

Age UK City of London

Articles of Association

Charity Number - 07279153

Company Number - 7279153

The Companies Acts 1985 and 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
Age UK City Of London

[Gold]

General

1 In these Articles, if not inconsistent with the subject or context:

'the 1985 Act' means the Companies Act 1985.

'the 2006 Act' means the Companies Act 2006.

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the Charity.

'the Charity' means the above-named company.

'clear days' in relation to the period of a notice means that 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.

'the Board' means the Board of Trustees of the Charity which has the general control and management of the administration of the charity and forms the body of Trustees as defined in the Charities Act 1993.

'month' means calendar month.

'the Office' means the registered office of the Charity.

'the United Kingdom' means Great Britain and Northern Ireland.

'in writing' means written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular only shall include the plural, and vice versa;

Words importing the feminine only shall include the masculine, and vice versa;

Words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the 1985 Act or the 2006 Act but excluding any statutory modification thereof not in force when these Articles become binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2 The Charity is established for the purposes expressed in the Memorandum of Association.

Membership of the Charity

- 3 A) Membership of the Organisation shall consist of:
 - (i) the subscribers to the Memorandum of Association;
 - (ii) such other persons or bodies corporate as the members of the Charity by way of written resolution shall admit to membership.
- B) Membership shall be open on such terms and conditions as the Organisation may from time to time determine in General Meetings, or as determined by the Board subject to review by the Organisation at a General Meeting.
- 4 The Board shall have the right to refuse any application for membership without giving any reason therefore.
- 5 The Board shall have the right for any good and sufficient reason to terminate the membership of any member or refuse renewal of any existing membership PROVIDED ALWAYS that the member concerned shall have a right to be heard by the Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the Organisation.
 - A) A member may terminate his, her or its membership with immediate effect by giving notice of its resignation to the Board
- 6 The Organisation shall keep a register of members in accordance with the 1985 Act or the 2006 Act, and every member of the Organisation shall either sign a written consent to become a member or sign the register of members on becoming a member.

General Meetings

- 7 The Members of the Charity may by a written resolution signed by all of them require that the Board convene an Annual General Meeting in accordance with these Articles but the Charity is not otherwise required to hold an Annual General Meeting.
- 8 The Members of the Charity may by a written resolution signed by all of them require that the Board convene a General Meetings in addition to the Annual General meeting in accordance with these Articles but the Charity is not required to hold any minimum number of General Meetings in each calendar year.
- 9 Subject to Articles 7 and 8, the Board may whenever it thinks fit convene any General Meeting. General Meetings may also be convened on a members' requisition as provided by the 2006 Act.
- 10 The minimum periods of notice required to hold a general meeting of the charity are:
 - twenty-one clear days for an Annual General Meeting or a General Meeting called to pass a Special Resolution.
 - fourteen clear days for all other General Meetings.

PROVIDED THAT

A General Meeting shall be called by shorter notice if it is so agreed:

- a) in the case of an Annual General Meeting, by all the members entitled to attend and vote at that meeting; and
- b) in the case of any other meeting by such proportion of them as is prescribed by the 2006 Act or determined by the Charity in accordance with the 2006 Act.

The notice shall 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, shall specify the meeting as such. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the 2006 Act and Articles 21 and 22 below. The notice shall be given to all the members and to the members of the Board and auditors.

- 11 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- 12 The business to be transacted at an Annual General Meeting shall include:
 - a) the consideration of audited accounts of the Charity;
 - b) the reports of the Board and of the Auditors,
 - c) the election of members of the Board (when appropriate), and
 - d) the appointment of, and the fixing of the remuneration of, the Auditors.
- 13 No business shall be transacted at any General Meeting unless a quorum is present. Unless otherwise decided by the members in General Meeting one-fifth of the members present in person or by proxy shall be a quorum.
- 14 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such time and place as the Board may determine.
- 15 The Chair of the Board shall preside as Chair at every General Meeting, and shall have the right to attend all meetings of committees and other task groups or advisory groups. If at any meeting the Chair shall not be present within fifteen minutes after the time appointed for the meeting, or shall be unwilling to preside, and if the Deputy Chair is not present or is unwilling to preside, the members of the Board present shall choose some member of the Board to act as Chair and if only one member of the Board is present and willing to act, that member shall be Chair. If no such member of the Board be present, or if all the members of the Board present decline to take the chair, the members of the Charity present shall choose one of their number to preside.
- 16 The Chair may, with the 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. No business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as of an original meeting.

Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

- 17 A) A resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands, a poll is duly demanded.
- B) Subject to the provisions of the 2006 Act, a poll may be demanded by:
- (i) the Chair, or
 - (ii) at least three members having the right to vote at the meeting, or
 - (iii) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
- C) Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- D) The demand for a poll may only be withdrawn with the consent of the Chair.
- E) No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
- 18 A poll shall be taken at such time and place, and in such manner, as the Chair directs not being more than thirty days after the poll is demanded. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll was demanded.
- 20 A resolution in writing agreed by the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and, in the case of an ordinary resolution, a simple majority has signified its agreement to the resolution and in the case of a special resolution, a 75% majority has signified its agreement to the resolution in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 21 A) Subject as hereinafter provided, every member shall have one vote which may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. An associate member shall not be entitled to vote.

- B) Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Charity in respect of membership, shall be entitled to vote either in person or by proxy on any question at any General Meeting.
- 22 A) The appointment of a proxy shall be executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve) –
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- “[Name of Company]
- I/ We, of, being a member/ members of the above-named company, hereby appoint of, or failing him/ her, of, as my/ our proxy to vote in my/ our name[s] and on my/ our behalf at the general meeting of the company to be held on at any adjournment thereof.
- Signed on”
- B) Where it is desired to afford members an opportunity of instructing the proxy how to act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which is usual or which the Trustees may approve) –
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- “[Name of Company]
- I/ We,, of, being a member/ members of the above-named company, hereby appoint of, or failing him/ her of, as my/ our proxy to vote in my/ our name[s] and on my/ our behalf at the general meeting of the company, to be held on and at any adjournment thereof.
- This form is to be used in respect of the resolution[s] mentioned below as follows:
- Resolution No. 1 *for *against
- Resolution No. 2 *for *against
- * Strike out whichever is not desired.
- Unless otherwise instructed, the proxy may vote as he/ she thinks fit or abstain from voting.
- Signed on”
- C) The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some way other approved by the Trustees may –
- a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening

the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote; or

b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications –

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Secretary or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

D) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the company at:

(i) its registered office, or

(ii) at such other place at which the instrument of proxy was duly deposited or,

(iii) (where the appointment of the proxy was contained in an electronic communication), at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Board of Trustees

- 23 A) The first members of the Board of Trustees shall be the subscribers to the Memorandum of Association who shall hold office until the conclusion of the first Annual General Meeting.
- B) The number of the members of the Board shall never be less than 3.
- 24 A) After the first Annual General Meeting, the Board shall consist of:
- (i) the Chair of the Charity elected under Article 25C below;
 - (ii) six persons elected by the members at an Annual General Meeting, under the provisions of Article 25 D and E below, or such other number as may be determined in accordance with Article 28 below.
 - (iii) persons co-opted under the provisions of Article 27 below.
- 25 A) Elections for the Chair and members of the Board appointed in accordance with Article 24 A)(i) and (ii) shall take place at the Annual General Meeting at least once every three years. The Annual General Meeting may provide for the rules governing an election if the Board has made no Regulations in accordance with Article 32 below.
- B) The persons elected as Chair and to the Board may serve for three years from the date of their election and are eligible for re-election save that the Chair may serve for a maximum of six consecutive years.
- C) Persons elected as Chair must be approved by the board of Age UK Camden.
- D) Any voting Member may nominate a person for election as Chair for approval by the Age UK Board.
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- E) In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and, if submitted before the meeting, be in writing.
- F) The Board may nominate a person or persons as Chair or members of the Board but in this case such nomination must be sent to members of the Charity at the same time as the notice of the meeting at which voting for the Chair or Board members is to take place.
- G) If nominations exceed vacancies, an election shall take place by ballot among the members of the Charity. The Board will have power to decide whether this ballot should be postal, or held at the meeting called for the purpose, or a combination of the two.
- 26 A) The Board may appoint persons to fill any casual vacancies which occur during the year amongst the elected members of the Board, such appointments to terminate at the end of the term for which the original member was elected.
- B) The Board may invite any person to attend and speak at its meetings as an adviser or observer but such person shall not be entitled to vote and shall not be considered a member of the Board as defined in Article 1.
- 27 A) The Board may co-opt any person, whether or not a member of the Charity, to membership of the Board until the conclusion of the Annual General Meeting next

following, provided that the number of co-opted persons shall not exceed one-third of the total number of members elected under categories (i) and (ii) of Article 24 A) above.

