

**The Companies Acts 1985 and 1989
Company Limited by Guarantee and not having a Share Capital**

Articles of Association of

Dudley Federation of Tenants and Residents Associations

Interpretation

1. In these articles:

"The Charity" means the company intended to be regulated by these articles;

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

"The articles" means these Articles of Association of the Charity;

"Clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which is to take effect.

"Executed" includes any mode of execution;

"The memorandum" means the memorandum of association of the Charity;

"Office" means the registered office of the Charity;

"The seal" means the common seal of the Charity if it has one;

'The trustees' means the directors of the charity (and 'trustee' has a corresponding meaning);

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"Employee" means anyone holding a contract of employment with the Charity to perform at least eight hours a week for the Charity.

"User of the services provided by the Charity" means any person or organisation engaged in or benefiting from any activities under clause 4 of the Memorandum of Association.

"The United Kingdom" means Great Britain and Northern Ireland; and words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles, shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2.

(1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No organisation shall be admitted as a member of the Charity unless their application for membership is approved by the Trustees

(2) Voting members may be (a) any tenants & residents group residing in the area of benefit who is in agreement with the Objects of the Charity without discrimination between persons by reference to wealth, politics, race, religion, sex, previous criminal convictions, or disability. Each tenants & residents group may appoint one individual who is eligible to be elected to the board of Trustees and who may represent them at meetings. Each representative will have one vote and will be eligible to be nominated for election to the main committee and (b) none voting

members may be any individual, company, local authority or unincorporated association which is in agreement with the Objects of the Charity provided that they can be allocated to one of the following categories:

- (i) User of the services provided by the Charity
 - (ii) Employee of the Charity
 - (iii) Volunteer member of the Charity
 - (iv) Supporter, being individuals and organisations which are making a substantial contribution, in money or in kind to the activities of the Charity
- (3)** Unless the Trustees or the Charity in general meeting shall make other provision under Article 61, the Trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than three.
- (4)** A member shall cease to be a member immediately that they:
- (a) In the opinion of the board, ceases to fulfil any of the qualifications for membership specified in Article 2 (2) above; or
 - (b) Fail in the opinion of the board to pay the annual subscription or any other moneys due to the Charity, or
 - (c) Resign in writing to the secretary; or
 - (d) Die (if an individual person); or
 - (e) The organisation is wound up or goes into liquidation (if a corporate body or association)
 - (f) The member is removed from membership by a resolution of the Trustees in that it is in the best interests of the charity that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (g) The member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (h) 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.

General meetings

- 3.** The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: Provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 4.** The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date no later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call an extraordinary general meeting, any Trustee or any member of the Charity may call a general meeting.

Notice of annual general meetings

5.

- (1) The annual general meeting shall be determined at a general meeting of the Trustees two months prior to when the annual general meeting is to be held. At least twenty-one clear days' notice of the annual general meeting will be given to all members.
- (2) An extraordinary general meeting called for the passing of a special resolution may be called by giving at least twenty-one clear days' notice.

6. Any Trustee or any member of the Charity may call a general meeting providing:

- (1) In the case of an annual general meeting, all the members entitled to attend and vote are notified; and
- (2) In the case of any other meeting a majority in number of members having a right to attend and vote, a majority being not less than 75 percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

- 7. Notice shall be given to all the members and to the Trustees and auditors. 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 of that meeting.

Proxy notices

8.

- (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which—
 - (a) States the name and address of the member appointing the proxy;
 - (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - (d) Is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as –
 - (a) 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
 - (b) 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

Delivery of proxy notices

9.

- (1)** A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.
- (2)** An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3)** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4)** If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Proceedings at general meetings

- 10.** No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.
- 11.** If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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.
- 12.** The chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be 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 chairman and, if there is only one Trustee present and willing to act, he/she shall be chairman.
- 13.** If no Trustee is willing to act as chairman, 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 chairman.
- 14.** A Trustee shall, notwithstanding that he/she is not a member, be entitled to attend and speak at any general meeting.
- 15.** The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 16.** A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded.
- (1)** By the chairman; or
- (2)** By at least two members having the right to vote at the meeting; or
- (3)** By a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 17.** Unless a poll is duly demanded a declaration by the chairman that a resolution has been 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.
- 18.** The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 19.** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 20.** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he/she may have.
- 21.** 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 either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.
- 22.** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of members

Subject to Article 2(2) every member shall have one vote.

