

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
NORTHAMPTONSHIRE VOLUNTARY, COMMUNITY AND SOCIAL ENTERPRISE ASSEMBLY LIMITED

1. INTERPRETATION

In these Articles:

- 1.1 'The 2006 Act' means the Companies Act 2006 as amended
- 'AGM' means an annual general meeting of the Charity'
- 'these Articles' means these Articles of association
- 'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given by the member organisation in writing to the Charity. Any such notice of the appointment (or removal) of an authorised representative constitutes conclusive evidence of that person's appointment (or removal)
- 'Chairperson' means the Chairperson of the Trustees
- 'the Charity' means the company governed by these Articles
- 'charity trustee' has the meaning prescribed by section 177 of the Charities Act 2011
- 'clear day' means 24 hours from midnight following the relevant event
- 'the Commission' means the Charity Commissioners for England and Wales
- 'EGM' means an extraordinary general meeting of the Charity
- 'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
- 'independent Trustees' means individuals who are not connected to any member as employees, directors, trustees, contractors or volunteers
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to membership of the Charity
- 'Memorandum' means the Charity's Memorandum of Association
- 'month' means calendar month
- 'the Objects' means the Objects of the Charity as defined in Article 3

'Secretary' means the person appointed to carry out the administrative functions on behalf of the Charity who may, but need not be, a person appointed under Article 8.1.1

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects other than trading within the HMRC's permissible limits for the time being

'Trustee' means a director of the Charity and 'Trustees' means all of the directors.

'written' or 'in writing' refers to a legible document on paper including a fax message

'year' means calendar year.

- 1.2 Expressions defined in the 2006 Act have the same meaning.
- 1.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2. LIMITATION OF LIABILITY AND GUARANTEE

- 2.1 The liability of members is limited.
- 2.2 Every member promises, if the Charity is dissolved while it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

3. REGISTERED OFFICE AND OBJECTS

- 3.1 The registered office of the Charity is to be in England.
- 3.2 The objects of the Charity ('the Objects') are:
 - 3.2.1 to promote efficiency and effectiveness in the charitable activities of not-for-profit organisations, voluntary groups and charities operating in the local government area of Northamptonshire and elsewhere ("the Area of Benefit");
 - 3.2.2 to advance the education for public benefit of those involved with voluntary sector and not-for-profit organisations operating in the Area of Benefit
 - 3.2.3 to promote any charitable purposes for the public benefit as are exclusively charitable according to the laws of England and Wales as the Trustees may from time to time determine.
- 3.3 Provided that in the Objects,
 - 3.3.1 "voluntary sector" is defined as charities and voluntary organisations;
 - 3.3.2 "charities" are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales.
 - 3.3.3 "not-for-profit organisations" are independent organisations which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their

constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory organisations.

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To promote or carry out research and publish the useful results
- 4.2 To provide or assist in providing information, training and support to voluntary sector and not-for-profit organisations and to the public in the Area of Benefit
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading except as permitted by HMRC regulations) and appeal for and receive any contribution, donation, grant or gift of money or property
- 4.7 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.8 To acquire or hire and manage, maintain or improve property of any kind
- 4.9 To sell, let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.10 To make grants, donations or loans of money and to give or receive guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any manner including establishment of a trading arm (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the Trustees set down the investment policy in writing for the financial expert
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments is reviewed regularly with the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees

- 4.14 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.15 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.16 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.17 Subject to Article 5, to employ paid or unpaid agents, staff or advisers and make provision for pensions and superannuation for paid staff
- 4.18 To enter into contracts to provide services to or on behalf of other bodies
- 4.19 To establish subsidiary companies to assist or act as agents for the Charity
- 4.20 To amalgamate with any other charitable body with similar objects
- 4.21 To pay the costs of forming the Charity
- 4.22 To do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
 - 5.1.1 members may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
 - 5.1.2 members and Trustees may be paid interest at a reasonable rate on money lent to the Charity
 - 5.1.3 members and Trustees may be paid a reasonable rent or hiring fee for property let or hired to the Charity
 - 5.1.4 members who are beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
 - 5.2.1 as mentioned in Articles 4.16, 5.1.2, 5.1.3 or 5.3
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)

