

CVS SOUTH GLOUCESTERSHIRE

A CHARITABLE COMPANY LIMITED BY GUARANTEE

Company Number: 4831569

Registered Charity Number: 1099702

Incorporated 14th July 2003

ARTICLES OF ASSOCIATION

as amended 15th September 2010

CHARLIE CATTELL
SOCIAL ECONOMY CONSULTANT

www.catwool.co.uk
01274 900728

CVS SOUTH GLOUCESTERSHIRE

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

CONTENTS

NAME, OBJECTS AND POWERS	1
LIMITED LIABILITY.....	2
APPLICATION OF INCOME AND PROPERTY.....	2
MEMBERSHIP	3
GENERAL MEETINGS.....	4
MEMBERS' WRITTEN RESOLUTIONS.....	7
BOARD OF TRUSTEES.....	7
POWERS OF THE BOARD OF TRUSTEES.....	8
PROCEEDINGS OF THE BOARD OF TRUSTEES.....	9
HONORARY OFFICERS.....	10
COMMITTEES.....	10
CONFLICTS OF INTEREST	10
ADMINISTRATION.....	11
DISSOLUTION.....	12
INTERPRETATIONS.....	12

Articles of Association of **CVS South Gloucestershire**

A COMPANY LIMITED BY GUARANTEE
and not having a share capital

NAME, OBJECTS AND POWERS

Name

1. The name of the company is “**CVS South Gloucestershire**” (referred to in this document as “the Charity”).

Objects

2. The Charity's objects ("the objects") are:
 - (a) to promote any charitable purposes for the benefit of the community in the local government district of South Gloucestershire and its neighbourhood (hereinafter called "the area of benefit") and, in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness;
 - (b) to promote and organise co-operation in the achievement of the above purposes and to that end to bring together in council representatives of the voluntary organisations and statutory authorities within the area of benefit.

Powers

3. The Charity shall have the following powers to further its Objects:
 - (a) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (b) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, provided that in exercising this power the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (c) to raise funds and to trade in direct furtherance of its objects, and to carry on trade which is temporary or ancillary to the objects of the Charity, provided that otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds for the objects of the Charity;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed, provided that the Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (i) to employ and remunerate such staff (not being Trustees) as are necessary for carrying out the work of the Charity;
- (j) to:
 - i) deposit or invest funds;
 - ii) employ a professional fund-manager; and
 - iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (k) to provide indemnity insurance for the Trustees of the Charity in accordance with, and subject to the conditions in, the section 73F of the Charities Act 1993;
- (l) to do all such other lawful things as are necessary for the achievement of the Objects.

LIMITED LIABILITY

Limit of members' liability

4. The liability of the members is limited.
5. Every organisation that is a full member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while it is a member (or within one year after it 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.

APPLICATION OF INCOME AND PROPERTY

Trustees' permitted benefits

6. The income and property of the Charity shall be applied solely towards the promotion of its objects, provided that:
 - (a) a Trustee is entitled to be reimbursed from the property of the Charity, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the Charity;

- (b) a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- (c) a Trustee may receive an indemnity from the Charity in the circumstances specified in article 85.

Restrictions on use of income and property

- 7. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity, provided that nothing shall prevent the payment in good faith by the Charity:
 - (a) 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;
 - (b) of reasonable and proper remuneration to any member, officer or servant of the Charity (not being a Trustee);
 - (c) of fees, remuneration or other benefit in money or monies worth to any company of which a Trustee may be a member holding less than 1/100th part of the issued capital of the company.

Restrictions on transaction with the Charity

- 8. No Trustee or connected person may buy goods or services from the Charity on terms preferential to those applicable to other members of the public, or sell goods or services to the Charity, or receive remuneration, or receive any other financial benefit from the Charity.

MEMBERSHIP

Admission of members

- 9. The Trustees may at their discretion admit voluntary and community organisations as full members of the Charity provided that any such organisation:
 - (a) is active in the Charity's area of benefit;
 - (b) agrees to be bound by the Charity's Articles of Association; and
 - (c) agrees to pay such subscription (if any) as may be set from time to time by the Trustees.
- 10. Each organisation that is a member shall appoint a representative who shall be entitled to exercise in the affairs of the Charity all such rights and powers as the member would exercise if it were an individual person. Member organisations shall advise the Charity in writing of the identity of their representative, and of any change in appointment.
- 11. Membership shall not be transferable.
- 12. The Charity shall keep an up-to-date Register of Members containing the name and address of every member, the date on which they became a member, and the date on which they ceased to be a member.

Cessation of membership

13. An organisation shall cease to be a member if it:
- (a) resigns in writing to the Charity; or
 - (b) is wound up or goes into liquidation; or
 - (c) fails to pay any annual subscription three months after the date it became due;
or
 - (d) is expelled by the Trustees 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.

Associate members

14. Individuals and organisations interested in the work of the Charity, but who do not qualify for full membership, may be admitted as associate members.
15. Associate members shall be entitled to receive notice of, attend and speak at the Annual General Meeting of the Charity, but shall not hold voting rights or be counted for the purpose of calculating a quorum or be treated as members for any other purpose of the articles or of statute.
16. Associate members shall enjoy such privileges as the Trustees may consider appropriate, and may be required to pay an annual subscription or other fee at the discretion of the Trustees.

GENERAL MEETINGS

General Meetings to be held

17. The Charity shall in each calendar year hold a general meeting as its Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
18. The Trustees may call a general meeting at any time, and shall call one if requested so to do by at least 5% of the members of the Charity.

Proceedings at general meetings

19. No business shall be transacted at a general meeting unless a quorum is present. The quorum shall be one-tenth of the membership or five members, whichever is the greater.
20. If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
21. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

22. If a quorum is not present at the reconvened meeting 15 minutes after the time specified for the start of the meeting, those present and voting shall constitute the quorum for that meeting.
23. At every general meeting the Chair of the Board of Trustees shall preside. If he or she is not present 15 minutes after the time appointed for the commencement of the meeting, the Vice-Chair shall preside, but in the event of his or her absence the members present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

Voting at general meetings

24. Decisions at general meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the Articles of Association of the Charity, or to wind up the Charity, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of the votes that are cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of the votes that are cast.
25. One vote may be cast on behalf of each member on any question to be decided at a general meeting.
26. Someone who is entitled to a vote at general meetings, but who is unable to attend in person, may appoint any other person to act as proxy for him or her, and shall provide written authorisation for the appointed person so to act, stating whether the proxy is:
 - (a) to vote this way or that on any particular resolution, or
 - (b) permitted to vote in accordance with her or his own judgement.
27. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a written ballot is, before or on the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least two members present in person or by proxy.
28. On a show of hands someone acting as a proxy shall have one vote. However if a proxy has been appointed by more than one member and has been instructed by one or more members to vote for the resolution, and has also been instructed by one or more members to vote against it, he or she has one vote for and one against. On a written ballot a proxy is entitled to cast all the votes he or she holds.
29. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a ballot is demanded. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
30. A ballot must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the ballot.

31. A ballot demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
32. The result of the ballot shall be deemed to be the resolution of the meeting at which the ballot is demanded.
33. If a ballot is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
34. In the case of an equality of votes the Chair of the meeting shall not have a second or casting vote and the resolution shall be considered as lost.

Adjournment of general meetings

35. A general meeting may by ordinary resolution resolve that the meeting shall be adjourned.
36. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
37. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
38. If a meeting is adjourned for more than 14 days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

Notices of general meetings

39. Any general meeting shall be called by at least 14 clear days' notice. However, a general meeting may be called with shorter notice if it is agreed by at least 90 per cent of those entitled to attend and vote.
40. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so. In the case of a general meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notice. The notice must also contain a statement setting out the right of members to appoint a proxy.
41. The notice must be given to all the members and Trustees and to the auditors (if any) , and may be given:
 - (a) in person;
 - (b) by sending it by post addressed to that person at that person's registered address, or by leaving it at that address;
 - (c) by fax or by electronic communication to an address provided for that purpose;
or
 - (d) by posting it on a website, where the recipient has been notified of such posting in a manner agreed by that person.

42. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

MEMBERS' WRITTEN RESOLUTIONS

43. Any decision that may be made at a general meeting of the Charity may be made by written resolution, other than a decision to remove a Trustee or auditor before the expiry of their term of office.
44. A proposed resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
45. The majorities required to pass a written resolution are as follow:
- (a) for an ordinary resolution, approval is required from a simple majority of the members;
 - (b) for a special resolution, approval is required from not less than 75% of the members.
46. The document indicating a member's approval of a written resolution may be sent to the Charity as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
47. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

BOARD OF TRUSTEES

Appointment of Trustees

48. The Charity shall have a Board of Trustees comprising not less than five nor more than fifteen persons who have been nominated by full members of the Charity.
49. Trustees shall be elected by and from the membership at the Annual General Meeting. Anyone standing for election must be nominated by at least one full member.
50. Procedures for nominating and electing Trustees shall be determined from time to time by the Trustees.
51. In addition, the Trustees may from time to time appoint any person as a Trustee, either to fill a casual vacancy or by way of addition provided that:
- (a) the maximum number of Trustees specified in these articles is not exceeded;
 - (b) the number of Trustees so appointed never constitute more than one-third of the total number of Trustees;
 - (c) any person so appointed has been nominated by a full member of the Charity.

52. Any Trustee appointed under the above articles shall hold voting rights but shall only hold office until the next Annual General Meeting; but he or she shall then be eligible for re-election in the normal way.

Retirement cycle

53. At every Annual General Meeting, one-third of the elected Trustees shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The Trustees to retire shall be those longest in office since their last election. Where there are Trustees who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot.

People who may not serve as Trustees

54. Under no circumstances shall any of the following serve as Trustees:
- (a) persons aged less than 16 years;
 - (b) persons who are undischarged bankrupts or who are otherwise disqualified by law from serving as company directors;
 - (c) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.

Disqualification and removal of Trustees

55. The office of a Trustee shall be immediately vacated if he or she:
- (a) resigns his or her office in writing to the Charity (but only if at least five Trustees will remain in office when the resignation takes effect); or
 - (b) was nominated by a member organisation which ceases to be a member of the Charity; or
 - (c) is absent without good reason from three consecutive Trustees' meetings, and the remaining Trustees decide that he or she shall vacate office by reason of such absence; or
 - (d) is removed from office by ordinary resolution of the Charity in general meeting in accordance with the Act; or
 - (e) becomes bankrupt or is in breach of any county court administration order; or
 - (f) is otherwise disqualified by law from serving as a director of a company or as a charity trustee.

POWERS OF THE BOARD OF TRUSTEES

56. The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
57. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

58. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
59. The Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than five, the remaining Trustees may act for the purposes of increasing the number of Trustees or winding up the Charity, but for no other purpose.

PROCEEDINGS OF THE BOARD OF TRUSTEES

60. The Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
61. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.
62. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.
63. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
64. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
65. The quorum may be fixed by the Trustees but shall not be less than one quarter of its number or five Trustees present, whichever is the greater.
66. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
67. At every meeting of the Trustees, the Chair shall preside. If he or she is not present 15 minutes after the time appointed for the commencement of the meeting, the Vice-Chair shall preside, but in the event of his or her absence the Trustees present shall choose one of their number to chair that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
68. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be considered as lost.
69. A resolution in writing or in electronic form agreed by a simple majority of all the Trustees entitled to receive notice of a meeting of Trustees (or of a committee of Trustees) and to vote shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held, provided that:
 - (a) a copy of the resolution is sent or submitted to all the Trustees eligible to vote on the matter; and

(b) a simple majority of Trustees has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within 28 days after the resolution has been circulated.

70. All acts done by the Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Trustee 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 Trustee.

HONORARY OFFICERS

71. At the first meeting of the Trustees after the Annual General Meeting of the Charity, the Trustees shall elect the Honorary Officers of the Charity who shall hold office until after the conclusion of the next Annual General Meeting of the Charity. For the purposes of these Articles the expression "Honorary Officers" shall mean and include the Chair, the Vice-Chair and the Treasurer.

72. In the event of a casual vacancy occurring in any officer post, the Trustees may appoint one of their number to fill such vacancy until the conclusion of the next Annual General Meeting.

COMMITTEES

73. The Trustees may delegate any of their powers or functions to a committee of two or more Trustees (and optionally others), but the terms of any delegation must be recorded in the minute book. The Trustees may subsequently revoke or alter a delegation. The Trustees may impose conditions when delegating, and will always include the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they have been delegated;
- (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees;
- (c) the Trustees may vary or revoke the delegation;
- (d) the committee shall report regularly to the Trustees.

CONFLICTS OF INTEREST

Declarations of interest

74. A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she 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).

Conflicts of loyalty

75. If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and that conflict is not authorised by virtue of any other provision in these articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting;
 - (c) the unconflicted Trustees consider it to be in the interests of the Charity to authorise the conflict of interest in the circumstances applying.
76. In the above article, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does *not* involve a any direct or indirect benefit to a Trustee or to a connected person.

ADMINISTRATION

Minutes

77. The Trustees must keep minutes of all:
- (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the Charity;
 - (c) written resolutions passed by the Charity;
 - (d) meetings of the Trustees and committees of Trustees including:
 - i) the names of the Trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate, the reasons for the decisions.
78. Minutes of meetings shall be kept for a minimum of 10 years.

Accounts

79. The Trustees must keep accounting records as required by the Companies Acts.
80. The Trustees must prepare accounts for each financial year as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
81. The Trustees must send a copy of the annual accounts and reports for each financial year to:
- (a) every member of the Charity, and

(b) every person who is entitled to receive notice of general meetings.

82. The Charity's annual accounts and reports shall be sent out to members and others on or before the date on which it delivers its accounts and reports to the Registrar of Companies.

Annual Report and Return and Register of Charities

83. The Trustees must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

84. The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Indemnity

85. The Charity may indemnify any Trustee, auditor, reporting accountant or other officer 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 Companies Act 2006.

DISSOLUTION

86. 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.

INTERPRETATIONS

87. In these articles:

"The Charity" means the company to which these articles apply.

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) to the extent that they apply to the Charity.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the Charity and "Trustee" means a director.

"The Commission" means the Charity Commission for England and Wales.

"Address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;

“Clear days” in relation to a period of notice means the period excluding the day when the notice is given and the day on which it is to take effect.

“Connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within paragraph (a) or (b) above;
- (d) an institution which is controlled –
 - i) by the Trustee or any connected person falling within paragraph (a), (b), or (c) above; or
 - ii) by two or more persons falling within sub-paragraph (i), when taken together
- (e) a body corporate in which –
 - i) the Trustee or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
 - ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest.

“Electronic form” has the meaning given in section 1168 of the Companies Act 2006;

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

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

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.

Any reference 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.