

THE COMPANIES ACTS 1985 AND 1989**Company Limited by Guarantee and not having a Share Capital****ARTICLES OF ASSOCIATION OF THE RICHMOND
UPON THAMES COUNCIL FOR VOLUNTARY
SERVICE****1. Meaning of Words**

- 1 1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1 2 Words	Meanings
Act	The Companies Acts 1985 and 1989 and as amended by subsequent Acts
The Council	THE RICHMOND UPON THAMES COUNCIL FOR VOLUNTARY SERVICE
The Articles	These Articles of Association
The Executive	The Trustee Board of the Council whose Committee members are the directors of the Council and as such are a charity
The Office	The registered office of the Council
The Seal	The common seal of the Council



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The United Kingdom Great Britain and Northern Ireland

Month Calendar month

In writing Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form

1.3 Words in the singular form include the plural and vice versa

1 4 The words "person" or "people" include corporations

1 5 Apart from the words defined above, any words or expression defined in the Act or any change to Act in force when these Articles become binding on the Council will have the same meanings in these Articles, provided they are consistent with the subject or context.

1 6 Headings are not part of the Memorandum or Articles.

2 The Constitution of the Council; Rights of Inspection by Members

2 1 The Council is established for the Objects shown in the Memorandum of Association

2 2 A copy of the Memorandum and Articles and any rules the Trustee Board make must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Trustee Board.

3 Members

3 1 The number of members of the Council is unlimited.

3 2 The Council must keep at the Office a register of members showing their name, address and date of membership

3 3 The register is available for inspection

4. Membership

4.1 Membership is open to the following:

4.2 Individual Members

(a) The Subscribers

(b) Anyone aged 18 or over that the Trustee Board decides to admit to membership.

4.3 Corporate Members

Corporate Members are the organisations whom the Trustee Board decides to admit to membership

4.4 When an Organisation becomes a Corporate Member it must give a copy of its constitution (if any) to the Council together with a copy of its balance sheet or Income and Expenditure Account

4.5 Each Corporate Member has the right to appoint one representative. At any time by giving notice in writing to the Council, the Corporate Member can cancel the appointment of its representative and appoint another instead. The Corporate Member must confirm the name of its representative at the Council's request. The representative has the right to attend and to vote at general meetings of the Council and any vote given shall be valid unless prior to the vote the Council receives written notice ending the representative's authority

4.6 Corporate Members stop being members in the same way as Individual Members stop being members.

5 No transfer of Membership

5.1 None of the rights of any member of the Council may be transferred or transmitted to any other person.

6. Ending of Membership

- 6.1 A member stops being a member of the Council if:
- (a) the member resigns from membership by giving notice in writing to the Council
 - (b) membership is ended under Article 7
 - (c) the member's subscription (if any) remains unpaid six months after it is due and the Trustee Board resolves to end that person's membership.
- 6.2 However, the Trustee Board may make a resolution allowing anyone no longer eligible for membership to remain a member on such terms as it thinks fit.

7 Removal from Membership

- 7.1 The Trustee Board may suspend the rights of any member by giving him or her notice in writing of the suspension.
- 7.2 Within 28 days of receiving that notice the member can send or give an appeal in writing to the Council against the suspension. If no appeal is received, the member automatically stops being a member. If an appeal is received within the time limit, the suspension must be considered by the next meeting of the Trustee Board. The member has the right to be heard at the meeting. The meeting must either confirm the suspension, in which case the person is out of membership, or lift the suspension.

8 General Meetings

- 8.1 Each year, the Council must hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. The first annual general meeting must be held within 18 months of the incorporation of the Council after which not more than 15 months must pass between one annual general meeting and the next.

9 Extraordinary General Meetings

- 9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

- 10.1 The Trustee Board may call an extraordinary general meeting whenever they feel this is necessary. Such a meeting must be called if three Trustees or ten members of the Council request it.