- 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
- 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 Any Trustee (or any firm or company, other than a member, of which a Trustee is a partner, member, consultant or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Charity
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Articles 5.4 and 5.5
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
 - 5.3.4 the reason for any award to a Trustee of a contract is entered into the Trustees' minute book.
- 5.4 Whenever a Trustee has a personal interest (whether financial or otherwise) in a matter to be discussed at a meeting of the Trustees or a sub-committee the Trustee concerned must declare the interest(s) at or before discussion begins on the matter.
- 5.5 Where a Trustee has or may have an actual or potential conflict of interest or of loyalties under Article 5.4 above, the remaining ("unconflicted") Trustees may, by a simple majority vote at a quorate Trustees' meeting, and under the provisions of sections 175 and 181 of the 2006 Act, authorise that Trustee to continue to act despite the conflict or potential conflict provided that:
 - 5.5.1 no conflict of interest may be authorised in relation to remuneration or other trustee benefits unless such remuneration or benefits are permitted by and have previously been authorised under these Articles
 - 5.5.2 the conflicted Trustee withdraws from the meeting for that item unless expressly invited to remain in order to provide information
 - 5.5.3 the conflicted Trustee is not counted in the quorum for that part of the meeting
 - 5.5.4 the conflicted Trustee withdraws during the vote and has no vote on the matter
 - 5.5.5 the un-conflicted Trustees consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying having regard to the matters set out in Article 5.3 above and
 - 5.5.6 a conflict of loyalties owed to another organisation or person only refers to a conflict not involving a direct or indirect benefit of any nature to a Trustee.

- 5.6 For the purposes of this Article 5, "Charity" includes:
- 5.6.1 any subsidiary, trading arm or other company controlled by the Charity
 - 5.6.2 any company to which the Charity has the right to appoint at least one director.
- 5.7 For the purpose of this Article 5, "Trustee" includes a trustee's child, parent, grandchild, grandparent, brother, sister, spouse or cohabitee.
- 5.8 This Article 5 may not be amended without the prior written consent of the Commission.

6. THE TRUSTEES

- 6.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 6.2 A The Trustees when complete consist of not fewer than seven nor more than twelve persons being:
- 6.2.1 authorised representatives of either full or associate members elected at each AGM, each of whom has been nominated by a full member
 - 6.2.2 (if possible) independent Trustees elected at each AGM or co-opted under Article 6.8 by reason of their skills, knowledge or experience.
- 6.3 The proportions of full or associate members' representatives and of independent Trustees who may be elected as Trustees under Article 6.2 shall be determined from time to time by Rules made under Article 8.1.5.
- 6.4 A person qualified and wishing to become a trustee must be aged 18 years or over and must either be recommended by the Trustees or be nominated for election by a member of the Charity. A nomination for election from a member must be signed by that member and by the person being nominated, and it must be lodged with the Secretary not less than 7 nor more than 28 clear days before the date of the AGM. The nomination form must contain the same details as that required of a director by Companies House.
- 6.5 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees.
- 6.6 From the date of incorporation of the Charity:
- 6.6.1 one-third (or the nearest number to one-third) of the Trustees shall serve for a period of two years
 - 6.6.2 one-third (or the nearest number to one-third) of the Trustees shall serve for a period of three years
 - 6.6.3 one-third (or the nearest number to one-third) of the Trustees shall serve for a period of four years
- and

