

Company number 3570517

The Companies Acts 1985 and 2006

A company limited by guarantee and not having a share capital

Memorandum and Articles of Association
S.C.V.O.

Anthony Collins Solicitors LLP
134 Edmund Street
Birmingham
B3 2ES
PW1. 33174.0001

MEMORANDUM OF ASSOCIATION

S.C.V.O.

1. The name of the Charity will be "S.C.V.O."
2. The registered office of the Charity will be situated in England.
3. The objects for which the Charity is established are within the West Midlands area and in particular the Borough of Sandwell and its surrounding districts ("the Area of Benefit"):-
 - 3.1 to promote all or any charitable purposes for the benefit of the community within the Area of Benefit and in particular the advancement of education, the furtherance of health and the relief of poverty, distress and sickness;
 - 3.2 without limitation to the generality of the foregoing to provide resources to organisations with charitable objects in order to assist these organisations in their charitable work; and
 - 3.3 to promote and organise co-operation in the advancement of these purposes and to bring together in Council representatives of the voluntary and community organisations, statutory authorities and individuals within the Area of Benefit.

PROVIDED THAT in carrying out these charitable purposes, the Council will seek to challenge all forms of oppression and inequality and to give priority to working with people whose full participation in society is limited by economic, social or political disadvantage.

4. The Charity shall have the following powers exercisable in furtherance of the said objects but not otherwise, namely:
 - 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 set out in Article 3 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 or otherwise acquire any real 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, hereditaments and other property whatsoever, real or personal and subject or not to any specific charitable trusts or conditions;
 - 4.5 to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments;
 - 4.6 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;

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- 4.7 to accept payment for the property or assets sold or otherwise disposed of or dealt with by the Charity, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or other securities (which such Charity or corporation is empowered to issue) of any Charity or corporation, with or without deferred or preferred or guaranteed rights in respect of dividend, interest or repayment of capital or otherwise, or partly in cash and partly in shares or securities and generally on such terms as the Charity decides, and to hold, dispose of or otherwise deal with any shares or securities so acquired;
- 4.8 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 (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) 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 Clause 5 hereof 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;
- 4.9 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 permanent trading nature;
- 4.10 to lend any part of the monies of the Charity and to do so with or without interest and in the case of a loan not exceeding £20 with or without security and in any other case with such security as the Charity may reasonably require and consider sufficient, to enter into guarantees, contracts of indemnity and suretyships of all kinds and to become surety or to offer security for any persons firms or companies;
- 4.11 to engage and pay agents not being member of the Board of Directors of the Charity ("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 dependents;
- 4.12 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;
- 4.13 to do all such other lawful things as are necessary to the attainment of the above objects or any of them, provided that:
- 4.13.1 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;
- 4.13.2 the Charity's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 4.13.3 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 and as regards any such property the Directors of the Charity shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects

and defaults, and for the administration of such property in the same manner and to the same extent as they would have been if no incorporation had been effected and the incorporation of the Charity shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners (over the Directors or governing body) but they shall as regards any such property be subject jointly and separately to such control or authority as if the Charity were not incorporated.

- 5 The income and property of the Charity, whencesoever derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in the Memorandum of Association 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 members or directors 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 and that no director or member of the Board and no other person appointed director by them 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 member, officer or servant of the Charity (not being a member of the Board);
 - 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 the Charity.
- 6 The liability of the members is limited.
- 7 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of debts and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 8 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.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Charity in pursuance of this Memorandum of Association.

NAME ADDRESSES AND DESCRIPTIONS

SIGNATURES

GERALD A BRINSDON
2 WHITEHALL ROAD
PEDMORE
STOURBRIDGE
DY8 2JT

Gerald A Brinsdon

RETIRED

Dated this 28 day of April 1998

Witness to the above signatures

P A Goodwin

P A GOODWIN 43 WESTFIELD ROAD KING'S HEATH BIRMINGHAM

ARTICLES OF ASSOCIATION

S.C.V.O.