11. Notice of General Meetings

- 11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 21 clear days' notice in writing. Other meetings of the Council must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it

- 11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed:

(a) in the case of an annual general meeting, by all the members entitled to attend and vote at it, or

(b) in the case of any other meeting, by a majority of the members who have a right to attend and vote. But this majority must represent at least 95% of the total membership of the Council members who have voting rights.

12 Ordinary and Special Business at General Meetings

- 12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the members of the Trustee Board and Auditors, the election of members of the Trustee Board in place of those retiring, the appointment of Auditors, and the fixing of the payments to the Auditors

13 Quorum

- 13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 20 unless shown differently below.

14. Adjournment if no Quorum

- 14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Trustee Board may decide.
- 14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15 Chairperson

- 15.1 The Chairperson (if any) of the Trustee Board must preside as Chairperson at every general meeting of the Council. If there is no Chairperson, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the members of the Trustee Board present must elect one of their number to be Chairperson of the meeting.

16 Election of Chairperson by Members

- 16.1 If at any meeting no member of the Trustee Board is willing to act as Chairperson or if no member of the Trustee Board is present within 15 minutes after the appointed starting time, the members present must choose one of their number to be Chairperson of the meeting.

17 Adjournment of the Meeting

- 17.1 The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 17.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice neither of an adjourned meeting nor of the business to be done at it.

18. Voting on Resolutions

- 18.1 At any general meeting a resolution put to the vote of the meeting is decided by

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a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). The Chairperson or at least two members who are present can demand a poll. No postal or proxy votes are allowed.

19 Declaration of Chairperson is Final

19 1 Unless a poll is demanded, the Chairperson's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

19 2 The demand for a poll may be withdrawn.

20 When a poll is taken

20 1 A poll must be taken immediately, if it is correctly demanded to elect a Chairperson or to decide upon an adjournment. Polls about other things will be taken whenever the Chairperson says so. Business which is not the subject of a poll may be dealt with before or during the poll.

20 2 The Chairperson will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

21 Voting and Speaking

21 1 Every member has one vote including the Chairperson. If the votes are level, the Chairperson has a casting vote.

21 2 A member of the Trustee Board shall have the same rights to attend and speak as a member even if he or she is not a member.

22 Management by members of the Trustee Board

22 1 The Trustee Board manages the business of the Council. They may pay all the expenses of promoting and registering the Council. They may use all powers of the Council which are not, by the Act or by these Articles, required to be used by a general meeting of the Council. But the members of the Trustee Board are at all times governed first by the Act, second by the Memorandum and Articles, and third by any regulations that a general meeting may prescribe.

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22.2 General meetings cannot make a regulation that overrides the Memorandum and Articles. Nor can they make one which invalidates any prior act of the members of the Trustee Board which would otherwise have been valid.

23. Powers of the Trustee Board

23 1 The Trustee Board may subject to such consents as the law requires use all the powers of the Council to:

- (a) borrow money;
- (b) mortgage or charge its property or any part of it;
- (c) issue debentures, debenture stock or other securities, whether outright or as security for any debt, liability or obligation of the Council or any charitable third party;
- (d) resolve pursuant to the Memorandum of Association to effect indemnity insurance notwithstanding their interest in such a policy.

24. Payment of Subscriptions

24 1 All members must pay the subscriptions that the Trustee Board may decide from time to time.

25 Cheques and Bills etc

25 1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Council shall indicate the name of the Council in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Trustee Board decides from time to time and cheques shall be signed by two signatories as authorised by the Trustee Board from time to time unless the Trustee Board otherwise decides.

26 Indemnity of members of the Trustee Board

26.1 In the management of the affairs of the Council no member of the Trustee Board shall be liable for any loss to the property of the Council arising by reason of improper investment made in good faith (so long as he or she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or her or by any other

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member hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

- 26.2 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Trustee Board may otherwise be entitled every member of the Trustee Board or other officer of the Council shall be indemnified out of the assets of the Council against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

27 Payment of reasonable expenses to members of the Executive Committee

- 27.1 The members of the Trustee Board may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Council but shall not be paid any other remuneration save as permitted in the memorandum of association.

28. The Keeping of Minutes

- 28.1 The Trustee Board must have minutes entered in the minute books:

- (a) of all appointments of officers by the Trustee Board;
- (b) of the names of the members of the Trustee Board present at each of its meetings and of any committee of the members of the Trustee Board;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Council;
 - (ii) The Trustee Board,
 - (iii) Subcommittees of the Trustee Board.

29. The Make-up of the Trustee Board

29.1 The first Trustee Board consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Council is formed or appointed by them. They hold office until the first annual general meeting. After that, the Trustee Board consists of:

- (a) not less than four no more than ten persons elected by members from among those present and voting at the annual general meeting
- (b) not more than five additional members co-opted at any time by the Trustee Board who shall have the right to vote

29.2 Not less than one month prior to the annual general meeting, the Council Secretary shall write to members seeking nominations for elected positions. No one may stand unless the Council Secretary receives a written notice nominating them at least 10 clear days prior to the AGM. Voting elections shall be by secret ballot at the AGM.

30. Retirement of members of the Trustee Board

30.1 At each annual general meeting one-third of the Trustee Board both elected and co-opted shall retire but all are eligible for re-election. Those longest in office since co-option or election shall retire first. In the case of an equality period of service in default of agreement between the members, those to be retired shall be selected by lot.

30.2 No elected or co-opted member of the Trustee Board shall serve for more than six consecutive years, save that, in each case with the prior approval of the Trustee Board, any such member who has so served shall be eligible for re-election or co-option to the Trustee Board, for a period or consecutive periods of one or more further years, provided that such extension or extensions shall not in aggregate exceed three consecutive years. On the expiration of such period of six years (or such period of six years as so extended), a period of one further year must then elapse before such member shall be eligible for re-election or co-option to the Trustee Board. (*Amended by resolution at the Annual General Meeting 29 November 2011*)

31 Change in Make-up and Number of the Trustee Board

31.1 The make-up and number of the Trustee Board may be varied but not reduced below three. Variation can only be by resolution approved by two-thirds of the Trustee Board and ratified at a general meeting by a majority vote of the members present at the meeting.

32. Notification of Change of members of the Trustee Board to the Registrar of Companies

32.1 All appointments, retirements or removals of directors must be notified to the Registrar of Companies.

33 Replacement of vacancies in the membership of the Trustee Board

33.1 The Trustee Board can appoint anyone to fill a vacancy in the membership of the Trustee Board. They will hold office until the next annual general meeting. They will be eligible for re-election

34 Ending of Trustee Board Membership

34.1 A member of the Trustee Board must cease to be a member if he or she:

- a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- b) becomes barred from membership of the Trustee Board because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or
- d) resigns the office by notice in writing to the Council but only if at least two members of the Trustee Board will remain in office when the resignation takes effect, or
- e) is directly or indirectly involved in any contract with the Council and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- f) is removed from office

35. Removal of a member of the Trustee Board by a General Meeting

35.1 A general meeting of the Council may remove any member of the Trustee

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Board before the end of his or her period of office whatever the rest of these Articles or any agreement between the Council and the member may say.

- 35 2 Removal can take place only by the Council passing an ordinary resolution saying so. At least 28 days' notice must be given to the Council and at least 21 days' notice to the membership. Once the Council receives such notice it must immediately send a copy to the member of the Trustee Board concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the member may require it to be read to the meeting.

36 Removal of a member of the Trustee Board by the Trustee Board

- 36 1 If a member of the Trustee Board fails to attend three consecutive meetings of the Trustee Board, the Trustee Board may resolve that he or she be removed from the Trustee Board. The member must be given at least 7 days' notice in writing of the resolution.

