

**NEW MILLS & DISTRICT VOLUNTEER CENTRE**

**THE COMPANIES ACTS 1985 AND 1989**

**A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING ANY SHARED CAPITAL**

**ARTICLES OF ASSOCIATION  
OF THE  
NEW MILLS AND DISTRICT VOLUNTEER CENTRE  
(as amended 11<sup>th</sup> July 2012)**

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**INTERPRETATION**

**1** In these Articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Charity" means the company intended to be registered by these Articles

"the Articles" means these Articles of Association of the Charity

"the Memorandum" means the Memorandum of Association of the Charity

"Office" means the registered office of the Charity

"the Area of Benefit" means the Area of Benefit as set out in the Memorandum

"the Board" means the Board of Trustees of the Charity

"Trustee" means a member of the Board

"the United Kingdom" means Great Britain and Northern Ireland

"Special General Meeting" means any General Meeting of the Charity which is not the Annual General Meeting

"in writing" means written, printed, lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form

"month" means calendar month

" clear days" in relation to a period of 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

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles became binding on the Charity.

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### **OBJECTS**

- 2 The Charity is established for the objects expressed in the Memorandum of Association of the Charity.

### **MEMBERS**

- 3
- 3.1 There shall be no maximum number of members of the Charity.
- 3.2 The Subscribers to the Memorandum shall be the first members of the Charity and, subject to the provisions of Article 3.3, such non-profit making organisations and/or individuals (over the age of eighteen) as are admitted to membership in accordance with the Articles shall be members of the Charity. Any such organisations so admitted shall be referred to in the Articles as "General Members" and any individuals so admitted shall be referred to in the Articles as "Individual Members". The Board has the right to refuse membership to any individual or organisation. All members must be committed to the furtherance of the objects of the Charity.
- 3.3 At no time shall the number of General Members exceed one quarter of the number of Individual Members.
- 3.4 Membership of the Charity is personal and is not transferable.
- 3.5 The Board shall have the right at any time to invite any person or organisation to attend any of the Meetings of the Charity as an observer without the power to vote.
- 3.6 If any member fails to observe any of the Articles or rules of the Charity made under powers vested in the Board or conducts themselves in a manner prejudicial to the Charity, the Board may convene a Special General Meeting of the Charity to consider passing a general resolution to expel the member.
- 3.7 Any member who is the subject of a resolution to expel under the terms of the preceding Article shall be entitled to address the said General Meeting either in person or through a representative.

### **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. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Charity and that of the next; provided that so long as the Charity holds its first Annual General Meeting within fifteen 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 in such place as the Board shall determine.

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- 5** The Board may call a Special General Meeting when it thinks fit and Special General Meetings may also be convened on the requisition of 15 members pursuant to the provisions of the Act, provided that the number of Individual Members requisitioning a Special Meeting shall be not less than 75% of the total number of members requisitioning the Meeting.
- 6** The accidental omission to give notice of a meeting to or the non-receipt of such a notice by any person entitled to receive notice thereof shall not invalidate any proceedings conducted at or resolution passed by any meeting.

### **NOTICE OF GENERAL MEETINGS**

- 7** An Annual General Meeting and a Special General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Special General Meetings shall be called by at least fourteen clear days' notice. 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 for a General Meeting shall be publicised to all members and to the public within the Area of Benefit, to the Trustees and to the Auditors or Independent Examiners.

### **PROCEEDINGS AT GENERAL MEETINGS**

- 8** No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be 15 members, provided that there shall be no quorum unless the number of Individual Members present constitute at least 75% of the total number of those present and entitled to vote.
- 9** If a quorum is not present within half an hour of the time appointed for the meeting or, if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
- 10** The Chairperson (if any) of the Board or, in their absence, the Vice Chairperson (if any) of the Board shall preside as the Chair of the meeting, but if no such Trustee be present within fifteen minutes after the time appointed for holding the meeting, the members present shall elect one of their number to be the Chair of the meeting,
- 11** The Chair of the meeting 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 that properly might have been transacted at the meeting had an 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.
- 12** No representative of a General Member shall be entitled to more than one vote at any meeting of the Charity whether or not such representative is also in their own right an Individual Member of

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the Charity.

