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*Edward Hands & Lewis*  
EDWARD HANDS & LEWIS

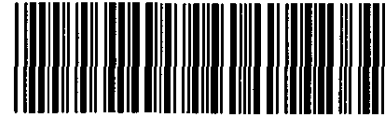
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039 24401

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and not having  
a Share Capital

Articles of Association of  
The 2000 Community Action Centre

WEDNESDAY



A18 \*A761NQXF\* #3  
16/05/2018  
COMPANIES HOUSE

**INTERPRETATION**

In these articles:

- "the Charity" means the company intended to be regulated by these articles;
- "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- "the articles" means these Articles of Association of the Charity;
- "clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "executed" includes any mode of execution;
- "the memorandum" means the memorandum of association 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 trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);
- "the United Kingdom" means Great Britain and Northern Ireland: and
- 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.

**MEMBERS**

1. Membership of the Charity shall be open to any person, 18 years and above interested in furthering the objectives who agrees to abide to section 7 of the articles of association and any rules made under Article 64. Once accepted, membership last for 3 years and may be renewed. The trustees will keep an up-to-date membership list.
2. The board of trustees may by a two thirds majority of those present, terminate or refuse to accept into membership any individual who does not abide by the rules made under Article 64 or in the opinion of the trustees will by their association bring the Charity into disrepute.
3. Unless the trustees of the Charity in general meeting shall make other provision under **Article 64**, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

**GENERAL MEETINGS**

4. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provide that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

5. The trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

#### **NOTICE OF GENERAL MEETINGS**

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person or a trustee shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by *shorter notice if it is so agreed*:

- (1) in the case of annual general meeting by all members entitled to attend and vote; and
- (2) in the case of any other meeting by a majority in number of members having the right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the trustees and auditors.

7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

8. No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member, or one third of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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 trustees may determine.
10. The chairman, if any, of the trustees or in her/his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.
11. If no trustee is willing to act as chairman, or no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
12. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
  - (1) by the chairman; or
  - (2) by at least two members having the right to vote at the meeting; or
  - (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a majority, or lost, or not carried by a majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.
16. A poll shall be taken as the chairman directs and s/he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question should be taken either immediately or at such a time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

#### **VOTES OF MEMBERS**

20. Subject to Article 17, every member shall have one vote.
21. No member shall be entitled to vote at any general meeting unless all moneys then payable by her/him to the Charity have been paid.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

#### **TRUSTEES**

23. The number of trustees shall not be less than three and not more than 8.

24. The first trustees shall be those persons named in the statement delivered pursuant to section of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

#### **POWERS OF TRUSTEES**

28. Subject to the provisions of the Act, the memorandum and 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 memorandum or the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction 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 trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
29. In addition to all 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: (1) to expend the funds of the Charity in such a manner as they shall 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;

- (2) to enter into contracts on behalf of the Charity.

#### **APPOINTMENT AND RETIREMENT OF TRUSTEES**

30. Once appointed trustees shall hold office for three years, and at every third subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one trustee who is subject to retirement by rotation, s/he shall retire.
31. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between person who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
32. If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
33. Nominations for outstanding vacancies or those made available by trustees retired by rotation should be received not less than 7 days nor more than thirty-five days before the date appointed for the meeting. Nominations should be made by a member qualified to vote at the meeting together with a notice executed by that person of her/his willingness to be appointed as a trustee, and either is or expresses her/his willingness to become a member of the company.
34. If insufficient nominations are received to fill all the vacancies the Chair or a member may ask the meeting to vote on a resolution to allow nominations at the meeting. If the resolution is agreed by a majority of two thirds of those present and eligible to vote nominations may be taken to nominate any member present at the meeting and agreeing to the nomination.
35. No person may be appointed as a trustee:
- (1) unless he has attained the age of 18 years; or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 41.
37. Meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any persons (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees.
38. Subject to aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.
39. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed eight. A trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
40. Subject as aforesaid, a trustee who retires at an annual meeting may, if willing to act, be reappointed.

#### **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

41. A trustee shall cease to hold office if s/he:
- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that

provision);

- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated;
- (5) **does not abide by the rules of membership and is removed by two thirds majority vote of the trustees present at a properly constituted meeting of the trustees.**

#### **TRUSTEES' EXPENSES**

- 42. 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 general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

#### **TRUSTEES' APPOINTMENTS**

- 43. Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in 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**

- 44. Subject to the provisions of the articles, the trustees may regulate their proceedings as they see fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give 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. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 45. The quorum for the transaction of the business of the trustees may be fixed but shall not be less than one third of their number or three trustees, whichever is the greater.
- 46. 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 filling vacancies or of calling a general meeting.
- 47. The trustees may appoint one of their number to be the chairman of their meeting 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 trustees at which he is present. But if there is no trustee holding that office, or 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.
- 48. **The trustees may appoint any other officers they deem appropriate and governed by any terms of reference they may agree.**
- 49. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making an 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. **The sub-committees may co-opt other members to the sub-committee as long as their number does not exceed the number of trustees on the sub-committee.**
- 50. All acts done by a meeting of 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.
- 51. 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.

52. 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 **or one trustee and a nominated employee of the Charity approved by the trustees.**

#### **SECRETARY**

53. 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 appointed may be removed by them.

#### **MINUTES**

54. The trustees shall keep minutes in books kept for the purpose:

of all appointments of officers made by the trustees; and

of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

#### **THE SEAL**

55. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

#### **ACCOUNTS**

56. Accounts shall be prepared in accordance with Part VII of the Act.

#### **ANNUAL REPORT**

57. The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of any annual report and its transmission to the commissioners.

#### **ANNUAL RETURN**

58. The trustees shall comply with their obligations under the Charities Act 199 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the commissioners.

#### **NOTICES**

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
60. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
61. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
62. 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**

63. 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 judgement 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 for negligence, default, breach of duty or breach of trust in relation to affairs of the Charity.

## **RULES**

64. The trustees may from time to time make such rules or bye laws as they deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes 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:

- (1) the admission and classification of member of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (2) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
- (3) 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;
- (4) the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the articles;
- (5) generally, all such matters as are commonly the subject matter of company rules.

65. The Charity in general meeting shall have the power to alter, add to or repeal the rules and bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Providing that no rules or bye laws shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

## **Alterations to the Constitution**

66. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. (2) No amendment may be made to clause A (the name of Organisation clause), clause C (the objects clause), clause I (Management Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners. (3) No amendment may be made which would have the effect of making the organisation cease to be a charity at law. (4) The Management Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **Dissolution**

67. If the Management Committee decides that it is necessary or advisable to dissolve the Project it shall call a meeting of all members of the Project, of which not less than 21-day notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Management Committee shall have power to realise any assets held by or on behalf of the Project. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Project as the members of the Project may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Project must be sent to the Commission.

Chair: Moira Kerrane  
Secretary: Joanne Thomas  
Treasurer: Milka Aleyne

Signature: *LeKerrane*  
Signature: *J. Thomas*  
Signature: *Milka*  
16 April 2018