- 23.** No member shall be entitled to a vote at any general meeting unless all money then payable by them to the charity has been paid.
- 24.** 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 chairman whose decision shall be final and conclusive.
- 25.** A vote given or a poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination

was received by the Charity at the office 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.

- 26.** Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Trustees

- 27.** The number of Trustees shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 28.** The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future Trustees shall be appointed as provided subsequently in the articles.
- 29.** On an annual basis the Trustees by way of a show of hands or through a secret ballot, shall decide between themselves who is to undertake the honorary role's of chairperson, vice-chairperson, secretary and treasurer and all such details to be received by Companies House and if/when required the Charity Commission upon completion.

Powers of Trustees

- 30.** Subject to the provisions of the Act, the memorandum and the articles and any directions given by special resolution, 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 the articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given out. 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 Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
- 31.** In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the Trustees shall have the following powers, namely:
- (1)** To expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity:
- (2)** To enter into contracts on behalf of the Charity.

Appointment and retirement of Trustees

32.

- (1)** At the first annual general meeting all the Trustees shall retire from office, and at every subsequent annual general meeting one-third of the Trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the

number nearest to one third shall retire from office; but, if there is only one Trustee who is subject to retirement by rotation, he shall retire;

- (2)** In accordance with clause 30, honorary Trustees (chairperson, vice-chairperson , secretary and treasurer) to be elected or re-elected to these positions on an annual basis by way of voting through the show of hands or secret poll at the meeting of all Trustees.
- 33.** Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 34.** If the Charity at the meeting at which a Trustee retires by rotation, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been 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.
- 35.** No person other than a Trustee retiring by rotation shall be appointed or re appointed Trustee at any general meeting unless:
- (1)** He/she is recommended by the Trustees; or
- (2)** Not less than fourteen nor more than thirty-five clear days notice to be given at a meeting to determine the date of the annual general meeting must be given to existing Trustees. The execution of this notice will allow members tenants and residents associations qualified to vote at the annual general meeting the opportunity to select or re-elect their own representative to stand on the board of Trustees. All existing and new Trustees are required to be included in the Charity's register of Trustees together with a notice executed by that person of their willingness to be appointed or re-appointed. As identified in Clause 6, all members are to be given 21 clear days notice of when the annual general meeting is to take place.
- 36.** No person may be appointed as a Trustee:
- (1)** If they are under the age of 18 years unless the Charity is a registered company; or
- (2)** In circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provision of Article 39.
- 37.** Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person other than a Trustee 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 at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, to be required to be included in the Charity's register of Trustees.
- 38.** Subject as aforesaid, 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 determine the rotation in which any additional Trustees are to retire.
- 39.** The Trustees may through co-option appoint a person who is willing to act as a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of co-opted Trustees does not exceed a

maximum of three. 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 shall vacate office at the conclusion thereof.

40. Subject as aforesaid, a Trustee who retires at an annual general meeting may, if willing to act, be reappointed.

Disqualification and removal of Trustees

41. A Trustee shall cease to hold office if he:
- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

Trustees' expenses

42. The Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

Trustees' appointments

43. Subject to the provisions of the Act the Trustees may appoint one or more of their number to the unremunerated office of managing Trustee or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee. A managing Trustee and a Trustee holding any other executive office shall not be subjected to retirement by rotation.
44. No Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contact to which the Charity is a party.

Proceedings of Trustees

45. Subject to the provisions of the articles, the Trustees may regulate their proceedings as they think fit. A Trustee may, and the secretary at the request of a Trustee shall, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
46. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or three Trustees, whichever is the greater.

- 47.** The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 48.** The Trustees may appoint one of the number to be the chairman of their meeting and may at any time remove him from that office. Unless he is unwilling to do so, the Trustee so appointed shall preside at every meeting of Trustees at which he is present. But if there is not a Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
- 49.** The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making any inquiry of supervising or performing any function or duty which in the opinion of the Trustees, would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Trustees.
- 50.** All acts done by a meeting of Trustees, or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 51.** A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 52.** Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two Trustees.

Secretary

- 53.** Subject to the provisions of the Act, the secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Minutes

- 54.** The Trustees shall keep minutes in books kept for the purpose:
- (1)** Of all appointments of officers made by the Trustees; and
 - (2)** 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.

The Seal

- 55.** The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

56. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

Annual Report

57. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

58. The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

59. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing.

60. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be given to him 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.

61. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

62. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

63. The charity may indemnify any Trustee against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006

(1) In this article a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

Rules

64.

(1) The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by laws regulate:

