

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not having a Share Capital

**Memorandum
and
Articles of Association
of
Community Southwark**

As amended by Special Resolutions on 2nd December 2015

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The Companies Acts 1985 and 1989**

**Company Limited by Guarantee and not having
a Share Capital**

**Memorandum of Association
of
Community Southwark**

13. The company's name is Community Southwark (and in this document it is called "the Charity").
14. The Charity's registered office is to be situated in England and Wales.
15. The Charity's objects ("the Objects") are:
 - 15.1 to promote any charitable purpose for the benefit of the public and particularly, but not limited to, the public who live and work in the London Borough of Southwark and surrounding London boroughs, including: to advance education, protect health, relieve poverty distress and sickness, promote voluntary work and a volunteer service and to provide facilities for recreation and other leisure time occupation in the interests of social welfare with the aim of improving the conditions of life of the public.
 - 15.2 to promote the efficiency and effectiveness of voluntary and charitable sector organisations providing health, community care and children's and family services for the benefit of the public and particularly, but not limited to, the public who live and work in the London Borough of Southwark and surrounding London Boroughs, through promoting good practice and partnerships within the voluntary and charitable sector.
16. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 16.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
 - 16.2 to raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - 16.3 to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - 16.4 subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

- 16.5 to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 16.6 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 16.7 to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 16.8 to borrow or raise money on such terms and on such security as may be thought fit with such consents as are required by law;
- 16.9 to do all such other lawful things as are necessary for the achievement of the Objects; and
- 16.10 to work towards the object by influencing the social policy debate in Southwark, promoting good practice and partnerships within the voluntary sector, partnership between sectors, and improving the cultural, political and financial environment in which the voluntary sector works.
17. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity. Provided that nothing in this document shall prevent any payment in good faith by the Charity:
 - 17.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf: 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 his or her appointment or remuneration or that of his or her partner is under discussion;
 - 17.2 of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - 17.3 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
 - 17.4 of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - 17.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
 - 17.6 to any trustee of reasonable out-of-pocket expenses; and

- 17.7 to any trustee or officer of the Charity made under the indemnity provisions in Article 93.
18. The liability of the members is limited.
19. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.
20. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Signatures, Names and Addresses of Subscribers

Leslie Alden
189 Upland Road
London
SE22 0DG

David Stock
Southwark Disablement Association
2 Bradenham Close
London SE17 2QB

Kola Abiola
188 Dunstons Road
East Dulwich
London SE22 0ES

Christopher Wilson
Southwark Chamber of Commerce
Room 1A07, Southbank Techno Park
90 London Road, SE1 6LN

Helen Rice
Blacfriars Advice Centre
199 Walworth Road
SE7 1RL

Velma Bennett
Longwood Management Consultants
34 Danby Street
SE15 4BU

Viv Oyolu
Divine Communications
Cabridge House
131 Camberwell Road

Helena Kowalska
SSEMTA, Peckham Settlement
Goldsmith Road
SE15 5TF

SE5 0HF

James Gillespie
Champion Hill Estate TRA
22 Holderness House
Champion Hill Estate, SE5 8DR

Mac Rzonca
Walworth Garden Farm
Manor Place
Braganza Street, SE17 3BN

Pat Batt
Southwark Disabilities Forum
2 Howbury Road
SE15 3HJ

Dated:

Witness to the above signatures:

Name:

Address:

Occupation:

The Companies Acts 1985 and 1989
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Articles of Association
of
Community Southwark

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

Term	Meaning
1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means
1.2 “Articles”	these Articles of Association of the Charity
1.3 “Charity”	Community Southwark
1.4 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts
1.5 “clear days”	in relation to the period of a notice, that 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
1.6 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006
1.7 “Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital
1.8 “electronic form” and “electronic means”	have the meanings respectively given to them in the Companies Act 2006
1.9 “financial expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000
1.10 “hard copy” and “hard	have the meanings respectively given to

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| copy form” | them in the Companies Act 2006 |
| 1.11 “Memorandum” | the Memorandum of Association of the Charity |
| 1.12 “Secretary” | the secretary of the Charity (if any) |
| 1.13 “Subsidiary Company” | any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company |
| 1.14 “Trustee” and “Trustees” | the director and directors as defined in the Companies Acts |
2. In these Articles and the Memorandum any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time any to any subordinate legislation made under it.