- 6.6.4 at the second AGM held after the date of incorporation of the Charity, one-third of the Trustees who have served for two years shall retire but may offer themselves for re-election or further co-option
 - 6.6.4 at the third AGM held after the date of incorporation of the Charity, one-third of the Trustees who have served for three years shall retire but may offer themselves for re-election or further co-option
 - 6.6.4 at the fourth AGM held after the date of incorporation of the Charity one-third of the Trustees who have served four years shall retire but may offer themselves for re-election or further co-option
- and
- 6.6.5 at each subsequent AGM one-third of the Trustees shall retire by rotation but may offer themselves for re-election or further co-option, the retiring Trustees to be decided by lot or by some other criterion agreed by the Trustees.
- 6.7 A Trustee's term of office automatically terminates if he or she:
- 6.7.1 is disqualified under the 2006 Act or the Charities Act 2011 from acting as a company director or a charity trustee
 - 6.7.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.7.3 is absent from five consecutive meetings of the Trustees
 - 6.7.4 the organisation of which s/he is an authorised representative ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on its resuming membership of the Charity before the next AGM)
 - 6.7.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
 - 6.7.6 is removed under Article 6.11
 - 6.7.7 fails to declare a payment or benefit as required by Article 5.4 above
 - 6.7.8 ceases to have a required qualification as previously agreed by the members.
- 6.8 The Trustees may at any time co-opt any individual duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM and the total number of co-optees at any one time shall not be more than one-half the elected Trustees.
- 6.9 The Charity may increase or reduce the maximum number of Trustees by passing an ordinary resolution, provided that the number is not reduced to below three. If the total number of Trustees falls below the quorum, then the remaining Trustee(s) can continue to act, but only in order to appoint more Trustees or call a general meeting of the Charity.

- 6.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 6.11 The Charity's members voting in a General Meeting, can remove any Trustee by an ordinary resolution with special notice given according to section 168 of the 2006 Act, after the Meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views. The members can replace a Trustee once s/he is removed.

7. PROCEEDINGS OF TRUSTEES

- 7.1 The Trustees must hold at least four meetings each year, but otherwise can arrange and hold their meetings as they see fit. A quorum at a meeting of the Trustees is one-half of the Trustees or a minimum of 3 Trustees.
- 7.2 Any Trustee may request a Trustees' meeting and the Secretary must call a meeting if a Trustee requests it.
- 7.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 7.4 The Chairperson presides at each meeting of the Trustees. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), another Trustee elected by those present, presides at the meeting.
- 7.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 7.6 Except for the Chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 7.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting. A defect in the appointment or qualification of a Trustee, of which the Trustees are unaware at the time, does not invalidate any decision taken at a meeting provided that:
 - 7.7.1 the decision would still have been taken by a quorate majority of the Trustees without counting that Trustee's vote and
 - 7.7.2 this Article 7.7 does not permit a Trustee (as defined in Article 5.7) to keep any benefit that may have been given to her or him by the decision, if the decision would otherwise have been invalid or if the Trustee has not complied with article 5.4.
- 7.8 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting

- 7.9 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. The Trustees shall authorise, in writing at least two persons to sign cheques on behalf of the Charity or operate electronic banking accounts and must make such other regulations as they see fit to govern the signing of cheques and/or for the management of any electronic banking facility.
- 7.10 The Trustees may co-opt any individual to be a non-voting observer or adviser at their meetings and for such period as the Trustees may think fit.

8. POWERS OF TRUSTEES

- 8.1 The Trustees have the following powers in the administration of the Charity:
- 8.1.1 to appoint (and remove) any person (who may but need not be a Trustee) to carry out the duties formerly required of company secretaries under the 1985 Companies Act and to remunerate that person if s/he is not a Trustee or if s/he is a Trustee, under the provisions of Article 5.3
 - 8.1.2 to appoint working parties (consisting wholly or in part of Trustees) to consider and make recommendations (but not take decisions)
 - 8.1.3 to delegate any of their functions to sub-committees consisting of three or more individuals appointed by them (but at least one member of every sub-committee must be a Trustee and all proceedings of sub-committees must be reported promptly to the Trustees)
 - 8.1.4 to make Standing Orders consistent with these Articles and the 2006 Act, to govern proceedings at general meetings and the powers of sub-committees
 - 8.1.5 to make Rules consistent with these Articles and the 2006 Act to govern proceedings at their meetings and at meetings of sub-committees
 - 8.1.6 to make Regulations consistent with these Articles and the 2006 Act to govern the membership and administration of the Charity, the use of its premises, and the use of its seal (if any)
 - 8.1.7 to establish procedures to assist the resolution of disputes within the Charity
 - 8.1.8 to exercise any powers of the Charity which are not reserved to a general meeting.
- 8.2 The Trustees must take all steps they deem necessary to bring all standing orders, rules or regulations to the notice of the Charity's members.