37 Meetings of the Trustee Board

- 37 1 The Trustee Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 37.2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote.
- 37 3 A member of the Trustee Board may, and the Secretary if requested by a member of the Trustee Board must, summon a meeting of the members of the Trustee Board.
- 37.4 Notice of a meeting need not be given to any member of the Trustee Board who is out of the United Kingdom.

38 Officers of the Trustee Board

- 38 1 The Trustee Board may elect a Chairperson, Secretary, Treasurer and any other officers that it wishes.
- 38 2 Honorary officers shall hold office until the conclusion of the Trustee Board

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meeting following the annual general meeting next after their appointment excepting that the Chairman must stand down at the conclusion of the annual general meeting following their appointment and that the Secretary shall chair the commencement of the first Trustee Board meeting when the election of a new Chairman shall take place. Honorary Officers shall be eligible for re-election provided that the chair and vice chair shall hold office for no more than six consecutive years. On the expiration of such period one further year must elapse before the chair or vice chair shall hold any position as an honorary officer

39 Quorum of the Trustee Board

- 39 1 A general meeting of the Council must fix the quorum necessary for business to be done at a Trustee Board meeting. The quorum must be a third of the membership of the Trustee Board subject to a minimum of three.

40. Vacancies on the Trustee Board

- 40 1 The Trustee Board may act despite any vacancy on the committee. But if the number of members falls below the quorum, it may act only to summon a general meeting of the Council

41 A Resolution may be Approved by Signature Without a Meeting

- 41 1 A resolution in writing signed by all the members of the Trustee Board or any sub-committee is as valid as if it had been passed at a properly held meeting of the Trustee Board or sub-committee. The resolution may consist of several documents in the same form signed by one or more members of the Trustee Board or sub-committee.

42 Validity of Acts Done at Meetings

- 42 1 It may be discovered that there was some defect in the appointment of a member of the Trustee Board or someone acting as a member or that he or she was disqualified. If this is discovered, anything done before the discovery at any meeting of the Trustee Board is as valid as if there were no defects or disqualification

43 Delegation of Trustee Board Powers to Sub-Committees

- 43 1 The Trustee Board may delegate the administration of any of its powers to

37 Removal of a member of the Executive Committee by the Executive Committee

37 1 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee, the Executive Committee may resolve that he or she be removed from the Executive Committee. The member must be given at least 7 days' notice in writing of the resolution and the opportunity to address the meeting

38 Meetings of the Executive Committee

38 1 The Executive Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles

38 2 Questions arising at any meeting must be decided by a majority of votes. Every member has one vote including the Chairperson. If the votes are equal, the Chairperson has a casting vote

38 3 A member of the Executive Committee may, and the Secretary if requested by a member of the Executive Committee must, summon a meeting of the members of the Executive Committee.

38 4 Notice of a meeting need not be given to any member of the Executive Committee who is out of the United Kingdom

39 Officers of the Executive Committee

39 1 The Executive Committee may elect a Chairperson, Vice Chairperson, Treasurer and any other Honorary officers that it wishes

39 2 Honorary officers shall hold office until the conclusion of the Executive Committee meeting following the annual general meeting next after their appointment but shall be eligible for re-election provided that the chair and vice chair shall hold office for no more than six consecutive years. On the expiration of such period one further year must elapse before the chair or vice chair shall hold any position as an honorary officer

40 Quorum of the Executive Committee

40 1 A general meeting of the Council must fix the quorum necessary for business

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member of the Trustee Board and the Council Secretary, it is not enough for him or her to do the action first as the Trustee Board member and then as Council Secretary. It is necessary for two separate people to undertake such actions.

48. The Seal

48 1 If the Council shall decide to use a Council Seal the Trustee Board must provide safe custody of the Seal

48 2 The Seal may only be used as the authority of the Trustee Board or of a sub-committee authorised by the Trustee Board to use it.

