

COMMUNITY BASE

ARTICLES OF ASSOCIATION

Company number 3121688, incorporated on 3rd November 1995 as a company limited by guarantee and not having share capital

Members

1. Membership of the charity will be open to all organisations holding a licence to occupy space provided by the charity, such membership lapsing with the termination of that licence, and to such other organisations and persons as the trustees decide.
2. No organisation or person will become a member unless approved by the trustees. The trustees will have the power to regulate the admission of members, the conditions of membership and the terms on which members may have their membership terminated.

General meetings

3. The charity will hold an annual general meeting each calendar year. The annual general meeting will be held at a time and place decided by the trustees.
4. All general meetings other than annual general meetings will be called extraordinary general meetings. An extraordinary general meeting may be called at any time by the trustees and must be called within 28 days of a written request to the charity from at least five members.
5. All general meetings will be called by at least 21 days notice. The notice will specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, will specify the meeting as such. Notice will be given to all members, all trustees and the charity's auditors.
6. The charity may give notice to a member in writing at a space licenced to the member by the charity, by email or by post to the member's UK registered address or home address and to a trustee or auditor by email or by post to a UK registered or home address. If any person or organisation entitled to receive notice of a general meeting fails to do so as a result of accidental omission this will not invalidate the proceedings of that meeting.
7. Any organisation which is a member may authorise such person as it sees fit to act as its representative at any general meeting, the person so authorised being entitled to exercise the same powers on behalf of the organisation as the organisation could exercise if it were an individual member of the charity, provided that no individual other than the chairperson may represent more than one member organisation at a general meeting.
8. No objection will be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting will be valid. Any objection made in due time will be referred to the chairperson whose decision will be final and conclusive.
9. Business will only be transacted at a general meeting if a quorum is present. Ten members or one tenth of the membership, whichever is the greater, will constitute a quorum.
10. If a quorum is not present within half an hour of the time appointed for a general meeting, or if during a general meeting a quorum ceases to be present, or if a meeting at which a quorum is present agrees, the meeting will be adjourned to a time and place to be determined by the trustees present. When a meeting is adjourned for 14 days or more, at least 7 days notice must be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted but otherwise it will not be necessary to give any notice.
11. The chairperson of the trustees will chair general meetings. If the chairperson is not present within fifteen minutes of the time appointed for holding a general meeting or is not willing to chair the meeting, the trustees present will elect one of their number to chair the meeting. If no trustee is willing to chair the meeting, or if no trustee is present within fifteen minutes of the time appointed for holding the meeting, the members present will elect one of their number to chair the meeting.
12. A trustee, whether representing a member organisation or not, is entitled to attend and speak at any general meeting.
13. At an annual general meeting the members will consider the minutes of the previous annual general meeting, consider the accounts for the previous financial year, appoint auditors for the current financial year, appoint trustees, receive a report on the charity's activities, and deal with any other business properly put before the meeting.
14. A resolution put to the vote of a general meeting will be decided on a show of hands of members unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by the chairperson or by at least two members. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or lost will be conclusive evidence of the fact.

15. A poll demanded on the election of a chairperson or on a question of adjournment will be taken immediately. A poll demanded on any other question will be taken either immediately or at such time and place as the chairperson directs but must take place within 30 days of the poll being demanded. The demand for a poll will not prevent a general meeting carrying out any business other than the question on which the poll is demanded.
16. A poll will be taken as the chairperson directs. The demand for a poll may be withdrawn before the poll is taken with the consent of the chairperson. The withdrawal of a demand for a poll will not invalidate the result of a show of hands declared before the demand for a poll was made. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. Otherwise, at least 7 days notice will be given specifying the time and place at which the poll is to be taken.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson will be entitled to a casting vote in addition to any other vote s/he may have.
18. The procedure followed at general meetings will be decided by the trustees unless such procedure is regulated by these articles.

