

**ARTICLES
OF ASSOCIATION**

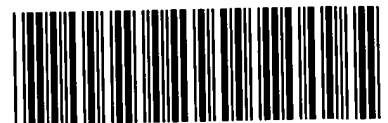
**PORTSMOUTH ABUSE AND RAPE
COUNSELLING SERVICE**

Company Number 03643599

Registered Charity 1079950

LIMITED BY GUARANTEE

TUESDAY



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06/04/2021

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COMPANIES HOUSE

THE COMPANIES ACT 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

PORTSMOUTH ABUSE AND RAPE COUNSELLING SERVICE

Interpretation

1. In these Articles

"the Charity"	means the company intended to be regulated by these articles;
"the Act"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
"the Charities Act"	means the Charities Act 2011;
"Charity Trustee"	has the meaning prescribed by section 177 of the Charities Act;
"the articles"	means these Articles of Association of the Charity;
"office"	means the registered office of the Charity;
"the seal"	means the common seal of the Charity if it has one;
"secretary"	means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary;
"the Member"	means Family Action (company number 01068186, registered charity 264713);
"the trustees"	means the directors of the Charity (and "trustee" has corresponding meaning);

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

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Name

2. The Company's name is Portsmouth Abuse and Rape Counselling Service (formerly Portsmouth Area Rape Crisis Service) (and in this document it is called "the Charity").

Registered office

3. The Charity's registered office is to be situated in England and Wales.

Objects

4. The Charity's objects ("the Objects") are, in relation to rape, sexual abuse, sexual exploitation or interpersonal abuse or violence:-
- 4.1 to relieve the suffering, illness and distress of survivors whenever occurring;
 - 4.2 to promote the education and research into the effect on survivors and significant others whether physical, medical, psychological or social.

Powers

5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:-
- 5.1 to train women and men in order to enable them to provide appropriate support and counselling for survivors;
 - 5.2 to publish educational and informative material;
 - 5.3 to provide a range of training workshops for the public and for other professionals, including preventative education;
 - 5.4 to undertake such activities as the trustees consider appropriate to try to reduce the incidence and impact of such transgressions;
 - 5.5 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - 5.6 to raise the funds and to invite and receive contributions: providing that in raising the funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 5.7 to borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Charity's property and assets, subject to such consents as may be required by law;
 - 5.8 to buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
 - 5.9 to acquire, alter, improve and (subject to such consents as may be required by law) to change or otherwise dispose of property;

- 5.10 subject to Article 6 below to employ staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees") as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 5.11 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 5.12 to cooperate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 5.13 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity; and
- 5.14 to do all such lawful things as are necessary for the achievement of the Objects.

Application of property and permitted benefits to the Member and trustees

- 6. The income and property of the Charity shall be applied solely towards the promotion of the objects of the Charity and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Member and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except with the prior written consent of the Charity Commission:

Provided That nothing in this document shall prevent the payment in good faith by the Charity:-

- 6.1 of any benefit to the Member (including but not limited to a grant) which furthers the Objects;
- 6.2 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- 6.3 of reasonable and proper remuneration of any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
- 6.4 of interest on money lent by the Member or any trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

- 6.5 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 6.6 of reasonable and proper rent for premises demised or let by the Member or a trustee;
- 6.7 to any trustee of reasonable out of pocket expenses.

Liability of the Member and guarantee

- 7. The liability of the Member is limited.
- 8. The Member undertakes to contribute such amount (not exceeding £10) to the Charity's assets if it should be wound up while it is a member or within one year after it ceases to be a member, for payment of the Charity's debts and liabilities contracted before it ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

Dissolution

- 9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid or distributed to the Member, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 6 above, chosen by the members of the Charity and or before the time of dissolution and if that cannot be done then to some other charitable object.

Members

- 10. The Member shall be the sole member of the Charity. Such person as is from time to time notified to the Charity in writing by the Member shall be the duly authorised representative of the Member.

Votes of Members

- 11. Decisions of the Member shall be made by written resolution in accordance with the Act.

Trustees

- 12. The number of trustees shall not be less than three but there shall be no maximum on the number of trustees that may be appointed.
- 13. The trustees shall be appointed by the Member.

Powers of Trustees

- 14. Subject to the provisions of the Act, the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees, who may exercise all the powers of the Charity. No alteration of the articles and no direction shall invalidate

any prior act of the trustees which would have been valid if that alteration had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of the trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

15. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:-

15.1 to expend the funds of the Charity in such manner as they consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity; and

15.2 to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

16. No person may be appointed as trustee:-

16.1 unless he has attained the age of 18 years; or

16.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 17.

Disqualification and Removal of Trustees

17. A trustee shall cease to hold office if:-

17.1 he or she is disqualified under the Charities Act from acting as a Charity Trustee;

17.2 a registered medical practitioner who is treating that person gives a written opinion to the Charity stating that he or she has become physically or mentally incapable of acting as a trustee and may remain so for three months;

17.3 he or she resigns his office by notice to the Charity (but only if at least two trustees remain in office when the notice of resignation is to take effect); or

17.4 he or she is removed from office by resolution of the Member.

Trustees' expenses

18. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees

of trustees or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustee Appointments

19. Subject to the provisions of the Act and Article 6, the trustees may appoint one or more of their number to the remunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject to retirement by rotation.
20. Except to the extent permitted by Article 6, no trustee shall take or hold any interest in the property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

Proceedings of Trustees

21. Subject to the provisions of these articles, the trustees may regulate their proceedings as they think fit and their meetings may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants simultaneously. A trustee may, and the secretary at the request of the trustee shall call a meeting of the trustees. It shall not be necessary to give a notice of a meeting to a trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes and no trustee shall have more than one vote. In the case of an equality of votes, the chairman shall have a second or casting vote.
22. The quorum for the transaction of the business of the trustees shall be two, provided that at least one of the two is a trustee, officer or authorised representative of the Member.
23. The trustees may act notwithstanding any vacancies in their number but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of calling a general meeting or asking the Member to pass a written resolution to appoint additional trustees.
24. The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of the trustees at which he is present. If there is no trustee to hold that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.
25. The trustees may appoint one or more sub-committees having at least one trustee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.
26. All acts done by a meeting of the trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment

of any trustee or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

27. A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

28. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

Secretary

29. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

Records and Accounts

30. The trustees must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

30.1 Annual reports;

30.2 Annual returns; and

30.3 Annual statements of account

31. The trustees must keep records of:

31.1 all decisions of the Member;

31.2 all proceedings at meetings of the trustees;

31.3 all reports of committees; and

31.4 all professional advice obtained.

32. Accounting records relating to the Charity must be made available for inspection by any trustee and the Member at any reasonable time during normal office hours.

33. A copy of the Charity's latest available statement of account must be supplied on request to any trustee or the Member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.

Notices

34. Any notice may be given to or by any person pursuant to the articles and shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
35. The Charity may give notice to the Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address.
36. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

37. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

38. The trustees may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing clauses of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:-
- 38.1 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 purpose or purposes;
 - 38.2 the procedure at meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles; and
 - 38.3 generally, all matters as are commonly the subject matter of company rules.
39. The Member shall have the power to alter, add or to repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of the Member all such rules or bye laws, which shall be binding on the Member. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in, the articles.