9. MEMBERSHIP

- 9.1 The number of members with which the company proposes to be registered is unlimited and the subscribers to the Memorandum shall be the first members of the Charity.

- 9.2 The Charity must maintain a register of members and a register of Directors' (Trustees) and Company Secretaries and a register of Directors'/Trustees' Interests.
- 9.3 Either Full membership or Associate membership of the Charity is open to any organisation interested in promoting the Objects who
 - 9.3.1 has paid any annual subscription
 - 9.3.2 has objects consistent with those of the Charity
 - 9.3.3 meets the conditions and criteria for either Full or Associate membership laid down from time to time by the Trustees by Regulations made under Article 8.1.6
 - 9.3.4 applies to the Charity in the form required by the Trustees
 - 9.3.5 is approved by the Trustees and
 - 9.3.6 signs the Register of members or consents in writing to become a member through at least one authorised representative.
- 9.4 The Trustees may only refuse an application for membership if doing so would, in their reasonable and proper opinion, be in the best interests of the Charity.
- 9.5 The Trustees may establish different classes of membership and prescribe their respective rights and obligations and set the amounts of any subscriptions. The rights and obligations of members must be set out in the Register of Members and can only be altered by the Charity voting by special resolution in general meeting under Article 10.12.
- 9.6 Membership is terminated if the member concerned
 - 9.6.1 gives written notice of resignation to the Charity
 - 9.6.2 ceases to exist
 - 9.6.3 is six months in arrears in paying the relevant subscription (if any) but in such a case the member may be reinstated on payment of the amount due or
 - 9.6.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)
 - 9.6.5 fails to notify the Charity of any change of address within 3 months after the change
 - 9.6.6 ceases to comply with the conditions or criteria of membership.
- 9.7 Membership of the Charity is not transferable.

- 10.1 Members are entitled to attend general meetings by an authorised representative or by proxy. Subject to Article 10.12 below and the provisions of the 2006 Act, an Annual General Meeting or an Extraordinary General Meeting must be called on at least 14 clear days written notice specifying the business to be discussed except if a special resolution is to be passed, in which case the notice period is 21 clear days.
- 10.2 If a General Meeting is called at shorter notice, it will be valid if this is agreed by 90% of the members entitled to attend and vote.
- 10.3 There is a quorum at a general meeting if the numbers of authorised representatives personally present or present by proxy is at least 10% or five members whichever is larger. No business can be transacted unless a quorum is present and, if a meeting begins or becomes inquorate, then it must be adjourned and re-convened. The Chairperson, with the consent of the members present, can adjourn either an inquorate meeting or a quorate meeting with unfinished business for up to 30 days. If a quorum is not present within 15 minutes of the start of the reconvened meeting, then the members present at that time will constitute the quorum.
- 10.4 The Chairperson presides at a general meeting. If within 15 minutes of the start of the meeting, the Chairperson is unable or unwilling to preside, then the Vice-Chairperson or (if the Vice-Chairperson is also unable or unwilling), some other Trustee elected by those present, presides at a general meeting. If only one Trustee is present and willing to act, s/he must preside at the meeting.
- 10.5 Except where otherwise provided by the 2006 Act, every issue is decided by a simple majority of the votes (ordinary resolution) cast on a show of hands. The Trustees may make Standing Orders under Article 8.1.4 to allow members to exercise postal votes. The Standing Order permitting a postal vote must set out the postal vote form to be used. The Chairperson or any two members or any member having 10% of the voting rights may ask for a count of votes (poll) and provisions of section 321(2) of the 2006 Act will then apply.
- 10.6 Except for the Chairperson of the meeting, who (being an authorised representative) has a second or casting vote, every Full member present by proxy or through an authorised representative has one vote on each issue. Any member wishing to challenge the qualification of any other member to vote must do so at the meeting at which the vote is taken. The Chairperson's decision on the matter is final.
- 10.7 A written resolution sent to all members and signed by the requisite majority of all those Full members entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. Members must sign a written resolution through a representative. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Charity's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Charity's registered office within 28 days of its first being circulated.

