

Company No 03915936

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
SUTTON MENCAP CHARITY COMPANY

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THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION
OF
SUTTON MENCAP CHARITY COMPANY

1. The name of the company (hereinafter called "the Charity") is Sutton Mencap Charity Company.
2. The registered office of the Charity will be situate in England and Wales.
3. Objects.

The objects of the Charity are:

- 3.1. To provide or assist in the provision of services, support and information to disabled people in the London Borough of Sutton and its environs, in particular people with a learning disability and/ or autism and their families, dependents and carers to enable them to experience fulfilling lives in ways which maximise their involvement in the community and participation as citizens.
4. Powers.

In order to attain its objects but not for any other purpose the Charity may (but need not):
 - 4.1. increase public awareness and understanding of the abilities of disabled people and people with a learning disability, their problems and needs and those of their families, dependants and carers in order to assist their integration in society;
 - 4.2. encourage mutual help and co-operation between families, dependants and carers of disabled people and people with a learning disability and also between them and other agencies and individuals who work for and with them;
 - 4.3. assist and promote the Royal Mencap Society, its members and groups (taking into account the work and resources of the Charity) in order to achieve mutual or similar objects;

- 4.4. co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Charity or of similar charitable objects and exchange information and advice with them;
 - 4.5. raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds the Charity shall not undertake any permanent activities of a trading nature except those allowed by charity law;
 - 4.6. invest the money of the Charity not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit;
 - 4.7. employ such staff as are necessary for the proper pursuit of the objects upon such terms as to remuneration and otherwise as the Board of Trustees shall decide provided that no paid member of staff shall be a member of the Board of Trustees;
 - 4.8. appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Board of Trustees shall think fit;
 - 4.9. borrow or raise money in such manner and upon such terms as the Charity shall think fit and may, for the purpose of securing any debt or other obligation of the Charity, mortgage or charge all or part of the property of the Charity;
 - 4.10. buy, take on lease or in exchange any buildings and / or land and maintain and equip such buildings and / or land for use and sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law;
 - 4.11. undertake or accept any trusts or obligations;
 - 4.12. do all such other lawful things as shall further the attainment of the objects of the Charity.
 - 4.13. provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
5. The income and property of the Charity shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or

transferred directly or indirectly to members of the Charity except for payment in good faith of:-

- 5.1. reasonable and proper wages to any employee (not being a member of the Board of Trustees) for any services given to the Charity and of reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of the Charity;
- 5.2. interest on money lent to the Charity at a reasonable and proper rate per annum;
- 5.3. reasonable and proper rent for premises let to the Charity;
- 5.4. fees, or other benefits to any company of which a member of the Board of Trustees is also a member holding not more than 1 / 100th part of the capital;
- 5.5. of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.

provided that nothing in this Clause 5 nor in Clause 6 below shall prevent any member of the Board of Trustees or their relatives from obtaining any charitable services from the Charity provided that the members do not take part in or vote on decisions to provide benefits specifically to them or their families. (Even if members of the Board of Trustees or their families would benefit from a service they may decide to provide that service in principle but may not then vote on provision to them or their family members of that particular service).

6. Subject to Clause 5 of this Memorandum and Article 50 of the Articles, except with the prior written approval of the Charity Commissioners no member of the Board of Trustees may:
 - 6.1. receive any benefit in money or in kind from the Charity; or
 - 6.2. have a financial interest in the supply of goods or services to the Charity; or
 - 6.3. acquire or hold any interest in property of the Charity (except in order to hold it as a trustee of the Charity).
7. The liability of the members is limited.

8. Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member:-
 - 8.1. for the payment of the Charity's debts and liabilities contracted before he or she ceased to be a member;
 - 8.2. for the costs, charges and expenses of winding up; and
 - 8.3. for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.
9. If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to the Royal Mencap Society upon trust for people with a learning disability (and those amongst their families, dependants and carers in need) in accordance with the Charity's wishes and subject thereto for the general charitable purposes of the Royal Mencap Society.
10. We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Signature: *M. Peart* Guarantee

Name: *Mavis Peart* £1

Address: *5 Stanley Square.*

Date: *10/10/18.*

WITNESS to the above signature:

Signature: *D. V. Hoboy*

Name: *DAVID HUBOY*

Address: *46 MILTON ROAD, WALLINGTON*

Occupation: *DIRECTOR*

Signature: *Michelle Perrett*

Name: *MICHELLE PERRETT* £1

Address: *6 ROOKWOOD AVE, WALLINGTON, SURREY*
SM6 8HG

Date: *22/10/18*

WITNESS: to the above signature:

Signature: *Emma O'Connell*

Name: *Emma O'Connell*

Address: *20 Mill Lane Carshalton*

Occupation: *Office Manager*

Signature: *T. J. D. A. R. O.*

Name: *TITICATO DARO*

Address: 37, JARMEY ROAD, CARSHATTON, SURREY. SM5 4AW

Date: 22/10/18

WITNESS to the above signature:

Signature: L Mason £1

Name: L MASON

Address: 54 STOUGHTON AVENUE CHEAM SM3 8PD

Occupation: FINANCE OFFICER

THE COMPANIES ACTS 1985 to 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
SUTTON MENCAP CHARITY COMPANY

INTERPRETATION

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-
 - 1.1. "Act" means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force.
 - 1.2. "Articles" means these Articles of Association of the Charity.
 - 1.3. "the Chair" means the Chair of the Charity for the time being appointed in accordance with Article 59.
 - 1.4. "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.
 - 1.5. "Board of Trustees" means the board of directors of the Charity (as defined in the Act) for the time being.
 - 1.6. "Honorary Officers" means the Chair, one or more Vice-Chair, the Treasurer and Secretary and such other officers as the Charity may decide as may be appointed under Article 59.
 - 1.7. "Memorandum" means the Memorandum of Association of the Charity.
 - 1.8. "Office" means the registered office of the Charity.
 - 1.9. "Secretary" means the secretary of the Charity for the time being appointed in accordance with Article 59.
 - 1.10. "Charity" means Sutton Mencap Charity Company.

1.11. "Treasurer" means the treasurer of the Charity for the time being appointed in accordance with Article 59.

1.12. "Vice Chair(s)" means the Vice Chair(s) of the Charity for the time being appointed in accordance with Article 59.

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

MEMBERSHIP

3. The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be members of the Charity.

4. *Membership of the Charity shall be open to all people (whether with or without a learning or other disability) who declare their support for and are in sympathy with the objects stated in the Memorandum.*

5. Membership shall be granted to those individuals who submit an application in a form prescribed by the Board of Trustees provided that applicants meet the membership criteria contained in Article 4 above and pay any subscriptions or payments required under Article 6 below. Membership lists may, however, be closed at the discretion of the Board of Trustees if facilities for members would otherwise become inadequate.

6. The Board of Trustees may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.

7. A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Board of Trustees). Entry in that list shall be conclusive evidence that any person is or is not a member.

8. Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.

9. The Board of Trustees may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Board of Trustees, accompanied by a relative, friend or advocate (if wished), before a final decision is made.

10. The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Board of Trustees or who has failed without good reason to

pay a subscription six calendar months or more after a request for its payment has been made or who has resigned in writing from membership.

11. Family subscriptions may be approved by the Board of Trustees. The list of members will be marked to show the voting rights of each family member once the first subscription, if any, has been paid. Families shall mean members of a household living at one address and may, at the discretion of the Board of Trustees, include group homes.
12. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

Annual General Meeting

13. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Board of Trustees shall think suitable.

Other General Meetings

14. The Board of Trustees may call a general meeting at any time. The Board of Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

15. Unless Article 16 applies, general meetings shall be called by a least 21 clear days' written notice.
16. A general meeting may be called by shorter notice if it is so agreed:-
 - 16.1. in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - 16.2. In the case of any other general meeting, by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 95% of the total voting rights at that meeting of all the members.
17. A general meeting for the purpose of considering a proposal that a member of the Board of Trustees should be removed from office may be called a majority of the Board of Trustees (excluding the member whom it is proposed should be removed). For the avoidance of doubt Article 14 shall apply to such meeting. At least 21 days' notice of such meeting must be given to the member of the Board of Trustees whom it is proposed should be removed. If the member of the Board

of Trustees has been suspended from office under Article 49.6 the general meeting must be held no more than 42 days after that suspension. The member of the Board of Trustees concerned shall have the right to be heard either in writing or in person at the general meeting.

Contents of Notice

18. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. Every notice of an annual general meeting shall invite nominations for election to the Board of Trustees at the annual general meeting from the members.

Service of Notice

19. Notice of general meetings shall be given to every member and to the Board of Trustees and to the auditors or independent examiners of the Charity.

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any meeting unless a quorum is present. Ten members or ten percent of the total membership, whichever is the greater, shall be a quorum, provided that if the Charity shall have less than twenty members, fifty percent of the membership shall be a quorum.
21. If such a quorum is not present within half an hour from the time appointed for the meeting, 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 of Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
22. Before any business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. At subsequent and other general meetings the Chair, if any, of the Board of Trustees shall preside as chair of the meeting, but if the Chair is not present within fifteen minutes after the time appointed for holding the meeting, the persons present shall choose one of their number to be chair of the meeting.
23. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly 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 shall be given specifying the time and place of the adjourned meeting and the general nature of the

business to be transacted. Otherwise it shall not be necessary to give any such notice.

24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll or a secret ballot is duly demanded. Subject to the provisions of the Act, a poll or a secret ballot may be demanded:-
 - 24.1. by the chair; or
 - 24.2. by one third of the members present; or
 - 24.3. by at least five members present and having the right to vote at the meeting; or
 - 24.4. by a member or members representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - 24.5. in the case of the election of the Honorary Officers and other members of the Board of Trustees, by one of the members present and having the right to vote.
25. Unless a poll or secret ballot 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 the resolution.
26. A poll or secret ballot shall be taken at the meeting as the chair directs. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot was demanded.
27. The proceedings at any meeting or on the taking of any poll or secret ballot shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.

Votes of members

28. On a show of hands and a poll or secret ballot every member aged 18 or over present in person shall have one vote. In the case of family subscriptions each family member aged 18 or over present in person shall have one vote.
29. No member shall be entitled to vote at any general meeting unless all monies presently payable by him or her to the Charity have been paid.
30. No objection shall 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 shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.

31. Postal and proxy voting are not allowed.

Annual General Meeting

32. At each annual general meeting:

32.1. the Board of Trustees shall present the report and accounts of the Charity for the preceding year.

32.2. an independent qualified auditor or independent examiner shall be appointed for the following year.

32.3. nominations for election to the Board of Trustees shall be considered and voted upon.

32.4. the meeting may also transact such other business as may be brought before it.

BOARD OF TRUSTEES

Number of members of the Board of Trustees

33. unless otherwise decided by ordinary resolution the maximum number of members of the Board of Trustees shall be twelve.

Powers of the Board of Trustees

34. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Board of Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.

35. the Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

Regulations

36. The Board of Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the Board of Trustees or any committee and as to any of the matters or things within the powers or under the control of the Board of Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of the powers of the Board of Trustees

37. The Board of Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
 - 37.1. the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number); and
 - 37.2. each such committee shall comprise at least three or more persons (the majority of whom must be members of the Board of Trustees) and subject thereto shall be entirely in the discretion of the members of the Board of Trustees; and
 - 37.3. the deliberations of any such committee shall be reported regularly to the members of the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the members of the Board of Trustees and for that purpose every committee shall appoint a secretary; and
 - 37.4. all delegations under this Article shall be revocable at any time; and
 - 37.5. the members of the Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
38. For the avoidance of doubt, the members of the Board of Trustees may (in accordance with Article 37) delegate all financial matters to any committee and may empower such a committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Board of Trustees, provided always that no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the members of the Board of Trustees.
39. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees.

Appointment and retirement of members of the Board of Trustees

40. The first members of the Board of Trustees shall be the subscribers to the Memorandum.
41. The Board of Trustees shall consist of the following persons, any of whom may have learning disabilities:
 - 41.1. the Honorary Officers for the time being; and

- 41.2. up to 8 members of the Charity who shall be elected at an Annual General Meeting; and
 - 41.3. co-opted members (who may but need not be members of the Charity) being persons having a special interest in and qualifications for furthering the work of the Charity appointed in accordance with Article 47.
42. At the end of each annual general meeting all the members of the Board of Trustees shall retire from office but they may be re-elected or re-appointed.
43. If a vacant position on the Board of Trustees is not filled through election or re-election at the Annual General Meeting the following provisions apply:
- 43.1. if the position is that of an Honorary Officer the person who has retired under Article 42 shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
 - 43.2. if the position is not that of an Honorary Officer the individuals in the same sub-category of membership of the Board of Trustees under Article 41 who have retired under Article 42 shall be deemed re-appointed unless the meeting resolves that he/ she/ they should not be deemed re-appointed or *he/ she/ they are not willing to act*. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Board of Trustees, and if any have served for the same period of time, the order of priority shall be determined by lot.
 - 43.3. This Article 43 does not apply to appointment by the Board of Trustees under Article 47.
44. Subject to Article 43 no person shall be appointed or re-appointed a member of the Board of Trustees at any general meeting:-
- 44.1. unless he or she has been nominated by one or more members by written nomination delivered to the Secretary at least seven days before the date appointed for the meeting, together with notice executed by the nominee of his or her willingness to be appointed or reappointed, provided that if no nominations for a particular vacancy are made within that period, nominations for the vacancy shall be accepted at the meeting; and
 - 44.2. until he or she has confirmed their willingness to act as a member of the Board of Trustees.
45. No person may be appointed as a member of the Board of Trustees:
- 45.1. unless he or she has attained the age of 18 years; or

- 45.2. in circumstances such that, had he or she already been a member of the Board of Trustees, he or she would have been disqualified from acting under the provisions of Article 49.
46. Subject to the above Articles, the Charity may by ordinary resolution appoint a person who is willing to act to be a member of the Board of Trustees either to fill a vacancy or as an additional member of the Board of Trustees.
47. The Board of Trustees may at any time appoint a co-opted member to fill a vacancy provided that no one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board of Trustees called under Article 52 and shall take effect from the end of that meeting unless the appointment is to fill a place not then vacated in which case the appointment shall take effect on the date when the place becomes vacant.
48. Members of the Board of Trustees appointed at an annual general meeting shall take office from the end of that meeting.

Disqualification and removal of members of the Board of Trustees

49. The office of a member of the Board of Trustees shall be vacated if he or she:-
- 49.1. ceases to be a member of the Board of Trustees by virtue of any provision of the Act or he or she becomes prohibited by law from being a member of the Board of Trustees; or
 - 49.2. is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 49.3. becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;
 - 49.4. is absent without the permission of the Board of Trustees from all their meetings held within a period of six months provided that these constitute at least two consecutive meetings and the Board of Trustees resolve that his or her office be vacated;
 - 49.5. notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect);
 - 49.6. if he or she is removed from office by resolution of a general meeting called under Article 17, provided that pending the holding of such a general meeting a majority of the other members of the Board of Trustees shall have the power to suspend the member of the Board of Trustees from office by written notice served on him or her. If the member of the Board of

Trustees is not removed from office at the general meeting his or her suspension will cease.

Expenses of members of the Board of Trustees

50. The members of the Board of Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of members of the Board of Trustees or other general meetings or separate meetings relevant to their work as charity trustees or the work of the Charity or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF BOARD OF TRUSTEES

51. Subject to the provisions of the Articles, the Board of Trustees may regulate their proceedings as they think fit.
52. The Board of Trustees shall hold at least four quarterly ordinary meetings per year. At least seven days notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Board of Trustees on not less than 4 days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
53. There shall be a quorum when at least three members of the Board of Trustees are present at a meeting.
54. The continuing members of the Board of Trustees or a sole continuing member of the Board of Trustees may act notwithstanding any vacancies in their number but, if the number of members of the Board of Trustees falls to less than three the continuing members of the Board of Trustees may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
55. Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
56. Whenever a member of the Board of Trustees has an allowable personal interest in any matter under discussion at any meeting, he or she shall declare it at the beginning of that meeting.
57. The Chair shall act as chair at meetings of the Board of Trustees. If the Chair is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to be chair of the meeting before any other business is transacted.
58. All acts done by a meeting of the Board of Trustees, or of a committee of the Board of Trustees, or by a person acting as a member of the Board of Trustees

shall, even if afterwards discovered that there was a defect in the appointment of any member of the Board of Trustees 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 was qualified and had continued to be a member of the Board of Trustees and have been entitled to vote.

GENERAL

Honorary Officers

59. The Honorary Officers shall consist of a Chair, one or more Vice-Chair, and a Treasurer and such other offices as the Charity may decide. They shall be elected from the membership at the annual general meeting in accordance with these Articles and shall hold office from the end of the annual general meeting at which they are elected until the next annual general meeting when they shall be eligible for re-appointment.

Patron, President and Vice-President

60. Patrons, a President and Vice-President(s) may be appointed by the Charity, Any such appointments shall be decided by the membership at any general meeting. A person so appointed shall have no voting rights except where such a person is also a member of the Charity. A person so appointed shall also not be eligible to stand for election to the Board of Trustees at an annual general meeting but may be co-opted as a member of the Board of Trustees by the Board of Trustees in accordance with these Articles.

Affiliation

61. The Charity shall seek affiliation to the Royal Mencap Society in accordance with the Articles of Association of the Royal Mencap Society and during affiliation the Charity will observe the terms of affiliation for affiliated members published by the Royal Mencap Society from time to time.

Minutes

62. The Board of Trustees shall cause minutes to be made in a permanent form in books kept for the purpose:-

62.1. of all appointments of officers made by the Board of Trustees;

62.2. of all proceedings at meetings of the Charity and of the Board of Trustees, and of committees of the Board of Trustees, including the names of the members of the Board of Trustees present at each such meeting;

and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or members of the Board of Trustees of the Charity, be sufficient evidence of the proceedings.

Accounts and Reports

63. The Charity may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.
64. The Board of Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
- 64.1. annual reports;
 - 64.2. annual returns;
 - 64.3. annual statements of accounts.

Amendments

65. Notwithstanding the other provisions of these Articles:-
- 65.1. No amendments may be made to clause 1 (name), 3 (objects), 6 (Members of the Board of Trustees not to be personally interested), or 9 (dissolution) of the Memorandum nor to Article 61 (affiliation) or to this Article 65 without the prior consent in writing of the Charity Commissioners;
 - 65.2. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
66. The Board of Trustees must promptly send to the Royal Mencap Society's Secretariat or other office, as requested by it, a copy of any amendment made to the Memorandum and/ or Articles.

Notices

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the members of the Board of Trustees need not be in writing.
68. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address. A member whose registered address is not in the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him or her shall be entitled to have notices given to him or her at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

69. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is provided, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

71. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board of Trustees may otherwise be entitled, every member of the Board of Trustees or other officer or auditor or independent examiner of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

72. The provisions of clauses 8 and 9 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

SIGNATURES, NAMES AND ADDRESSES OF SUBSCRIBERS

Signature: *M. Peart* Guarantee

Name: MAVIS PEART. £1

Address: 5 Stanley Square.

Date: 10/10/12

WITNESS to the above signature:

Signature: *D. Robson*

Name: DAVID ROBSON

Address: 46 MIFTON ROAD, WALLINGTON

Occupation: DIRECTOR

Signature: *Michelle Peart*

Name: MICHELLE PEART £1

Address: 6 LOCKWOOD AVE, WATLINGTON, SURREY SM6 8HS

Date: 22/10/18

WITNESS: to the above signature: *Q*

Signature: *Asma Jacob*

Name: ASMA JACOB

Address: 8 STANLEY PARK RD, WALLINGTON

Occupation:

Signature: *T. Dario*

Name: TITICAYO DARIO

Address: 37, JACQUELYN ROAD, CARSHAMTON, SURREY.
SM5 4BW

Date: 22/10/18 .

WITNESS to the above signature:

Signature: LMason £1

Name: LYNN MASON

Address: 54 STOUGHTON AVENUE CHEAM SM3 8PQ

Occupation: FINANCE OFFICER