PART A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles:

“the Act”	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force
“AGM”	means an annual general meeting of the Charity
“Authorised Representative”	means a person appointed under Article 11.3 to attend General Meetings and exercise the powers on behalf of the organisation which appointed him
“the Articles”	means these Articles of Association of the Charity
“the Board”	means the board of Directors of the Charity and (where appropriate) includes a Committee and the Directors acting by written resolution
“Board Meeting”	means a meeting of the Board
“Business Day”	means any day other than a Saturday, Sunday or a bank holiday
“Chair”	means (subject to the context) either the person elected as chair of the Charity under Article 26 or where the chair of the Charity is not present or has not taken the chair at a meeting means the person who is chairing a Board Meeting or General Meeting at the time
“the Charity”	means the company intended to be regulated by the Articles
“Charity Commission”	means the Charity Commission for England and Wales
“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
“Committee”	means a Committee of the Board exercising powers

	delegated to it by the Board
“Companies House”	means the office of the Registrar of Companies
“Director”	means any director of the Charity who is elected or appointed under Article 17 or Article 18
“EGM”	means an extraordinary general meeting of the Charity
“General Meeting”	means an AGM or an EGM
“General Member”	means a Member which is an organisation
“including”	means “including without limitation” and “include” and “includes” are to be construed accordingly
“Individual Member”	means a Member who is an individual
“Member”	means a member for the time being of the Charity who is admitted under Article 3
“the Memorandum”	means the Memorandum of Association of the Charity
“the Objects”	means the objects of the Charity set out in Clause 3 of the Memorandum
“Observers”	means those persons (other than Directors) present under Article 28 at a Board Meeting
“Registered Office”	means the registered office of the Charity
“Secretary”	means the secretary of the Charity including a joint, assistant or deputy secretary
“United Kingdom”	means Great Britain and Northern Ireland
“Vice-Chair”	means a person elected as a Vice-Chair of the Charity under Article 26
“Working Party”	means a body established by the Board to make recommendations to the Board but without decision-making powers

1.2 In the Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice-versa and to the masculine include the feminine and neuter and vice-versa;
- 1.2.3 references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include

all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it;

- 1.2.5 references to Clauses are to clauses of the Memorandum and to Articles are to those within the Articles;
 - 1.2.6 headings are not to affect the interpretation of the Memorandum and Articles;
 - 1.2.7 terms defined in the Memorandum have the same meaning in the Articles and vice-versa: and
 - 1.2.8 the provisions of the Memorandum to the extent that they could have been contained in the Articles shall take effect as though repeated in the Articles.
- 1.3 For the avoidance of doubt the system of law governing the Memorandum and Articles of Association is the law of England and Wales.
 - 1.4 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 applies to the Charity.

PART B. MEMBERSHIP

2 MEMBERS

- 2.1 The Members are to be those persons admitted to membership of the Charity by the Board pursuant to the Articles.

3 ADMISSION OF MEMBERS

- 3.1 A person may not be admitted by the Board as a Member:-
- 3.1.1 unless he has signed a written application to become a Member in such form as the Board requires;
 - 3.1.2 in the case of an Individual Member, if he has ceased to be a Member by reason of his being removed as a Director under Article 20.1.5 or Article 20.1.8 or Article 20.1.9;
 - 3.1.3 in the case of an Individual Member, unless he is aged 18 or over; or
 - 3.1.4 if he would immediately cease to be a Member under the Articles.
- 3.2 Company membership is personal and not transferable.

4 TERMINATION OF MEMBERSHIP

- 4.1 A person will cease to be a Member:-
- 4.1.1 on delivering written notice of resignation to the Registered Office;
 - 4.1.2 in the case of an Individual Member, on death or on becoming incapable of managing and administering his own affairs because of mental disorder illness or injury;
 - 4.1.3 in the case of an Individual Member, if he is also a Director and ceases to be a Director by reason of his being removed as a Director under Article 20.1.5 or Article 20.1.8 or Article 20.1.9;
 - 4.1.4 in the case of a General Member, if it cease to exist; or
 - 4.1.5 if the Board resolves to terminate his membership provided that he shall first have had reasonable opportunity to explain to the Board why he should not be removed.