- 13** A resolution put to the vote at any General 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:
- 13.1** by the Chair of the meeting; or
- 13.2** subject to the provisions of Article 8 by at least 10 members having the right to vote at the meeting; or
- 14** Unless a poll is duly demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously, or by a particular 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 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 Chair of the meeting. 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** In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second casting vote.
- 17** The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

### VOTES OF MEMBERS

- 18** Notwithstanding Article 16 above, every member shall have one vote and only one vote.
- 19** No objection shall be raised to the qualification of any voter except at the meeting or the 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 Chair of the meeting whose decision shall be final and conclusive.
- 20** Any General Member may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the General Member as if the General Member were an Individual Member of the Charity.
- 21** The Business to be transacted at the Annual General Meeting of the Charity shall be in accordance with the provisions of the Act and shall include (but not exclusively):
- 21.1** Consideration and, if thought fit, the approval of the Accounts of the Charity for the most recent financial year of the Charity and the report of the Auditors or Independent Examiner.
- 21.2** Consideration and, if thought fit, approval of the Report of the Trustees.
- 21.3** Election of Trustees.
- 21.4** Election of the Chairperson, Vice-Chairperson and Treasurer, all of whom must be trustees, are to be elected at each AGM.
- 1.5** Nomination of Auditors or Independent Examiner.

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- 22 The Officers elected under the Article above shall hold office from the conclusion of the meeting until the conclusion of the Annual General Meeting next after their appointment save that the Chairperson shall not hold office for longer than six consecutive years and shall not be eligible to re-election as Chairperson for a period of two years thereafter.

### BOARD OF TRUSTEES

- 23 The first Trustees shall be the Subscribers to the Memorandum and shall serve from the date of incorporation until the end of the first Annual General Meeting of the Charity but shall be eligible for re-election.
- 24 The first Trustees shall meet within two months of incorporation to review the business of the Charity and to appoint further Trustees. The Board shall meet thereafter at least once a quarter.
- 25 Until otherwise determined by members in General Meeting, the number of Trustees shall not be less than 7 nor more than 20.
- 26 No person who is not a representative of a General Member or Individual Member of the Charity shall in any circumstances be eligible to hold office as a Trustee.
- 27 The Board may from time to time appoint any member of the Charity to be a Trustee either to fill a casual vacancy or by way of addition provided that the maximum is not exceeded and save that persons so appointed may not serve as Chairperson or Vice-Chairperson. Any such Trustee shall only hold office until the next Annual General Meeting but shall be eligible for re-election.
- 28 Meetings of the Board shall be notified to Trustees at least seven days in advance.
- 29 The Board may appoint or invite any persons to attend any of its meetings without the power to vote
- 30 Members of staff employed by the Charity may, at the invitation of the Board, attend meetings of the Board but do not have the right to vote on any matters. Such members of staff are not members of the Board.
- 31 The Charity may from time to time by Special Resolution at a Special or Annual General Meeting increase or reduce the maximum number of Trustees.
- 32 In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by Special Resolution remove any Trustee before the expiration of their period of office and may by a Special Resolution appoint another member in their place; but any person so appointed shall hold office so long only as the member in whose place they were appointed would have held the same had they not been removed.

### POWERS OF THE BOARD

- 33 Subject to the provisions of the Act, the Memorandum and Articles and any directions given by Special Resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the Board which would have been valid had that alteration 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 Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.

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- 34** In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles, the Board shall have the following powers:
- 34.1** to expend the funds of the Charity in such manner as it shall consider most beneficial for the achievement of the objects set out in the Memorandum of Charity and to invest in the name of the Charity such part of the funds as it may see fit and to direct the sale and transposition of such investments and to expend the proceeds of any such sale in furtherance of the said objects;
  - 34.2** to enter into contracts on behalf of the Charity;
  - 34.3** to create such Sub-Committees of the Board as the Board shall think appropriate to carry out the business of the Charity provided that any such Sub-Committees shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the Sub-Committees and their rules and procedures. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board.
- 35** The Trustees may act notwithstanding any vacancy in its body; provided always that in case the number of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Trustees solely for the purpose of admitting persons to membership of the Charity, filling up vacancies on the Board or of summoning a General Meeting, but not for any other purpose.