Members

3. The subscribers to the Memorandum and such other persons as are admitted to membership by the Trustees in accordance with the Articles shall be members of the Charity. The names of the members of the Charity shall be entered in the register of members.
4. The subscribers to the memorandum are the first members of the Charity.
5. Membership is open to individuals (“Individual Members”) and to not-for-profit organisations (“General Members”) who:
 - a) apply to the Charity in the form required by the Trustees;
 - b) operate in the area of benefit; and
 - c) are approved by the Trustees provided that at no time shall the number of Individual Members exceed one-fifth of the number of General Members.
6. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
7. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
8. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
9. Membership is not transferable to anyone else.

10. The Trustees must keep a register of names and addresses of the members.

Classes of Membership

11. The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members. The Trustees may at their discretion levy subscriptions on members of the Charity at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

12. The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.

13. The rights attached to a class of membership may only be varied if three-quarters of all the Members entitled to vote either consent to the amendment in writing or pass a special resolution in a general meeting agreeing to the variation.

a) General Members have the right to attend, speak and vote at any general meeting of the Charity. General Members may also propose and second motions, appoint proxy and stand for and propose members to the Trustee Board.

b) Every general member shall have one vote

c) Individual Members are defined as committed individuals, substantial donors and others, such as community activists, which may not represent a particular organisation. Individual members shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity. Individual members may not stand for or propose members to the Trustee Board.

14. The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

15. Membership is terminated if:

a) the member dies or, if it is an organisation, ceases to exist;

b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

c) any sum due from the member to the Charity is not paid in full within six months of it falling due unless a simple majority of the Trustees resolve otherwise in relation to that member;

d) the member is removed from membership if it is determined by a simple majority of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A motion to remove a member from membership may only be passed if:

(i) the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the motion will be proposed and the reasons why it is to be proposed;

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

Trustees

Number and qualification of Trustees

16.1 The Trustees when complete consist of at least 4 and not more than 12 individuals of whom:

- a) not more than 9 shall be elected by the General Members of the Charity in general meeting;
- b) and not more than 3 shall be appointed by the Trustees.

16.2 For the purposes of Article 16.1 (a) a person will be eligible to stand for election if he or she has been duly nominated by a General Member organisation.

Appointment, retirement, removal and disqualification of Trustees

17. Each Trustee shall retire from office at the third annual general meeting following his or her appointment.

18. Subject to Articles 15 and 16 if the Charity at the meeting at which a Trustee retires does not fill the vacancy, the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

19. A Trustee who has served for two consecutive terms of office from the date of adoption of these Articles must take a break from office and may not be reappointed until the annual general meeting following the annual general meeting at which his or her break from office commenced.

20. No person may be appointed as a Trustee:

20.1 unless he or she has attained the age of 18 years; or

20.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.

21. No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting unless:

21.1 he or she is recommended by the Trustees; or

- 21.2 at least 14 but not more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees together with notice executed by that person of his or her willingness to be appointed or reappointed.
22. At least seven but not more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Trustee retiring by rotation at the meeting) who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he or she were so appointed or reappointed, be required to be included in the Charity's register of Trustees.
23. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also decide the rotation in which any additional Trustees are to retire.
24. Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he or she shall vacate office at the end of the meeting.
25. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the meeting appoints someone in his or her place, or if it does not do so, until the end of the meeting.
26. The office of a Trustee shall be vacated if:
- 26.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
- 26.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;
- 26.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

- 26.4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 26.5 he or she resigns by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
- 26.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 26.7 at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views;
- 26.8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees; or
- 26.9 being an authorised representative of a member, that member terminates his role as authorised representative under Article 6 or 7.

