

**THE COMPANIES ACT 1985****COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL****ARTICLES OF ASSOCIATION**

- of -

**PRIMROSE HILL COMMUNITY ASSOCIATION****GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context:

**WORDS****MEANINGS**

The Act

The Companies Act 1985.

These presents

These Articles of Association and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Trustee Board

The Council of Management for the time being of the Association.

The Office

The registered office of the Association.

The United Kingdom

Great Britain and Northern Ireland.

Month

Calendar Month.

In Writing

Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

2. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the

Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

3. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Association shall admit to membership in accordance with the following provisions shall be members of the Association.

6. Membership of the Association shall be open to individual members who satisfy the requirements of 4A of the Memorandum of Association.

7. The Trustee Board shall have the right to terminate the membership of an individual member provided the reason is given in writing and the individual member has the right to appeal to the following meeting of the Trustee Board. Notice of appeal must be made within seven days of the proposed termination date and termination will then be suspended until the appeal is heard.

### **GENERAL MEETINGS**

8. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Association and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting

9. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

10. The Trustee Board may whenever they think fit convene a General Meeting and/or Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

11. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every Extraordinary General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

12. The, accidental omission in good faith to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

13. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustee Board and of the Auditors, the election of members of the Trustee Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

14. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 20 members present shall constitute a quorum.

15. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustee Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

16. The Chair of the Trustee Board shall preside as Chair at every General Meeting, but if there be no such Chair, or if at any meeting they shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the members present shall choose some member of the Trustee Board, or if no such member be present, or if all the members of the Trustee Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or its digital equivalent.

18. In the case of an equality of votes, on a show of hands the Chair of the meeting shall be entitled to a second or casting vote.

## **VOTES OF MEMBERS**

19. Subject as hereinafter provided, every member shall have one vote.

## **TRUSTEE BOARD**

20. The number of voting members of the Trustee Board shall be no more than 8 and shall have one vote each. They shall be elected from the individual members of the Association by all members in General Meeting.

21. Following the election of voting members of the Trustee Board, the Chair will be elected from the voting members of the Trustee Board by all members in General Meeting. Other Officers of the Trustee Board shall be selected by the voting members of the Trustee Board and shall include the Vice-Chair (if required), the Treasurer and the Secretary (if required).

22. The Trustee Board may from time to time and at any time appoint any member of the Association as a member of the Trustee Board to fill a casual vacancy provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain her/his office only until the next Annual General Meeting, but she or he shall then be eligible for re-election.

23. The Trustee Board shall have the power to co-opt further members with special attributes likely to be of value to its work provided that co-opted members do not have the right to vote at meetings of the Board. Co-opted Members need not be members of the Association.

24. Up to 3 paid employees of the Association, including the CEO, shall attend and participate in all meetings of the Trustee Board but shall not have the right to vote thereat. All paid employees, if eligible under 4A of the Memorandum of Association, may be members of the Association with the right to attend, speak and vote at General meetings.

25. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a voting member of the Trustee Board.

### **COMPANY SECRETARY**

26. A Company Secretary shall be appointed by the Trustee Board for such time, at such remuneration, and upon such conditions as they may think fit to fulfil the requirements of the Companies Act, and any Secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed.

27. The Trustee Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **DISQUALIFICATION OF MEMBERS OF THE TRUSTEE BOARD**

28. The office of a member of the Trustee Board shall be vacated:

- (A) If a receiving order is made against them or they make any arrangement or composition with their creditors.
- (B) If they cease to be a member of the Association.
- (C) If by notice in writing to the Association they resign their office.
- (D) If they cease to hold office by reason of any order made under sections 295-299 of the Act.
- (E) If they are removed from office by a resolution duly passed pursuant to section 303 of the Act.
- (F) If they fail without reasonable excuse to attend three consecutive meetings of the Trustee Board

### **ROTATION OF MEMBERS OF THE TRUSTEE BOARD**

29. Voting members of the Trustee Board shall be elected for a term of three years and, on completion of that term, shall be eligible for re-election for one further three-year term. Terms shall be staggered with approximately one third of voting members of the Trustee Board standing down at each AGM.

30. A voting member of the Trustee Board who has served two consecutive terms shall be required to stand down for a period of at least one year before she or he may seek re-election to the Trustee Board.

31. All nominations for membership of the Trustee Board must be submitted in writing to the Honorary Secretary not less than 10 days before the date of the Annual General Meeting. All nominees must be full members of the Association, must be proposed and seconded by other members, and must signify their consent to stand for election. All nominations must be made known to members of the Association seven days before the Annual General Meeting.

32. In addition and without prejudice to the provisions of section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Management Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

## **PROCEEDINGS OF THE TRUSTEE BOARD**

33. The Trustee Board may meet together at least four times in each year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Trustee Board shall never be less than 1/2 of the members of the Trustee Board. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

34. A meeting of the Trustee Board can be summoned by the Secretary at the request of the Chair (or in the absence of the Chair by one of the other Officers) or at the written request of not less than five members of the Trustee Board.

35. A meeting of the Trustee Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Trustee Board generally.

36. The Trustee Board may delegate any of their powers to committees consisting of such members of the Trustee Board or others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustee Board. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustee Board so far as applicable and so far as the same shall not be superseded by regulations made by the Trustee Board. Any such Committees shall report to the Trustee Board on any decisions taken, as soon as is reasonably practical.

37. All acts bona fide done by any meeting of the Trustee Board or of any committee of the Trustee Board, or by any person acting as a member of the Trustee Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Trustee Board.

38. The Trustee Board shall cause proper minutes to be made of all appointments of Officers and of the proceedings of all meetings of the Association and of the Trustee Board and of committees of the Trustee Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **ACCOUNTS**

39. The Trustee Board shall cause proper books of account to be kept with respect to:

- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (B) all sales and purchases of goods by the Association; and
- (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

40. The books of account shall be kept at the office or at such other place or places as the Trustee Board shall think fit, and shall always be open to the inspection of the members of the Trustee Board.

41. All members of the Association shall be entitled to inspect the books and accounts of the Association.

42. At the Annual General Meeting in every year the Trustee Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more, than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustee Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

### **AUDIT**

43. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

44. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Trustee Board being treated as the Directors mentioned in the relevant sections.

### **NOTICES**

45. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

46. Any notice, if served by post, shall be deemed to have been served three days after the day on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

### **DISSOLUTION**

47. Clause 11 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

### **INDEMNITY**

48. Subject to the provisions of the Acts but without prejudice to any indemnity to which a member of the Trustee Board may otherwise be entitled, every member of the Trustee Board or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company.