PART C. GENERAL MEETINGS

5 ANNUAL GENERAL MEETINGS

- 5.1 The Charity must hold an AGM in each calendar year.
- 5.2 The AGM is to be held at such time and place as the Board decides.
- 5.3 The business of an AGM is:-
 - 5.3.1 to receive the annual Directors' report;
 - 5.3.2 to consider the accounts and the auditors' report;
 - 5.3.3 to appoint the auditors (if necessary);
 - 5.3.4 to elect Elected Directors; and
 - 5.3.5 to transact any other business specified in the notice convening the meeting.

6 EXTRAORDINARY GENERAL MEETINGS

- 6.1 A General Meeting other than an AGM is called an EGM.
- 6.2 An EGM is to be called by the Board.
- 6.3 If there are insufficient Directors available to form a quorum at a Board Meeting to call an EGM it may be called in the same way as a Board Meeting.
- 6.4 On receiving a requisition from the percentage of the Members required under the Act the Board must promptly convene an EGM.

7 NOTICE OF GENERAL MEETINGS

- 7.1 Every General Meeting must be called by at least 14 Clear Days' notice.
- 7.2 A General Meeting may be called by shorter notice if this is agreed by a majority in number of the Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Members at the General Meeting.
- 7.3 The notice must specify:-
 - 7.3.1 the time, date and place of the General Meeting;
 - 7.3.2 the general nature of the business to be transacted; and
 - 7.3.3 in the case of an AGM, that it is the AGM.
- 7.4 Subject to the Act no business may be transacted at a General Meeting except that

specified in the notice convening the meeting.

- 7.5 Notice of a General Meeting must be given to all of the Members, the Directors and the Charity's auditors (if any).
- 7.6 The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at that General Meeting.

8 QUORUM

- 8.1 No business may be transacted at a General Meeting unless a quorum is present.
- 8.2 The quorum for General Meetings is 25 Members.
- 8.3 A Member may be part of the quorum at a General Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 8.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Board decides.
- 8.5 If at the adjourned meeting there are again insufficient Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then the meeting shall be dissolved.
- 8.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Members.

9 CHAIR AT GENERAL MEETINGS

- 9.1 The Chair is to chair General Meetings.
- 9.2 If the Chair is not present within 15 minutes from the time of the General Meeting or is unwilling to act then the Vice-Chair, if any, must chair the General Meeting.
- 9.3 If neither the Chair nor the Vice-Chair, if any, is present and willing to act within 15 minutes from the time of the General Meeting, the Members present must choose one of their number to chair the General Meeting.

10 ADJOURNMENT OF GENERAL MEETINGS

- 10.1 The Chair may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 10.2 The Chair may also adjourn a General Meeting if it appears to the Chair that for any other reason an adjournment is necessary for the business of the meeting to be properly conducted.

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- 10.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
 - 10.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 10.1 or 10.2 unless it is adjourned for 30 days or more in which case 7 Clear Days' notice must be given.
 - 10.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

11 VOTING AT GENERAL MEETINGS

- 11.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 11.2 Each Member present in person or by proxy has one vote both on a show of hands and a ballot.
- 11.3 A General Member may, by resolution of its governing body (or a committee or officer of that organisation acting under powers delegated by its governing body), authorise such person as it thinks fit to act as its Authorised Representative at General Meetings.
- 11.4 An Authorised Representative may exercise the same powers on behalf of the General Member as the General Member could exercise if it were an Individual Member.
- 11.5 If there is an equality of votes on a show of hands or a ballot the Chair is entitled to a second or casting vote.
- 11.6 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.
- 11.7 A declaration by the Chair that a resolution has been carried (or not carried) unanimously, or by a particular majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

12 BALLOTS

- 12.1 A ballot may be demanded by the Chair or by any two Members before or on the declaration of the result of a show of hands.
- 12.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 12.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 12.4 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but

will be treated as passed when the result is declared.