Powers of Trustees

27. Subject to the Companies Acts, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
28. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a general meeting of the Charity.
29. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
30. Subject to the Articles the Trustees may regulate their proceedings as they think fit.

Chair

31. The Trustees may appoint from among their number a chair of the Trustees, a Vice-Chair and a Treasurer, and may at any time remove a person so appointed from that office.

Delegation of Trustees' powers

32. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
33. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

34. In the case of delegation to committees:
 - 34.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 34.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 34.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
 - 34.4 all delegations under this Article shall be variable or revocable at any time;
 - 34.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 34.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
35. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
36. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

Delegation of day to day management powers

37. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
- 37.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 37.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 37.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Members' Meetings

38. Articles 35 to 60 shall apply to members' meetings.

Annual general meetings

39. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

Other general meetings

40. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 5% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

- 37.1 Unless Article 37.2 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
- 37.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

Contents of notice

38. Every notice calling a general meeting shall specify the place, day and time of the meeting, whether it is general or annual general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice shall include the proposed resolution and specify that it

is proposed as a special resolution. In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

Service of notice

39. Notice of general meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.

Manner of serving notice

40. Notice of general meetings shall be served in accordance with Articles 87 to 92.

Quorum

41. No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, or 3% of the total membership, whichever is the greater, shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

42. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting, but if neither the chair nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair save that a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair.

Adjournment

43. The chair may, with the consent of a general 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 which might properly have been transacted at the meeting had the adjournment not taken place. When a general meeting is adjourned for 14 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.

Poll

44. A resolution put to the vote of a 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 Companies Acts, a poll may be demanded:
 - 44.1 by the chair; or
 - 44.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
 - 44.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 44.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.
45. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried 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 of or against the resolution.
46. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
47. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
49. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

50. On a show of hands and on a poll every member present in person or by proxy shall have one vote.
51. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.
52. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his or her receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming to exercise the right to vote shall be deposited at the registered office of the Charity, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
53. No objection shall be raised to the qualification of any voter except at the meeting or 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 whose decision shall be final and binding.

Proxies

54. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“[Community Southwark]

[Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution No 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:"

- 55. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 55.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 55.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 56. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
 - 56.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 56.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
 - 56.2.1 in the notice convening the meeting, or
 - 56.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting, or
 - 56.2.3 in any invitation to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic means,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

56.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

56.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

57. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.

58. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office of the Charity or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

59. An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment by that member of a proxy.

Remote attendance at general meetings

60. The Charity may make arrangements for members to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, hear the proceedings and cast their votes on line.

Written resolutions

61. Subject to Article 65, a written resolution of the Charity passed in accordance with these Articles 61 to 69 shall have effect as if passed by the Charity in general meeting.

62. A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
63. A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
64. In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
65. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiry of his or her term of office may not be passed as a written resolution.
66. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.
67. A member signifies their agreement to a proposed written resolution when the Charity receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
 - 67.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.
 - 67.2 If the document is sent to the Charity by electronic means, it is authenticated if:
 - 67.2.1 it bears the member's signature,
 - 67.2.2 if the identity of the member is confirmed in a manner specified by the Charity,
 - 67.2.3 if it is accompanied by a statement of the identity of the member and the Charity has no reason to doubt the truth of that statement, or
 - 67.2.4 if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means
68. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
69. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

Trustees' meetings

70. Articles 71 to 79 shall apply to Trustees' meetings.

Notice

71. Two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting.

72. A Trustees' meeting shall be called by at least seven clear days' notice unless either:-

72.1.1 all the Trustees agree; or

72.1.2 urgent circumstances require shorter notice.

73. Notice of Trustees' meetings shall be given to each Trustee.

74. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.

75. Notice of Trustees' meetings shall be given in accordance with Articles 87 to 92.

Quorum

76. The quorum for Trustees' meetings may be fixed by the Trustees and, unless so fixed at any other number, shall be three or one-third of the total number of Trustees, whichever is the greater.

