

The Companies Acts 1985 & 1989

Company limited by guarantee
and not having a share capital

**MEMORANDUM OF ASSOCIATION OF
THANET VOLUNTEER BUREAU LIMITED**

1 NAME

The name of the Company is Thanet Volunteer Bureau Limited (referred to in this document as 'the Charity').

2 REGISTERED OFFICE

The registered office of the Charity will be situated in England and Wales.

3 OBJECTS

The Objects of the Charity are to promote any charitable purpose for the benefit of the community in the area of benefit by associating together volunteers and organisations in a common effort to advance education, social and welfare services, and similar charitable activities amongst those classes in need thereof and for this purpose but not otherwise the Charity shall have the following powers: -

- (a) To advise and guide persons willing to undertake voluntary service;
- (b) To provide a centre;
- (c) To advise and guide organisations using volunteers, particularly those being members of the Charity;
- (d) To commission research for general publication;
- (e) To hold and conduct conferences, seminars and enquiries;

4 POWERS

In furtherance of the above Objects, but not otherwise, the Charity shall have the following powers:

- 4.1 To take over the assets, activities and liabilities of the unincorporated charity Thanet Volunteer Bureau, registered charity number 801110.
- 4.2 Obtain, collect and receive money and funds by way of contribution, donations, legacies, grants and any other lawful method, and accept and receive gifts of property of any description (whether subject to any special trusts or not).
- 4.3 Act as a central recruiting agency for voluntary and statutory organisations.
- 4.4 Be a focal point for the organisations using volunteers, encouraging the exchange of ideas and promoting specific projects when needed.
- 4.5 Provide an information service for prospective volunteers, giving them advice, guidance and referring them to the most appropriate agency.
- 4.6 Provide a central information service for organisations to discuss the role of volunteers and their training, and undertake with other organisations the running of necessary courses.
- 4.7 To promote or carry out research.
- 4.8 To publish or distribute information.
- 4.9 To co-operate with other bodies.
- 4.10 To raise funds (but not by means of taxable trading).
- 4.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.12 To acquire or hire property of any kind.
- 4.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.14 To make grants or loans of money and to give guarantees.
- 4.15 To open and operate bank accounts and other facilities for banking in the name of the Charity.
- 4.16 To set aside funds for special purposes or as reserves against future expenditure.
- 4.17 To invest the moneys of the Charity not immediately required for its own purposes 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 for the time being may be imposed or required by law and subject to the provisions of this Memorandum of Association.

- 4.18 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.19 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or duty.
- 4.20 To engage or employ such personnel (not being members of the Management Committee), whether as employees, consultants, advisers or however as may be required for the objects of the Charity.
- 4.21 Generally to do all such lawful things as are incidental or conducive to the attainment of such purposes or any of them.

PROVIDED THAT:

- 4.22 In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- 4.23 In carrying out its Objects, the Charity shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in society generally.

5 PROPERTY AND INCOME

- 5.1 The property and income of the Charity shall only be used for charitable purposes and applied to the furtherance of its Objects.
- 5.2 No part of the Charity's property or income shall be transferred or paid to any member of the Management Committee; but this shall not prevent the repayment to a member of out of pocket expenses incurred on the business of the Charity nor the payment of a reasonable rent for premises let by a member to the Charity.
- 5.3 The Committee shall cause proper accounts to be kept of the property assets and transactions of the Charity and arrange for the accounts to be audited at least once a year by the appointed Auditor, or independent examiner.

6 LIMITED LIABILITY

The liability of members is limited.

7 GUARANTEE

Every member promises, if the Charity is dissolved while s/he is a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

8 DISSOLUTION

8.1 If upon winding up or dissolution of the Charity, and after the satisfaction of its debts and liabilities, there remains any property whatsoever, the same shall not be paid to or distributed among the members of the Management Committee but shall be applied to such other charitable institutions having Objects similar to some or all of the Objects specified in Clause 3 thereof, as the Management Committee may with approval of the Charity Commissioners or other authority having charitable jurisdiction determine.

8.2 A final report and statement shall be sent to the Commission.

9 INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meaning in this Memorandum.

9.2 The interpretation Act 1889 applies for the interpretation of this Memorandum as it applies for the interpretation of an Act of Parliament. References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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**ARTICLES OF ASSOCIATION OF
THANET VOLUNTEER BUREAU LIMITED**

**As amended by Special Resolutions dated 9 July and 27th September
2018 with effect from 30th September 2018**

1 MEMBERSHIP

1.1 The first members of the Charity shall be the subscribers to the Memorandum.

1.2 The Charity shall maintain a register of members.

1.3 The Management Committee may admit into Membership: -

(a) Voluntary and statutory organisations in the area of benefit which are concerned to encourage, support and undertake voluntary work, and

(b) Individual volunteers.

2 CESSATION OF MEMBERSHIP

2.1 Membership of the Charity is not transferable.

2.2 A member shall cease to be a member if s/he:

(a) resigns in writing to the Secretary

(b) dies or fails to communicate with or participate in the activities of the Charity for a period of two years or more, and the Management Committee decide to terminate her/his membership on the grounds of lack of contact; or

(c) is expelled by the Management Committee for conduct prejudicial to the Charity, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

3 **GENERAL MEETING**

- 3.1 The Charity 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.
- 3.2 The first Annual General Meeting of the Company shall be held within eighteen months of incorporation. Subsequent Annual General Meetings shall be held in the month of June each year or as soon as practicable thereafter.
- 3.3 The representatives of the organisations and the individual volunteers in membership shall be entitled to vote at the Annual General Meeting.
- 3.4 The Annual General Meeting shall be open to the public.
- 3.5 The Management Committee shall convene the Annual General Meetings. Public notice of every Annual General Meeting shall be given at least seven days before the date thereof by displaying a notice in some conspicuous place in the area of benefit and shall be advertised in a newspaper circulating in the area.
- 3.6 The Chairman shall conduct the meeting or in his absence the Vice-Chairman (if any). If neither is present, the persons present, shall, before any other business is transacted, appoint a Chairman for the meeting.
- 3.7 The Management Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- 3.8 In addition at an Annual General Meeting the members may: -
- (a) accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - (b) elect persons to be Trustees to fill the vacancies arising;
 - (c) elect a Chairman, Treasurer and such other honorary officers as the Charity may from time to time decide;
 - (d) appoint an independent examiner or auditor and may determine the parameters of her/his remuneration (if any);
 - (e) discuss and determine any issues of policy or deal with any other business put before the members.
- 3.9 All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- 3.10 The Committee may call Extraordinary General Meetings whenever they think fit and the provisions of Clause 3 shall have effect as if its

provisions were repeated in these articles but so that Clause 12 shall apply to an Extraordinary General Meeting convened for the purpose of dissolution.

4 VOTING

Every matter shall (except as in these Articles provided) be determined by the majority of the members present and voting on the question. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.

5 THE MANAGEMENT COMMITTEE

5.1 The Charity shall be managed by the said Management Committee (hereinafter called the Committee) who shall be the Charity Trustees of the Charity within the meaning of Section 177 of the Charities Act 2011.

5.2 The Committee shall consist of: -

- (a) up to 6 members elected by and from the representatives of the member organisations, subject to article 5.3;
- (b) up to 2 members elected by and from individuals representing volunteers; and
- (c) other persons co-opted in accordance with article 5.5.

5.3 The members elected to represent member organisations must include at least one member, who is either a former or existing member of a volunteer centre, organisation, group or affiliation from each of the following District Councils: -

- (a) Folkestone & Hythe;
- (b) Dover; and
- (c) Thanet.

5.4 The Committee shall be elected at the Annual General Meeting to serve until the conclusion of the Annual General Meeting next after their appointment.

5.5 The Committee shall have the power to co-opt persons having special knowledge or experience, provided that the number of co-opted members shall not exceed one third of the total membership of the Committee. They shall hold office until the end of the Annual General Meeting following their co-option.

5.6 The Committee may designate any election to the Committee in accordance with articles 5.2(a) or 5.2(b) as an appointment to an honorary

office. For the avoidance of doubt, any member so appointed, shall ex-officio be a member of the Committee and shall serve a term in accordance with article 5.4.

- 5.7 The initial members of the Committee shall be appointed by the subscribers to the Memorandum.
- 5.8 For the avoidance of doubt, members of the Committee are directors within the meaning of company law and charity trustees within the meaning of charity law.
- 5.9 Under no circumstances shall any of the following serve as a member of the Committee:
- (a) employees of the Charity;
 - (b) persons under eighteen years of age;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
- 5.10 Voluntary and statutory organisations in membership may appoint deputies (without the power to vote) for their elected representatives who are unable to attend any particular meeting of the Committee.
- 5.11 The Committee may invite any person to attend its meetings as an observer but without power to vote.
- 5.12 All honorary officers and Committee members shall retire annually and be eligible to stand for re-election so long as they have not served for longer than 3 years continuously. Representatives and individuals who have served for 3 years may stand for re-election, if no other nominations have been received and they are voted in by the Annual General Meeting.
- 5.13 The members of the Committee either elected or co-opted and holding office on 30th September 2018 shall not be required to retire until the first Annual General Meeting following such date.

6 **SUB-COMMITTEES**

The Committee may from time to time appoint such sub-committee as may be deemed necessary, and may determine their terms of reference, powers, duration and composition, provided that: -

- (a) no sub-committee may be given power to co-opt more than one fourth of its total membership and,

- (b) each sub-committee shall furnish the Committee with a full copy of the Minutes of each meeting of the sub-committee within 7 days thereof.

7 **FAILURE TO APPOINT**

The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment or election or qualification of any member.

8 **MEETINGS OF THE COMMITTEE**

The Committee shall hold at least three ordinary meetings in each year and may hold other ordinary meetings as may be required. An Extraordinary General Meeting may be summoned at any time by the Chairman or any two other elected members upon seven clear day's notice being given to all the other members of the matter to be discussed.

9 **RULES AND REGULATIONS**

Within the limits prescribed by these Articles the Committee may from time to time make and alter rules and regulations for: -

- (a) the conduct of their business;
- (b) the summoning and conduct of their meetings or of Annual or Extraordinary General Meetings;
- (c) the deposit of money at a proper bank;
- (d) the custody of documents;
- (e) the appointment as Secretary of one of themselves without remuneration or some other person at such remuneration as the Committee may determine;
- (f) the appointment of an organiser who may also be the Secretary;
- (g) the engagement and dismissal of such paid officers and servants the Committee may consider necessary; and
- (h) the number of members who shall form a quorum at meetings of the Committee.

10 **ALTERATIONS TO THE ARTICLES**

Alterations to the Articles must receive the assent of not less than two-thirds of the members of the Members present and voting at an Annual General Meeting or an Extraordinary General Meeting. A resolution for the alteration of the Articles must be received by the secretary at least 21 days before the meeting at which the Resolution is to be brought forward. At least seven days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. PROVIDED that no alteration to clauses 3, 10 or 12 shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

11 **RECORDS & ACCOUNTS**

11.1 The Committee shall comply with the requirements of the Act and of the Charities Act 1993 as to keeping of financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charities Commission of:

- (a) Annual Reports
- (b) Annual Returns

(c) Annual Statements of Account

11.2 In addition the Committee shall keep proper records of:

(a) All proceedings at General Meetings

(b) All proceedings of Committee Meetings

(c) All reports of committees, and

(d) All professional advice obtained

11.3 The Records and Accounts shall be kept at the Registered Office of the Charity or, subject to section 222 of the Act, at such other place or places as the Committee thinks fit.

11.4 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours.

12 **DISSOLUTION**

The Charity may at any time be dissolved by a Resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting convened for the purpose of which not less than 21 day's notice shall have been given to all members of the Committee and duly published in the area of benefit. Clause 8 of the Memorandum shall have effect as if its provisions were repeated in these Articles.

12 **INDEMNITY**

Subject to the provisions of the Act every member of the Management Committee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by her/him in that capacity in defending any proceedings whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

13 **INTERPRETATION**

In the Memorandum and in these Articles:

“The Act” means the Companies Act 1985 or any statutory re-enactment or modification of that Act.

“The Charity” means the company governed by these Articles.

“The Memorandum” means the Memorandum of Association of the Charity.

“The Articles” means these Articles of Association.

“The Objects” means the Objects of the Charity as defined in Clause 3 of the Memorandum

The “Management Committee” means all those persons appointed to perform the duties of directors of the Charity and “member of the Management Committee” means a director.

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

“Employee” means anyone holding a current contract of employment with the Charity.

“The Commissioners” means the Charity Commissioners for England and Wales.

“taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds for the purpose of actually carrying out the Objects.

“the area of benefit” means the Charity will serve the area covered by *Kent County Council*.

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

Words importing the singular number shall include the plural and vice versa unless 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.