

The Companies Acts 1948 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

VOLUNTARY ACTION - LEEDS

(Adopted by Special Resolution passed on 19 November 2009)

INTERPRETATION

1. In the Memorandum and in the Articles, unless the context indicates another meaning:
 - ‘AGM’ means an annual general meeting of the Charity;
 - ‘the Articles’ means the Charity’s articles of association;
 - “body” shall bear the meaning given to it by clause 3 of the Memorandum of Association;
 - ‘Chairman’ means the chairman of the Trustees;
 - ‘the Charity’ means the company governed by the Articles;
 - ‘the Charities Act’ means the Charities Act 1993 (as amended);
 - ‘the Charities Acts’ means the Charities Act 1993 (as amended) and the Charities Act 2006;
 - ‘Charity Trustee’ has the meaning prescribed by section 97(1) of the Charities Act;
 - ‘the Commission’ means the Charity Commission for England and Wales;
 - ‘the Companies Acts’ means the Companies Act 1985 and the Companies Act 2006 and any amendments to or any re-enactment of those Acts;
 - ‘Conflict of Interest’ includes a conflict of interest and duty and a conflict of duties;
 - ‘Conflicted Trustee’ means any Trustee who has a Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees;
 - ‘Connected Person’ means any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee, any Firm of which a Trustee is a Member, director, employee or shareholder having a beneficial interest in more than 1 per cent of the capital;

‘financial year’ means the Charity’s financial year;

‘Indemnity Insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘Material Benefit’ means a benefit which may not be financial but has a monetary value;

"Members" means "Full Members" and "Associate Members";

‘Memorandum’ means the Charity’s Memorandum of Association;

‘month’ means calendar month;

‘the Objects’ means the Objects of the Charity as defined in clause 3B of the Memorandum;

‘Trustee’ means a director of the Charity and ‘Trustees’ means the directors;

‘Unconflicted Trustee’ means any Trustee who has no Conflict of Interest in relation to a matter to be discussed or voted upon at a meeting of the Trustees;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message or in electronic format;

‘year’ means calendar year.

- 1A Expressions defined in the Companies Acts have the same meaning.
- 1B References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it
- 1C Words importing the singular include the plural and vice versa.
- 1D Words importing the masculine include the feminine

MEMBERS

- 2. The subscribers to the Memorandum of Association of the Charity and such other persons (including persons representing any statutory authority, voluntary agency, association, government department, local authority or other similar institution) as shall be admitted as Members by the Charity and shall sign a consent to become Members shall be Members of the Charity and shall be entered in the Register of Members accordingly.
- 3. For the purpose of registration the number of Members of the Charity is declared not to exceed five hundred, but the Charity may by ordinary resolution passed at any General Meeting of the Charity register an increase of Members.

4. The power of admitting Members of the Charity shall be vested in the Trustee Board, but shall be exercised by the Trustee Board in accordance with any rules, regulations or directions issued and subject to any restrictions or conditions imposed as regards any particular class or section of a class of Members or otherwise by the Charity in General Meeting.
5. Every Member shall pay to the Charity such annual subscription (if any) as the Charity shall from time to time in General Meeting determine.
6. A Member of the Charity shall forthwith cease to be a Member:-
 - 6.1. if he shall die, or in the case of an organisation ceases to exist;
 - 6.2. if he shall resign by giving notice in writing to the Charity of his intention so to do;
 - 6.3. if he, being a Member in a representative capacity, shall cease to be authorised as such representative
 - 6.4. is removed from membership by resolution of the Trustee Board on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustee Board may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 **clear days** after receiving notice.
7. Any Member whose annual subscription (if any) shall remain unpaid for two successive years shall, at the end of that period, forthwith cease to be a Member; but he shall notwithstanding continue to be liable to pay all subscriptions so remaining unpaid by him.
8. No Member on ceasing to be a Member shall be entitled to be repaid any subscription to the Charity previously paid by him or any part of such subscription.
- 8A Membership of the Charity is not transferable

ASSOCIATE MEMBERS

9. The Trustee Board may invite and permit to become Associate Members such individuals and organisations who or which are unable (or which felt it inappropriate) to be Full Members but with whom the Trustee Board wished the Charity to maintain a formal association. Associate Members shall have the same rights as Full Members, save that they shall be non-voting members. Associate Members shall be entitled to receive notice of and attend General Meetings

GENERAL MEETINGS

10. The Company may but is not required to hold an Annual General Meeting.

11. The Trustee Board may call a Meeting of the Members of the Charity whenever they think fit, and such Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by the Companies Act.
12. Subject as herein provided, every General Meeting shall be held at such time and place as the Trustee Board may determine.
13. Fourteen clear days' notice in writing at the least, shall be given in manner hereinafter mentioned to Full Members as are, under the provisions herein contained, entitled to receive notices from the Charity and also the Charity's Auditors, if any. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given.
14. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed by a majority in number of the nominees together representing not less than 95 per cent of the total voting rights at that meeting of all the Full Members.
15. Every notice of meeting shall specify the place, the day and the hour of meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the resolution as a Special or Extraordinary Resolution, as the case may be.
16. The accidental omission to give notice of any meeting to, or the non-receipt of such notice by, any person entitled to receive the same shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at a General Meeting unless a quorum of ten Members be present at the time when the meeting proceeds to business. If within half an hour of the time appointed for a meeting a quorum is not present, the meeting, if called on the requisition of Full Members, shall be dissolved, and in any other case shall stand 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 Trustee Board shall determine, and if at the adjourned meeting a quorum is not present, the Members present shall form a quorum.
18. The Chairman, or in his absence one of the Vice-Chairmen of the Trustee Board, shall take the Chair at every General Meeting if he be present and willing to act. If none of them shall be present at the time fixed for the opening of the meeting, or within five minutes thereafter and willing to act, the Full Members present shall choose one of themselves to be Chairman of the meeting.
19. The Chairman may, with the 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 left unfinished at the original meeting. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. At any General Meeting a resolution put to the vote shall be decided on a show of hands. A declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book containing minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes received in favour of or against such resolution.
21. Votes shall be given personally or by representative or proxy at a General Meeting each Full Member being entitled to one vote. Associate Members shall not have the right to vote. Provided however that the Trustee Board shall have power to arrange for a postal ballot to be held before the Meeting in such form as they determine and the declaration of the result of such ballot shall be made at the General Meeting, and shall be deemed to be elections duly made at such meeting.
22. In the case of an equality of votes the Chairman of the Meeting at which the show of hands takes place shall not be entitled to a second or casting vote.
23. Proper minutes shall be kept of all proceedings of General Meetings and of the meetings of the Trustee Board and of all Special Committees.
- 22A A written resolution signed by a majority of those entitled to vote at a meeting is as valid as a resolution actually passed at that meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.

HONORARY OFFICERS

24. The Trustees may appoint such honorary officers of the Charity as they may determine, comprising of a President and Patrons of the Charity. Honorary officers shall be entitled to attend meetings of the Members of the Charity but shall not in their capacity as honorary officers be entitled to vote.

BENEFITS TO MEMBERS AND TRUSTEES

25. The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
 - 25.1 Members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - 25.2 Members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 25.3 Members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - 25.4 Members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 25A A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:

- 25A.1 as mentioned in clause 3(16) of the Memorandum (indemnity insurance) and articles 25.2 (interest), 25.3 (rent), 25.4 (charitable benefits) or 25B (contractual payments);
 - 25A.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
 - 25A.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - 25A.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - 25A.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 25B. A Trustee may not be an employee of the Charity, but a Trustee or a Connected Person may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit if:
- 25B.1 the goods or services are actually required by the Charity;
 - 25B.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in article 25D; and
 - 25B.3 no more than half of the Trustees are interested in such a contract in any financial year.
- 25C Whenever a Trustee has a personal interest in a matter falling within articles 25, 25A or 25B which is to be discussed at a meeting of the Trustees or a committee, he or she must comply with the procedure in article 25D.
- 25D Where this article applies, a Trustee must:
- 25D.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 25D.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 25D.3 not be counted in the quorum for that part of the meeting; and
 - 25D.4 have no vote on the matter and be absent during the vote if so requested by the other Trustees.
- 25E Articles 25, 25A-E, 26, 26A and 27 may not be amended without the written consent of the Commission in advance.

CONFLICTS OF INTEREST

26. Trustees must avoid Conflicts of Interest and wherever a Conflict of Interest arises in a matter to be discussed at a meeting of the Trustees or a committee, a Conflicted Trustee must comply with the procedure set out in article 25D.
- 26A Subject to articles 25, and 25A-E, if a Conflict of Interest matter is proposed to the Trustees, the Unconflicted Trustees may agree to:
 - 26A.1 authorise that matter; or
 - 26A.2 authorise a Conflicted Trustee to act in their ordinary capacity as a Trustee and carry out all their duties and powers as a Trustee in relation to that matter..
27. Where the Unconflicted Trustees consider an authorisation to act notwithstanding a Conflict of Interest, the Conflicted Trustee must comply with the procedure set out in article 25D

TRUSTEE BOARD

28. The Trustee Board when complete shall consist of at least three and not more than fifteen persons (including any co-opted trustees appointed under article 31) selected for their abilities to manage and for the expertise and commitment they are able to give to the Charity. If the number of Trustees shall fall below three, the remaining Trustees may act (and in default the Members may act) to appoint further Trustees as required.
29. One third (or the number nearest one third) of the Trustees must retire each year, those longest in office since their last (if more than one) appointment retiring first and the choice between any of equal service being made by drawing lots. Such retirement shall take place each year at the end of the Charity's financial year or may at the discretion of the Board take place at the AGM if one is to be held within three months of that year end. A retiring Trustee who remains eligible (in accordance with Articles 41 and 42) may be reappointed. The appointment of Trustees pursuant to this Article 31 is by the Full Members who may vote either at the AGM (if one is held) or by postal vote Subject to Article 41, 42 and 31 a trustee's term of office is three years.
30. The Trustee Board shall each year appoint one of their number to be Chairman and two others of their number to be Vice-Chairmen for the then current year, and may from time to time fill any vacancies in these respective offices.
31. The Trustee Board may co-opt additional individuals who are qualified to be appointed as a Trustee (in accordance with article 41) not exceeding five in number in order to fill any vacancy, but a co-opted Trustee holds office only until the sooner of the next AGM and the end of the Charity's then current financial year.
32. A technical defect in the appointment of a member of the Trustee Board of which the Trustee Board are unaware at the time does not invalidate decisions taken at any meeting.
33. Not used.
34. It shall be the duty of the Trustee Board to carry out the general policy of the Charity and, subject to any conditions imposed or directions given from time to time by the

Charity in General Meeting, to provide for the administration, management and control of the affairs and property of the Charity, and for the purposes aforesaid the Trustee Board may, subject to any contrary directions of the Charity in General Meeting given by special resolution, exercise all such powers and do all such acts and things as are not by statute or these Articles expressly directed or required to be exercised or done by the Charity in General Meeting.

35. Not used.
36. The Trustee Board shall (subject as aforesaid and subject to the provisions of the Memorandum of Association) appoint and in its discretion remove such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit, and may determine their powers and duties and fix their salaries or emoluments.

SPECIAL COMMITTEES

37. The Charity in General Meeting and (subject to any restrictions or conditions imposed by the Charity in General Meeting) the Trustee Board respectively may appoint Special Committees consisting of three or more Trustees, with or without power to elect or co-opt other persons, and may delegate any of their powers to such Special Committees upon such terms and conditions in all respects as they may think fit, and annul or vary any such delegation, provided always that no resolution of any meeting of a Special Committee (other than a resolution which purports only to offer advice to the Charity or to the Trustee Board) shall have any validity or effect unless:
 - 37.1. a majority of the members present at the meeting are Trustees, or
 - 37.2. such resolution is confirmed either by the Charity in General Meeting or by the Trustee Board.
38. Subject and without prejudice to the provisions of Article 37, persons not being Members of the Charity may be elected or co-opted to serve on any such Special Committee.
39. The Chairman of the Trustee Board shall be an ex-officio member of all Special Committees.

REGULATIONS

40. The Charity in General Meeting may from time to time make such rules or regulations in the form of bye-laws, standing orders or otherwise, not inconsistent with these Articles, or amounting to such an addition thereto or alteration thereof as could only legally be made by Special Resolution, as they may think fit for the management, conduct and regulation of the affairs of the Charity and the proceedings and powers of the Trustee Board and any Special Committee and conferences.

VACATION OF OFFICE

41. There shall not be any maximum age limit for Trustees, the minimum age shall be as provided in the Companies Act, but the office of a Trustee shall be (or shall be deemed

to be) vacated (immediately and without the need for any notice save as expressly stated) in any of the following events, namely:-

- 41.1. If he resign his office by notice in writing to the Charity but only if at least three Trustees will remain in office.
 - 41.2. If for any cause being a Member he shall cease to be a Member of the Charity (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the end of the financial year in which membership ceased).
 - 41.3. If he be prohibited or disqualified from being a Trustee under the Companies Act or the Charities Act.
 - 41.4. If he become bankrupt or make any arrangement with his creditors, or if he become of unsound mind or is otherwise incapable, whether mentally or physically, of managing his or her own affairs.
 - 41.5. is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign.
42. The Charity may by Ordinary Resolution remove any Honorary Officer or Trustee before the expiration of his period of office any may by Ordinary Resolution appoint another person in his stead. Any person so appointed shall hold office until the conclusion of the next following Annual General Meeting (if any) or the end of the Charity's then current financial year (whichever shall first occur), but shall be eligible for re-election at that meeting.

PROCEEDINGS AT COMMITTEE MEETINGS

43. At all meetings of the Trustee Board or (subject and without prejudice to the provisions of Article 37) of a Special Committee questions arising for decision shall be decided by a majority of votes, the Chairman having a casting vote in case of an equality of votes. A written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature. Unless otherwise determined by the Charity in General Meeting, the quorum at a meeting of the Trustee Board shall be three or one third of its number (rounded up to the nearest whole number), and at a meeting of any Special Committee shall be three or a quarter of the total membership of that committee, whichever shall be the greater number.
44. Subject as aforesaid and to any regulations made by the Trustee Board respecting the conduct of its meetings and proceedings or the meetings and proceedings of Special Committees, the proceedings of the Trustee Board and Special Committees shall respectively be governed by the provisions of these Articles regulating proceedings at General Meetings of the Charity so far as the same are applicable thereto. The Chairman or any three Trustees may, and the General Secretary on the requisition of the Chairman or any three such Trustees shall, summon a meeting of the Trustee Board. Notice of a meeting need not be given to any Trustee for the time being absent from the United Kingdom.

- 44A A meeting of the Trustee Board or of any Special Committee may be held either in person or by suitable means, agreed by the members of the Trustee Board or Special Committee or as provided in accordance with any regulations, in which all participants may communicate with all the other participants
- 44B A procedural defect of which the Trustee Board or the Special Committee are unaware at the time they meet does not invalidate decisions taken at that meeting.

THE SEAL

45. The Seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Trustee Board or of the Charity in General Meeting, and in the presence of at least two Members of the Trustee Board, and of the General Secretary or such other person as the Trustee Board may appoint for the purpose, and those two Members and the General Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Charity is so affixed in their presence. For the avoidance of any doubt the Charity need not have a seal and if it does have a seal it need not use the seal.

ACCOUNTS

46. The Trustee Board shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the Charity and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provisions) proper books of account with respect to:-
- 46.1. All sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place.
- 46.2. All sales and purchases of goods, if any, by the Charity with a statement of the annual stocktaking, if any.
- 46.3. The assets and liabilities of the Charity.
47. The books of account shall be kept at the registered office of the Charity, or (subject to the provisions of the Companies Act) at such other place or places as the Charity may think fit, and shall always be open to the inspection of Members of the Trustee Board. The said books shall be open to the inspection of Members of the Charity between the hours of 11am and 4pm on every day of the week except Saturdays and Sundays and public holidays, subject to any reasonable restrictions as to the manner of inspecting the same which the Charity in General Meeting may from time to time impose.
48. The Trustee Board shall from time to time in accordance with the Companies Act and of the Charities Act, cause to be prepared, to be laid before the Charity in General Meeting and provided to the Registrar or Companies and/or the Charity Commission as may be required by such Acts such income and expenditure accounts, balance sheets, group accounts (if any) and reports.
49. A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or Member. A copy must also be supplied, within two months,

to any other person who makes a written request and pays the Charity's reasonable costs.

AUDIT

50. The Auditors shall be appointed and their duties regulated in accordance with the Companies Act the Members of the Trustee Board being treated as the directors mentioned in those sections.

NOTICES

51. Any notice may be served by the Charity on any Member either personally or by sending it through the post in a prepaid letter, addressed to such person at his registered address as appearing in the Register of Members or by suitable electronic means or any newsletter or other circular distributed by the Charity.
52. Any person described in the Register of Members by an address not within the United Kingdom, who shall from time to time give to the Charity an address within the United Kingdom at which notices may be served upon him, shall be entitled, subject to Article 51, to have notices served upon him at such address, but, save as aforesaid and as hereinbefore provided, only those persons who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Charity.
53. Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - 53.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 53.2 two clear days after being sent by first class post to that address;
 - 53.3 three clear days after being sent by second class or overseas post to that address;
 - 53.4 on the date of publication of a newspaper containing the notice;
 - 53.5 on being handed to the member personally; or, if earlier,
 - 53.6 as soon as the member acknowledges actual receipt.

DISSOLUTION

54. The provisions of clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the same were repeated in these Articles.