- 12.5 A ballot on the election of a chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs.
- 12.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

13 PROXIES

- 13.1 A Member may appoint a proxy in writing. A proxy need not be a Member. The Board may from time to time prescribe a form to appoint a proxy by standing orders made under Article 37. A proxy may not appoint another proxy.
- 13.2 The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 13.3 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Registered Office at least 24 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote.
- 13.4 No document appointing a proxy will be valid for more than 12 months.
- 13.5 A vote given or ballot demanded by proxy is to be valid despite:-
- 13.5.1 the revocation of the proxy; or
 - 13.5.2 the death or insanity of the principal
- unless written notice of the death, insanity or revocation is received at the Registered Office before the start of the General Meeting or adjourned General Meeting at which the proxy is used.
- 13.6 A proxy form will not be valid for any part of a General Meeting at which the Member who appointed the proxy is present.

14 MEMBERS' WRITTEN RESOLUTIONS

- 14.1 A written resolution approved by the required majority of eligible Members (provided that those Members would constitute a quorum at a General Meeting) is as valid as if it had been passed at a General Meeting.
- 14.2 A resolution under Article 14.1 may consist of several documents in similar form each approved by one or more Members.

PART D. DIRECTORS

15 APPOINTMENT OF DIRECTORS

- 15.1 Unless the Board decides otherwise the minimum number of Directors is five and the maximum is sixteen.

16 COMPOSITION OF THE BOARD

- 16.1 The appointment or election of a Director is not to take effect until he has signed the prescribed Companies House form. The appointment or election of any person as a Director who has not done so within one month of appointment or election is to lapse unless the Board resolves that there is a good cause for the delay.
- 16.2 A person may not be appointed or elected as a Director:-
- 16.2.1 unless he is aged 18 or over;
 - 16.2.2 unless he is an Authorised Representative or an Individual Member;
 - 16.2.3 unless, in the case of an Elected Director, he meets the criteria for being an Elected Director as determined by the Board from time-to-time;
 - 16.2.4 if he would immediately cease to hold office under the Articles; or
 - 16.2.5 for a period determined by the Board having ceased to be a Director by reason of his being removed as a Director under Article 20.1.5, Article 20.1.8 or Article 20.1.9.
- 16.3 The status of a Director as an Elected Director or a Co-opted Director must be stated in the Charity's Register of Directors.

17 ELECTED DIRECTORS

- 17.1 Subject to Articles 15 and 16, the Members shall be entitled to elect up to ten persons to be Elected Directors.
- 17.2 The Elected Directors as at the date of the adoption of the Articles are Andrew Sjurseth, Balbinder Singh, Catherine Marshall, Graham Price, Mohammed Loan, Mohammed Saleem, Ragih Muflihi, Robert Nutt and Tonia Flannagan of whom one-third are to serve until the first AGM after the adoption of the Articles, one-third are to serve until the second AGM after the adoption of the Articles and one-third are to serve until the third AGM after the adoption of the Articles.
- 17.3 The Elected Directors are to decide amongst themselves the order in which they should retire in compliance with Article 17.2.
- 17.4 Subject to Article 17.2 and Article 17.3, the term of office for an Elected Director is as near as possible to three years. A retiring Elected Director may be re-elected (subject to the provisions of Article 17.5).
- 17.5 Subject to Article 16.2, Elected Directors are to be elected by the Members at the

AGM from amongst nominees notified to the Registered Office not less than 42 days before the AGM.

- 17.6 If nominations which satisfy the provisions of Article 16.2 exceed the number of vacancies for Elected Directors, a ballot shall take place in such manner as shall be determined by the Board. If nominations are equal to or less than the number of vacancies for Elected Directors then the nominees shall be deemed duly elected.
- 17.7 If a casual vacancy arises amongst the Elected Directors then the Board may appoint a person to fill the vacancy. The person so appointed shall continue in office until the next AGM and may then be elected (subject to Articles 16.2 and 17.5), as an Elected Director.

18 CO-OPTED DIRECTORS

- 18.1 Subject to Articles 15 and 16, the Board is entitled to appoint up to 6 persons as Co-opted Directors. The Co-opted Directors as at the date of adoption of the Articles are Deska Howe and Emma Chetcuti.
- 18.2 A Co-opted Director shall serve for such period as determined by the Board up to a maximum of 3 years.
- 18.3 The Board must ensure that it takes into account (to the extent the Board considers it is practicable to do so) the need for Co-opted Directors to contribute to the skills mix of the Board as a whole.
- 18.4 A Co-opted Director may at the end of his term of office be re-appointed by the Board for a further term or may be elected as an Elected Director (subject to Articles 16.2 and 17.5).