## APPOINTMENT AND RETIREMENT OF TRUSTEES

- 36** At the first Annual General Meeting all the Trustees shall retire from office, and at every subsequent Annual General Meeting one third of the Trustees shall be subject to retirement by rotation or, if their number is not divisible by three, the number nearest to one third shall retire from office.
- 37** Subject to the provisions of the Act and to the provisions of these Articles, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) shall be determined by lot.
- 38** If the Charity at a 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 re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution on the re-appointment of the Trustee is put to the meeting and lost.
- 39** No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any General Meeting unless:
- 39.1** they are nominated by the Board; or
  - 39.2** not less than seven nor more than twenty-one days before the date appointed for the meeting there shall have been given to the Secretary notice in writing, by some member

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duly qualified to be present and vote at the meeting for which such notice is given, of their intention to propose such person for election, and notice in writing, signed by the person to be proposed, of their willingness to be elected.

- 40** No person may be appointed a Trustee unless:
- 40.1** they have attained the age of 18 years; and
  - 40.2** they are a representative of a General Member or a General Member being from a local authority or church or an Individual Member of the Charity; and
  - 40.3** if elected, they would not have been disqualified under the terms of Article 39.
- 41** Subject as aforesaid and also Article 22 above, a Trustee who retires at an Annual General Meeting may, if willing to act, be re-elected.

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

- 42** A Trustee shall cease to hold office if they:
- 42.1** cease to be a Trustee by reason of any provision in the Act or is disqualified from acting as a Trustee by reason of Section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision);
  - 42.2** become incapable by reason of mental illness of managing their own affairs;
  - 42.3** by notice in writing to the Charity resigns their office;
  - 42.4** is absent without the permission of Trustees and without acceptable reason from 3 consecutive meetings whether of the Board or of relevant Sub-Committees of the Board and the Board resolves that their office be vacated.

### **EXPENSES OF THE BOARD**

- 43** Trustees may, with the consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, but otherwise shall be paid no remuneration.
- 44** A Trustee for the time being who is also a solicitor, accountant or other person engaged in a profession may charge and be paid the usual professional charges for business done by that Trustee or their firm when instructed by other members of the Board to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which their own instruction or remuneration, or that of their firm, is under discussion.

### **PROCEEDINGS OF TRUSTEES**

- 45** Subject to the provisions of the Articles the Board may regulate their proceedings as they think fit. A Trustee may, and the Secretary at the request of 3 Trustees shall, call a meeting of the Board. 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.

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- 46** The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than five Trustees, 3 of whom are not Officers, present in person and entitled to vote, provided that there shall be no quorum unless the number of Individual Members present and entitled to vote shall exceed the number of representatives of General Members so present.
- 47** The Board may act notwithstanding any vacancies in its number, but, if the number of Trustees is less than the number fixed for the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
- 48** The Chairperson of the Charity ("the Chairperson") as elected shall be the Chair of its meetings unless and until Trustees shall decide otherwise. Unless unwilling to do so, the Chair shall preside at every meeting of the Board at which the Chair of the meeting is present, failing which the Vice-Chairperson ("the Vice-Chairperson") shall preside. If neither the Chairperson or the Vice-Chairperson are available, or there are no Trustees holding those offices, or, if the Trustees so appointed are unwilling to preside or are not present within fifteen minutes after the time appointed for the meeting, Trustees present may appoint one of its number to be the Chair of the meeting.
- 49** The Board may appoint one or more Sub-Committees consisting of two or more Trustees for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a Sub-Committee. All acts and proceedings of any such Sub-Committees shall be fully and promptly reported to the Board whose decision on any recommendations shall be final.
- 50** All acts done by a meeting of the Board, or of a Sub-Committee of the Board, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them was disqualified from holding office, or had vacated office, or were not entitled to vote, be, with the consent of the Board, 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 the Board or of a Sub-Committee of the Board, shall be as valid and effective as if it had been passed at a meeting of the Board or a Sub-Committee of the Board 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 Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall indicate the name of the Charity and shall be signed by two people out those persons authorised for this purpose by the Board.