- B) A person whose co-opted membership of the Board has terminated shall be eligible for co-option again at any time.
- 28 Subject to the provisions of these Articles, the Charity may from time to time in General Meeting increase the number of members of the Board and may make the appointments necessary for effecting any such increase.

Honorary Officers

- 29 A) The Honorary Officers of the Charity shall consist of a Chair, elected by the members at the Annual General Meeting and such other Honorary Officers (such as a Deputy Chair or Honorary Financial Adviser) elected by the Board as it thinks fit from amongst its own members.
 - B) Except for the Charity's first Honorary Officers (who shall be, or be appointed by, the first members of the Board until the first Annual General Meeting), all Honorary Officers except the Chair shall be elected at the first Board meeting next following the Annual General Meeting and shall hold office until the conclusion of the Annual General Meeting at which they retire or must seek re-election.
- 30 The Board may appoint persons to fill any casual vacancies for Honorary Officers which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following.

Powers of the Board

- 31 A) The business of the Charity shall be managed by the Board subject to the provisions of the 1985 Act or the 2006 Act, the Memorandum and Articles and to any directions given by special resolution. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
 - B) The Board may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as it thinks fit.
 - C) A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
- 32 The Board shall have power to make, repeal and amend Regulations for any matter concerned with the administration of the affairs of the Charity and in particular for the conduct of meetings, the nomination of members of the Charity and the Board and the method of election to the Board provided they are not inconsistent with these Articles. Such Regulations, and any repeals and amendments, shall have effect until set aside by the Board or at a General Meeting.
- 33 The member or members for the time being of the Board may act notwithstanding any vacancy in their body; but if the number of members of the Board shall at any time be

less than the minimum prescribed by or in accordance with these Articles, they may act as the Board only for the purpose of admitting persons to membership of the Charity, filling vacancies or calling a General Meeting.

Secretary

- 34 A) The Secretary shall be appointed by the Board for such time, at such remuneration (if any) and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.
- B) No member of the Board shall occupy the salaried position of Secretary.

The Seal

- 35 The common seal of the Charity (if any) shall only be used by the authority of the Board or of a sub-committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the secretary or by a second member of the Board.

Disqualification and removal of members of the Board

- 36 The office of a member of the Board shall be vacated if that member:
- a) ceases to be a member of the Board by virtue of any provision of the 1985 Act or the 2006 Act or becomes prohibited by law from being a member of the Board; or
 - b) becomes bankrupt or makes any arrangement or composition with creditors generally; or
 - c) is, or may be, suffering from mental disorder and either:
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984 (or any statutory re-enactment or modification of these Acts), or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that member's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that member's property or affairs; or
 - d) resigns as a member of the Board by notice to the Charity; or
 - e) fails without reasonable excuse to attend three consecutive meetings of the Board and the Board resolves that the office of that member be vacated.
- 37 A) In addition and without prejudice to the provisions of Section 168 of the 2006 Act, the Charity may by Special Resolution remove any member of the Board before the expiration of that member's period of office.

- B) The Charity may by an Ordinary Resolution appoint another qualified member instead; but any person so appointed shall retain office so long only as the member being replaced would have held that office.

Proceedings of the Board

- 38 The Board may regulate its proceedings as it thinks fit subject to the provisions of these Articles. It may determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the Board shall never be less than one quarter or three of the members of the Board (whichever is the greater number).
- 39 The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, and financial management, and such other policies as recommended from time to time by the Assembly of Age UK, the federation.
- 40
 - A) A member of the Board may, and on the request of a member of the Board the Secretary shall, call a meeting of the Board by giving notice to all members of the Board; but a member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
 - B) Fourteen days' notice of any meeting of the Board shall be given by the Secretary to all members of the Board save that if any three members of the Board decide that it is necessary to call a meeting of the Board on shorter notice such a meeting may be called on four days' notice.
- 41 The Chair and Deputy Chair of the Charity shall be the Chair and Deputy Chair of the Board respectively. If at any meeting the Chair (or Deputy Chair) is not present within five minutes after the time appointed for the meeting or is unwilling to preside, the members of the Board present shall choose one of their number to be Chair of the meeting.
- 42 All members of the Board shall be entitled to vote, and any matters arising shall be determined by a simple majority of those present and voting. In case of an equality of votes the Chair shall have a second or casting vote.
- 43
 - A) The Board may appoint a Finance Committee and such other Special or Standing Committees as it may deem necessary from time to time and shall determine their terms of reference, powers, duration, quorum and membership provided that:
 - (i) no committee appointed under this Article shall be given power to co-opt more than one-quarter of its total membership.
 - (ii) no such committee shall have power to spend or commit the assets of the Charity without the prior approval of more than one-half of its members being voting members of the Board.
 - (iii) the proceedings of all such committees shall be minuted and reported to the meeting next following of the Board.
 - B)
 - (i) The Board shall establish a Committee (called the Liaison Committee or some other appropriate name) to bring together in discussion those appointed to represent the Charity on other bodies, and representatives of other bodies in membership of the Charity.

- (ii) The (Liaison) Committee shall meet at least twice a year, prior to ordinary meetings of the Charity, to receive written reports from its members and to conduct its business as determined by the Board in accordance with Article 43 A) and C).
 - C) Regulations may from time to time determine the number of days' notice of the meetings of any such committees. In the event that the Regulations make no provision at all for such notice as aforesaid, fourteen days' notice of any committee meetings shall be given by the secretary of the committee to all members of the committee, save that if any four members of the committee decide that it is necessary to call a committee meeting on shorter notice such a meeting may be called on four days' notice.
- 44 All acts done in good faith by any meeting of the Board or by any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuation in office of any such member or person acting as aforesaid, or that any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and had continued in office and was qualified to be a member of the Board and had been entitled to vote.
- 45 A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Board or of such committee (as the case may be). Such resolution in writing may consist of several documents in the like form each signed by one or more members of the Board.
- 46 A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Minutes

- 47 The Board shall cause proper minutes to be made of:
- a) all appointments of officers made by the Board; and
 - b) all proceedings at meetings of the Charity and of the Board and of committees of the Board, including the names of the members of the Board present at such meetings.

Any such minutes of any meeting, if purporting to be signed by the Chair of that meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Accounts

- 48 A) The Board shall cause proper accounts to be kept and made available to the members of the Charity. If the Charity is exempt from the requirement to have audited accounts, the Board may but shall not be required to arrange for the accounts to be audited
- B) In addition to the above, the Honorary Financial Adviser, or the Chair in the absence of the Honorary Financial Adviser, shall present to each meeting of the Board a written statement of accounts which gives members a full and fair description of the Charity's financial position.
- 49 Bank or building society accounts shall be opened in the name of the Charity on such terms as the Board shall decide. The Board shall decide which of its members and staff may sign cheques on behalf of the Charity. Every cheque in excess of £300 must be signed by two persons, one of whom shall be a member of the Board, unless the Board agrees to vary this sum in which case this variation must be reported to the next following Annual General Meeting.
- 50 A) The accounting records and other books or documents of the Charity shall be kept at the registered office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
- B) No member (other than a member of the Board) shall (as such) have any right of inspecting any of the accounting records and other books or documents of the Charity except as conferred by statute or authorised by the Board or by the Charity in General Meeting.

Notices

- 51 Any notice to be given to or by any person pursuant to these Articles:
- (A) shall be in writing ; or
- (B) shall be given using electronic communications
- except that a notice calling a meeting of the Board need not be in writing.
- 52 (A) A notice may be served by the Charity upon any member, either personally or by sending it through the post in a prepaid envelope addressed to the registered address of the member as appearing in the register of members or by leaving it at that address; or by giving it using electronic communications to the members' address.
- (B) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 53 A member present either in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 54 (A) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (B) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (C) A notice shall be deemed to be given:
 - (i) 48 hours after the envelope containing it was posted; or
 - (ii) in the case of an electronic communication, 48 hours after it was sent.

Dissolution

- 55 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

Indemnity

- 56 The Charity shall indemnify any Trustee or Auditor of the charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.