- 10.8 The Charity must hold an AGM in every year which all members are entitled to attend. The first AGM must be held within 18 months after the Charity's incorporation and subsequent AGMs must be held at intervals of not more than 15 months.
- 10.9 At an AGM the members:
- 10.9.1 receive the accounts of the Charity for the previous financial year
 - 10.9.2 receive the Trustees' report on the Charity's activities since the previous AGM
 - 10.9.3 accept the retirement of those Trustees who wish to retire
 - 10.9.4 elect persons to be Trustees to fill the vacancies arising
 - 10.9.5 appoint auditors or independent examiners for the Charity
 - 10.9.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity
 - 10.9.7 discuss and determine any issues of policy or deal with any other business put before them.
- 10.10 Any general meeting which is not an AGM is an EGM.
- 10.11 A general meeting may be called at any time by the Trustees and must be called within 28 days on a written request from at least 10% of the members, or, if more than 12 months has elapsed since the last general meeting, from at least 5% of the members
- 10.12 Any amendment to the Charity's Articles must be passed by a special written resolution or by a special resolution (i.e. on not less than 75% majority vote of those members entitled to vote) at a general meeting held at not less than 21 days' notice. Notice of the resolution, once passed, must be sent to the Commission and to Companies House within 14 days, together with a copy of the amended Articles. No amendment to the Articles may operate to invalidate any previous action of the Trustees. No amendment may be made to Articles 3, 5 or 13 or to this Article 10.12 without the prior consent in writing of the Commission.

11. RECORDS & ACCOUNTS

- 11.1 The Trustees must comply with the requirements of the 2006 Act and the Charities Act 2011 as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- 11.1.1 annual reports
 - 11.1.2 annual returns
 - 11.1.3 annual financial statements of account.
- 11.2 The Trustees must keep (and, where required by the 2006 Act, retain for at least 10 years) proper records of

- 11.2.1 all proceedings at general meetings, Trustees' meetings and sub-committee meetings, including details of those present, any decisions made and (where appropriate) the reasons for those decisions
 - 11.2.2 all reports of committees and
 - 11.2.3 all professional advice obtained.
- 11.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members if the Trustees so decide.
- 11.4 A copy of the Charity's latest available statement of account must be:
 - 11.4.1 supplied on request to any Trustee or member, or to any other individual who makes a written request and pays the Charity's reasonable costs, within two months and
 - 11.4.2 sent to each member at least 14 days before an AGM, together with a copy of the Auditor's or Independent Examiner's Report and the Trustees' Annual Report.
- 11.5 If the 2006 Act requires something to be done by both a Trustee and the Secretary, then the same person acting in both capacities cannot do this.
- 11.6 The Trustees may each year carry out a social audit through an independent assessor, in addition to the financial audit or independent examination. The purposes of the social audit are to:
 - 11.6.1 identify the social costs and report on the public benefit of the Charity's work
 - 11.6.2 enable non-financial assessments of the Charity's performance to be made
 - 11.6.3 assess the Charity's internal democracy and decision-making
 - 11.6.4 assess its effects and impact on beneficiaries, users and partners, the wages, health and safety, training, development and job satisfaction of its employees and volunteers, and its compliance in general with the principles of good human resource management.

12. NOTICES AND OTHER DOCUMENTS

- 12.1 Notices under these Articles or any other documents sent to or from the Charity may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Charity.
- 12.2 The only address at which a member is entitled to receive notices is the address shown in the register of members and a member's presence at a general meeting shall be proof of her/his receiving a notice and its contents.

- 12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 12.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 12.3.2 two clear days after being sent by first class post to that address
 - 12.3.3 three clear days after being sent by second class or overseas post to that address
 - 12.3.4 on the date of publication of a newspaper containing the notice
 - 12.3.5 on being handed to the member's authorised representative) personally or, if earlier,
 - 12.4.6 as soon as the member acknowledges actual receipt.
 - 12.4.7 A notice of a general meeting must state the date, time and place of the meeting, the business to be transacted and whether it is an AGM or an EGM.
 - 12.4.8 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

13. DISSOLUTION

- 13.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 13.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 13.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 13.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 13.2 A final report and statement of account must be sent to the Commission.

14. INDEMNITY

- 14.1 Unless the provisions and operation of this Article are avoided by any provision of the 2006 Act, every Trustee and every Officer or employee of the Charity shall be indemnified by the Charity out of its funds (subject to such funds being sufficient) against all costs, losses, charges, expenses and liabilities sustained or incurred by her/him:
- 14.1.1 in defending any proceedings (whether civil or criminal) in respect of any negligence, default, breach of duty or of trust of which s/he may be guilty in relation to the Charity and in which judgment is given in her/his favour or in which s/he is acquitted or in respect of which relief is granted to her or him by the Court under the provisions of the 2006 Act or by the Commission;

Or

14.1.2 in respect of any contract entered into or act or deed done by her/him by virtue of her/his instructions or authority from the Trustees or in any way in the discharge of her/his duties.

STANDING ORDERS MADE UNDER ARTICLE 8.1.4

1.0 PROXY VOTES AND PROXY FORMS

1. In order for a proxy vote to be valid, a Full member appointing a proxy to vote at general meetings of the Charity must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below.
2. The content of the proxy forms is set out below.
3. If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Charity designated on the proxy form ("the designated address") at the same time as the signed proxy form.
4. The designated address may be a postal or an email address.
5. A signed proxy form for a general meeting must be sent either by post or email to the designated address to arrive at least 48 hours before the time the general meeting is due to start.
6. The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue.
7. If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held.
8. If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chair or any trustee at the meeting where the poll was demanded.
9. Where a member organisation revokes the authority of its representative, the vote of the proxy or the representative will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date).

Proxy Form

NORTHAMPTONSHIRE VOLUNTARY, COMMUNITY AND SOCIAL ENTERPRISE ASSEMBLY LIMITED

I [insert name of member] of [insert address of member]

a member of the above company HEREBY APPOINT: [insert name of proxy] of [insert address of proxy] and failing her/him/it [insert name of alternative proxy] of [insert address of alternative proxy] to vote for me/us on my/our behalf at the General Meeting to be held on the [insert meeting date] and at every adjournment thereof.

As witness my hand this [insert date] of [insert month and year]

Signed: [signature of member or member's duly appointed attorney]

Where the proxy form requires that the proxy should vote for or against a resolution then the form is as follows:

NORTHAMPTONSHIRE VOLUNTARY, COMMUNITY AND SOCIAL ENTERPRISE ASSEMBLY LIMITED

I [insert name of member] of [insert address of member] a member of the above company HEREBY APPOINT: [insert name of proxy] of [insert address of proxy] and failing her/him/it [insert name of alternative proxy] of [insert address of alternative proxy] to vote for me/us on my/our behalf at the General Meeting to be held on the [insert meeting date] and at every adjournment thereof.

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

- Resolution No. 1 *for *against
- Resolution No. 2 *for *against
- Resolution No. 3 *for *against

*Strike out whichever is not desired

As witness my hand this [insert date] of [insert month and year]

Signed: [signature of member or member's duly appointed attorney]