*ICOM SV 1997f.83/NR/CC/1997/AE1*

**The Companies Acts 1985 & 1989**

**COMPANY LIMITED BY GUARANTEE**

**Articles of Association of**

**ASIAN ELDERS' RESOURCE CENTRE**

**Last Updated 2006**

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**Interpretations**

1. In these Articles

"The Act' means the Companies Act 1985 as amended by Companies Act1989 and any other amendments from time to time in force.

“The Company” means the above-named company.

“The Management Committee” means all those persons for the time being appointed to perform the duties of directors of the Company.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company.

"Employee" means anyone for the time holding a contract of employment with the Company.

"The Seal” means the common seal of the Company.

“In writing” shall be taken to include references to writing, printing, photocopying, or other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versaunless a contrary intention appears.

Words importing persons shall include bodies corporate and associations if not inconsistent with the context.

Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act. Any statutory instruments or regulations from time to time in force shall be deemed to apply to this Company, whether or not these Articles have been amended to comply With Such instrument or regulation.

**Members**

1. The first members Of the Company shall be the Subscribers to the Memorandum of Association.
2. Any person who supports the objects Of the Company, and who lives or works in the town of Bolton, may be accepted for membership of the Company at the discretion of the Management Committee, provided they have completed and signed the relevant membership application form.

**Register of Members**

1. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member, and the dates on which they became a member and on which they ceased to be member. Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member. A member shall notify the Secretary in writing within seven days of a change to her/his name or address.
2. A copy of the Memorandum & Articles of Association of the Company is available on the AERC website to download or may request a copy from AERC staff member.

**Cessation Of Membership**

1. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
2. A member shall cease to be a member immediately that he/she:
3. resigns writing to the Secretary; Or
4. Ceases, in the opinion of the Management Committee, to fulfil the criteriafor membership of the Company ;( Code of conduct apply).
5. Dies; or
6. Is expelled by the Management Committee for conduct prejudicial to the Company and disruptive to the running of the company. Or
7. Acts in a manner which brings or threatens to bring the company to disrepute. (Companies act 2006)

S/he should be given the opportunity to appeal the Management Committee’s decision within 21 days

**General Meetings**

1. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporating nor in the following year.

**Under special circumstances the Annual General Meeting or Extraordinary General Meeting may be held virtually.**

 9. The business of an Annual General Meeting shall comprise:

1. The consideration of the Report and Accounts presented by the Management Committee;
2. declaration of the results of the elections to the Management Committee (as verified by an independent adjudicator appointed according to such procedures as stall be adopted from time to time; such procedures being open to scrutiny by any member of the Company);
3. the appointment and the fixing of the remuneration of the auditor or auditors;
4. Such other business as may have been specified in the notices calling the meeting.
5. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
6. The Management Committee may whenever they think fit convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by ten per cent of the members of the Company, as provided by section 368 Of the Act.
7. Decisions at General Meetings shall be made by passing resolutions:

a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.

b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes Cast at a General Meeting.

**Notices**

1. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or which is to consider a proposals to remove the auditor or a member of the Management Committee shall be caned by at least twenty-one clear days’ notice. Any other General Meeting shall be called by at least fourteen clear days’ notice.
2. Notice Of every General Meeting Shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
3. Notice Of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of aGeneral Meeting which is to consider a Special or an Extraordinary Resolution or a proposal to remove the auditor or a member of the Management Committee such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to beraised shall be specified.
4. Where notice is sent by post, notice shall deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after notice has been posted.
5. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

**Proceedings at General Meetings**

1. Every member present in person shall have one vote on any question to be decided by a General Meeting. Proxy voting is not permitted.
2. Votes for resolutions previously circulated to members may be received by post (Royal mail or hand/special delivery) until the start of the meeting at which the resolution in question is to be decided.
3. A member shall declare an interest in, and shall not debate or vote in respect of, any matter in which s/he has a personal material or financial interest without the permission of a majority of the other members present.
4. No business shall be transacted at a General Meeting unless a quorum of members is present. Unless and until otherwise decided by a General Meeting, or 25 members one-tenth of the membership, whichever is the greater, shall be a quorum.
5. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only subject to an absolute minimum of two members present
6. At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the members present shall choose a member of the Management Committee present at the meeting to be Chairperson of that meeting, whose function shall to conduct the business of the meeting in an orderly manner.
7. The Chairperson may, with consent of any meeting at which a quorum is present, and shall if so directed by the meeting adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
8. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
9. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot before or on the declaration of the result of the show of hands, demanded by at least two members present. A secret ballot may not be demanded on any question concerning the selection of a Chairperson for a meeting or on any question of adjournment. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
10. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
11. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
12. In case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of meeting shall have a second or the casting vote.
13. Subject to the provisions of the Act, a resolution in writing signed by all the members of Company for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form, each signed by or for one or more members.
14. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