19 OBLIGATIONS OF DIRECTORS

- 19.1 The Board must set out in writing the principal obligations of every Director to the Board and to the Charity. The statement of Directors' obligations is not intended to be exhaustive and the Board may review and amend it from time to time.
- 19.2 The statement of the obligations of the Directors to the Charity must include:-
- 19.2.1 a commitment to its values and objectives;
 - 19.2.2 an obligation to contribute to and share responsibility for the Board's decisions;
 - 19.2.3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
 - 19.2.4 an obligation to declare relevant interests;
 - 19.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Board;
 - 19.2.6 an obligation to comply with fiduciary duties, including:-

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- 19.2.6.1 to act in the best interests of the Charity;
 - 19.2.6.2 to declare any interests a Director may have in matters to be discussed at Board meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Charity;
 - 19.2.6.3 to secure the proper and effective use of the Charity's property;
 - 19.2.6.4 to act personally;
 - 19.2.6.5 to act within the scope of any authority given;
 - 19.2.6.6 to use the proper degree of skill and care when making decisions particularly when investing funds; and
 - 19.2.6.7 to act in accordance with the Memorandum and Articles; and
- 19.2.7 a reference to obligations under the general law.
- 19.3 A Director must sign and deliver to the Board a statement confirming he will meet his obligations to the Board and to the Charity within one month of his election or appointment.

20 RETIREMENT AND REMOVAL OF DIRECTORS

- 20.1 A Director will cease to hold office if he:-
- 20.1.1 dies;
 - 20.1.2 ceases to be a Director under the Act or is prohibited by law from being a Director or is disqualified from acting as a charity trustee under the Charities Act 1993;
 - 20.1.3 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;
 - 20.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;
 - 20.1.5 is in the opinion of the Board guilty of conduct detrimental to the interests of the Charity and the Board resolves by a 75% majority of the Directors present and voting that he should be removed provided that the Director concerned has first been given an opportunity to put his case and to justify why he should not be removed as a Director;
 - 20.1.6 resigns by written notice to the Registered Office;
 - 20.1.7 reaches the end of his term of office and is not re-appointed or re-elected;
 - 20.1.8 is absent without good reason from three consecutive Board Meetings held no more frequently than once per month and the Board resolves (by a 75% majority of the Directors present and voting) that he should cease to be a Director;

- 20.1.9 fails to sign a statement of his obligations under Article 19 within one month of his election or appointment and the Board resolves that he be removed;
- 20.1.10 in the case of an Individual Member ceases to be a Member;
- 20.1.11 in the case of an Authorised Representative the General Member which appointed him ceases to be a Member; or
- 20.1.12 is an Authorised Representative and ceases to be such.

21 CONFLICTS OF INTEREST

21.1 Declaration of interests

- 21.1.1 if a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Charity, he must declare the nature and extent of that interest to the other Directors;
- 21.1.2 in accordance with the Act, the declaration may be made at a meeting of the Directors or by written notice;
- 21.1.3 if a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made;
- 21.1.4 any required declaration of interest must be made before the Charity enters into the transaction or arrangement;
- 21.1.5 a declaration is not required in relation to an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question. For this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware;
- 21.1.6 a Director need not declare an interest:-
 - 21.1.6.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
 - 21.1.6.2 if, and to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as being aware of anything of which they ought reasonably to be aware).

21.2 Authorisation of direct conflicts of interests

- 21.2.1 A Director may enter into a transaction or arrangement with the Charity only if and to the extent that such an arrangement is authorised by Clause 5 of the Memorandum;

21.3 Authorisation of indirect conflicts of interest

- 21.3.1 Where, for whatever reason, a Director has any form of indirect interest in

relation to a transaction or arrangement with the Charity (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Memorandum or the Articles then it may be authorised by those directors not having a conflict provided that:-

21.3.1.1 the Director with the conflict (and any other interested Director) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

21.3.1.2 the Directors who do not have a conflict in relation to the matter in question consider it is in the best interests of the Charity to authorise the transaction.

21.3.2 the Directors who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Director with the conflict and/or any other interested Director should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

PART E. BOARD MEETINGS

22 FUNCTIONS OF THE BOARD

- 22.1 The Board must direct the Charity's affairs in such a way as to promote the Objects. Its functions include:-
- 22.1.1 defining and ensuring compliance with the values and objectives of the Charity;
 - 22.1.2 establishing policies and plans to achieve those objectives;
 - 22.1.3 approving each year's budget and accounts before publication;
 - 22.1.4 establishing and overseeing a framework of delegation of its powers to Committees and Working Parties (under Article 27) and employees with proper systems of control;
 - 22.1.5 monitoring the Charity's performance in relation to its plans budget controls and decisions;
 - 22.1.6 appointing (and if necessary removing) senior employees;
 - 22.1.7 satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 22.1.8 ensuring that appropriate advice is taken on the items listed in Articles 22.1.1 to 22.1.7 and in particular on matters of legal compliance and financial viability.

23 POWERS OF THE BOARD

- 23.1 Subject to the Act, the Memorandum and the Articles, the business of the Charity is to be managed by the Board who may exercise all of the powers of the Charity.
- 23.2 An alteration to the Memorandum or the Articles does not invalidate earlier acts of the Board which would have been valid without the alteration.

24 BOARD MEETINGS

- 24.1 Subject to the Articles, the Board may regulate Board Meetings as it wishes.
- 24.2 Board Meetings may be called by any Director or the Secretary (if appointed).
- 24.3 7 days' notice of Board Meetings must be given to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.
- 24.4 A Board Meeting which is called on shorter notice than required under Article 24.3 is deemed to have been duly called if at least two Directors certify in writing that

because of special circumstances it ought to be called as a matter of urgency.

- 24.5 Matters arising at a Board Meeting are to be decided by a simple majority of votes and each Director is to have one vote.
- 24.6 If there is an equality of votes the Chair is entitled to a second or casting vote.
- 24.7 A technical defect in the appointment of a Director or in the delegation of powers to a Committee of which the Board is unaware at the time does not invalidate decisions taken in good faith.

25 QUORUM FOR BOARD MEETINGS

- 25.1 The quorum for Board Meetings is four Directors.
- 25.2 A Director may be part of the quorum at a Board Meeting if he can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment.
- 25.3 The Board may act despite vacancies in its number but if the number of Directors is less than five then the Board may act only to appoint new Co-opted Directors under Article 18.
- 25.4 At a Board Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Directors present may act only to:-
- 25.4.1 adjourn it to such other time and place as they decide; or
- 25.4.2 call a General Meeting.
- 25.5 If at the adjourned meeting there are again insufficient Directors present within 15 minutes from the time of the adjourned Board Meeting to constitute a quorum then those Directors who are present (provided that they number at least two) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

26 CHAIR AND VICE-CHAIR

- 26.1 The Company must have a Chair and may have a Vice-Chair. The Chair and the Vice-Chair, if any, are to be elected by the Board. The Board must decide the period during which they are each to hold office and the precise point at which their term of office ends. Both the Chair and the Vice-Chair, if any, may be re-elected by the Board.
- 26.2 The Chair and the Vice-Chair, if any, may resign from their positions at any time (without necessarily resigning as Directors at the same time).
- 26.3 Where there is no Chair the first item of business at a Board Meeting must be to elect a Chair in accordance with Article 26.1.
- 26.4 The Chair and the Vice-Chair, if any, may be removed only at a Board Meeting

called for the purpose at which a resolution with a majority in favour is passed. The Chair or the Vice-Chair (as the case may be) must be given an opportunity to say why he should not be removed.

