

## **THE COMPANIES ACT 1985**

### **COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL**

### **ARTICLES OF ASSOCIATION OF RESEARCHERS IN VOLUNTARY ACTION AND COMMUNITY INVOLVEMENT (ARVAC)**

#### **INTERPRETATION**

1. In these Articles:-

"the Act" means the Companies Act, 1985.

"the Committee" means the Management Committee of the Company.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

#### **OBJECTS**

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

#### **MEMBERS**

3. The number of members with which the Company proposes to be registered is unlimited.

4. The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership shall be members of the Company.

5. Full membership of the Company shall be open to
  - (i) individuals interested in furthering the work of the Company who have paid the annual subscription laid down from time to time by the Committee
  - (ii) national, international, and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid.
6. Each member organisation shall appoint not more than two individual persons to represent it and vote on its behalf at general meetings of the Company. In the event of such individual person resigning or otherwise leaving an organisation he or she shall forthwith cease to be a representative thereof.
7. Each member organisation may appoint -
  - (i) a deputy (whose name shall be notified to the secretary) to replace its appointed representative if the latter is unable to attend any particular meeting of the Company and
  - (ii) up to six named observers (who shall not be entitled to vote) to attend any such meeting. Further observers may attend only with the prior agreement of the Committee
8. Honorary members may be appointed at the discretion of the Committee. They shall not be entitled to vote.
9. An application for membership may be approved or rejected by the Committee. The Committee shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right and opportunity to be heard before a final decision is made.
10. Unless the members of the Committee or the Company in the General Meeting shall make other provision pursuant to the powers contained in Article 60 the Committee members may in their absolute discretion permit any member of the company to retire provided that after such retirement the number of members is not less than three.

## **GENERAL MEETINGS**

11. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen 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 a time and place as the Committee shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

12. The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Committee to form a quorum, any member of the Committee or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

### **NOTICE OF GENERAL MEETINGS**

13. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day of the meeting and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. The business to be transacted at the Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Committee and auditors, the election of members of the Committee in place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten persons shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Committee may determine.
17. The chairman of the Company shall chair every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, the members of the Committee present shall elect one of their number to chair the meeting.
18. If at any meeting no Committee member is willing to act as chairman or if no Committee member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting.
19. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting place other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be declared on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - (a) by the chairman; or
  - (b) by at least two members present; or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

21. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

22. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to received notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

### **VOTES OF MEMBERS**

24. Every individual or representative of a member organisation shall have one vote. No person may exercise more than one vote.
25. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.

### **COMMITTEE OF MANAGEMENT**

26. The maximum and minimum number of Committee members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be a maximum number of twenty Committee members and the minimum number of Committee members shall be seven.
27. The Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Committee meetings or General Meetings of the Company or in connection with the business of the Company.

### **BORROWING POWERS**

28. The Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **POWERS AND DUTIES OF THE COMMITTEE**

29. The business of the Company shall be managed by the Committee who may pay all expenses incurred in the formation of the Company, and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
30. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Committee shall from time to time determine.
31. The Committee shall cause minutes to be made
- (a) of the names of the Committee members present at each Committee Meeting;
  - (b) of all resolutions and proceedings at all meetings of the Company, and of the Committee.

## **DISQUALIFICATION OF COMMITTEE MEMBERS**

32. The office of Committee member shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited from being a Committee members by any reason of any order made under Section 295 of the Act; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (d) resigns his office by written notice to the Company; or
  - (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest as required by Section 317 of the Act; or
  - (f) fails to attend more than three consecutive meetings without reasonable cause in which case the Committee member will be deemed to have resigned.
33. A Committee member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

## **ELECTION OF HONORARY OFFICERS AND OTHER COMMITTEE MEMBERS**

34. The Company shall elect each year at the Annual General Meeting a chairman, vice-chairman, treasurer and other such officers as it shall decide. The officers shall hold office until the conclusion of the following Annual General Meeting.

35. Committee members other than the honorary officers shall be elected for three years. One third of the members shall retire annually, the members so to retire being those who have been longest in office.
36. A retiring honorary officer or other Committee member shall be eligible for re-election PROVIDED THAT no honorary officer shall hold office for more than three consecutive years without a break of at least one year.
37. The Company at the meeting at which a Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Committee member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
38. No person other than a Committee member retiring at the meeting shall unless recommended by the Committee be eligible for election to the Committee at any General Meeting unless, not less than ten days before the date set for the meeting, there shall have been left at the registered office of the Company notice in writing signed by a member qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
39. The Company may from time to time by ordinary resolution increase or reduce the number of Committee members.
40. The Committee shall have power at any time to appoint any person to be a Committee member, to fill a casual vacancy or as an addition to the existing members but so that the total number of Committee members shall not exceed any maximum number fixed in accordance with these Articles and so that the number of co-opted Committee members shall not exceed one third of the total membership of the Committee. Any Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election. He shall be entitled to vote at Committee meetings.
41. The Committee may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act remove any Committee member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Committee member removed under this article.

## PROCEEDINGS OF THE COMMITTEE

42. The Committee may meet together for the despatch of business, adjourn, or otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In any case of an equality of votes the chairman shall have second or casting vote. A Committee member may, and the secretary on the request of a Committee member shall, at any time summon a Committee meeting. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from the United Kingdom.
43. The quorum necessary for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed shall be one third of the membership of the Committee, subject to a minimum of three.
44. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is not reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
45. The Company may elect a chairman of the meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Committee members present may choose one of their number to chair the meeting.
46. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Committee and shall report all acts and proceedings to the Committee as soon as is reasonably practicable.
47. A sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
48. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
49. All acts done by any meeting of the committee or of a sub-committee, or by any person acting as a Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment 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 and was qualified to be a Committee member.



50. A resolution in writing, signed by all the Committee members entitled to receive notice of a Committee meeting, shall be as valid and effectual as if it had been passed at a Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Committee members.

### **SECRETARY**

51. Subject to Section 283 of the Act the secretary shall be appointed by the Committee for such term at such remuneration and upon such conditions as the Committee may think fit; and any secretary so appointed may be removed by it; Provided always that no Committee member may occupy the salaried position of secretary.
52. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Committee member and the secretary shall not be satisfied by its being done by or to the same person acting both as Committee member and as, or in place of the Secretary.

### **THE SEAL**

53. The Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a Committee member and shall be countersigned by the secretary or by a second committee member or by some other person appointed by the Committee for the purpose.

### **ACCOUNTS**

54. The Committee shall cause accounting records to be kept in accordance with Sections 211-222 of the Act.
55. The accounting records shall be kept at the registered office of the company or, subject to Section 227 of the Act, at other such place or places as the Committee thinks fit, and shall always be open to the inspection of the officers of the Company.
56. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Committee members, and no member (not being a Committee member) shall have any right of inspecting any account book or document of the Company except as conferred by statute or authorised by the Committee or by the Company in General Meeting.
57. The Committee shall from time to time in accordance with Sections 238-242 of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

58. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and the Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company. Provided that this article shall not require a copy of those documents to be sent to any person or whose address the company is not aware of or to more than one of the joint holders of any debentures.

#### **AUDIT**

59. Auditors shall be appointed and their duties regulated in accordance with Sections 384-392 of the Act.

#### **NOTICES**

60. A notice may be given by the Company to any member either personally or by sending it by post or to his registered office, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.
61. Notice of every General Meeting shall be given in any manner herinbefore authorised to:-
- (a) every member except those who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the auditor for the time being of the Company; and
  - (d) each Committee member.

No other person shall be entitled to receive notices of General Meetings.

#### **DISSOLUTION**

62. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

## **RULES OR BYE LAWS**

63. (a) The Committee may from time to time make such rules or Bye Laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) The conduct of members of the Company in relation to one another, and to the Company's employees.
  - (iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.
  - (iv) The procedure at General Meetings and meetings of the Committee and sub-committees in so far as such procedure is not regulated by these Articles.
  - (v) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions to them and the Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.