48 3 Everything to which the Seal is affixed must be:

a) signed by a member of the Trustee Board, and

b) countersigned by the Council Secretary or by a second member of the Trustee Board or by some other person appointed by the Trustee Board for that purpose

48 4 Each use of the Seal shall be approved by the Trustee Board and Minuted.

ACCOUNTS

49 Proper Accounts must be Kept

49 1 The Trustee Board must have proper books of account kept in accordance with the law In particular, the books of account must show:

a) all amounts received and spent by the Council, and for what;

b) all sales and purchases by the Council;

c) the assets and liabilities of the Council

49 2 The books of account must give a true and fair view of the state of the Council's affairs and explain its transactions Otherwise they are not proper books of account

50 Books must be Kept at the Office

50.1 The books of account must be kept at the Registered Office of the Council or at other places decided by the Trustee Board. The books of account must always be open to inspection by members of the Trustee Board.

51 Inspection of Books

51.1 The Trustee Board must decide whether, how far, when, where and under what rules members who are not on the Trustee Board may inspect the books of account. A member who is not on the Trustee Board may only have the right to inspect a book of account or document of the Council if the right is given by law or authorised by the Trustee Board or a general meeting.

52. Profit and Loss Account and Balance Sheets

52.1 The Trustee Board must, for each accounting reference period, put before a general meeting of the Council:

- a) any statement of financial activities and income and expenditure accounts,
- b) a report by the Trustee Board on the state of the Council as required by the law
- c) a balance sheet; and
- d) such other reports statements or accounts as are from time to time required by law

52.2 The Trustee Board must file with the Companies Registrar the annual returns that are required

53 Copies for Members

53.1 Certain documents must be sent to members of the Council at least 21 days before the date of the general meeting. These documents are:

- a) a copy of every balance sheet (including every document required by law to be attached to it) which is to be laid before the Council at the general meeting;
- b) a copy of any report from Reporting Accountants or Auditors; and

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- c) a copy of the report of the members of the Trustee Board.

53.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Council does not know.

54. Appointment of Reporting Accountants or Auditors

54 1 The Council must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Council's income or assets from time to time makes this a legal requirement and their appointment shall normally be made by members voting at the annual general meeting.

55 Service of Notices

55.1 The Council may give notice to any member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Council for that purpose. If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post.

56 Accidental Omission of Notice

56 1 Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

57 Who is Entitled to Notice of General Meetings

57 1 Notice of every general meeting must be given to

- a) every Member (except those members who lack a registered address within the United Kingdom and have not given the Council an address for notices within the United Kingdom),
- b) Reporting Accountants or Auditor of the Council;
- c) all members of the Trustee Board, and
- e) all those with rights of nomination to the Trustee Board (if any).

57 2 No one else is entitled to receive notice of general meetings.

58. Alteration of the Articles

58.1 The Council may alter these Articles only by a special resolution. A special resolution must be passed at a meeting of members of which 21 days notice has been given of the intention to pass a special resolution and at which 75% of those voting must be in favour of. Such a resolution may be passed on shorter notice if 95% of members having the right to vote agree.

58.2 No alteration may be made to an article which directs or restricts the way monies or property of the Council may be used without the Charity Commission's prior written approval.

59 Dissolution of the Council

59.1 The Trustee Board or a general meeting may decide at any time to dissolve the Council. The Council shall then call a meeting of all members and those entitled to notice of general meetings.

59.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association

Signatures, addresses and occupations of subscribers

Jean LEAR 1 Crane Court Susan Gale Gardens
SW14 7PE
retired.
M. M. M. 23 Byfield Gardens
SW13 9HP
retired chartered architect

Dated this 28th day of Jan 1998

Witness to the above signatures:

Name Anne Bogard

Address 4 Walpole Place, Teddington TW11 8PL

Occupation Director CVS to 31 March 99.