

**ARTICLES OF ASSOCIATION OF SANDWELL COMMUNITY INFORMATION  
AND PARTICIPATION SERVICE LTD**

**Interpretation**

1. In these Articles:

- “the Company” means the company intended to be regulated by these Articles;
- “the Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- “the articles” means the Articles of Association of the Company;
- “clear days” in relation to the period of notice means the period excluding the day when the notice is given (or deemed to be given) and the day for which is given or which it is to take effect;
- “executed” includes any mode of execution;
- “the Memorandum” means the Memorandum of Association of the Company;
- “office” means the registered office of the Company;
- “the seal” means the common seal of the Company if it has one;
- “secretary” means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
- “TRA” means a tenants or residents association registered as such with Sandwell Homes (or any body or authority which succeeds that organisation and carries on its functions in that regard)
- “the directors” means the directors of the Company (and “director” has a corresponding meaning);
- “the united Kingdom” means Great Britain and Northern Ireland; and
- words importing the masculine gender only shall include the feminine gender (and this shall apply to any Rules made pursuant to any provision in the Articles).  
subject as aforesaid, word or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the act.

## **Members**

2. (1) The subscribers to the memorandum and such other persons or organisations as are admitted to membership in accordance with the Rules made under Article 58 shall be members of the Company

(2) Unless the directors shall make other provision under Article 58, the directors may in their absolute discretion permit any member group of the Company to retire or resign, provided that after such retirement or resignation the number of member groups is not less than ten.

## **General Meetings**

3. The Company shall hold an Annual General Meeting each year in addition to any other meeting in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that the Company holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of incorporation or in the following year. The annual general meeting shall be held at such times and places as the directors shall appoint. Any general meetings other than the annual general meeting shall be called extraordinary general meetings.

4. The directors may call a general meeting and, on the requisition of members pursuant to the provisions of the Act, or on receipt of a petition by not less than 75% of the members (or their authorised representatives) giving reasons for their request, shall forthwith proceed to convene an extraordinary meeting for a date not later than three weeks after the receipt of the requisition or petition. The Secretary shall give not less than seven day's notice of such extraordinary meeting.

5. Members (or their authorised representatives) shall discuss at General Meeting such business as is put before them by the directors who shall act as they see fit on any recommendations made by the general membership. The directors shall fully inform the membership of their actions at subsequent general meetings.

## **Notice of General Meetings**

6. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or to appoint a person as a director shall be called by at least twenty eight clear days' notice all other extra-ordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if so agreed.

(1) in the case of an annual general meeting, by all members (or their authorised representatives) entitled to attend and vote; and

(2) in the case of any other meeting, by a majority in the number of members having a right to attend and vote, being not less than 95 per cent of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

The notice shall be given to all the members and to directors and auditors.

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

### **Proceedings at General Meetings**

8. No business shall be transacted at any meeting unless a quorum is present. The quorum shall be 15 or one third (whichever is the least number) of the total number of voting members.

9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting, 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 directors shall determine.

10. The Chairman of the directors, or in his absence the Vice-Chair, shall preside as chairman of the meeting, but if neither of these officers be present within fifteen minutes of the time appointed for the meeting, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

11. If no directors is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for the meeting, the members (or their authorised representatives) present and entitled to vote shall choose one of their number to be chairman.

12. A director shall, notwithstanding he is not a member (or authorised representative) be entitled to attend and speak at any general meeting.

13. The chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not take place. When a meeting is adjourned for fourteen days or more, at least five 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.

14. A resolution put to the vote of the 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 is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

(1) by the chairman; or

(2) by at least 10% of the members (or their authorised representatives) having the right to vote at the meeting who are present in person by proxy.

15. Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, an entry to that effect in the minutes 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.

16. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate any result of a show of hands declared before the demand for the poll was made.

17. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be from member groups) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

18. In the case of an equality of votes, whether on the show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

19. A poll demanded on any question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs, which shall not be more than thirty days after the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and then duly withdrawn, the meeting shall continue as if the demand for a poll had not been made.

20. No notice need be given of a poll taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

### **Votes of Members**

21. The Chairman of the meeting has a second or casting vote. Every member present (by representative(s) or proxy) which is a TRA shall have two votes on each issue by its authorised representative or representatives, or by the proxy of any such representative or representatives. Every other member (not being a TRA) present (where an individual) in person or by proxy or (where a corporate or group member) by an authorised representative or by proxy of such an authorised representative has one vote on each issue.

(a) On a show of hands or on a poll votes of a member or of the authorised representative of a member may be given personally or by proxy. A member or authorised representatives of a member may not appoint more than one proxy to attend on the same occasion. An instrument appointing a proxy shall be in writing, 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 directors may approve).

Sandwell community Information and Participation Services Ltd  
 I/We \_\_\_\_\_, of \_\_\_\_\_,  
 being [the authorised representative of] a member/members of the above-named  
 company, hereby appoint \_\_\_\_\_, of \_\_\_\_\_,  
 or failing him \_\_\_\_\_, of \_\_\_\_\_,  
 as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual /  
 extraordinary general meeting of the company to be held on \_\_\_\_\_ 20[ ], and at  
 any adjournment thereof.  
 Signed on 20[ ]

Where it is desired to afford members an opportunity of instructing the proxy how he shall act  
 the instrument appointing 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 the directors may approve).

Sandwell community Information and Participation Services Ltd  
 I/We \_\_\_\_\_, of \_\_\_\_\_,  
 being [the authorised representative of] a member/members of the above-named  
 company, hereby appoint \_\_\_\_\_, of \_\_\_\_\_,  
 or failing him \_\_\_\_\_, of \_\_\_\_\_,  
 as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual /  
 extraordinary general meeting of the company to be held on \_\_\_\_\_ 20[ ], and at  
 any adjournment thereof.

This form to be used in respect of the resolutions 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 thinks fit or abstain from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 [ ]

- (b) The instrument appointing a proxy and any authority under which it is executed  
 or a copy of such authority certified notarially or in some other way approved by  
 the directors must
  - (a) 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 or adjourned  
 meeting at which the person named in the instrument proposes, to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited 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
- (c) 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 chairman or to the secretary or to any director;

and an instrument of proxy which is not deposited or delivered in a manner so required shall be invalid.

22. No member (or their authorised representative) shall be entitled to vote at any meeting unless all monies payable by the member to the Company have been paid.

23. No objection shall be raised to the voting qualification of any member (or their authorised representative) except at the meeting or adjourned meeting at which the vote objected to is tendered. Every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision as to validity shall be final and conclusive.

24. A vote given or a poll demanded by the duly authorised representative of a member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless the determination was received by the Company at the office 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.

25. Any organisation which is a member of the Company may authorise such person(s) as it thinks fit to act as its representative(s) at the meetings of the Company to a maximum of two representatives. The person(s) so authorised shall be entitled to exercise only the same powers on behalf of the organisation as the organisation could exercise as an individual member of the company.

## **Directors**

26. (1) The number of directors shall be not less than seven nor more than fifteen
- (2) Save where no qualifying person is duly elected or is otherwise unwilling to act, the Board must include:

2 Directors who are, in their capacity as individuals, members of the Company;  
and  
2 Directors who are representatives of members which are TRA's.

- (3) Subject to the foregoing a director must be either an individual member of the Company or at the date of his election represent a group member of the Company. No two or more directors shall be elected from the same household or member group.
  - (4) No member who is an elected member of Sandwell Metropolitan Borough Council or a senior employee or officer of that Council shall be a director.
27. The first directors shall be those persons named in the statement delivered pursuant to Section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future directors shall be appointed as provided subsequently in the articles.

### **Powers of Directors**

28. Subject to the provisions of the Act, to the memorandum and articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

29. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles, the directors shall have the following powers, namely:

- (1) to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Company such part of funds as they see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Company;
- (2) to enter into contracts on behalf of the Company.

### **Appointment and Retirement of Directors**

30. At the first annual general meeting all directors shall retire from office, and at all subsequent annual general meetings one third (or the number nearest one third) of the directors must retire those longest in office retiring first and the choice between any of equal service being made by drawing lots.

31. No person other than a retiring director shall be appointed or reappointed as a director at any general meeting unless:

- (1) he is recommended by the directors; or

(2) not less than fourteen clear days before the date appointed of that meeting, notice executed by a member group representative qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors with a notice executed by that person of his willingness to be appointed or reappointed.

32. No person may be appointed as a director:

(1) unless he has attained the age of 18 years; or

(2) in circumstances such that, had he already been a director, he would have been disqualified from acting under the provisions of Article 36; or

(3) unless he is a member of the Company.

33. Not less than seven or more than twenty one clear days before the date appointed for holding a general meeting, notice of any person (other than a retiring director) who is being recommended by the directors for reappointment or in respect of whom notice has been duly received by the Company of the intention to propose him at the meeting for appointment or reappointment as a director shall be given to all persons who are entitled to received notice of the meeting. The notice shall give particulars of the person which would, if he were so appointed or re-appointed, be required to be included in the Company register of directors.

34. Subject as aforesaid, the Company may in general meeting by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director, provided that this does not cause the number of directors to exceed any number fixed by or in accordance with the articles.

35. Subject as aforesaid, directors retiring at the annual general meeting may if willing to act, be reappointed.

### **Disqualification and Removal of Directors**

36. A directors shall cease to hold office if he:

(1) ceased to be director by virtue of any provision in the Act or is disqualified from acting as trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of the provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Company (but only if at least nine directors will remain in office when the notice of resignations is to take effect); or

- (4) is absent without the permissions of the directors from all their meetings, held within a period of six months and the directors resolve that his office be vacated; or
- (5) is removed by ordinary resolution at a general meeting of members; or
- (6) ceases to be a member (but such a person may be reinstated by resolution passed by all the other directors on resuming membership of the Company before the next general meeting).

### **Directors' Expenses**

37. The directors may be paid all reasonable out-of-pocket travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or general meetings or otherwise in connection with the discharge of their duties, but otherwise shall be paid no remuneration.

### **Directors' Appointments**

38. Subject to the provision of the Act and of the memorandum, the directors may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office within the Company. Any such appointment may be made upon such terms as the directors determine. Any appointment of a director to executive office shall terminate if he ceases to be a director.

39. Except to the extent permitted in the memorandum, no director shall take or hold any interest in property belonging to the Company or receive remuneration or be interested otherwise than as a director in any contract to which the Company is a party.

### **Proceedings of Directors**

40. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary, at the request of a director shall, call a meeting of directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

41. The quorum for the transaction of business of directors may be fixed by the directors but shall not be less than one third of their number of four directors, whichever is the smaller.

42. The directors may act notwithstanding any vacancy in their number, but if the number of directors is less than the number fixed as the quorum, the continuing directors or director may only act for the purpose of calling a general meeting.

43. The directors may appoint one of their number to chair their meetings if the Chair or Vice-Chair is not present within five minutes of the time appointed for a meeting and such appointment shall stand only for the duration of the meeting.

44. The directors may appoint one or more sub-committees from the directors and membership representatives for the purposes of making any enquiry or supervising or performing any function or duty which, in the opinion of the directors, would be more conveniently undertaken by a sub-committee. Provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the directors who shall be responsible for all acts of any sub-committee.

45. All acts done by a meeting of directors, or a committee of directors, shall, notwithstanding that it be afterwards that there was a defect in the appointment of any director or that any of them were disqualified from holding office or had vacated the office, or were not entitled to vote, be as valid as if every such person had been duly appointed and were qualified as and had continued to be a director and had been entitled to vote.

46. A resolution in writing, signed by all directors entitled to receive notice of a meeting of directors or of a committee of directors, shall be as valid and effective as if it had been passed by a meeting of directors or (as the case may be) a committee of directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the directors.

47. A bank account in which any part of the assets of the Company is deposited shall be operated by the directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed either by at least two directors authorised to sign by the Board of Directors or by one director so authorised and the Company Secretary.

48. Subject to the provisions of the Act, the Company Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; and any secretary so appointed may also be removed by them.

### **Minutes**

49. The directors shall ensure that minutes are recorded in books kept for the purpose:-

- (1) of all appointments of Company officers; and
- (2) of all proceedings at meetings of the Company and of the directors and committees of directors, including the names of the directors and member group representatives present as each such meeting.

### **The Seal**

50. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined, it shall be signed by a director and the secretary or a second director.

## **Accounts**

51. Accounts shall be prepared in accordance with the provisions of Part V11 of the Act.

## **Annual Return**

52. The directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **Notices**

53. 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 directors need not be in writing.

54. The Company may give any notice to a member (or their authorised representative) either personally or by sending it by post in a pre-paid envelope addressed to the member (or their authorised representative) at the address stated in the register of members or at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom, but who gives notice to the Company of an address within the United Kingdom at which notices may be given to them, shall be entitled to have notices given to them at that address, but otherwise no such member shall be entitled to received any such notice from the Company.

55. A member (or their authorised representative) present in person at any meeting of the Company shall be deemed to have received notice of the meeting and where necessary, of the purposes for which it was called.

56. 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 be deemed to be given at the expiration of 24 hours after the envelope containing it was posted.

## **Indemnity**

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

## Rules

58. (1) The directors may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules regulate:

- (i) the admission and classification of members of the Company (including the admission of organisations to the membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (ii) the conduct of members of the Company in relation to one another, and the Company's servants;
- (iii) the setting aside of the whole or any part or parts of the Company's premises for any particular purpose or purposes;
- (iv) the procedure at general meetings and meetings of the directors and the committees of the directors in so far as such procedure is not regulated by the articles;
- (v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Company in general meeting shall have the power to alter, add to or repeal the rules or by-laws and the directors shall adopt such means as they think sufficient to bring to the notice of member groups and representatives of the Company all such rules or by-laws which shall be binding on all members of the Company and their representatives. Provided that no rule or by-law shall be inconsistent with, or shall affect or repeal, anything contained in the memorandum or articles.

### **Alteration to the Memorandum and Articles**

59. Any proposal to alter the Memorandum or Articles of Association must be submitted to the Secretary not less than 28 days before the meeting at which it is to be considered. Not less than 14 days notice shall be given of such a meeting together with the exact wording of the proposed alteration(s). Any alteration shall require the approval of a special resolution (which requires a majority of not less than 3/4ths of members present in person or by proxy) at a general meeting.

## **Dissolution**

60. If the directors or any 15 members shall decide that the Company should be dissolved at least 14 days notice to all members of a meeting at which the matter is to be discussed shall be given. The company may be dissolved by a two thirds majority of those members present and voting.

## **Signatures, Names and Addresses of Subscribers**

Mrs. Myra Harris  
87 Anson Road  
Hill Top  
West Bromwich  
West Midlands  
B70 ONE

Mrs. Rosaline Taylor  
80 Meadow Walk  
Cradley Heath  
Warley  
West Midlands  
B64 7EL

Dated  
Witness to the above signatures

Name: Ms Janice Macmillan

Address: 106 Lancaster House, Oldbury Road, Rowley Regis, Warley, West Midlands B65  
Occupation: Development and Information Officer

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