

SEPARATOR SHEET



04655406

SPEAK UP SELF ADVOCACY LIMITED

TUESDAY



R29ULX60

RM

04/06/2013

#49

COMPANIES HOUSE

BAR 1

Companies Act 1985 and 1989

**Company limited by guarantee and
not having a share capital**

ARTICLES OF ASSOCIATION OF SPEAKUP SELF ADVOCACY LIMITED

1. MEMBERSHIP

- 1 1 The Charity has an unlimited number of members
- 1 2 The Charity must maintain a register of members
- 1 3 Anyone can apply to become a member of the Charity if they are interested in promoting the objects and if they
 - 1 3 1 apply to the Charity in the form required by the Trustees
 - 1 3 2 are admitted by the Trustees and
 - 1 3 3 consent in writing to become a member
- 1 4 The Trustees can refuse an application for membership if they reasonably believe that the membership of that person may be harmful to the Charity
- 1 5 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscription
- 1 6 Membership is terminated if the member concerned
 - 1 6 1 resigns in writing
 - 1 6 2 dies
 - 1 6 3 is removed from membership by resolution of the Trustees where they reasonably believe that the member's continued membership is harmful to the Charity They must notify the member in writing The member has 28 clear days to put their case in writing or on audio or videotape and the Trustees must consider what the member says before they remove him or her
- 1 7 Membership of the Charity is not transferable to anybody else

2. GENERAL MEETINGS

- 2 1 All members can attend general meetings General meetings are called with at least 21 clear days written notice The notice must say what business is to be discussed
- 2 2 There is a quorum at a general meeting if at least fifty per cent of the members are personally present

- 2 3 The Chair presides at a general meeting. If the Chair is unable or unwilling to do so within 15 minutes from the start of the meeting, those present can elect another member to preside.
- 2 4 At a general meeting every issue is decided by a majority of the votes cast unless a poll is demanded by the Chair or at least 2 members present in person.
- 2 5 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 2 6 The charity must hold an AGM in every year, which all members are entitled to attend.
- 2 7 At an AGM the members
 - 2 7 1 receive the accounts of the Charity for the previous financial year
 - 2 7 2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 2 7 3 accept the retirement of those Trustees who wish to retire
 - 2 7 4 elect persons to be Trustees to fill the vacancies arising
 - 2 7 5 appoint auditors for the Charity
 - 2 7 6 may confer on any individual with his or her consent the honorary title of Patron, President or Vice-President of the Charity and
 - 2 7 7 discuss and determine any issues of policy or deal with any other business put before them
- 2 8 Any general meeting which is not an AGM is an EGM.
- 2 9 An EGM may be called at any time by the Trustees giving 14 clear days written notice in respect of an ordinary resolution and 21 clear days written notice in respect of a special resolution. An EGM must be called within 28 days on a written request from at least fifty per cent of the members.

3. THE TRUSTEES

- 3 1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3 2 The Trustees are constituted as follows
 - 3 2 1 The Trustees, when complete, consist of at least three and not more than twelve individuals all of whom must be members, and who are elected by the AGM. Each Trustee serves for a term of one year.
 - 3 2 2 If an AGM elects fewer than twelve trustees in accordance with clause 3 2 1, the Trustees who have been elected may co-opt an additional Trustee or

Trustees to fill any vacancy The maximum number of Trustees elected under clause 3 2 1 or co-opted under this clause is twelve

3 2 3 The Trustees may co-opt a Trustee or Trustees to fill a casual vacancy in their number

3 2 4 A co-opted Trustee under clauses 3 2 2 or 3 2 3 holds office only until the next AGM and can only be appointed for a maximum of 3 years

3 3 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees

3 4 A Trustee retiring at an AGM is eligible to stand for re-election to the Board of Trustees

3 5 A Trustee's term of office automatically terminates if he or she

3 5 1 is disqualified under the Charities Act 1993 from acting as a charity trustee

3 5 2 despite adequate support is incapable whether mentally or physically of managing his or her own affairs

3 5 3 is absent from 4 consecutive meetings of the Trustees unless agreed by the other Trustees

3 5 4 ceases to be a member but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM

3 5 5 resigns by written notice to the Trustees but only if at least two Trustees will remain in office

3 5 6 is removed by the Board of Trustees acting in accordance with Charity's Procedure

3 6 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF TRUSTEES

4 1 The Trustees must hold at least 4 meetings each year

4 2 A quorum at a meeting of the Trustees is two Trustees

4 3 A meeting of the Trustees 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

