

# **THE COMPANIES ACTS 2006**

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

## **MEMORANDUM OF ASSOCIATION of MEDWAY ETHNIC MINORITY FORUM LIMITED**

### **1. Name**

The name of the Company is Medway Ethnic Minority Forum Limited, called in this document "the Forum".

### **2. Registered Office**

The registered office of the Company is to be situated in England.

### **3. Objects of the Company**

"To promote social inclusion for public benefit, by working with people in Medway and the surrounding areas, who are socially excluded on the grounds of being members of minority ethnic communities, relieving the needs of such people and assisting them to integrate into society, in particular by:

Providing support to ethnic minority community and voluntary groups, to reduce the barriers that these communities face, and promoting increased access to opportunities available to them from local authorities and service providers."

### **4. Powers**

In furtherance of the above objects but not further or otherwise the Forum shall have the following powers: -

- (a)** to raise funds and borrow money for the furtherance of the objects of the Forum PROVIDED that the Forum must not undertake any permanent trading activities and must comply with any relevant statutory regulations .
- (b)** to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that this shall be without prejudice to the ability

of the Forum to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Forum may think fit.

- (c) to employ and pay or take on a voluntary basis any employee, officers, servants and professional or other advisers as are necessary for the furtherance of the objects of the Forum.
- (d) subject to any consent 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 Forum may think necessary for the promotion of its Objects.
- (e) subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Forum with a view to the furtherance of its objects.
- (f) to establish, promote or otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Objects through trading and to establish the same either as wholly owned subsidiaries of the Forum or jointly with other persons, companies, government departments or local authorities and to finance the same if members of the Board of Trustee Directors see fit by way of loan or share subscription on commercial terms PROVIDED that the Forum must seek professional legal advice before financing such companies.
- (g) to promote and advertise the Forum's activities.
- (h) to insure to full value against loss or damage any property belonging to the Forum.
- (i) to invest the moneys of the Forum not immediately required for the furtherance of its Objects in or upon such investments, securities or properties as may be thought fit, subject nevertheless to such conditions and consents as may for the time being be imposed or required by law.
- (j) to make payments towards insurance and to indemnify any Trustee Director, officer, staff and voluntary workers against personal liability for acts properly undertaken by them in the performance of their duties as may be thought fit.
- (k) to establish, support or join with any charitable companies, institutions, societies or associations whose objects are the same or similar to its own.

- (l) to establish and support or aid the establishment and support of any charitable trusts, institutions, associations or societies calculated to further any of the objects of the Forum.
- (m) to enter into any arrangements with any government agency, authorities or persons, company or association necessary to promote any of the Objects.
- (n) to pay all or any expenses incurred relating to the promotion, formation and incorporation of the Forum.
- (o) to do all or any of the things hereinbefore authorised either alone or in conjunction with any other charitable organisation, institution, society or body with which this Forum is authorised to amalgamate.
- (p) to do all such other lawful things as are necessary for the attainment of the above Objects or any of them.

## **5. Income and Property**

The income and property of the Forum shall be applied solely toward the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Forum, and no member of the Board of Trustee Directors shall be appointed to any office of the Forum, paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Forum.

Provided that nothing herein shall prevent any payment in good faith by the Forum :-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Forum (not being a member of its Board of Trustee Directors) for any services rendered to the Forum ;
- (b) of reasonable out-of-pocket expenses incurred as the direct result of the carrying out by an employee of his/her duties as such;
- (c) of reasonable out-of-pocket expenses to any member of the Board of Trustee Directors;
- (d) for the discharge by any member of the Forum of expenditure incurred in connection with the Forum's business such expenditure having been incurred in accordance with a budget which has been approved by the Board of Trustee Directors.

## **6. Limited Liability**

The liability of the members of the Forum is limited.

## **7. Extent of Liability**

Every member of the Forum undertakes to contribute to the Forum **£1** or any smaller amount required if;-

- (a)** the Forum is wound-up while they are a member or within one year afterwards; and
- (b)** the Forum has debts and liabilities which it cannot meet out of its assets.

## **8. Alterations to this Memorandum**

- (a)** No alterations to this Memorandum may be made which cause the Forum to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution. For a special resolution to be valid, 21 clear days' notice of it must be given, and 75% of those voting (present in person) must vote in favour of it. Such a resolution may be passed on less notice if 95% of the total number of members of the Forum having the right to vote agree.
- (b)** Alterations may only be made to the Objects or any clause of this Memorandum or Articles which directs or restricts the way monies or the property of the Forum may be used with the Charity Commission's prior consent.
- (c)** The Charity Commission and the Companies Registrar must be informed of the alterations and all future copies of the Memorandum issued must contain the alteration.

## **9. Disposal of Assets on Dissolution**

**9.1** The members of the Forum may, at any time before the winding-up or dissolution, resolve that any net assets of the Forum after all its debts and liabilities have been paid, or provision has been made for them, shall be ;

- (a)** applied directly for the Objects ; or

**(b)** given or transferred to any charity or charities for purposes that are the same or similar to the Objects.

**9.2** The net assets of the Forum must not be paid to or distributed among the members of the Forum and if no such resolution is passed by the members the net assets of the Forum shall be applied for charitable purposes as directed by the court or the Charity Commission.

# **THE COMPANIES ACTS 2006**

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## **ARTICLES of ASSOCIATION of MEDWAY ETHNIC MINORITY FORUM LIMITED**

### **INTERPRETATION**

**1.** In these Articles:-

"the Act" means the Companies Act 1985 and 1989.

"the Forum" means the Medway Ethnic Minority Forum Limited.

"the office" means the registered office of the Forum.

"the Board" means the Board of Directors of the Forum.

"the Directors" means the directors of the Forum. The directors are charity trustees as defined by Section 97 of the Charities Act 1993.

"the officers" includes the Directors and Secretary.

"the memorandum" means the memorandum of association of the Forum.

"the seal" means the common seal of the Forum.

"the secretary" means the Secretary of the Forum or any person appointed to perform the duties of the Secretary of the Forum, including a joint, assistant or deputy secretary.

"community organisation" means any not-for-profit organisation, whether incorporated or not, with members defined along distinct racial or ethnic origins set up for sports or cultural aims and objectives and not engaged in providing services for commercial purposes.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

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.

## **OBJECTS**

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

## **MEMBERS**

3. The Forum shall have two categories of members viz. Full Members and Associate Members.
4. The Forum shall consist of no fewer than 5 full members all of whom shall be community organisations based and operating in Medway.
5. Full membership shall be open to not-for-profit community organisations and community groups based and operating in Medway and who;
  - (a) are interested in furthering the aims and objectives of the Forum;
  - (b) at the time of their initial application have been in existence for at least six months;
  - (c) apply to the Forum in the form required by the Board; and
  - (d) are approved by the Board.
6. The Board may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Forum to refuse the application and must inform the applicant in writing of the reasons for refusal within twenty one days of the decision.
7. The Board must consider any written representation the applicant may make about the decision. The Board's decision following any representation must be notified to the applicant in writing but shall be final.
8. Membership is not transferable to any other organisation or group.
9. The Board must keep a register of names and addresses of all the members.

10. With each application for membership to the Forum all full members are required to;
  - make a written declaration of their commitment to the Forum's objects and their desire to work strategically towards the achievement of those objects;
  - submit a copy of the organisations current constitution or other documents setting out its aims and objectives; and
  - supply details of the organisations bank account and copy of the annual accounts (if available).
11. Every full member may at each Annual General Meeting nominate two persons of 18 years or over to represent it and vote on its behalf at all meetings of the Forum.
12. Each full member shall have one vote.
13. **Associate membership** shall be open to those service provider organisations or agencies and authorities that support, advice and assist the Forum in furthering its work to achieve its aims and objectives.
  - (a) No service provider organisation or agency and authority shall be admitted to associate membership unless the other membership requirements of the Forum are fulfilled.
  - (b) Associate members may attend the Forum meetings with the right to speak but not to vote.

#### **TERMINATION and REMOVAL of MEMBERS**

14. No rule as to the manner in which a member may be removed from membership of the Forum is valid unless it provides that the member is to be given an opportunity to be heard at any meeting at which the question of removal is to be determined
15. Any member of the Forum may be removed from membership in accordance with the following rules but by no other method.
  - (a) A member may be removed if, in the opinion of the Board, they have acted or have threatened to act in a manner which is contrary to the interests of the Forum as a whole or if the conduct (whether as a member or otherwise) is likely to bring the Forum or any or all of its Directors or members into disrepute.



- (b) If at a meeting of the Board a resolution is passed to remove a member, the Chair must serve a notice on the member stating that the Board has resolved to invoke the provisions of these rules and giving a statement of the reasons for the Board's decision. The statement of reasons must be sufficiently detailed in the circumstances to enable the member to know the case against them.
  - (c) The notice to the member must also give the member the opportunity to make representations to the Board in writing or in person at a mutually convenient time as to why they should not be removed as a member. The Board must consider any representations made by the member and, if the representations are not made by the member at the Board meeting, the Directors must consider the representations at the next Board meeting.
  - (d) After the Board meeting at which the representations are considered, the Chair must serve a notice on the member informing them of the decision. If the decision is to remove the member, this must be reflected in the register of members as soon as reasonably practicable.
  - (e) There will be no right of appeal from a decision of the Board to remove a member. After removal of the member has been noted in the register of members they will have no right to attend and vote at general meetings of the Forum and will cease to be entitled to any other benefits of membership.
  - (f) They will not be entitled to a refund of any subscription, membership fee or joining fee paid for membership of the Forum.
  - (g) The Board's proceedings and the statement of reasons for removal will be confidential and the Board must make no statement to the other members of the Forum concerning the member's removal unless the member chooses to make public the issue of their removal, or to make it a matter of interest to the members of the Forum as a whole.
- 16.** Membership is terminated when the community organisation or community group ceases to exist.
- 17.** Any member of the Forum may resign their membership by giving to the Secretary written notice to that effect.

## **GENERAL MEETINGS**

- 18.1** The Forum shall in 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.
- 18.2** Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Forum and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall decide.
- 18.3** All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 19.** The Board may, whenever they think fit, convene an extraordinary general meeting.

## **NOTICE of GENERAL MEETINGS**

- 20.1** The minimum periods of notice required to hold a general meeting of the Forum are :
- twenty-one clear days for an Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution;
  - fourteen clear days for all other extraordinary general meetings.
- 20.2** A general meeting may be called by shorter notice if it is so agreed :
- in the case of an Annual General Meeting, by all the members entitled to attend and vote ;
  - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95% of the total voting rights.
- 20.3** The notice must specify the date, time and place of the meeting and the general nature of business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- 20.4** The notice must be given to all the members and to the Directors and auditors.

21. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Forum.

## **PROCEEDINGS at GENERAL MEETINGS**

22. At the Annual General Meeting the business shall include the election of the Directors for the Board; the consideration of an annual report of the work done by or under the auspices of the Board and of the annual audited accounts; the appointment of an auditor or an independent examiner as required under the Charities Act 2011; and the transaction of such other matters as may from time to time be necessary.
23. No business shall be transacted at any General Meeting unless a quorum of members is present.
24. A quorum is 9 members entitled to vote upon the business to be conducted at the meeting or one-third of the total membership at the time, whichever is the greater.
  - 24.1 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Directors shall determine.
  - 24.2 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
  - 24.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
25. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
  - 25.1 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
  - 25.2 If there is only one Director present and willing to act, he or she shall chair the meeting.
  - 25.3 If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

- 26** The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 26.1** The chairman must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- 26.2** No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 26.3** If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 28.** Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- (a) by the person chairing the meeting; or
  - (b) by at least two members having the right to vote at the meeting; or;
  - (c) by a member or members representing not less than one-fifth of the total voting rights of all the members having the right to vote at the meeting.
- 29.** The declaration by the chairman of the result of a vote shall be conclusive unless a poll is demanded, and the result of the vote must be recorded in the minutes of the Forum but the number or proportion of votes cast need not be recorded.
- 30.** A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman and if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 31.** If a poll is demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 32.** If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 33.** A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other

question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES of MEMBERS**

- 34.** Every full member shall have one vote.
- 35.** Any full member of the Forum entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same rights as the member to speak and vote at the meeting.
- 36.** The member must give written notice deposited at the registered office of the Forum not less than 48 hours before the meeting of the name of its representative. The representative shall not be entitled to represent the member at any meeting unless the notice had been duly received by the Forum. The nominee may continue to represent the member until written notice to the contrary is received by the Forum.
- 37.** Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the chairman of the meeting shall be final.

### **BOARD of DIRECTORS**

- 38.** The total number of Directors on the Board shall be determined by the Forum in general meeting, and shall be no more than 15 and the minimum number of members of the Board shall be five.
- 39.** All members who have been full members of the Forum continuously for a period of six months prior to the Annual General Meeting shall be eligible to nominate one representative for election to the Board and to vote in such an election.
- 40.** Every individual representative so nominated and seconded in writing to stand for election to the Board must in writing accept the nomination within 7 days of the closing date for nominations and shall at the same time sign a declaration that he/she will:
  - promote the aims and objectives of the Forum and not the interests of any one group of members ;
  - regularly attend and participate actively in Board meetings;

- fulfil his/her share of responsibilities for developing the work plan of the Forum
41. The Directors may nominate a person willing to act as and undertake the duties of a Director until the next Annual General Meeting.
  42. The first meeting of the newly-elected Board of Trustee Directors shall take place within 28 days of the Annual General Meeting.

### **POWERS and DUTIES of the BOARD**

43. The Directors shall administer and manage the business and property of the Forum and may exercise all the powers of the Forum unless they are subject to any restrictions imposed by the Act, the Memorandum, these Articles or any special resolutions.
44. In the exercise of the aforesaid powers and in the management of the business of the Forum, the members of the Board shall always be mindful that they are charity trustees within the meaning of Part 9, Section 177-189 of the Charities Act 2011.
45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Forum, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
46. No Director shall acquire any interest in property belonging to the Forum (otherwise than as a trustee of the Forum) or receive remuneration or be interested (otherwise than as a member of the Board) in any contract entered into by the Board.

### **ROTATION of MEMBERS of the BOARD**

47. At the first Annual General Meeting of the Forum all the members of the Board shall retire from office. At each subsequent Annual General Meeting one-third of the Directors or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.
48. The Directors to retire by rotation shall be those who have been longest in office since their last appointment. As between Directors appointed to the Board on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
49. A retiring Director shall be eligible for re-election as prescribed in Articles 39 and 40.

50. The Forum may from time to time by ordinary resolution increase or reduce the number of members of the Board subject to Article 38, and may also determine in what rotation the increased or reduced number is to go out of office.
51. The Board shall have power to appoint any person to be a member of the Board, either to fill a casual vacancy or as an addition to the existing members of the Board, but so that the total number of Directors shall not any time exceed any maximum number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
52. The Forum may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Companies Act 2006, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Forum and such Director.

#### **MEETINGS and PROCEEDINGS of the BOARD**

53. The Board shall hold at least six ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two Directors in consultation with the Chair upon not less than 7 days' notice being given to the other members of the Board of the matters to be discussed.
54. Every matter arising at any meeting shall be decided by a majority of votes of the Directors present and voting. In the case of an equality of votes the chairman shall have a second or casting vote.
55. The quorum necessary for the transaction of business and making decisions by the Board may be fixed by the Board and unless so fixed shall be five or one-third of the number of Directors for the time being whichever shall be the greater number.
56. The Board may delegate any of their powers to committees consisting of such majority of Directors as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the Board and shall fully and promptly report all acts and proceedings to the Board as soon as is reasonably practicable.
57. A 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 same, the members present may choose one of their number to be chairman of the meeting.

- 58.** A 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.
- 59.** A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of the Board and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) of a committee of the Board duly convened and held.

## **MINUTES**

- 60.** The Directors must keep minutes of all:
- (a) Appointments of officers made by the Directors;
  - (b) Resolutions and proceedings at all meetings of the Forum,
  - (c) meetings of the Directors and committees of the Board including
    - the names of the Directors present at the meeting
    - the decisions made at the meetings ; and
    - where appropriate the reasons for the decisions.

## **DISQUALIFICATION OF DIRECTORS**

- 61.** A Director shall cease to hold office if he or she:
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally ; or
  - (c) becomes prohibited from being a member of the Board by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes disqualified by law from being a Director ; 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 notice in writing to the Forum; or



- (e) is directly or indirectly interested in any contract with the Forum and fails to declare the nature of his interest in manner required by Section 175 of the Act ; or
  - (f) is absent without the permission of the Board from all meetings held within a period of six consecutive months and the Board resolve that his or her office be vacated.
- 62.** A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

### **HONORARY OFFICERS**

- 63.** The honorary Chair, honorary Vice-Chair, honorary Treasurer shall be appointed by the Board from amongst the elected Directors at the first meeting of the Board following the Annual General Meeting.
- 64.** The duties of the Chair shall be:
- (a) to preside at all meetings of the Forum and the Directors ;
  - (b) to prepare in consultation with the honorary Secretary the agenda for meetings of the Forum and the Directors;
  - (c) to act as the principal spokesperson on public occasions or when representations are being made on behalf of the Forum;
  - (d) to uphold these Articles and to ensure the efficient and proper conduct of the affairs of the Forum;
  - (e) to encourage co-operation and goodwill among the community in promoting the Forum’s objects and fulfilling its functions.
- 65.** The Chair may, on the advice of other members of the Board, take decisions under “Chair’s action” provided that:
- (a) whenever possible he/she shall normally so act only after consultation with at least one Director and the Secretary ;
  - (b) all such action shall be reported to the next meeting of the Board with the request that it be ratified;
  - (c) any expenditure that may be incurred under Chair’s action between any two meetings of the Board shall not exceed a sum to be pre-determined by the Board.

- 66.** The Vice-Chair shall deputise for the Chair in the performance of any of the duties listed under Article 63 when so requested by the Chair or in the absence or non-availability of the Chair.
- 67.** If the office of Chair or Vice-Chair falls vacant, through resignation or any other cause the Board shall as soon as possible elect one of its number to assume the title and duties of the office until the next annual general meeting.
- 68.** The duties of the Treasurer shall be:
- (a) to keep or ensure that proper accounts are kept of all monies received by or on behalf of the Forum and of all payments made on its behalf; that they are presented annually for audit by a qualified auditor or examination by an independent examiner, and that the auditors or examiners report thereon is presented to the Annual General Meeting;
  - (b) in consultation with the Chair, Vice-Chair and Secretary to prepare an annual budget to cover the work of the Forum and to keep the out-turn under review ;
  - (c) to advise the Board and the Forum on all matters relating to the financial management of the Forum ; and
  - (d) to present a financial statement of current income and expenditure to the Directors at meetings of the Board at least once a quarter.
- 69.** If the office of Treasurer falls vacant through resignation or any other cause the Board shall, as soon as practicable, appoint one of its number or co-opt a qualified person to assume the title and duties of the office until the next Annual General Meeting.

## **SECRETARY**

- 70.** Subject to section 13 of the Act the Secretary shall be appointed by resolution of the Board for such term, at such remuneration and upon such conditions, as the Board may think fit; and any secretary so appointed may be removed by it; Provided always that no member of the Board may occupy the salaried position of the secretary.

## **THE SEAL**

- 71.** If the Forum has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of Directors authorised by the Board and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be

countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

## **ACCOUNTS**

- 72.** The Board shall prepare for each financial year accounts in accordance with the provisions of the Charities Act 2011. The accounts must be prepared to show a true and fair view and follow accounting standards and adhere to the applicable Statement of Recommended Practice.
- 73.** The accounting records shall be kept at the registered address of the Forum and shall always be open to the inspection of the officers of the Forum.

## **AUDITORS**

- 74.** Auditors shall be appointed at the Annual General Meeting and their duties regulated in accordance with the Act.

## **ANNUAL REPORT and RETURN**

- 75.** The Directors must comply the requirements of the Charities Act 2011 with regard to:
- the transmission of the statement of account to the Forum;
  - the preparation of an annual report and its transmission to the Charity Commission for England;
  - the preparation of an annual return and its transmission to the Charity Commission for England.

## **NOTICES**

- 76.** Any notice required to be served on any member of the Forum shall be in writing and shall be served by the Secretary or the Board on any member personally or by sending it through the post in a first-class prepaid letter or by using electronic communications addressed to such member at their last known address in the United Kingdom.
- 77.** A notice shall be deemed to be given 48 hours after the envelope containing it was posted or in the case of electronic communication 48 hours after it was sent.

## **DISSOLUTION**

- 78.** The Forum may at any time be dissolved by a resolution passed by a two thirds majority of members present and voting at a quorate extraordinary meeting of the Forum, provided that at least twenty one days' notice of the intention to move such a resolution has been given by the Secretary to all members. Such a resolution may give instructions for the disposal of any assets held by or in the name of the Forum, provided that if any property remains after the satisfaction of all debts and liabilities such property must not be paid or distributed amongst the members of the Forum but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Forum as the Forum may (with the approval of the Charity Commission) determine.

## **RULES or BYE LAWS**

- 79.** The Board may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Forum.
- 80.** The bye laws may regulate the following matters but are not restricted to them :
- (a) the admission and classification of members of the Forum, 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;
  - (b) the conduct of members of the Forum in relation to one another, and to the Forum's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Forum's Premises at any particular time or times or for any particular purpose or purposes.
  - (d) the procedure at general meetings and meetings of the Board and committees of the Directors in so far as such procedure is not regulated by these Articles; and
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- 81.** The Forum in General Meeting shall have power to alter or repeal the rules or bye laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of

the Forum all such rules or bye laws, which so long as they shall be in force, shall be binding on all members of the Forum. 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 Forum.

## **INDEMNITY**

- 82.** The Forum shall indemnify every Director or other officer or auditor of the Forum against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default ,breach of duty or breach of trust in relation to the affairs of the Forum.
- 83.** The Board shall have power to purchase and maintain for any Director, officer or auditor of the Forum insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

As per the Special resolution passed on March 8, 2016 to change the Objects of the Company, we, undersigned, hereby declare that this Memorandum of Association and Articles to be the new one.

Priti Sanjay Joshi

Chair

Dayantha Liyanage

Company Secretary

Amarjeet Kaur Missan

Treasurer

**Date: March 10, 2016**