

**THE COMPANIES ACTS**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**HOMELESS LINK**

**1. Name and Interpretation**

1.1 The name of the company (hereinafter called “the Company”) is Homeless Link.

1.2 In these Articles and the following terms shall have the following meanings:-

Term	Meaning
“Act”	The Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
“Articles”	these Articles of Association of the Company;
“Associate Member”	a person (who is not a Full Member) appointed as an associate member of the Company pursuant to Article 10;
“Board”	the Board of Directors of the Company whose members are the directors of the Company and are charity trustees;
“Chair”	the Chair of the Board appointed in accordance with Article 30 (or any person who serves in that role for a meeting);
“Charity Commission”	The Charity Commission of England and Wales
“clear days”	in relation to the period of a notice, 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;
“Company”	Homeless Link;

Connected Person	for the purposes of Articles 6 and 35 has the meaning given to it in Article 6.5;
“Directors”	the Directors of the Company comprising the Appointed Directors and the Elected Directors;
“Elected Directors”	Directors elected in accordance with Article 28;
“Full Member”	a member of the Company for the purposes of the Act and excluding Associate Members;
“Appointed Directors”	Directors appointed in accordance with Article 29;
“Nominations Committee”	a committee of the Board established to consider nominations to the Board in accordance with terms of reference and regulations established by the Board from time to time;
“Office”	the registered office of the Company;
“Officers”	the Chair, the Vice-Chair and the Treasurer;
“Public Sector Organisation”	a public sector organisation established in the United Kingdom;
“Register”	the Register of Full Members of the Company as required by the Act;
“Representative”	a representative of a Full Member;
“Secretary”	the company secretary of the Company or any other person appointed to perform the duties of the company secretary of the Company;
“Expert by Experience”	an individual with direct personal experience of homelessness who is sponsored by a Full Member
“Signed”	includes faxes of signatures and other forms of authentication that are permitted by law;
“Taxable Trading”	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Company, the profits of which are not subject to corporation tax;
“Treasurer”	the treasurer of the Company appointed in accordance with Article 30;
“Vice-Chair”	the Vice Chair of the Company appointed in accordance with Article 30;
“Voluntary Sector Organisation”	any charitable organisation or other not for profit organisation which the Board considers to be established for the public benefit in each case which provides services to homeless people.

1.3 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.4 "Person" includes a body of persons, corporate or unincorporated.

## 2. **Registered Office**

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

## 3. **Objects**

3.1 The Company is established for the public benefit to relieve poverty, sickness and need which is mainly, but not exclusively, caused by homelessness or that may result in homelessness by providing information, education, advice, systems, processes, aid and support to individuals, organisations and other bodies.

## 4. **Powers**

4.1 To promote its Objects but not for any other purpose the Company may:-

4.1.1 promote and organise co-operation in achievement of the Objects and to that end bring together all members of the Company and/or their representatives and other bodies;

4.1.2 in emergency situations where the Board deems it to be in the best interest of the Company establish and maintain charitable hostels and homes and/or make grants or pay subscriptions towards the establishment and maintenance or supply services at such hostels;

4.1.3 construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land which the Company may need for its Objects;

4.1.4 co-ordinate and work with other agencies or bodies having similar aims to the Company and encourage the provision and development of appropriate support and educational services;

4.1.5 promote and support such legislative social and administrative reform as may assist the Objects of the Company or any of them;

4.1.6 write, make, commission, print, publish or distribute written materials, or other materials recorded in or on any format, or assist in these activities;

4.1.7 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;

4.1.8 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;

4.1.9 provide or procure the provision of counselling and guidance;

4.1.10 to provide or procure the provision of grants to other charitable bodies and non-charitable bodies for charitable purposes;

