

Companies Acts

Company limited by guarantee

**ARTICLES OF ASSOCIATION OF
THE KNOWLE SOCIETY**

1. Membership

- 1.1 The Charity must maintain a register of **members**.
- 1.2 **Membership** of the Charity is open to any individual or corporate or unincorporated organisation or association interested in promoting the **Objects** who:
- (1) applies to the Charity in the form required by the **Trustee Directors**;
 - (2) is approved by the Trustee Directors; and
 - (3) signs the register of members or pays the relevant subscription to become a member.
- 1.3 The Trustee Directors may in their absolute discretion [acting reasonably] approve or reject any application for the membership of the Charity.
- 1.4 If the Trustee Directors approve the application, the applicant shall only become a member of the Charity once they have signed the register of members or paid the relevant subscription to become a member.
- 1.5 The Trustee Directors must keep a register of members including their names and addresses. This will include the names of organisations or associations that are members and their authorised representatives.
- 1.6 The Trustee Directors may establish different classes of membership, prescribe their respective privileges and duties and recommend to the Members the amounts of any subscriptions.
- 1.7 Membership is terminated if the member concerned:
- (1) gives **written** notice of resignation to the Charity; or
 - (2) the member being an individual, dies; or
 - (3) the member being an incorporated or unincorporated organisation or association, ceases to carry on its business or is wound up; or

- (4) the member being an individual, becomes subject to a bankruptcy order or has an interim receiver appointed to his property; or
- (5) the member being a corporate body or unincorporated organisation or association enters into liquidation whether compulsory or voluntarily or enters into administration or has a receiver appointed over all or any parts of its assets; or
- (6) the member enters into or makes a proposal to enter into any voluntarily arrangement pursuant to the Insolvency Act 1986 or any other arrangement or composition for the benefit of his creditors; or
- (7) the member being an individual, is incapable whether mentally or physically of managing his or her own affairs; or
- (8) the member is convicted of indictable offence and is subject to clause 1.7 (10); or
- (9) is more than twenty-two **months** in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due); or
- (10) is removed from membership by resolution of the Trustee Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustee Directors 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.

1.8 Membership of the Charity is not transferable.

2. General Meetings

2.1 General meetings are called on at least 21 clear days' written notice specifying the business to be discussed if the meeting is an AGM or a general meeting called for passing of a special resolution. 14 clear days' written notice is required for all other general meetings.

- (1) Individual members or corporate or unincorporated organisations or associations are entitled to attend general meetings. The authorised representative of a member organisation or association shall be counted in the quorum. Such authorised representative shall have been duly appointed in writing and notified to the Honorary Secretary at least 7 days prior to the meeting.

- (2) Members may appoint a proxy to vote on their behalf. Such a proxy shall have been duly appointed in writing and notified to the Honorary Secretary at least 7 days prior to the meeting. The proxy shall be counted in the quorum.
- 2.2 There is a quorum at a general meeting if the number of members present in person or by proxy is at least 40 members. No business shall be transacted at any general meeting unless a quorum is present. If a quorum is not present within 30 minutes from the time of the general meeting or during the general meeting a quorum ceases to be present the general meeting shall be adjourned to such time and place as the Trustee Directors shall determine. The Trustees Directors must reconvene the general meeting and must give at least 7 clear days notice of the reconvened meeting to the members. If a quorum is not present at the reconvened meeting within 30 minutes of the time for the start of the reconvened meeting the members present shall constitute the quorum for that meeting.
- 2.3 The **Chairman** or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the **Companies Acts**, every issue at a general meeting is decided by a majority of the votes cast. Every member, subject to clause 1.6, whether an individual or an organisation shall have one vote.
- 2.5 Except for the Chairman of the meeting, who has a second or casting vote in the event of equality of votes, every member present in person or by proxy has one vote on each issue.
- 2.6 The Charity must hold an **AGM** in every year, and not more than 15 months may pass between the successive AGMs.
- 2.7 At the AGM the members:
- (1) receive the accounts of the Charity for the previous **financial year**;
 - (2) receive the Trustee Directors' report on the Charity's activities since the previous AGM;
 - (3) accept the retirement of those Trustee Directors who wish to retire or who are retiring by rotation;
 - (4) elect Ordinary Trustee Directors and Officers to fill the vacancies arising:

- (5) appoint an Independent Examiner for the Charity;
- (6) may confer on any individual (with his or her consent) the honorary title of President of the Charity or honorary member as previously nominated by the Trustees Directors;
- (7) may set the amounts of any subscriptions payable by the Members; and
- (8) may discuss and determine any issues of policy or deal with any other business put before them by the Trustee Directors.

2.8 Any general meeting which is not an AGM is an **EGM**.

2.9 Any EGM may be called at any time by the Trustee Directors and must be called within 35 clear days on a written request from at least 50 members.

3. The Trustee Directors

3.1 The Trustee Directors as **charity trustees** have control of the Charity and its property and funds.

3.2 The **Trustee** Directors when complete shall consist of at least 4 Officers and not less than 6 and not more than 12 **Ordinary Trustee** Directors.

3.3 Every Trustee Director after election or co-option must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustee Directors.

3.4 The Officers shall be Trustee Directors and shall consist of a Chairman, Deputy Chairman, Honorary Secretary and Honorary Treasurer who shall be elected by the members at each AGM. If not re-elected at such AGM, he or she shall vacate office at the end of the meeting.

3.5 The Trustee Directors shall have the power to appoint one of the Trustee Directors (including an Ordinary Trustee Director and co-opted director under clause 3.9) to act as an Officer until the next AGM.

3.6 Ordinary Trustee Directors shall be elected for a period of three years and shall retire by rotation.

3.7 A retiring Trustee Director who remains qualified may be re-elected.

3.8 A Trustee Director's term of office automatically terminates with immediate effect if he or she:

- (1) is disqualified under the Charities Act or Companies Acts from acting as a charity trustee/or as a director (as the case may be);
- (2) is incapable, whether mentally or physically, of managing his or her own affairs;
- (3) is absent from 5 consecutive meetings of the Trustee Directors and is required by a majority of the other Trustee Directors to resign;
- (4) ceases to be a member ;
- (5) resigns by written notice to the Charity ;
- (6) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the Trustee Director concerned and considered the matter in the light of any such views;
- (7) if being an individual, dies or becomes subject to a bankruptcy order or has an interim receiver appointed to his property or is convicted of indictable offence.

3.9 The Trustee Directors may at any time co-opt a member who is qualified to be appointed as an Ordinary Trustee Director to take office until the next AGM

3.10 A technical defect in the appointment of a Trustee Director of which the Trustee Directors are unaware at the time does not invalidate decisions taken at a meeting.

3.11 the Trustee Director must declare the nature and extent of any interests direct or indirect which he or she has in the proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared. He or she must:-

3.11.1 declare an interest before the meeting or at the meeting before discussion begins on the matter.

3.11.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information.

3.11.3 not be counted in the quorum for that part of the meeting; and

3.11.4 be absent during the vote and have no vote on the matter.

4. Trustee Directors' proceedings

- 4.1 The Trustee Directors must hold at least six meetings each year.
- 4.2 A quorum at a meeting of the Trustee Directors is seven Trustee Directors. No business shall be transacted at a meeting of the Trustee Directors unless a quorum is present. If a quorum is not present within 30 minutes from the time of the meeting or during the meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Trustee Directors shall determine. The Trustees Directors must reconvene the meeting and if a quorum is not present at the reconvened meeting within 30 minutes of the time for the start of the reconvened meeting the Trustee Directors present shall constitute the quorum for that meeting.
- 4.3 A meeting of the Trustee Directors may be held either in person or by suitable electronic means agreed by the Trustee Directors in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee Director chosen by the Trustee Directors present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting of Trustee Directors, but a written resolution signed by all the Trustee Directors 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.
- 4.6 Except for the Chairman of the meeting, who has a second or casting vote in the event of equality of votes, every Trustee Director has one vote on each issue.
- 4.7 A procedural defect of which the Trustee Directors are unaware at the time does not invalidate decisions taken at a meeting.

