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COMPANIES HOUSE

## **THE COMPANIES ACT 2006**

### **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

### **ARTICLES OF ASSOCIATION OF ABUNDANT LIFE HOUSING SERVICES LIMITED.**

#### **INTERPRETATION**

1. In these articles: -

“the Act” means the Companies Act, 1985 and 2006.

“the trustees” means the Board of Trustees of the Company.

“the seal” means the common seal of the Company

“secretary” means any person appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expression referring to writing shall, unless contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.



Unless the context requires otherwise, words of expressions contained in the articles shall bear the same meaning as in the act or any statutory modification thereof in force at the date at which these articles become binding on the Company.

## **OBJECTS.**

2. The Company is established for the object expressed in the Memorandum of Association.
- 3 The number of members with which the Company proposes to be registered is two, but the Directors may from time to time register an increase of members.
- 4 The subscribers to the Memorandum of Association and such other persons as the Company in general meeting shall admit to membership shall be members of the Company.
5. An application for membership shall be approved or rejected by the Company. The Company shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.
6. Unless the Board of Trustees or the Company in General Meeting shall make other provision pursuant to the powers contained in article 60 the Board of Trustees may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of the members is not less than two.

## **GENERAL MEETINGS.**

7. The Company shall each year hold a General Meeting as its Annual General Meeting 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 Company and that of the next. Provided that so long as the Company holds its Annual General Meeting within eighteen months of incorporation or in the following year, 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 time and place as the Board of trustees and / or Directors shall appoint. All General

Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.

- 8 Board of Trustees and / or Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meeting shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient number of Trustees and / or Directors to form a quorum, any member of the Board of Trustees and / Directors of the Company may convene an Extraordinary General Meeting in the same manner as nearly possible as that in which meetings may be convened by the Board of Trustees and / or Directors.

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

9. An Annual general Meeting and meetings called for the passing of a special resolution shall be called by at least twenty one day's notice in writing. Other meetings shall be called by at least fourteen days notice in writing. The notice shall be exclusive of the days on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the company in general meeting, to such meetings as are, under the articles of the Company, entitled to receive notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in article be deemed to have been called if it is so agreed -

- (a) In the case of Annual General Meetings, by all members entitled to attend and vote, and
- (b) In case of any other meetings, by a majority of the members having right to attend and vote at a meeting being a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members

10. The accidental omission to give notice of a meeting to, or 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.**

11. The business to be transacted at an Annual General Meeting shall include the consideration of accounts, balance sheets, and the report of the Trustees, Directors and Auditors, the election of members of the Board of Trustees in the place of those retiring and the appointment of, and fixing of the remuneration of the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; three members present in person or one-tenth of the membership, whichever is greater shall be quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other cases it shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors shall determine.
13. The Chairman, if any, of the Board of Directors shall Chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes of the time appointed for the holding of the meeting or if unwilling to act, the members of the Board of Directors present shall elect one of their members to chair the meeting
14. If at any time no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to chair the meeting.
15. The chairman may, with consent of any 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 any adjourned meeting other than the business at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting

16. At any General Meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -

(a) by the chairman; or

(b) by at least two members present, or

(c) by any member or members present in person and representing not less than one-third of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such conclusion

The demand for a poll may be withdrawn.

17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or a casting vote.

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 shall be taken at such time and in such manner as the chairman of the meeting directs, and any other business other than upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. Subject to the provision of the act, a resolution in writing signed by members entitled to receive notice of and attend and vote at General meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at General Meeting of the Company duly convened and held. Any such resolution in writing may consist two or more documents in like form each signed by one or more members.

## **VOTES OF MEMBERS.**

20. Every member shall have one vote.

21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

### **ORGANISATIONS ACTING BY REPRESENTATIVES AT MEETINGS.**

22. Any organisation which is a member of the Company may by resolution of its Committee or other governing body authorise such person as it thinks fit to act as its representatives at a meeting of the Company, and the Company so authorised shall be entitled to exercise the same powers on the behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Company.

### **BOARD OF TRUSTEES.**

23. The maximum number of Board of Trustees shall be determined by the Company in the General meeting, but unless and until so fixed there shall be no fixed number. The minimum number of Board of Trustees shall be three.

24. The Trustees shall be paid all reasonable expenses properly incurred by their attending and returning from the meetings of the Board of Trustees or General Meetings of the Company or in connection with the business of the Company.

### **BORROWING POWERS.**

25. The Trustees may exercise all powers of the Company to borrow money, and to mortgage or exchange its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other security, whether outright or security for any debt, liability or obligation of the Company or of any third party.

### **POWERS AND DUTIES OF THE BOARD.**

26. The business of the Company shall be managed by the Board of trustees who may pay all expenses incurred in the formation of the Company, and may exercise all such power of the company as are not required to be exercised by the Company in General Meeting. Any

such requirement may be imposed either by the Act or by these articles or by regulations made by the Company in General Meeting, but no such regulation shall invalidate any prior act of the Trustees, which would have been valid, if that regulation had not been made.

27. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Trustees shall from time to time determine.

28 The Trustees shall cause minutes to be made.

- (a) of all appointments of officers made by the Trustees
- (b) of the names of the Trustees present at each meeting of the Board of Trustees
- (c) of all resolutions and proceedings at all meetings of the Company, and of the Board of Trustees

#### **DISQUALIFICATION OF MEMBER OF THE BOARD OF TRUSTEES.**

29. The office of the Trustees shall be vacated if the member: -

- (a) become bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Trustee by reason of any order made under Section 289 of the Act; or
- (c) becomes incapable by reason of mental disorder, illness or injuries, of managing and administering his property and affairs; or
- (d) resigns his office by written notice to the Company;
- (e) is directly or indirectly interested in any contract with the Company and fails to declare his nature of interest as required by Section 317 of the Act

30 A Trustee shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so his vote shall not be counted.

#### **ELECTION OF MEMBERS OF THE BOARD OF TRUSTEES.**



31. At the end of every Annual General Meeting of the Company all the Trustees shall retire from office.

32 A retiring Trustee shall be eligible for a re-election.

33. The Company at the meeting in which a trustee retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Trustee shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

34 No person other than a Trustee retiring at the meeting shall, unless recommended by the Board of Trustees be eligible for election to the Board of Trustees at any General Meeting unless, not less than three or more than twenty-one days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given for his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

35. The Company may from time to time by ordinary resolution increase or reduce the number of the Board of Trustees.

36. The Board of Trustees shall have power at any time to appoint any person to be a Trustee to fill a casual vacancy only in accordance with these articles. Any so appointed shall hold office only until the following Annual General Meeting, and then be eligible for re-election

37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove Trustee before expiration of his period of office notwithstanding any thing in these articles or in the agreement between the Company and any such Trustee. The Company may by ordinary resolution appoint another person in place of Trustee removed under this article

## **PROCEEDINGS OF THE BOARD OF TRUSTEES.**

38 The Trustees may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions

arising from any meetings shall be decided by majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A trustee may, and the secretary on the request of a Trustee shall, at any time summon a meeting of the Board of Trustees. It shall not be necessary to give a notice of a meeting of the Board of Trustees to any member for the time being absent from the United Kingdom.

39. The quorum necessary for the transaction of business of the Trustees may be fixed by the Trustees and unless so fixed shall be one-third of the membership of the Board of Trustees subject to a minimum of three
40. The Board of Trustees may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below their number fixed by pursuant to the article of the Company as the necessary quorum of members, the Trustee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the company, but for no other purpose
41. The Board of Trustees may elect a chairman of their meetings and determine the period for which he is to hold office, but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Trustees present may choose one of the members to chair the meeting.
42. The Trustees may delegate any of their powers to any committees consisting of such persons they think fit; any committee so formed shall conform to any regulations that may be imposed on it by the Trustees and shall report all acts and proceedings to the Trustees as soon as it is reasonably practicable.
43. A committee may elect a chairman of its meeting; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their member to chair the meeting.
44. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be decided by majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote.

45. All acts done by any meeting of the Trustees or of the committee, or done by any person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

46. A resolution in writing, signed by all Trustees entitled to receive notice of a meeting of the Trustees shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees duly convened and held, and may consist of several documents in like form signed by one or more Trustees.

### **BOARD OF DIRECTORS.**

47. The Board of Directors shall be responsible for the day to day running of the Company and shall report to the Board of Trustees.

48. The rules applying in these Articles to the disqualification and proceedings of meetings of the Board of Trustees shall apply to the Board of Directors.

### **SECRETARY.**

49. Subject to Section 283 of the Act, the secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as the Directors may think fit; and any secretary so appointed shall be removed by it; provided always that no Trustee may occupy the salaried position of the secretary.

50. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee or of a committee authorised by the Trustees in that behalf and every instrument to which the seal shall be affixed shall be signed by a trustee and shall be countersigned by the secretary or a second Trustee or by some other person appointed by the committee for the purpose.

### **THE SEAL.**

51. The Trustees shall provide for the safe custody of the seal, which shall be used by the authority of the Trustees or of the committee authorised by the Trustees in that behalf and every instrument to which the seal shall be affixed shall be signed by a Trustee and shall be

countersigned by the secretary or by a second Trustee or by some other person appointed by the committee for the purpose.

## **ACCOUNTS.**

52. The Trustees and directors shall cause the accounting records to kept in accordance with Section 221-222 of the Act.

53 The accounting records shall be kept at the registered office of the Company, or, subject to Section 227 of the Act at such other places as the Trustees and Directors think fit, and shall always be open to the inspection of the officers of the Company.

54. The Trustees and directors shall from time to time determine whether and what extent and at what times or place and under what conditions or regulations the accounts and books of the Company or any of them shall be opened to the inspection of members not being Trustees and / or Directors, and no member (not being Trustee and / or Director) shall have any right of inspecting the account or book or document of the Company except as conferred by statute or authorised by the Company in General Meeting.