- 26.5 The Chair is to chair all Board Meetings and General Meetings at which he is present unless he does not wish, or is not able, to do so.
- 26.6 If the Chair is not present within 5 minutes after the starting time of a Board Meeting, or is unwilling or unable to chair a Board Meeting, then the Vice-Chair, if any, must chair the Board Meeting unless he is unwilling or unable to do so.
- 26.7 If both the Chair and the Vice-Chair, if any, are not present within 5 minutes after the starting time of a Board Meeting or both are unwilling or unable to chair the meeting then the Board must elect one of the Directors who is present to chair the Board Meeting.
- 26.8 The functions of the Chair are:-
- 26.8.1 to act as an ambassador for the Charity and to represent the views of the Board to the general public and other organisations;
- 26.8.2 to ensure that Board Meetings and General Meetings are conducted efficiently;
- 26.8.3 to give all Directors an opportunity to express their views;
- 26.8.4 to establish a constructive working relationship with, and to provide support for, the senior employees;
- 26.8.5 where necessary (and in conjunction with the other Directors) to ensure that, where the post of any senior employee is or is due to become vacant, a replacement is found in a timely and orderly fashion;
- 26.8.6 to encourage the Board to delegate sufficient authority to its Committees to enable the business of the Charity to be carried on effectively between Board Meetings;
- 26.8.7 to ensure that the Board monitors the use of delegated powers; and
- 26.8.8 to encourage the Board to take professional advice when it is needed and particularly before considering the dismissal of an employee.
- 26.9 The role of the Vice-Chair, if any, is to deputise for the Chair during any period of his absence and, for that period, his functions shall be the same as those of the Chair.

27 COMMITTEES AND WORKING PARTIES

27.1 The Board may:-

27.1.1 establish Committees consisting of those persons whom the Board decide;

27.1.2 delegate to a Committee any of its powers; and

27.1.3 revoke a delegation at any time.

27.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.

27.3 The members of a Committee or a Working Party are to be appointed by the Board but the Board may give a Committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each Committee or Working Party.

27.4 Each member of a Committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the Committee or Working Party.

27.5 The Board must determine the quorum for each Committee and Working Party it establishes.

27.6 The Board must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.

27.7 Every Committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

28 OBSERVERS

28.1 Subject to Article 28.4, the Board may allow individuals who are not Directors to attend Board Meetings as Observers on whatever terms the Board decides.

28.2 Observers may not vote but may take part in discussions with the prior consent of the Chair.

28.3 The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

28.4 The Board must exclude an Observer from any Board Meeting at which a possible personal benefit to him is being considered.

29 DIRECTORS' WRITTEN RESOLUTIONS

29.1 A written resolution approved by a simple majority of the Directors entitled to receive notice of a Board Meeting (provided they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.

- 29.2 A written resolution approved by a simple majority of the members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 29.3 A resolution under Articles 29.1 or 29.2 may consist of several documents in similar form each approved by one or more of the Directors or Committee Members.

PART F. OFFICERS

30 THE SECRETARY

- 30.1 The Board may decide whether or not a Secretary is appointed.
- 30.2 Where appointed, a Secretary may be removed by the Board at any time.
- 30.3 If a Director is appointed as Secretary he may not receive any remuneration for acting in that capacity.

31 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 31.1 The Charity may indemnify any officer or employee (other than a Director) against any liability incurred by him in his capacity as such except when that liability is due to his own dishonesty or gross negligence.
- 31.2 Subject to the Companies Act 2006 (in particular sections 232-238 or any section of any other statute amending or replacing sections 232-238) and Article 31.3, the Charity may indemnify any Director against any liability incurred by him in his capacity as such.
- 31.3 The indemnity provided to a Director in accordance with Article 31.2 may not include any indemnity against liability:-
 - 31.3.1 to the Charity or a company associated with it;
 - 31.3.2 for fines or penalties; or
 - 31.3.3 incurred as a result of his unsuccessful defence of criminal or civil proceedings.
- 31.4 The indemnity provided to a Director in accordance with Article 31.2 may include the provision of funds to cover his legal costs as they fall due on terms that the Director in question will repay the funds if he is unsuccessful in his defence of the criminal or civil proceedings to which these costs relate
- 31.5 In respect to its auditor the Charity may:-
 - 31.5.1 purchase and maintain insurance for his benefit against any liability incurred by him in his capacity as such; and
 - 31.5.2 indemnify him against any liability incurred in defending any proceedings (whether civil or criminal) in which judgment is given in his favour or he is acquitted or in connection with any application under Section 1157 of the Companies Act 2006 or any section of any other statute amending or replacing Section 1157 in which relief is granted to him by the Court.