Chair

77. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

Decision making by Trustees at meetings

78. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Virtual meetings

79. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

80. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by

electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

81. The Trustees may take a majority decision without holding a Trustees' meeting if:
- 81.1.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 81.1.2 that Trustee has made the other Trustees aware of the matter and the need for a decision;
 - 81.1.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- a majority of the Trustees indicate their agreement by any means to a particular decision on that matter.

Conflicts of interest

82. Whenever a Trustee has a personal interest in a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in relation to which a decision is proposed to be made in accordance with Article 80 or 81, or whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting (whether a general meeting or a Trustees' meeting) or in accordance with Article 80 or 81, he or she must:
- 82.1 declare an interest before discussion begins on the matter;
 - 82.2 withdraw from that part of the meeting unless expressly invited to remain (or decline to participate in any discussion on the matter unless expressly invited to do so);
 - 82.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
 - 82.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Irregularities

83. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

General

Secretary

84. Prior to section 270 of the Companies Act 2006 coming into force a Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If and when section 270 of the Companies Act 2006 comes into force a Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 84.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 84.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

85. The Trustees shall cause minutes to be made in books kept for the purpose:
- 85.1 of all appointments of officers made by the Trustees;
- 85.2 of all resolutions of the Charity and of the Trustees; and
- 85.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

86. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 86.1 annual reports;
- 86.2 annual returns;

86.3 annual statements of account.

Communications by and to the Charity

87. Subject to the provisions of the Companies Acts and these Articles:

87.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;

87.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and

87.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

88. Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Charity's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member, provided that:

88.1 a member whose registered 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 him or her, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity; and

88.2 the Charity is not required to send notice of a general meeting or a copy of its annual report and accounts to a member for whom it no longer has a valid address.

89. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:

89.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or

89.2 in the case of documents in electronic form, by sending them by electronic means:

89.2.1 to an address notified to the members for that purpose; and

89.2.2 from an address previously notified to the Charity by the member (other than by electronic means) for the purpose of sending and receiving documents and information.

90. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

91. Where a document or information is sent or supplied under the Articles:

91.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.

91.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.

91.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-

91.3.1 the material is first made available on the website; or

91.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

92. Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:

92.1 if the document or information has been sent to a member and is notice of a general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

92.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.

92.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

93. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of

the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Winding-up

94. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

Regulations

95. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business of the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Companies Acts, the Memorandum, the Articles or any rule of law.

Signatures, Names and Addresses of Subscribers

1. Signature:

Name: Leslie Alden
Address: 189 Upland Road,
London SE22 0DG

2. Signature:

Name: David Stock
Address: Southwark Disablement Association,
2 Bradenham Close,
London SE17 2QB

3. Signature:

Name: Kola Abiola
Address: 18 St Dunstons Road,
East Dulwich,
London SE22 0ES

4. Signature:

Name: Christopher Wilson
Address: Southwark Chamber of Commerce
Room 1A07, Southbank Techno Park
90 London Road, SE1 6LN

5. Signature:

Name: Velma Bennett
Address: Longwood Management Consultants
34 Danby Street
SE15 4BU

6. Signature:

Name: Helen Rice
Address: Blacfriars Advice Centre
199 Walworth Road
SE7 1RL

7. Signature:

Name: Helena Kowalska
Address: SSEMTA, Peckham Settlement
Goldsmith Road
SE15 5TF

8. Signature:

Name: Viv Oyolu
Address: Divine Communications
Cabridge House
131 Camberwell Road, SE5 0HF

9. Signature:

Name: Mac Rzonca
Address: Walworth Garden Farm
Manor Place
Braganza Street, SE17 3BN

10. Signature:

Name: James Gillespie
Address: Champion Hill Estate TRA
22 Holderness House
Champion Hill Estate, SE5 8DR

11. Signature:

Name: Pat Batt
Address: Southwark Disabilities Forum
2 Howbury Road
SE15 3HJ