5. Trustee Directors' powers

The Trustee Directors have the following powers in the administration of the Charity:

- 5.1 To delegate any of their functions to committees consisting of two or more individuals being members appointed by them. At least one member of every committee must be a Trustee Director and all proceedings of committees must be reported promptly to the Trustee Directors.

- 5.2 To make such orders rules and regulations and establish procedures consistent with the constitutional documents of the Charity and all other statutory requirements as the Trustee Directors may see fit (acting reasonably and in the best interest of the Charity) in order to run the Charity.
- 5.3 To exercise any powers of the Charity which are not reserved to a general meeting.

6. Records and Accounts

- 6.1 The Trustee Directors must comply with the requirements of the Companies Acts and of the Charities Act as to keeping financial and other records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the **Commission** of:
- (1) annual returns;
 - (2) annual reports; and
 - (3) annual statements of account.
- 6.2 The Trustee Directors must keep proper records of:
- (1) all proceedings at general meetings;
 - (2) all proceedings at meetings of the Trustee Directors;
 - (3) all reports of committees; and
 - (4) all professional advice obtained.
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee Director upon reasonable notice to the Treasurer and may be made available for inspection by members who are not Trustee Directors if the Trustee Directors so decide.
- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee Director 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.

7. Notices

- 7.1 Notices under the Articles may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be

published in any suitable journal or local newspaper circulating in the area of benefit or any journal distributed by the Charity.

7.2 The only address at which a member is entitled to receive notices sent by post is an address in the UK 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:

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- (2) two clear days after being sent by first class post to that address;
- (3) three clear days after being sent by second class to that address;
- (4) on the date of publication of a newspaper or newsletter containing the notice;
- (5) on being handed to the member personally; or, if earlier,
- (6) as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustee Directors are unaware 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

In the Memorandum and in the Articles, unless the context indicates another meaning:

‘AGM’ means an annual general meeting of the Charity;

‘area of benefit’ means the ecclesiastical parish of Knowle, Solihull, West Midlands;

‘the Articles’ means the Charity’s articles of association;

‘Chairman’ means the chairman of the Charity;

‘the Charity’ means The Knowle Society ;

‘the Charities Act’ means the Charities Acts 2011

‘charity trustee’ has the meaning prescribed by section 177 of the Charities Act;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commissioners for England and Wales;

‘the Companies Act’ means the Companies Acts as defined in section 2 of the Companies Act 2006;

‘connected person’ means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a Trustee Director, any **firm** of which a Trustee Director is a member or employee, and any company of which a Trustee Director is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;

‘custodian’ means a person or body who undertakes safe custody of assets or of documents or records relating to them;

‘EGM’ means an extraordinary general meeting of the Charity;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

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

‘firm’ includes a limited liability partnership;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee Director for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee Director 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;

‘member’ and ‘membership’ refer to company membership of the Charity;

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

‘month’ means calendar month;

‘nominee company’ means a corporate body registered or having an established place of business in England and Wales.;

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

'the Officers' means those Trustee Directors as listed in clause 3.4

'Ordinary Trustee Director' means a Trustee Director appointed in accordance with clause 3.6;

'taxable trading' means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits or which are subject to corporation tax;

'Trustee Director' means a director of the Charity and 'Trustee Directors' means the directors and such phrase shall include the Officers and the Ordinary Trustee Directors;

'written' or 'in writing' refers to a legible document on paper not including a fax message;

'year' means calendar year.

- 9.2 Expressions defined in the Companies Acts have the same meaning.
- 9.3 References to an Act of Parliament are to be that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.