- 4.1.11 purchase, lease, hire receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.1.12 subject to any consent required by law sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable;
- 4.1.13 subject to any consent required by law borrow and raise money on such terms and security as the Company may think suitable;
- 4.1.14 raise funds and invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.15 establish local branches;
- 4.1.16 carry on trade in the course of carrying out any of its Objects and;
- 4.1.17 to carry on temporary trade ancillary to carrying out its Objects;
- 4.1.18 incorporate wholly owned subsidiary companies to carry on any trade;
- 4.1.19 employ and pay employees and professional or other advisors;
- 4.1.20 grant pensions and retirement benefits to employees of the Company and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Company and their dependants;
- 4.1.21 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporated with objects similar to the Objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.1.22 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.1.23 make social investments in accordance with Part 14 A of the Charities Act;
- 4.1.24 invest in or upon any investments, securities, or property;
- 4.1.25 accumulate and set aside funds for special purposes or as reserves;
- 4.1.26 guarantee and become or give security for the performance of contracts by any person or company;
- 4.1.27 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 4.1.28 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporated with objects similar to the Objects;

- 4.1.29 pay out of the funds of the Company the cost of any premium in respect of any indemnity insurance to cover the liability of the Director (or any of them) 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. No such insurance shall extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not;
- 4.1.30 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.31 to delegate upon such terms and at such reasonable remuneration as the Company may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that :-

- (a) the Managers are properly authorised to carry on investment business;
  - (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the Company;
  - (c) the Managers are under a duty to report promptly to the Company any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
  - (d) the Company is entitled at any time to review, alter or terminate the delegation or the terms thereof;
  - (e) the Company is bound to review the arrangements for delegation at intervals but so that any failure by the Company to undertake such reviews shall not invalidate the delegation;
- 4.1.32 to permit any investments belonging to the Company to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Company and to pay any such nominee reasonable and proper remuneration for acting as such;
- 4.1.33 do all such other lawful things as shall further the Objects.

## 5. **Application of income and property**

- 5.1 The income and property of the Company shall be applied solely towards the promotion of its Objects set out in these Articles.
- 5.2 No part shall be paid or transferred directly or indirectly to Full or Associate Members of the Company subject to the following exceptions:
- 5.2.1 A Full Member or Associate Member who is not a Director or Connected Person may receive payment in good faith of:-
- (a) reasonable and proper wages to any employee (not being a Director) for any services given to the Company 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 Company;
  - (b) interest on money lent to the Company at a reasonable and proper rate per annum;
  - (c) reasonable and proper rent for premises let to the Company;
  - (d) any grant made by the Company to any Full Member or Associate Member;
  - (e) any charitable benefits (on the same terms as any other beneficiary of the Company);
- 5.2.2 A Full Member or Associate Member who is also a Director or a Connected Person may only receive benefits in accordance with Article 6.

## **6. Permitted benefits to Directors**

- 6.1 A Director or Connected Person must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company, except as set out in Articles 6.2 and 6.3.
- 6.2 A Director or Connected Person may receive the following benefits from the Company:
- 6.2.1 reasonable and proper remuneration for any goods or services actually rendered to the Company or a subsidiary of the Company (excluding the service of acting as a Director and services performed by a Director as an employee of the Company), provided that:-
- (a) no more than half of the Directors may be so remunerated in any financial year (and for these purposes such provision shall be treated as applying to a Director if it applies to a person who is a Connected Person in relation to that Director);
  - (b) no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board of Directors;
  - (c) a Director shall not vote on any resolutions relating to their remuneration (or relating to a Connected Person of a Director) and the procedure described in Article 35 (Conflicts of Interest) must be followed in considering the remuneration of the Director or a

Connected Person and in relation to any other decisions regarding the remuneration authorised by this Article;

- (d) the remuneration or maximum remuneration payable to the Director or Connected Person shall be set out either in the resolution approving such remuneration or in a written agreement between the Director and the Company; and
- (e) the Directors are satisfied that the provision of services by that Director on the terms proposed are in the best interests of the Company.

6.2.2 reasonable interest on the money lent to the Company;

6.2.3 reasonable and proper payment to a company of which the Director or Connected Person does not hold a more than 1% of the shares or voting power;

6.2.4 reasonable and proper rent for premises demised or let by any Director or Connected Person; or

6.2.5 any payment or benefit with the prior written approval of Court or the Charity Commission.

6.3 A Director may also receive the following benefits from the Company:

6.3.1 reasonable out-of-pocket expenses;

6.3.2 reasonable and proper premiums in respect of any Director indemnity insurance policy taken out pursuant to these Articles; or

6.3.3 any payment to a Director under the indemnity provisions in these Articles.

6.4 No Director shall vote on or be present during the discussion of, or the authorisation of, any decision in respect of matters set out in Article 6 applicable to that Director except where it relates to the approval of the purchase of indemnity insurance pursuant to Article 6.3.2 or the payment of an indemnity pursuant to Article 6.3.3, in each case where such payment is to be made to or for the benefit of a majority of the Directors.

6.5 For the purposes of these Articles, a Director is deemed to be connected to:

6.5.1 any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his partner or any other family member who is dependent or partially dependent on the Director; and

6.5.2 any firm or company in which the Director is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares do not give him, or him together with any dependent, a substantial interest (as defined in s.352 Charities Act as being less than one-fifth of the shares or voting power of the relevant company).

6.6 Nothing in this Article 6 shall prevent a Member or Associate Member from receiving any charitable benefit from the Company (provided that such benefit shall

be available in the same form to other beneficiaries) notwithstanding that the Member or Associate Member is a Connected Person in relation to a Director of the Company.

## 7. **Limitation of Liability**

7.1 The liability of the members is limited.

## 8. **Full Members' guarantee**

8.1 Every Full Member of the Company undertakes to contribute such amount as may be required, not exceeding £1, to the Company's assets if it should be wound up while he or she is a Full Member or within one year after he or she ceases to be a Full Member:-

8.1.1 for the payment of the Company's debts and liabilities contracted before he or she ceased to be a Full Member;

8.1.2 for the costs, charges and expenses of winding up; and

8.1.3 for the adjustment among themselves of the rights of persons who have contributed to the Company's assets.

## **FULL AND ASSOCIATE MEMBERS**

### 9. **Full Membership**

9.1 Full Membership shall be open to Voluntary Sector Organisations and Public Sector Organisations and each Appointed Director and any other organisations, entities or bodies which the Board deems appropriate from time to time.

9.2 The Board shall consider any application from any Voluntary Sector Organisation or Public Sector Organisation to become a Full Member and may admit the applicant as a Full Member if it thinks fit.

9.3 Upon a person's appointment as an Appointed Director he/she shall automatically become a Full Member.

9.4 The Board may from time to time prescribe more specific criteria for the admittance of a Voluntary Sector Organisation or a Public Sector Organisation to Full Membership but shall not by so doing be obliged to admit any Voluntary Sector Organisation or Public Sector Organisation fulfilling such criteria as a Full Member.

9.5 All Full Members that are corporate or unincorporated bodies shall appoint a Representative and advise the Secretary at the Office of his or her name and address in writing. A Full Member may change its Representative at any time by written notice to the Secretary at the Office. The Company shall note the name of the Full Member and the name of its Representative in the Register. If the Representative is unable to attend any meeting of Homeless Link he or she may appoint an alternate by written notice to the Secretary at the Office such notice to be received at least 24 hours before the time of the meeting.

9.6 The Secretary shall maintain the Register of Full Members.

### 10. **Associate Membership**



- 10.1 The Company shall also have an associate membership. Associate Members shall not be company members for the purposes of the Act and accordingly shall have no voting rights under the Articles.
- 10.2 Associate Membership shall be open to any person with an interest in the welfare of homeless people.
- 10.3 The Board shall consider any application from any person to become an Associate Member and may admit the applicant as an Associate Member if it thinks fit.
- 10.4 The Board may from time to time prescribe more specific criteria for the admittance of a person to Associate Membership, provided that the Board shall not be obliged to admit any person fulfilling such criteria as an Associate Member.

## 11. **Termination of Full and Associate Membership**

- 11.1 Neither Full nor Associate Membership shall be transferable.
- 11.2 A Full Member or an Associate Member shall cease, respectively, to be a Full or an Associate Member:-
- 11.2.1 on the expiry of, in the case of a Voluntary Sector Organisation or Public Sector Organisation Full Member, at least two months' written notice and in the case of an Appointed Director Full Member or an Associate Member at least one week's, written notice, to the Company at the Office of its/his/her intention to withdraw; or,
- 11.2.2 if any subscription or other sum payable by the Full or Associate Member to the Company is not paid on the due date and remains unpaid seven days after notice served on the Full or Associate Member by the Company informing it/him/her that it/he/she will be removed from Full or Associate Membership if it is not paid. (The Directors may, respectively, re-admit to Full or Associate Membership any person removed from Full or Associate Membership on this ground on it/him/her paying such reasonable sum as the Directors may determine);or,
- 11.2.3 if he/she becomes bankrupt (being an Appointed Director or individual Associate Member) or it/he/she makes any arrangement or composition with its/his/her creditors generally or (being a Voluntary Sector Organisation or Associate Member organisation) it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or,
- 11.2.4 if, at a meeting of the Board at which at least half of the Directors are present, a resolution is passed by a two thirds majority of the Directors present and voting resolving that the Full or Associate Member be removed from Full or Associate Membership. Such a resolution shall only be passed if the Full or Associate Member has been given at least 28 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of, in the case of a Full Member, being heard by and in the case of a Full Member or Associate Member, of making written representations to, the Board. A Full or Associate removed by such a

resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by it; or,

11.2.5 being an Appointed Director Full Member, he/she ceases to hold such office.

11.3 On termination of Full or Associate Membership the Full or Associate Member shall forthwith cease to use the designation "Member of The Company" or otherwise represent themselves as having a current association with the Company.

## 12. **Subscriptions**

12.1 The Board may in their discretion levy annual subscriptions on Full and Associate Members at such rates as it shall decide and may, in its discretion, charge different rates to Full and Associate Members and to different categories, types and sizes of Full or Associate Members.

12.2 The Board may adopt such procedures for the collection of annual subscriptions as it shall think fit.

## **GENERAL MEETINGS**

### 13. **Annual Membership Meetings**

13.1 The Company shall hold an annual membership meeting once in each calendar year. It shall be held at such time and place as the Board shall think suitable.

13.2 The business of the Annual Membership Meeting shall be determined by the Board from time to time.

### 14. **Other General Meetings**

14.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the Full Members of the Company request it in Writing in accordance with the provisions of the Act.

### 15. **Length of Notice**

15.1 Subject to Article 15.2, an annual membership meeting and any other general meeting shall be called by 14 clear days' written notice.

15.2 A general meeting may be called by shorter notice if it is so agreed by at least 90% of the Full Members.

### 16. **Contents of Notice**

16.1 Every notice calling a general meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted. In the case of an annual membership meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain the exact wording of the special resolution. The notice must also include a statement informing the Full Members of their right to appoint a proxy.

### 17. **Service of Notice**

17.1 Notice of general meetings shall be given to every Full Member, every Associate Member, the Directors and the auditors of the Company.

**18. Proceedings at General Meetings**

18.1 No business shall be transacted at any meeting unless a quorum is present. Twenty Five Full Members present in person or by proxy shall be a quorum.

18.2 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 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 Full Members present shall be a quorum.

18.3 The Chair or in his or her absence some other Director nominated by the Board shall preside as chair of the meeting, but if neither the Chair nor such other Director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chair and, if there is only one Director present and willing to act, he or she shall be chair.

18.4 If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Full Members present shall choose one of their number to be chair.

18.5 Any Director may attend and speak at any general meeting.

18.6 Full and Associate Members may attend and speak at any general meeting, but Associate Members shall not be entitled to any vote.

18.7 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.

18.8 The order of business shall be in the discretion of the chair who shall have the right to amalgamate resolutions or amendments with the consent of the proposers provided such a resolution is not an ordinary resolution or special resolution required under the Act.

18.9 Resolutions to be proposed at general meetings shall either be proposed by the Board or by at least five Full Members. Any resolution proposed by at least five Full Members shall be sent to the Secretary at least 49 days before the date of the meeting together with the names of the relevant Full Members. Formal notice of all resolutions shall be given in accordance with Article 16.

18.10 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 is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-

18.10.1 by the chair of the meeting; or

18.10.2 by Full Members representing at least one-tenth of the total voting rights of all the Full Members; or

18.10.3 by not less than five Full Members having the right to vote on the resolution;

and a demand by a person as proxy for a Full Member shall be the same as a demand by the Full Member.

18.11 Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18.12 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

18.13 A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be Full Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

18.15 A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

18.16 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

18.17 The proceedings at any meeting or on the taking of any poll 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.

## 19. **Written Resolutions**

19.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Full Members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

19.1.1 it must be in Writing;

- 19.1.2 in the case of a special resolution it must be Signed by at least 75 per cent of all those Full Members (or their Representative) entitled to receive notice of and to attend general meetings;
- 19.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those Full Members (or their Representative) entitled to receive notice of and to attend general meetings;
- 19.1.4 it may consist of two or more documents in identical form Signed by Full Members;
- 19.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

**20. Voting in general meetings**

- 20.1 On a show of hands every Full Member present personally, or by its Representative or his/her alternate or by proxy shall have one vote. On a poll every Full Member present personally, by its Representative, his/her alternate or by proxy shall have one vote.
- 20.2 No Full Member shall be entitled to vote at any general meeting unless all monies presently payable by it to the Company have been paid.
- 20.3 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.

**21. Proxies**

- 21.1 An instrument appointing a proxy shall be in writing, executed by the Full Member's Representative and shall be in the following form (or in such form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):-

"To the Secretary of Homeless Link:

I, \_\_\_\_\_,

of \_\_\_\_\_,

being [the Representative of \_\_\_\_\_ being] a Full Member of the above named Company, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing him/her, \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote in my organisation's/my name and on my/my organisation behalf at the (annual) general meeting of Homeless Link to be held on [date], and at any adjournment thereof.

Signed on [date]"

- 21.2 Where it is desired to afford Full Members an opportunity of instructing the proxy how he or she 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 Board may approve)-

“To the Secretary of Homeless Link:

I, \_\_\_\_\_, of \_\_\_\_\_, being [the Representative of \_\_\_\_\_ being] a Full Member of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote in my/my organisation’s name and on m/my organisation’s behalf at the (annual) general meeting of Homeless Link to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 \*for \*against \*abstain

Resolution No 2 \*for \*against \*abstain

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]”

21.3 The instrument appointing a proxy may:-

21.3.1 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 at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

21.3.2 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 at least 24 hours before the time appointed for the taking of the poll; or

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

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

21.4 A vote given or poll demanded by proxy or by a Representative shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the Office or at such other place at which the instrument of proxy was validly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **BOARD OF DIRECTORS**

22. **Number of Directors**

22.1 Unless otherwise decided by special resolution the maximum number of Directors shall be 17 and the minimum shall be 5.

23. **Powers of Directors**

23.1 Subject to the provisions of the Act and the Articles, the business of the Company shall be managed by the Board which may exercise all the powers of the Company. No alteration of the Articles shall invalidate any prior act of the Board 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 by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

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

24. **Regulations**

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

25. **Delegation of Directors' powers**

25.1 The Board may delegate any of their powers or the implementation of any of their resolutions to any committee (including the management committee of any non-independent branch established by the Company) in accordance with the following conditions:

25.1.1 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

25.1.2 the composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (if any) as the resolution may specify; and

25.1.3 the deliberations of any such committee shall be reported regularly to the Board and any resolution passed or decision taken by any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary; and

25.1.4 all delegations under this Article shall be revocable at any time; and

25.1.5 the Board 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.

25.2 For the avoidance of doubt, the Board may (in accordance with this Article 25) delegate all financial matters to any committee and may empower such 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 Director, provided always

that no committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the Board.

25.3 The Board shall establish a Nominations Committee to make recommendations to the Board in relation to the appointment of Directors.

25.4 The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board.

## 26. **Delegation of day to day management powers**

26.1 In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:

26.1.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and if applicable to advise the Directors in relation to such policy, strategy and budget;

26.1.2 the Directors shall provide the manager with a description of his or her role and the extent of his or her authority; and

26.1.3 the manager shall report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts sufficient to explain the financial position of the Company.

## 27. **Composition of Board and general requirements concerning Directors**

27.1 Subject to Article 27.2 and 27.3 the Board shall comprise;

27.1.1 Up to ten Elected Directors;

27.1.2 Up to five Appointed Directors; and

27.1.3 Up to two Expert by Experience Directors.

27.2 Subject to the maximum numbers set out in Article 27.1 the Board shall decide how many Directors are required from time to time.

27.3 At the third annual membership meeting after he or she is appointed, a Director shall retire. He or she shall be eligible for re-appointment, subject to Article 27.4.

27.4 No Director shall serve for more than six consecutive years without one year's break from office as a Director, unless on the recommendation of the Board the Director is elected or appointed for one further consecutive term of up to a maximum of three years. Any period of co-option of a new Director to fill the position of an Elected Director up to the next annual membership meeting under Article 28.6, shall not be taken into account in determining these periods.

27.5 For the purposes of these Articles a "year" shall mean a complete period of service between two annual membership meetings.

27.6 No person may be appointed as a Director:



- 27.6.1 unless he or she has attained the age of 18 years; or
  - 27.6.2 in circumstances such that, had he or she already been a Director, he or she would have been disqualified from acting.
- 27.7 No person may be appointed or reappointed as a Director unless:
- 27.7.1 he or she has been recommended for election, re-election, appointment or reappointment by the Nominations Committee; or
  - 27.7.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a Full Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election or re-election, stating the particulars which would, if he were so elected or re-elected, be required to be included in the Company's Register of Directors together with notice executed by that person of his willingness to be elected or re-elected; or
  - 27.7.3 he or she is appointed by the Board to fill an Elected Director vacancy.

**28. Elected Directors**

- 28.1 The number of Elected Directors required at each election will be determined by the Board up to the maximum number of Elected Directors required (for the time being) under Article 27.1.
- 28.2 The Full Members shall elect Elected Directors using voting procedures established by the Board. The announcement of the successful candidates will be at the annual membership meeting of the Company.
- 28.3 Each candidate for election as an Elected Director must be a senior executive of a Full Member shown in the register of Full Members as at the date of the notice to Full Members that an election is to be held, being a person who has confirmed to the Board their willingness to stand in such election.
- 28.4 At the third annual membership meeting after his or her last election an Elected Director, shall retire.
- 28.5 Subject to Article 27.3 an Elected Director retiring at an annual membership meeting may be re-elected.
- 28.6 The Directors may appoint a person who is willing to act to be a Director to fill an Elected Director vacancy provided that reasonable effort is made to appoint a person fulfilling the criteria for the particular position. The Director so appointed shall hold office only until the next annual membership meeting and shall not be taken into account in determining the Elected Directors who are to retire at that meeting. If not elected or re-appointed at such annual membership meeting he or she shall vacate office at the end of that meeting.
- 28.7 Elected Directors shall commence their period of office from the end of the annual membership meeting at which their election is announced.

**29. Appointed Directors**

- 29.1 Appointed Directors shall, subject to the approval of the Nominations Committee and Article **Error! Reference source not found.**, be appointed (and may be removed) by resolution of the Board.
- 29.2 An Appointed Director must not be an employee or other representative of a Full Member.
30. **Expert by Experience Directors**
- 30.1 Expert by Experience Directors shall be appointed by resolution of the Board.
31. **Officers**
- 31.1 The Board shall, subject to the approval of the Nominations Committee and this Article 30, by resolution appoint (and may remove) a Chair, a Vice-Chair and a Treasurer and any other honorary officers which the Board so desires.
- 31.2 The usual term of office for an officer shall be three years and, subject to Article 27.3 appointments may be renewed by further resolutions of the Board.
- 31.3 The Chair and the Vice-Chair shall be appointed from among the Appointed Directors and the Treasurer shall be appointed from among the Elected Directors and the Appointed Directors.
32. **Disqualification and removal of Directors**
- 32.1 The office of a Director shall be vacated if:-
- 32.1.1 he or she ceases to be a Director by virtue of any provision of the Act or he or she becomes prohibited by law from being a company director or a charity trustee; or
- 32.1.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 32.1.3 he or she is considered by the Board to have become incapable, whether mentally or physically, of managing his or her own affairs and the Board resolves that he or she should be removed for such reason; or
- 32.1.4 he or she resigns his or her office by notice to the Company (but only if at least three Directors will remain in office when the notice of resignation is to take effect); or
- 32.1.5 he or she fails to attend all meetings of the Board over a 9 month period, without good cause and the Board resolves that he or she should be removed; or
- 32.1.6 he or she is removed from office by a resolution of at least two thirds of the other Directors present and voting at a Board meeting, provided that:
- (a) at least half of the serving Directors are present at the meeting; and
- (b) the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or

32.1.7 being an Elected Director, he or she ceases to be a senior executive of a Full Member; or

32.1.8 he or she is removed from office under Article 33.

### **33. Removal of a Director by General Meeting**

33.1 A general meeting of the Company may remove any Director before the end of his or her period of office whatever the rest of these Articles or any agreement between the Company and the Director may say.

33.2 Removal can take place only by the Company passing an ordinary resolution saying so. Full Member(s) of the Company must give a notice to the Company of intention to remove a Director and/or appoint a replacement. At least 28 clear days' notice (or such shorter notice as is legally sufficient from time to time) must be given to the Company and subsequently at least 21 clear days' notice (or such shorter period of notice as is legally sufficient from time to time) to the membership. Once the Company receives such notice it must immediately send a copy to the Director concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Director may require it to be read to the meeting.

### **34. Proceedings of the Board**

34.1 Subject to other provisions of the Articles, the Board may regulate its proceedings as it thinks fit.

34.2 The Chair or two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent to each Director on reasonable notice unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars.

34.3 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.

34.4 The quorum for the transaction of the business of the Board shall be half of the total number of Directors or if this is not a whole number then the next highest number.

34.5 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but, if and so long as the number of Directors is less than the number fixed as a quorum, the Board may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.

34.6 Unless he or she is unwilling to do so, the Chair shall preside at every meeting of Board at which he or she is present. If there is no Chair or if the Chair is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice Chair shall preside and failing him or her the Directors present may appoint one of their number to be chair for the meeting.

- 34.7 All acts done by a meeting of the Board, or of a committee of the Board, or by a person acting as a Director shall, even if afterwards it is discovered that there was a defect in the appointment of any Directors 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 Director and had been entitled to vote.
- 34.8 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in like form each signed by one or more Directors. The date of a written resolution of the Directors shall be the date on which the last Director signs.
- 34.9 A meeting of the Board may be held either in person or by suitable electronic means agreed between the Board in which all participants may communicate simultaneously with all other participants.
- 35. Conflicts of Interest**
- 35.1 To the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 35.2 Where the duty of a Director to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 35.2.1 the matter in relation to which that duty exists has been proposed to the Directors at a Board meeting and has been authorised by them; and
- 35.2.2 any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, subject to Articles 35.3 and 35.4; and
- 35.2.3 the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted, subject to Articles 35.3 and 35.4.
- 35.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Directors present at the meeting to constitute a quorum, the unconflicted Directors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 35.2 and the manner of dealing with the conflict, provided that:
- 35.3.1 they may only give such authorisation where they are satisfied that the conflicted Director or Directors will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 35.3.2 the total number of Directors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

- 35.4 In the event that all of the Directors present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Directors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 35.3.1 and 35.3.2 above.
- 35.5 The duty to deal with conflicts referred to in Article 35.2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- 35.6 The Director shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 35.7 The Board may by resolution passed in the manner set out in this Article, authorise a Director not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Director.
- 35.8 Nothing contained in this Article shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.

## **GENERAL**

### **36. Secretary**

- 36.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Board for such term at such remuneration (provided he or she is not a Director) and upon such conditions as they may think fit and may be removed by them.

### **37. Minutes and statutory books**

- 37.1 The Board shall cause minutes to be made in books kept for the purpose:-
- 37.1.1 of all appointments of Directors, Officers and the Secretary made by the Board; and
- 37.1.2 of all proceedings at meetings of the Company and of the Board, and of committees of Directors, including the names of the Directors 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 Full or Associate Member or Director or committee member be sufficient evidence of the proceedings.

- 37.2 The Company 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 Company may be inspected by the Full Members but subject thereto the statutory books and accounting records shall be open to inspection by the Full Members during usual business hours.

### **38. Accounts and Records**

- 38.1 The Directors shall comply with the requirements of the Act and of the Charities Act 2011 (or any statutory re-enactment or modification of those Acts) as to the keeping

financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

38.1.1 annual reports;

38.1.2 annual returns;

38.1.3 annual statements of account.

## 39. **Notices**

39.1 The Company may provide notices, accounts or other documents to any Full Member either:

39.1.1 by hand-delivery or ordinary post to the Full Member's registered address;

39.1.2 if the Full Member or their Representative has provided the Company with an email address, by email to that address (subject to the Full Member or their Representative having consented to receipt of the notice, documents or accounts in this way); or

39.1.3 in accordance with the provisions for communication by website set out below.

39.2 If a notice, accounts or other documents are sent by post, they will be treated as having been served by the Company correctly addressing, pre-paying and posting a sealed envelope containing them. If sent by email they will be treated as properly sent if the Company receives no indication that they have not been received.

39.3 Any notice or other document sent in accordance with these Articles is to be treated as having been received:

39.3.1 if sent by post, 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post or overseas post;

39.3.2 if sent by email, 24 hours after having been properly sent; or

39.3.3 immediately on being handed to the recipient personally.

39.4 Where a Member has informed the Company in Writing of their consent, or has given deemed consent in accordance with the Companies Act, to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if the Company sends that Member a notification informing them that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting, the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

39.5 The making of any decision, or the proceedings at any meeting of the Board, Full Members or a committee shall not be invalidated by reason of any accidental

informality or irregularity (including any accidental omission to give, or any non-receipt of, notice) unless a provision of the Act specifies that the informality, irregularity or lack of qualification shall exclude it.

#### 40. **Indemnity of Directors**

40.1 The Company may indemnify any Director against any liability incurred by him or her in that capacity to the extent permitted by the Act and any other section of the Act from time to time.

40.2 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Director may be indemnified out of the assets of the Company against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a Director save that no Director shall be entitled to be indemnified:

40.2.1 for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes);

40.2.2 for any fine imposed in criminal proceedings;

40.2.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

40.2.4 for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;

40.2.5 for any costs for which he has become liable in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him; and

40.2.6 for any costs for which he has become liable in connection with any application the Act in which the court refuses to grant him relief and such refusal has become final.

40.3 Every Director may have funds provided to him by the Company to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director, provided that he will be obliged to repay such amounts no later than:

40.3.1 in the event he is convicted in proceedings, the date when the conviction becomes final;

40.3.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or

40.3.3 in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

#### 41. **Winding up**

- 41.1 If the Company is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets must be applied in one or more of the following ways:
- 41.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to the Objects;
  - 41.1.2 directly for the Objects or for charitable purposes which are within or similar to the Objects; or
  - 41.1.3 by transfer to a Full or Associate Member, where the assets are to be applied for charitable purposes within, the same as, or similar to the Objects.
- 41.2 The recipient(s) of the remaining assets of the Company shall be chosen by the Full Members at or before the time of winding-up or dissolution.

## **42. Amendment to these Articles**

- 42.1 No alterations to these Articles may be made which would cause the Company to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution or by a written special resolution. A special resolution must be passed at a meeting of Full Members of which 14 Clear Days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 90% of Full Members having the right to vote agree to such short notice.
- 42.2 No alteration may be made to an Article which amends the objects, or which directs the application of property on dissolution, or which authorises any benefit for Directors without the Charity Commission's prior written approval where that is required by law.
- 42.3 The Charity Commission and Companies House must be informed of alterations and all future copies of the Articles issued must contain the alterations.
- 42.4 Consent may also be required from other bodies.