**The Management Committee**

1. The Company shall have a Management Committee comprising not less than six and not more than twelve persons including the honorary officer. For the avoidance of doubt, the members of the Management Committee are the directors of the company within the meaning of the Act.
2. The initial Management Committee of the Company from incorporation until the first Annual General Meeting shall be appointed by Subscribers to the Memorandum of Association. Thereafter the Management Committee shall be elected at the Annual General Meeting by and from the members of the Company.
3. The elected members of the Management Committee may at any time co-opt up to four members of the Company onto the Management Committee, in the event of vacancies arising on the Committee. Such persons may be removed at any time by a majority vote of the elected members of the Management Committee.
4. Subject to Article 40 below, at the first and every Annual General Meeting, one-third of the elected members of the Board of Management, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Board of Management who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election. Co-opted members of the Board shall retire at the Annual General Meeting following their appointment but shall be eligible for further co-option.
5. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or who is otherwise prohibited by law from serving as a trustee of a charity be a member Of the Management Committee.
6. A Management Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any connected matter, Any member declaring such interest shall not be counted for the purpose of calculating a quorum for the meeting for the period during which the matter is under debate.
7. Management Committee members may be paid all reasonable out of pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of Company
8. Any Management Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Management Committee: provided that nothing shall authorise a Management Committee member or his/her firm to act as auditor to the Company.
9. The office of Management Committee member shall be vacated if s/he:
10. resigns her/his Office in writing to the Company; or
11. in the opinion of a majority of the Management Committee, fails to declare her/his interest in any contract as referred to in Article 37; or
12. is absent from three successive meetings of the Management Committee without special leave of absence from the Management Committee and they pass a resolution that s/he has by reason of such absence vacated office.

S/he should be given the opportunity to appeal the Management Committee’s decision within 21 days.

1. becomes bankrupt or, in the opinion of the Management Committee, incapable on medical or psychological grounds of carrying out the duties of a Management Committee member, or is otherwise prevented by law from continuing as a company director: or
2. is removed from office by Ordinary Resolution of the Company in General Meeting accordance with Section 303 of the Act; or
3. By vote of No Confidence from the rest of the management committee for conduct prejudicial to the company and breach of code of conduct as a member of the committee.
4. The Company’s management committee must have written record of breach of code of conduct prior to removal.
5. is prohibited by law from serving as a trustee of a charity; or
6. Ceases to be a member of the Company.

**Powers and Duties of the Management Committee**

41. The business Of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of me Company as may be exercised and done by the Company and as are not by Statute or by these Articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.

 42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by tie Management Committee must be signed by at least two Management Committee members.

43. Without prejudice to its general the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and Other securities whether outright as security for any debt, liability or obligation Of the subject to such consents as may be required by law.

**Honorary Officers**

44. At their first meeting following the Annual General Meeting, the Management Committee shall elect Chairperson, Treasurer and such other honorary officers as they may from tune to time decide. Any officer so appointed may be removed or replaced at any time by Management Committee.

**Proceedings of the Management Committee**

45. Members of the Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

46. An honorary officer may and the Secretary on the requisition of at least two Management Committee members shall summon a meeting of the Management Committee by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.

47. The quorum necessary for the transaction of the business of the Management Committee shall be three members.

48. The Management Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of Management Committee members to that number, or of summoning a General Meeting of the Company but for no other purpose.

49. At every Management Committee meeting the Chairperson of the Company shall preside, but if he/she is no present within twenty minutes after the time appointed for the commencement Of the meeting the Management Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

50. The Management Committee shall cause accurate records to be made in books provided for that purpose, of:

a) The name, details and date of appointment of all persons appointed to office.

 b) The names of the Management Committee members, officers, members and other present at all General, Management Committee and Sub-Committee meetings of the Company.

 c) Minutes of all proceedings and resolutions at all General Management Committee and Sub-Committee meetings of the Company.

 d) All applications of the Seal to any document

51. All such records and minutes shall be open to inspection during normal working hours by any member of the Management Committee and by any person authorised by the Company in General Meeting.

52. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by Management Committee which regulations shall always include provision for regular and prompt reports to the Management Committee.

53. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.

54. A resolution in writing, signed by all the Management Committee members whofor time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several documents in the same form, each signed by one or more Management Committee members.

55. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

**Secretary**

56. The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Management Committee.

57.A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by it being done by or to the same person in both capacities.

**The Seal**

58. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted.

**Accounts**

59. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

a) All sums of money received and expended by the Company and thematters in which the receipt and expenditure takes place;

b)All sales and purchases of goods by the Company,

c) The assets and liabilities of the Company.

60. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company’s affairs and explain its transactions.

61. The accounts shall be kept at the Registered Office of me Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General meeting.

62. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

63.A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor’s report and Management Committee's report shall not less than twenty-one days before the date of the meeting subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor’s report shall be open to inspection and be read before me meeting.

**Audit**

64.Subject to such statutory regulations as may be for the time being in force, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more property qualified auditor or auditors.

65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act

**Application of Surplus**

66. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall effect as if its provisions were repeated in these Articles. Any surplus Of Company shall be applied as follows, in such proportion and such manner as may be decided upon by the members in General Meeting:

a) to creating a general reserve for the continuation and development of the company;

b) to making payments for charitablepurposes in furtherance of the objects of the Company.

**Indemnity**

67. Subject to the provisions of section 310 of the Act, in the execution of the objects of the Companyno member of the Management Committee or the Secretary, auditor or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

**Dissolution**

68. Clause10 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if its provisions were repeated in these article.

**Updated November 2020**

**Next review date November 2021**

Approved by three Registered Trustees.

Chair: Chandrakant Parmar

Secretary: Indira Tailor

Treasurer: Shashikant Merchant