4 4 The Chair presides at each meeting If the Chair is unable or unwilling to do so within 15 minutes from the start of the meeting, the Trustees present can choose another elected Trustee to preside

4 5 Every issue is determined by a simple majority of the votes cast at a meeting A written resolution signed by all the Trustees is as valid as a resolution passed at a

meeting The resolution may be contained in more than one document and will be treated as passed on the date of the last signature

4 6 Except for the Chair of the Meeting, who has a second or casting vote, every Trustee has one vote on each issue

4 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF TRUSTEES

The Trustees have the following powers in the administration of the Charity

5 1 to appoint and remove any member who may be an employee or a Trustee to act as Secretary to the Charity in accordance with the Act

5 2 to appoint a Chair, one or more Vice-Chairs, a Treasurer and other honorary officers from among the selected Trustees for a maximum of two consecutive terms

5 3 to delegate any of their functions including the day to day running of the Charity to committees consisting of two or more people appointed by them At least two members of every committee must be a Trustee All proceedings of committees must be reported promptly to the Trustees

5 4 to make Standing Orders which are consistent with the Memorandum, these Articles, and the Act, to govern proceedings at general meetings

5 5 to make Rules which are consistent with the Memorandum, these Articles, and the Act, to govern proceedings at their meetings and at meetings of committees

5 6 to make Regulations which are consistent with the Memorandum, these Articles, and the Act, to govern the administration of the Charity

5 7 to establish Procedures to assist the resolution of disputes within the Charity

5 8 to exercise any powers of the Charity which are not reserved to a general meeting

6. RECORDS AND ACCOUNTS

6 1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and Commission of

6 1 1 annual reports

6 1 2 annual returns

6 1 3 annual audited financial statements

6 2 The Trustees must keep proper and jargon-free records of

6 2 1 all proceedings at general meetings

- 6 2 2 all proceedings at meetings of the Trustees
- 6 2 3 all reports of committees and
- 6 2 4 all professional advice obtained
- 6 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide
- 6 4 A copy of the Charity's latest available audited financial statements must be supplied, on request, to any Trustee or member or to any other person who makes a written request and pays the Charity's reasonable costs within two months

7. NOTICES

- 7 1 Notices under these Articles may be sent by hand or by post or by suitable electronic means Where the notice is to members generally, it may be published in any suitable journal or national newspaper, or any newsletter distributed by the Charity All notices will be in a jargon-free and user-friendly format
- 7 2 The only address at which a member is entitled to receive notices is the address shown in the register of members
- 7 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
 - 7 3 1 twenty four hours after being sent by electronic means or delivered by hand to the relevant address
 - 7 3 2 two clear days after being sent by first class post to the address
 - 7 3 3 three clear days after being sent by second class or overseas post to that address
 - 7 3 4 on the date of publication of a newspaper containing the notices
 - 7 3 5 on being handed to the member or in the case of a member organisation its authorised representative personally or if earlier
 - 7 3 6 as soon as the member acknowledges actual receipt
- 7 4 A technical defect in the giving of notice of which the Trustees are unaware of at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here

9. INTERPRETATION

9 1 'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Charity

'these Articles' means these Articles of Association

'Chair' means the Chair of the Trustees

'the Charity' means the company governed by these Articles

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means twenty four hours from midnight following the relevant event

'co-opted Trustee' means a Trustee co-opted by the other Trustees

'the Commission' means the Charity Commissioners for England and Wales

'EGM' means an extraordinary general meeting of the Charity

'elected Trustee' means a Trustee elected by the membership

'friendly' means jargon free and in a format accessible to everyone especially to those unable to read, for example by audio, visual or symbolic means

'financial expert' means an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'financial year' means the period covered by the financial statements

'material benefit' means a benefit which may not be financial but has monetary value

'member' and 'membership' refer to membership of the Charity

'Memorandum' means the Charity's memorandum of association

'month' means calendar month

'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

'Secretary' means the Secretary of the Charity

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purposes of actually carrying out the Objects

'Trustee' means a director of the Charity and 'Trustees' means all of the directors

'Vice-Chair' means the Deputy Chair of the Trustees who performs a support role to the Chair and an alternate role when the Chair is unable to attend

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year

9 2 Expressions defined in the Act have the same meaning

9 3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

I certify that the above is a true and complete copy of the Memorandum and Articles of Association of Speakup Self Advocacy Limited

A. I. Clater

Chairman

8th May 2013