55. The Board of Trustees and Directors shall from time to time and in accordance with Section 238-242 of the Act cause to be prepared and be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

56. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of Auditor's report, and the Trustees and Directors report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures.

## **AUDITORS.**

57. Auditors shall be appointed and their duties regulated in accordance with Section 384-392 of the Act.

## **NOTICES.**

58. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

59 Notice of every General Meeting shall be given in any manner herein before authorised to: -

- (a) every member except those members ( having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the purpose for giving of notice to them;
- (b) every person being a legal personal representative or a Trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the company , and
- (d) each Trustee and Director

No other person shall be entitled to receive notice of General Meeting.

## **DISSOLUTION.**

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles.

## **RULES OR BYELAWS.**

61.(a) the Board of Directors may from time to time make such Rules or Bye-laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes and conditions of membership, and in particular

but without prejudice to the generality of the foregoing, it may by such Rules or Bye-laws regulate: -

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or their membership terminated and the entrance fees, subscription and other fees or payments to be made by members.
  - (ii) The conduct of member of the Company in relation to one another, and to the Company's employees.
  - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purposes.
  - (iv) The procedure at General Meetings and meetings of trustees and Committees in so far as such procedure is not regulated by these Articles.
  - (v) And generally all such matters as are commonly the subject matter of Company rules
- (c) The Company in General Meeting shall have power to alter or repeal the Rules or Bye-laws and to make additions to them and the Trustees shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such Rules or Bye-laws, which so long as they shall be in force shall be binding on all members of the Company. Provided nevertheless, that no Rules or Byelaws shall be inconsistent with, or shall repeal anything contained in, the memorandum or Articles of Association of the Company.

**MEMORANDUM OF ASSOCIATION FOR A COMPANY LIMITED BY GUARANTEE.**

**COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL.**

**MEMORANDUM OF ASSOCIATION OF ABUNDANT LIFE HOUSING SERVICES LIMITED.**

1. The name of the Company is Abundant Life Housing Services Limited.
2. The registered office of the Company will be situated in England.
3. The Company is established for the relief of poverty by providing and assisting in provision of permanent and temporary housing for the homeless and providing permanent rehabilitation for ex-offenders, alcoholics, gamblers and drug addicts.

In furtherance of the said objectives, but not further or otherwise, the company shall have power:

- (a) to cause to be written, and printed or otherwise reproduce and circulate gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (b) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others
- (c) to foster and undertake research into any aspect of the object of the Company and its work and disseminate the results of any such research
- (d) to co-operate and enter into arrangements with authorities, nationals, local or otherwise
- (e) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as necessary for any of the objects of the Company and (subject to such consents as may be required by the law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (f) to issue appeals, hold public meetings and take such steps as may be required for the purpose of procuring contributions to the

funds of the Company in the shape of donations, subscriptions or otherwise;

- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (h) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by the law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake permanent trading activities in raising funds for the objectives of the Company;
- (i) to take and accept any gifts of money, property or other assets, whether subject to any special trust or any one or more of the objects of the Company;
- (j) to invest the monies of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time be imposed by law and subject also as hereinafter provided;
- (k) to make any charitable donations either in cash or assets for the furtherance of the objects of the Company;
- (l) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objectives of the Company;
- (m) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the company;
- (n) to insure and arrange insurance cover for and indemnify its officers, servants and voluntary workers and those of its members from and against all risks incurred in the course of the performance of their duties as may be thought fit;
- (o) subject to the provision of clause 4 hereof to pay reasonable annual sum or premiums for or towards the provision of pensions for officers or servants for the time of the Company and their dependants,
- (p) to amalgamate with any companies, institutions, societies or associations which are charitable (or not for profit) at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;



- (q) to pay out of the funds of the Company costs, charges and expenses of and incidental to the formation and registration of the Company;
  - (r) to establish where necessary local branches (whether autonomous or not);
  - (s) to do all such lawful things as shall further the above objects or any of them provided that: -
    - (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest in the same in such manner as by law having regards to such trust.
    - (ii) The object of the Company shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers
4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to members of the Company and no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefits in money or money's worth from the Company Provided that nothing herein shall prevent any payment in good faith by the Company: -
- (a) of reasonable and proper remuneration to any member, officer or servant of the Board of Trustees for any service rendered to the Company,
  - (b) of interest of money lent by any member of the Company or of its Board of Trustees at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Trustees or 3 per cent whichever is the greater,
  - (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Trustees,
  - (d) of fees, remuneration or benefits in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100<sup>th</sup> part of the capital of the company; and
  - (e) to any member of its Board of Trustees of out-of-pocket expenses

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payment of debts and liabilities of the Company contracted before he ceases to be a member and of the costs, and charges and expenses of winding up, and for the adjustment of rights of contributories among themselves, such amount as may be required not exceeding one pound
7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debtors and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under the virtue of Clause 4 hereof, such institution or institutions to be determined by the member of the Company at or before time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.