

Articles of Association



**(as amended by special resolution on 24th
November 2021)**

**Registered Charity Number 1097376
Company limited by guarantee; Registered in England no: 4689779**

The Companies Act 2006

A Company Limited by Guarantee and not having a share capital

Articles of Association

of

Voluntary Action Epping Forest

Interpretation

1. In these Articles:

"the Charity" means Voluntary Action Epping Forest;

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

"these Articles" means these Articles of Association;

"clear days" in relation to a period of 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 it is to take effect;

"Extraordinary General Meeting" shall mean any General Meeting of the Members of the Charity which is not the Annual General Meeting;

"Secretary" means the Secretary of the Charity (if any) or any other person appointed to perform the duties of the Secretary of the Charity, including a joint assistant or Deputy Secretary;

"show of hands" includes a show of hands by electronic means where a meeting is being held virtually (in whole or in part) rather than in person;

"the Board" means the Board of Trustees of the Charity;

"Trustee" means a member of the Board.

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Subject to this Article words and expressions contained in these Articles shall, unless the context requires otherwise, bear the same meanings as in the Act.

Headings are not part of the Articles.

Name

2. The name of the company is Voluntary Action Epping Forest ("hereinafter called the Charity").

Objects

1. The Charity's objects ("the objects") are:
 - a. to promote any charitable purposes for the benefit of the community in the local government district of Epping Forest and its neighbourhood (hereinafter called "the area of benefit") and, in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness;
 - b. to promote and organise co-operation in the achievement of the above purposes and to that end to bring together in council representatives of the voluntary organisations and statutory authorities within the area of benefit.

Powers

4. The Charity shall have the following powers exercisable in furtherance of the said objects:
 - 4.1 To promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities of any kind pursuant to the objects and to arrange and hold meetings, conferences and lectures.
 - 4.2 Subject to such consents as may be required by law, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects.
 - 4.3 Subject to such consents as may be required by law to borrow or raise money for the furtherance of the objects of the Charity in such manner and on such security as the Charity may think fit and to mortgage and charge the undertaking and all or any of the real or personal property and assets, present or future of the Charity.
 - 4.4 To solicit, receive and accept financial assistance, donations, endowments, gifts, (both testamentary and inter vivos), devises, bequests and loans of money, rents, hereditament and other property whatsoever, real or personal and subject or not to any specific charitable trusts or conditions.
 - 4.5 To employ and pay any employees, officers, servants and professional or other advisers.
 - 4.6 To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.
 - 4.7 To invest the monies of the Charity not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

- 4.8 To promote and advertise the Charity's activities.
- 4.9 To undertake any charitable agency business which may promote the Charity's objects.
- 4.10 To accept payment for any property or assets sold or otherwise disposed of or dealt with by the Charity on such terms as the Charity decides.
- 4.11 To subscribe to, become a member of, or amalgamate or co-operate with any other charitable organisation, institution, society or body not formed or established for purposes of profit whose objects are wholly or in part similar to those of the Charity and which by its governing instrument prohibited the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of Article 5 and to purchase or otherwise acquire and undertake all such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Charity of any such charitable organisation institution, society or body.
- 4.12 To carry out all or any of the objects of the Charity and to do all or any of the above acts, matters or things and to exercise all or any of the above powers in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others and either by or through agents, trustees or otherwise, PROVIDED ALWAYS that the Charity shall not undertake any activities of a taxable permanent trading nature.
- 4.13 To lend any part of the monies of the Charity.
- 4.14 To engage and pay agents not being members of the Board and to make all reasonable and necessary provision for the payment of pensions and superannuation to and on behalf of employees, former employees and their widows and other dependants.
- 4.15 To establish and support or aid in the establishment of and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- 4.16 To do all such other lawful things as are necessary to the attainment of the above objects or any of them, PROVIDED THAT:
 - 4.16.1 in case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall deal with or invest the same only in such manner allowed by law, having regard to such trusts;
 - 4.16.2 In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law.
- 4.17 To open and operate banking accounts and other banking facilities.
- 4.18 To insure any risks arising from the Charity's activities.
- 4.19 To make such ex gratia payments as are considered reasonable and fair with the consent of the Charity Commissioners.

Use of Income and Property

5. The income and property of the Charity whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Trustees or to the members of the Charity. Provided that nothing herein shall prevent the payment in good faith by the Charity:
- 5.1 of reasonable and proper interest on money lent by any member of the Charity, or reasonable and proper rent for premises let by any member of the Charity but that no Trustee may receive any remuneration or be interested in the supply of work or goods at the cost of the Charity.
 - 5.2 of reasonable and proper remuneration to any officer or servant of the Charity (not being a Trustee).
 - 5.3 of fees, remuneration or other benefit in money or monies worth to any charity of which the Charity may be a member holding not less than 1/100th part of the capital of that charity.

Liability of members

6. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—
- (a) payment of the Charity's debts and liabilities contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

Membership

7. The members of the Charity shall be the Trustees only, and no person other than a Trustee shall be, or shall become, a member of the Charity. Membership of the Charity cannot be transferred.
8. Any person who is a Trustee shall on ceasing to be a Trustee automatically also cease to be a member of the Charity.

General Meetings

9. The Charity may (but shall not be obliged to) hold an Annual General Meeting each year in addition to any other General Meetings in that year. The Board may call Extraordinary General Meetings when it thinks fit, and Extraordinary General Meetings may also be convened on the requisition of members pursuant to the provisions of the Act.
10. General Meetings shall be held at such times and at such places as the Board shall appoint but they may be held virtually by videoconference or other agreed electronic/remote form of communication.

Notice of General Meetings

11. An Annual General Meeting and an Extraordinary General Meeting shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 per cent 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.

The notice shall be given to all members and to the auditors.

Proceedings at General Meetings

12. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be five members who are entitled to vote upon the business to be transacted.
13. If a quorum is not present within half an hour of the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Board may determine but those persons present may agree in principle upon the business set out in the notice to be transacted at the meeting, subject to the ratification of such business at the adjourned meeting.
14. The chairperson, if any, of the Board or in his/her absence the vice-chairperson, if any, of the Board or in his/her absence some other Trustee nominated by the other Trustees present shall preside as the chair of the meeting.
15. The chair of the meeting 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 that properly might have been transacted at the meeting had an 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:
- a. by the chair of the meeting; or
 - b. subject as aforesaid, by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
17. Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or 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 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 chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for a poll was made.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
20. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded.

Written resolutions

21. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member,
 - (b) a simple majority (or in the case of a special resolution by a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - (c) each member's agreement is contained in an authenticated document which has been received by the Charity within 28 days after (and including) the date on which the resolution was circulated.

Number of Trustees

22. Until otherwise determined by members in General Meeting the number of Trustees shall not be less than 5 nor more than 15.
23. The Charity may from time to time by Special Resolution change the minimum or maximum number of Trustees.

Powers of the Board

24. Subject to the provisions of the Act, the Articles and any directions given by Special Resolution, the business of the Charity shall be managed by the Board who may exercise all the powers of the Charity. No alteration of the Articles and no such direction shall invalidate any prior act of the Board which would have been valid had that alteration not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all the powers exercisable by the Board.
25. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Board shall have the following powers:
 - 25.1 To expend the funds of the Charity in such manner as it 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 it may see fit;
 - 25.2 To enter into contracts on behalf of the Charity;
 - 25.3 To create such sub-committees of the Board as the Board shall think appropriate to carry out the business of the Charity provided that any such sub-committees shall at all times be responsible to the Board who shall make rules as to the business to be carried on by the sub-committees and their rules and procedures. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board.

26. The Board may act notwithstanding any vacancy in its body, provided always that in case the number of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles it shall be lawful for them to act as the Board solely for the purpose of filling up vacancies on the Board or of summoning a General Meeting.

Appointment and Retirement of Trustees

27. One third (or the number nearest one third) of the Trustees must retire every year, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
28. The Board may at any time appoint as a Trustee a person who is eligible under Article 28 and is willing to act as a Trustee provided that this does not cause the total number of Trustees to exceed the maximum number permitted. A retiring Trustee may be reappointed.
29. No person may be appointed as a Trustee unless:
- 29.1 he/she has attained the age of 18 years; and
- 29.2 if elected, he/she would not have been disqualified under the terms of Article 29.

Disqualification and Removal of Trustees

30. A Trustee shall cease to hold office if:
- 30.1 he/she ceases to be a Trustee by reason of any provision in the Act or is disqualified from acting as a Trustee by reason of Sections 178-180 of the Charities Act 2011 (or any statutory modification or re-enactment of those provisions);
- 30.2 he/she becomes by reason of mental illness incapable of managing his/her own affairs;
- 30.3 he/she by notice in writing to the Charity resigns his/her office;
- 30.4 he/she is absent without the permission of the Board and without acceptable reason from three consecutive Board meetings; or
- 30.5 75% of the other Trustees vote to remove him/her from office on any ground or grounds PROVIDED THAT he/she has first been given an opportunity to be heard at a meeting of the Board.

Expenses of the Board

31. Trustees may, with the consent of the Board, be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with the discharge of their duties, but otherwise they shall be paid no remuneration.

Proceedings of the Board

32. Subject to the other provisions of these Articles the Board may regulate its proceedings as it

thinks fit. Any Trustee may call a meeting of the Board. Questions arising at a meeting shall be decided by a majority of votes.

33. The quorum for the transaction of the business of the Board may be fixed by the Board but shall not be less than five Trustees present (either in person or by videoconference or other agreed electronic/remote form of communication) and entitled to vote.
34. The Board may act notwithstanding any vacancies in its number, but, if the total number of Trustees is less than the number fixed for the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a General Meeting.
35. The chairperson of the Charity (if any) shall preside at every meeting of the Board at which he/she is present. If neither the chairperson nor the vice-chairperson is available, or if there are no Trustees holding those offices, the Trustees present may appoint one of their number to be the chair of the meeting.
36. The Trustees may permit any person who is not a Trustee to attend any of their meetings as an observer.
37. The Board may appoint one or more sub-committees consisting of one or more Trustees for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a sub-committee. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board whose decision on any recommendations shall be final.
38. All acts done by a meeting of the Board, or of a sub-committee of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them was disqualified from holding office or had vacated office or was not entitled to vote, be, with the consent of the Board, 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.
39. A resolution in writing signed by all the Board entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board 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.
40. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by two people out of four people as authorised by the Board.

Secretary

41. Subject to the provisions of the Act, the Secretary (if any) shall be appointed by the Board for such term, at such remuneration (if not a Trustee) and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

Minutes

42. The Board shall keep minutes in physical or electronic books kept for the purpose:
 - 42.1 of all appointments of officers made by the Board; and

- 42.2 of all proceedings at meetings of the Charity and of the Board and of sub-committees of the Board including the names of the Trustees present at each such meeting.

Accounts

43. Accounts shall be prepared in accordance with the provisions of the Act and the requirements of the Charities Act 2011.

Annual Reports

44. The Board shall comply with all the requirements of the Act and of the Charities Act 2011 with regard to the preparation and submission of an annual report.

Annual Returns

45. The Board shall comply with all the requirements of the Act with regard to the preparation and submission of annual returns.

Notices

46. Any notice to be given to or by any person pursuant to the Articles shall be in writing and may be sent or supplied in any way in which the Act provides for documents or information to be sent or supplied by or to the Charity.

Indemnity

47. Subject to the provisions of the Act every Trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him by any court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

48. The Board may from time to time make such rules or bye-laws as it may deem necessary, expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes and conditions of membership. In particular but without limitation to the generality of the foregoing, it may by such rules or bye-laws regulate:
- 48.1 The admission and classification of members of the Charity and the rights and privileges of such members and the conditions of membership;
 - 48.2 The conduct of members of the Charity in relation to one another and to the employees of the Charity;
 - 48.3 The setting aside of the whole or any part or parts of the premises of the Charity at any particular time and for any particular purpose;
 - 48.4 The procedure at General Meetings and at the meetings and committees of the Board in so far as such procedure is not regulated by these Articles;
 - 48.5 Generally, all such matters as are commonly the subject matter of charity rules.

49. The Charity in General Meeting shall have the power to alter, add to or repeal the rules or bye-laws and the Board shall adopt such means as it thinks sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which shall be binding on all members of the Charity provided that no such rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum and Articles.

Alterations to these Articles

- 50.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by special resolution.
- 50.2 Alterations may only be made to the objects of the Charity or any clause of these Articles which directs or restricts the way monies or the property of the Charity may be used with the Charity Commission's prior written consent.

Dissolution

51. If upon winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charitable institutions having objects similar to the objects of the Charity, and which shall profit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Charity under or by virtue of this Memorandum, such institution or institutions to be determined by the members of the Charity at or before the time of dissolution or in default thereof by such court of law as may be given to such provisions then to some other charitable object or objects.

Previous Memorandum and Articles of Association

52. For the avoidance of doubt, these Articles replace both the form of memorandum of association and the form of articles of association which previously prescribed regulations for the Charity.