## COMPANY SECRETARY

- 53** Subject to the provisions of the Act, the Company Secretary shall be appointed by the Board for such term, at such remuneration if not a trustee and upon such conditions as it may think fit



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and any Secretary so appointed may be removed by the Board. The Company Secretary may be a Trustee, an employee, an Individual Member or any other person whom the Board believe is suitable for this appointment.

### **MINUTES**

- 54** The Board shall keep minutes in writing for the purpose:
- 54.1** of all appointments of officers made by the Board; and
  - 54.2** of all proceedings at meetings of the Charity and of the Board and of Sub-Committees of the Board including the names of the Trustees present at each such meeting and a note of all resolutions, including the names of the proposer and seconder, and the outcome of any vote taken.

### **ACCOUNTS**

- 55** Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Acts.
- 56** The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such place or places as the Board shall think fit, and shall always be open to the inspection of the Trustees of the Charity.
- 57** The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to the inspection of members not being Officers of the Charity, and no member (not being an Officer) shall have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting.

### **ANNUAL REPORTS**

- 58** The Board shall comply with all the requirements of the Act and of the Charities Act 1993 with regard to the preparation and submission of an annual report.

### **ANNUAL RETURNS**

- 59** The Board shall comply with all the requirements of both company and charity law with regard to the preparation and submission of annual returns.

### **NOTICES**

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- 60** Any notice to be given to or by any person pursuant to the Articles shall be deemed to have been given by the notice being posted prominently at the Registered Office of the Company and at the principal place of operation if different and shall, if so determined by the Board, also be published in a local newspaper.
- 61** The Charity may, if so determined by the Board, give any notice to a member either personally or by sending it by post in a pre-paid envelope addressed to the member at their home address or by leaving it at that address or by electronic means. A member whose address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to them shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.
- 62** 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.
- 63** Proof that an envelope containing a notice, or an email, was properly addressed, prepaid and posted or sent, shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted, or the email was sent.

### SOCIAL AUDIT

- 64** A social audit of the Charity's activities may, by resolution of a General Meeting, be undertaken from time to time, in addition to the financial audit required by law. The role of the social audit shall be to identify the social costs and benefits of the Charity's work, and to enable an assessment to be made of the Charity's overall performance in relation to its objects more easily than may be made from the financial accounts alone.

Such a social audit may be drawn up by an independent assessor appointed by the Board or by the Board itself who may submit their report for verification or comments to an independent assessor.

A social audit may include but is not limited to an assessment of the internal democracy and decision-making of the Charity; the wages, health and safety, skill sharing and education opportunities of its employees, or other matters concerning their overall personal or job satisfaction; and an assessment of the Charity's activities externally, including its effects on users and suppliers, on people in the same or similar field of activity, and on persons residing in areas where the Charity is located.

### INDEMNITY

- 65** 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 them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which he is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### RULES

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- 66** The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate:
- 66.1** the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, the conditions of membership and the terms on which subscriptions, if any, shall be paid by members;
  - 66.2** the conduct of members of the Charity in relation to one another and to the employees of the Charity;
  - 66.3** the setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose;
  - 66.4** the procedure at General Meetings and at the meetings and committees of Trustees in so far as such procedure is not regulated by these Articles;
  - 66.5** generally, all such matters as are commonly the subject matter of Charity Rules.
- 67** The Charity in General Meeting shall have the power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks 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 provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and Articles.

## AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 68** Amendments to the Memorandum or Articles of the Charity may be altered only by a Special Resolution passed by a 75% majority of the members present and voting at a Special or Annual General Meeting. Notice of such a Meeting must include details of the resolution, setting out the terms of the proposed amendment; such a resolution must comply with both Company and Charity Law and, if carried, must be notified to Companies House on the appropriate form.

## DISSOLUTION

- 69** If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of this memorandum, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution, with preference being given to charitable institutions that serve the Area of Benefit, or in default thereof by such court of law as may be given to such provisions then to some other charitable object or objects.