Trustees

19. Subject to the provisions of the Act, the memorandum and these articles and to any directions given by special resolution, the trustees will exercise all the powers of the charity. No alteration of the memorandum or these articles and no such direction will invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given.
20. The number of trustees will be not less than two and not more than nine.
21. At every annual general meeting one third of the trustees, or the number nearest to one third, will retire, those who have served longest since their last appointment or reappointment retiring first and the choice between any of equal service being made by drawing lots, unless otherwise agreed among the trustees. A trustee retiring by rotation at a general meeting will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to reappoint the trustee or to appoint another person in his or her place.
22. Subject to article 20, a person other than a trustee retiring by rotation may be appointed a trustee with the permission of a general meeting if that person is at least 18 years of age and is recommended by the trustees or if, between 14 and 28 days before the date appointed for the general meeting, written notice is given to the charity by a member of the intention to propose a person for appointment as a trustee stating the person's name, address, date of birth, nationality and occupation together with a written statement from that person of his or her willingness to become a trustee.
23. Between 7 and 14 days before the date appointed for a general meeting notice will be given to all persons and organisations entitled to receive notice of the meeting of any person other than a trustee retiring by rotation at the meeting proposed as a trustee. The notice will give the particulars of that person's name, address, date of birth, nationality and occupation.
24. Subject to article 20, the trustees may appoint a person who is willing to act and who provides the charity with their name, address, date of birth, nationality and occupation to be a trustee. A trustee so appointed will hold office only until the next annual general meeting and will not be taken into account in determining the trustees who are to retire by rotation at that meeting.
25. A trustee will cease to be a trustee if s/he becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; resigns by giving notice to the charity, provided that at least two trustees remain; or is absent without the permission of the trustees from all their meetings for a period of six months and the trustees resolve that the trustee cease to be a trustee.
26. Whenever a trustee has a personal interest in a matter to be discussed at a general meeting, board meeting or a committee of trustees the trustee concerned must declare an interest at or before discussion begins on the matter, have no vote on the matter and withdraw from the meeting for that item unless invited to remain.

Board meetings

27. Subject to the provisions of these articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee will, call a board meeting. Questions arising at a board meeting will be decided by a majority of votes of trustees present. In the case of an equality of votes, the chairperson will have a casting vote.
28. The quorum for a board meeting will be one third, or the number nearest to one third, of the number of trustees or two trustees, whichever is the greater. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

29. The trustees may appoint one of their number to be chairperson of their meetings and may at any time remove that person from that office. Unless unwilling to do so, the trustee so appointed will chair every meeting of the trustees at which s/he is present. If there is no trustee holding that office, or if the trustee holding it is not present or is unwilling to chair, the trustees present will appoint one of their number to chair the meeting.
30. The trustees may appoint one or more of their number to the office of treasurer or to any other office of the charity and may remove that person at any time. Any such appointment will be made on terms decided by the trustees and will terminate when the person appointed ceases to be a trustee. A trustee holding the office of chairperson or treasurer will not be subject to retirement by rotation.
31. Subject to the provisions of the Act, the trustees will appoint a secretary who may be removed by them.
32. The trustees may set up or disband any committee they consider may be useful provided that all acts and decisions taken by a committee are reported to the trustees as soon as possible.
33. The trustees may from time to time make rules they consider necessary or expedient for the proper conduct of the charity. The members will have the power to alter, add to or repeal at a general meeting any rules the trustees make. The trustees will take reasonable steps to bring rules to the notice of members.
34. A procedural defect of which the trustees are unaware at the time will not invalidate decisions taken at a board meeting.

Minutes

35. The trustees will keep minutes of all general meetings, board meetings and committees of trustees including the names of the trustees and members present at each meeting.

Indemnity

36. Subject to the provisions of the Act, every trustee or other officer or auditor of the charity will be indemnified out of the assets of the charity 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 his or her favour, or in which s/he is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trustee in relation to the affairs of the charity.

Interpretation

37. In these articles 'the charity' means Community Base, 'the Act' means the Companies Act 1985, 'board meeting' means meeting of the trustees, 'the memorandum' means the memorandum of association of the charity and 'the trustees' means the directors of the charity.