PART G. STATUTORY AND MISCELLANEOUS

32 MINUTES

- 32.1 The Board must arrange for minutes to be kept of all General Meetings and Board Meetings. The names of the Directors present must be included in the minutes.
- 32.2 Copies of the draft minutes of Board Meetings must be distributed to the Directors as soon as reasonably possible after the meeting and in any case seven days before the next Board Meeting (unless the next Board Meeting is an urgent Board Meeting).
- 32.3 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or Board Meeting (as regards minutes of Board Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.
- 32.4 The Board must keep minutes of all of the appointments made by the Board.

33 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 33.1 The Charity must comply with the Act and the Directors must comply with their obligations as charity trustees under the Charities Act 1993 in:-
 - 33.1.1 preparing and filing an annual Directors' report and annual accounts and sending them to the Charity Commission; and
 - 33.1.2 making an annual return to the Registrar of Companies and the Charity Commission.
- 33.2 The Charity must comply with the Act in relation to the audit or examination of accounts (to the extent that the law requires).
- 33.3 The annual Directors' report and accounts must contain:-
 - 33.3.1 revenue accounts and balance sheet for the last accounting period;
 - 33.3.2 the auditor's report on those accounts; and
 - 33.3.3 the Board's report on the affairs of the Charity.
- 33.4 The accounting records of the Charity must always be open to inspection by a Director.

34 BANK AND BUILDING SOCIETY ACCOUNTS

- 34.1 All bank and building society accounts must be controlled by the Board and must include the name of the Charity.
- 34.2 A cheque or order for the payment of money must be signed in accordance with the

Board's instructions.

35 EXECUTION OF DOCUMENTS

- 35.1 Unless the Board decides otherwise, documents which are executed as deeds must be signed by:
- 35.1.1 two Directors; or
 - 35.1.2 one Director and the Secretary (where appointed).

36 NOTICES

- 36.1 Notices under the Articles must be in writing (which shall include facsimile transmission or email) except notices calling Board Meetings.
- 36.2 A Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.
- 36.3 The Charity may give a notice to a Member, Director or auditor either:
- 36.3.1 personally;
 - 36.3.2 by sending it by post in a prepaid envelope;
 - 36.3.3 by facsimile transmission;
 - 36.3.4 by leaving it at his address; or
 - 36.3.5 by email.
- 36.4 Notices under Article 36.3.2 to 36.3.5 may be sent:-
- 36.4.1 to an address in the United Kingdom which that person has given the Charity;
 - 36.4.2 to the last known home or business address of the person to be served; or
 - 36.4.3 to that person's address in the Charity's register of members.
- 36.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 36.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 36.7 A copy of the notification from the system used by the Charity to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent and such notice will be deemed to have been delivered 24 hours after it was sent.

36.8 A notice may be served on the Charity by delivering it or sending it to the Registered Office.

36.9 The Board may make standing orders to define other acceptable methods of delivering notices.

37 STANDING ORDERS

37.1 Subject to Article 37.4;

37.1.1 the Board may from time to time make standing orders for the proper conduct and management of the Charity; and

37.1.2 the Charity in General Meeting may alter, add to or repeal the standing orders.

37.2 The Board must adopt such means as they think sufficient to bring the standing orders to the notice of Members.

37.3 Standing orders are binding on all Members and Directors.

37.4 No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or the Articles.

Names, Addresses and descriptions of subscribers

NAME ADDRESSES AND DESCRIPTIONS

SIGNATURES

GERALD A BRINSDON
2 WHITEHALL ROAD
PEDMORE
STOURBRIDGE
DY8 2JT

Gerald A Brinsdon

RETIRED

Dated the 28 day of April 1998

Witness to the above signatures

P A Goodwin

P A GOODWIN

43 WESTFIELD ROAD KING'S HEATH, BIRMINGHAM