Objects,

56 1 2 Secondly, by transfer to any charity or charities for purposes similar to the Objects,
or

56 1 3 Thirdly, to any charity or charities for use for particular purposes that fall within the Objects

- 56 2 In no circumstances shall the net assets of the Charity be paid to or distributed among members of the Charity (except to a member that is itself a charity) and if no resolution in accordance with Article 57 1 is passed, the net assets of the Charity shall be applied for charitable purposes as directed by the Charity Commission or Court

. . .

SCHEDULE

INTERPRETATION

Defined terms

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings

	Term	Meaning
1 1	"Address"	means a postal address or, for the purposes of electronic communication, a fax number, an email address, a postal address or telephone number for receiving text communications in each case registered with the Charity,
1 2	"Appointment Board Meeting"	means the first Board meeting in any calendar year
1 3	"Articles"	the Charity's articles of association,
1 4	"Chair"	has the meaning given in Article 9,
1 5	"Charity"	means the company intended to be regulated by the Articles,
1 6	"Charities Act"	the Charities Act 2011, the Charities Acts 2006, 1993 and 1992 as amended and the Recreational Charities Act 1958 as amended;
1 7	"Circulation Date"	in relation to a written resolution, has the meaning given to it in the Companies Acts,
1 8	"Clear Days"	in relation to the period of a 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,
1 9	"Companies Act"	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity,
1 10	"Conflict of Interest"	any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity,
1 11	"Connected Person"	any person falling within one of the following categories (a) any spouse, civil partner, parent, child, brother,

sister, grandparent or grandchild of a Director, or

(b) the spouse or civil partner of any person in (a), or

(c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b), or

(d) any company, partnership or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital,

where payment to that person might result in the Director obtaining benefit,

1 12	"Directors"	means the directors of the Charity The Directors are charity trustees as defined by Section 177 of the Charities Act 2011,
1 13	"Document"	includes, unless otherwise specified, any document sent or supplied in Electronic Form,
1 14	"Electronic Form" and "Electronic Means"	have the meanings respectively given to them in Section 1168 of the Companies Act 2006,
1 15	"Financial Benefit"	means a benefit, direct or indirect, which is either money or has a monetary value,
1 16	"Financial Expert"	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000,
1 17	"Hard Copy" and "Hard Copy Form"	have the meanings respectively given to them in the Companies Act 2006,
1 18	"Officers"	includes the directors and the secretary (if any),
1 19	"Proxy Notice"	has the meaning given in Article 47,
1 20	"Seal"	means the common seal of the Charity, if it has one;
1 21	"Secretary"	means any person appointed to perform the duties of the secretary of the Charity (if any),
1 22	"Subsidiary Company"	any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the Subsidiary Company,
1 23	"United Kingdom"	means Great Britain and Northern Ireland, and

- 2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa
- 3 Unless the context otherwise requires, words or expressions 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
- 4 Subject to clause 2 of this Schedule, any reference to an Act of Parliament includes any statutory modification or re-enactment of it for time being in force

CC03

Statement of compliance where amendment of articles restricted



Companies House

☒ **What this form is for**

You may use this form to state that
the restrictions to change articles
have been observed

☐ **What this form is NOT for**

You cannot use this form for
notifying a change of articles
if the articles are not restricted

1 Company details

Company number 03471416

Company name in full
Community and Voluntary Sector Association
Hammersmith and Fulham

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Statement of compliance *

The above company certifies that the amendment has been made in accordance
with the company's articles and, where relevant, any applicable order of a court
or other authority

Please note

This form must accompany the
document making or evidencing the
amendment

3 Signature

I am signing this form on behalf of the company

Signature

Signature

X *T.Y. Tsuchihashi* X

Societas Europaea

If the form is being filed on behalf
of a Societas Europaea (SE) please
delete 'director' and insert details
of which organ of the SE the person
signing has membership

Person authorised

Under either section 270 or 274 of
the Companies Act 2006

This form may be signed by

Director ¹, Secretary, Person authorised ², Liquidator, Administrator,
Administrative receiver, Receiver, Receiver manager, Charity Commission receiver
and manager, CIC manager, Judicial factor

CC03

Statement of compliance where amendment of articles restricted

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record

Contact name **Peter Okali**Company name **Community and Voluntary Sector****Association Hammersmith and Fulham**Address **The Dawes Road Hub****20 Dawes Road****Fulham**Post town **London**

County/Region

Postcode

S	W	6		7	E	N
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Country

DX

Telephone **020 8748 6345****Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- ☐ You are also sending with this form the document making or evidencing the amendment
- ☐ You have signed the form

**Important information**

Please note that all information on this form will appear on the public record

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk