

Articles of Association for
Oliver's Battery Community Centre
a charitable company limited by guarantee

NAME

The name of the charity shall be **Oliver's Battery Community Centre**.

OBJECTS

The aims of this charity shall be to establish a new Community Centre building in the civil parish of Oliver's Battery, Winchester and to manage and maintain this centre for the benefit of all residents of Oliver's Battery and adjacent areas (referred to as the "area of benefit").

The charity shall promote the use of this centre for social, educational and leisure activities which contribute to the health, well being and enjoyment of residents in the area of benefit. The benefit of the centre shall be available to all these residents without distinction of age, gender, race, religious persuasion, political opinion, sexual orientation or membership of any other lawful organisation.

The charity shall not be affiliated to any commercial interest, political party or religious organisation but may affiliate to a national federation of community associations or similar body.

The liability of members is limited to a sum not exceeding £25, being the amount each member undertakes to contribute to the assets of the charity in the event of its being wound up while he or she is a member for the payment of debts, liabilities and costs of winding up.

POWERS

To further these aims, the directors of the charity shall have power to:

- (1) Raise funds by way of contributions, donations, legacies and other lawful method towards the aims of the charity.
- (2) Buy, take on lease or exchange, hire, or otherwise acquire property and to maintain and equip it for use.

- (3) Sell, lease, or otherwise dispose of all or part of any property belonging to the charity, subject to any consents required by law.
- (4) Borrow money and charge the whole or any part of the property belonging to the charity as security for the money borrowed, subject to any consents required by law
- (5) Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- (6) Establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Aims.
- (7) Acquire, merge with, or enter into partnership with any other charity having similar Aims.
- (8) Set aside income as a reserve against future expenditure in accordance with a written policy on reserves which has been approved by the directors.
- (9) Employ and remunerate staff as are necessary for the accomplishment of the Aims. Directors of the charity are excluded from becoming employees.
- (10) Deposit or invest funds, employ a professional fund manager, or arrange for the investments or other property of the charity to be held in the name of a nominee, subject to any conditions required by law.
- (11) Do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Aims.

APPLICATION OF INCOME AND PROPERTY

The income and property of the charity shall be applied solely towards the promotion of the Aims.

A director is entitled to be reimbursed for actual expenses incurred when acting on behalf of the charity. A director may benefit from indemnity insurance purchased by the charity when required by law and subject to the conditions of that law.

None of the income of the charity may be paid as a dividend, bonus, or otherwise to any director of the charity.

DIRECTORS AND THEIR POWERS

A director of the charity may be any member of the charity who is over 18 and not otherwise disqualified by law from holding office. A director may not appoint another director or anyone else to act on his or her behalf at a meeting of directors.

The number of directors shall be a minimum of five including chairman, vice-chairman, secretary, and two other directors. Unless otherwise determined by an ordinary resolution

at a General Meeting, the maximum number of directors shall be nine. The first directors shall be those persons notified to Companies House as the directors of the charity.

The directors shall manage the business of the charity and may exercise all the powers of the charity, subject to its articles and special resolutions and any restrictions imposed by law. Any meeting of directors at which a quorum is present may exercise all the powers exercisable by directors.

The directors shall have the power to make rules and standing orders relating to the use of the community centre, subject to these rules being consistent with the Aims. These rules may regulate the following but are not restricted to them:

- (1) admission of members to the charity, the rights and privileges of members, and the subscriptions or other fees to be paid by members;
- (2) conduct of members of the charity while using the community centre;
- (3) reservation of the whole or parts of the community centre at particular times or for particular purposes;
- (4) procedure at general meetings of the charity.

These rule shall be binding on all members of the charity but directors must adopt reasonable means to communicate them to members.

BENEFITS AND PAYMENTS TO DIRECTORS

No director may:

- (1) Buy goods or services from the charity on terms preferential to those available to members of the public;
- (2) Sell goods, services or an interest in land to the charity;
- (3) Be employed by, or receive remuneration from the charity;
unless this is specifically approved by an ordinary resolution at a General Meeting.

In the event that a director has an approved trading relationship with the charity, or has any other interest which could influence his or her actions during a meeting of directors, he or she must declare it at the start of that meeting and absent himself/herself from any discussion relating to that relationship or interest.

MEMBERSHIP

Membership is open to all residents in the area of benefit, and to user groups, who apply to the charity in the form required by the directors, including payment of a subscription, and are approved by them. The directors may only refuse an application if they, acting reasonably and properly, consider it in the best interests of the charity to refuse the

application. The directors must then inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.

The directors must consider any written representations the applicant may make about the decision and notify the applicant of any decision they reach, but their decision shall be final.

Membership is not transferable. The directors must keep a register of names and addresses of members. Membership is terminated if:

- (1) The member dies or, if an organisation, it ceases to exist;
- (2) The member resigns by written notice;
- (3) Any sum of money due to the charity is not paid in full within six months of its due date;
- (4) The member is removed from the membership register by resolution of the directors that it is in the best interests of the charity to terminate this member. The member must be given twenty-one days notice in writing of this resolution with the reasons for proposing it; and the member, or their representative, must be allowed to make representations.

GENERAL MEETINGS

The charity must hold its first Annual General Meeting within 18 months after the date of its incorporation. An annual general meeting must be held in each subsequent year and not more than eighteen months may elapse between successive annual general meetings.

The directors may call a general meeting at any time. The minimum periods of notice required for a general meeting are:

- (1) twenty-one days for an annual general meeting or a general meeting called to pass a special resolution;
- (2) fourteen days for all other general meetings.

The notice must specify the date, time and place of the meeting and the nature of the business to be transacted. The notice must also set out the right of members to appoint a proxy for the meeting and must be given to all members, directors and auditors. The proceedings of the meeting shall not be invalidated because a person who was entitled to receive a notice of the meeting did not receive it because of an accidental omission or failure of transmission.

No business shall be transacted at any general meeting unless a quorum is present. A quorum is fifteen members. The authorised representative of a member organisation shall be counted in the quorum. If a quorum is not present, or ceases to be present, the meeting shall be adjourned and the directors shall reconvene the meeting, giving at least seven days notice of date, time and place. If no quorum is present at the reconvened meeting, the members present shall constitute the quorum for that meeting.

General meetings shall be convened by the person who has been appointed to chair meetings of the directors, or by a director who has been appointed as his or her deputy. A meeting may be adjourned by ordinary resolution of the members present. The person chairing the meeting must decide the date, time and place at which it is to be reconvened, giving seven days notice if the date is more than seven days after the adjournment.

All members have the right to attend and vote at a general meeting. A member may appoint the person chairing the meeting, or any other member, as his or her proxy providing notice is given in writing before the meeting. An organisation which is a member of the charity may nominate any person to act as its representative by giving notice in writing before the meeting of the name of its representative.

Any vote at a general meeting shall be decided by a show of hands unless a poll is demanded by not less than ten members in writing before the meeting. In the event of equal numbers of votes being cast for and against a resolution, the person chairing the meeting shall have a casting vote.

APPOINTMENT AND RETIREMENT OF DIRECTORS

At the first and subsequent annual general meetings all the directors must retire from office. The annual general meeting shall appoint new directors by ordinary resolution passed by a vote of those present. Outgoing directors may stand for re-election providing they are not otherwise disqualified.

The outgoing directors may nominate a number of persons, up to the number of directors retiring and including those standing for re-election, to stand for election as directors. Oliver's Battery Parish Council may nominate one person in writing prior to the meeting. St Luke's Parochial Church Council may nominate one person in writing prior to the meeting. Any member of the charity, or member organisation, may nominate a person to stand for election in writing prior to the meeting. All nominations shall include the name and address of the person nominated and their signature indicating their consent.

At any meeting of directors, they may appoint or co-opt a member who is willing to stand as an additional director. This member must retire at the next general meeting and may not stand for re-election as a director unless nominated in the normal manner.

A director shall cease to hold office if he or she ceases to be a member of the charity, resigns by giving written notice, is absent from meetings of directors without the agreement of other directors for a period of six consecutive months, or is otherwise disqualified by law or the written opinion of a medical practitioner.

MEETINGS OF DIRECTORS

The directors may hold meetings at any time. Any director may call a directors' meeting by giving not less than 3 business days notice of the meeting, in writing or electronically, or such lesser notice as all eligible directors may agree to the directors. Directors may participate physically or electronically, by the agreement of eligible directors participating.

The directors shall appoint a director to chair their meetings and may change such an appointment at any time. The person appointed shall have no powers other than those conferred by the articles or delegated by agreement of the directors. If the person appointed is not present or unable to preside, the directors may appoint one of their number to chair the meeting.

Any decision arising at a meeting shall be decided by a simple majority vote but no decision may be made unless a quorum is present. A quorum for a meeting of directors is three. In the case of equality of votes, the person chairing the meeting shall have a casting vote. Resolutions may be presented orally, in writing, or electronically, and a decision made by electronic communication shall be equally binding as one made at a physical meeting.

The directors may delegate any of their powers or functions to a committee of two or more members, and may impose conditions on that delegation, but the terms of delegation must be recorded and the activities of the committee must be reported to a meeting of the directors. The directors may alter or revoke a delegation at any time.

The directors must keep minutes of:

- (1) appointments of officers made by the directors;
- (2) meetings of the directors and their committees;
- (3) general meetings of the charity.

The directors must keep accounting records and prepare accounts for each financial year as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards and applicable recommended practice.

The directors must comply with the Charities Act 2011 with regard to the:

- (1) transmission of a copy of accounts to the Charities Commission;
- (2) preparation of an annual report and transmission of a copy to the Commission;
- (3) preparation of an annual return and its transmission to the Commission.

DISSOLUTION

At any general meeting, the members or directors of the charity may bring forward a resolution to dissolve the charity, which shall be determined by a simple majority vote. In the event of such a resolution, the members or directors must also resolve how the net assets of the charity shall be disposed after all its debts and liabilities have been paid. These may be:

- (1) applied directly to the accomplishment of the Aims;
- (2) transferred to any charity or charities for purposes similar to the Aims.

In no circumstances shall the net assets of the charity be paid or distributed among the members. If no resolution for the disposition of assets is passed, the assets shall be applied for charitable purposes as directed by the Charity Commission.