

COMPANIES ACTS 1985 & 1989

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

**ARTICLES OF ASSOCIATION OF
ASSOCIATION OF VOLUNTEER
MANAGERS LIMITED**

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**ARTICLES
OF
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ASSOCIATION OF VOLUNTEER MANAGERS LIMITED**

1. MEMBERSHIP

- 1.1 The number of members with which the company proposes to be registered is unlimited.
- 1.2 The Association must maintain a register of members.
- 1.3 The subscribers to the memorandum of association of the Association and such other persons as are admitted to membership in accordance with these articles, shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the board of directors ("**the Board**"). Every person who wishes to become a member shall deliver to the Association an application for membership, in such form as the directors require, executed by him. Membership shall not be granted until applicable membership fees, as referred to in article 1.9, are received in full by the Association.
- 1.4 The membership of the Association shall consist only of individuals who directly or indirectly, manage, co-ordinate or administer volunteers or volunteer programs in all sectors and at all levels.
- 1.5 Membership shall entitle members to vote at general meetings of the Association. Members may only claim membership of the Association in the form or forms prescribed by the Board from time to time and when their applicable membership fees have been fully paid.
- 1.6 Membership of the Association shall not be used to indicate to third parties that such membership affords them any protection of any sort. Members shall not publish any

- statement whatsoever purporting to reflect the opinion or view of the Association or of the Board of the Association without having received the prior written authorisation of the Board of the Association.
- 1.7 A member may at any time withdraw from the Association by giving notice in writing to the Association.
- 1.8 Membership shall not be transferable and shall cease:
- (a) on the death or bankruptcy of the member; or
 - (b) on the member ceasing to operate or be involved in a professional, advisory, representative or voluntary capacity in the management of volunteers except where such member shall have persuaded the Board that such cessation is temporary or the Board decides for other reasons that such membership should not cease; or
 - (c) is removed from membership by resolution of the Board on the ground that in their reasonable opinion the member's continued membership is harmful to the Association (subject to the Association's disciplinary procedure as may be determined by the Board from time to time).
- 1.9 Membership fees shall be determined from time to time by the Board and incorporated from time to time in the By-Laws of the Association. Membership fees shall be payable by each member in full on their admission to membership and annually thereafter on the anniversary of their admission to membership.
- 1.10 A person whose membership has been forfeited shall remain liable to the Association for all moneys which at the date of forfeiture were payable by him to the Association in respect of such membership.
- 1.11 Membership is terminated if the member concerned:
- (a) gives written notice of resignation to the Association;
 - (b) dies or (in the case of an organisation) ceases to exist;
 - (c) is 6 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
 - (d) is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to

the Association (subject to the Association's disciplinary procedure as may be determined by the Board from time to time).

2. **GENERAL MEETINGS**

- 2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called at least clear 21 days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 10 or 50 per cent of the members if such number is smaller than 10.
- 2.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the Chairman of the meeting, who has a second or casting vote, every member present in person (or through an authorised representative) has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.7 The Association 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 Association's incorporation.
- 2.8 At an AGM the members:
- (a) receive the accounts of the Association for the previous financial year;
 - (b) receive the Directors' report on the Association's activities since the previous AGM;
 - (c) accept the retirement of those Directors who wish to retire or who are retiring by rotation;
 - (d) elect persons to be Directors to fill the vacancies arising;

- (e) appoint auditors for the Association;
 - (f) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association; and
 - (g) discuss and determine any issues of policy or deal with any other business put before them.
- 2.9 Any general meeting which is not an AGM is an EGM.
- 2.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least two members.

3. **THE DIRECTORS**

- 3.1 The Directors have control of the Association and its property and funds.
- 3.2 The Directors when complete consist of at least two and not more than twelve individuals, all of whom must be members of the Association.
- 3.3 The subscribers to the Memorandum are the first Directors of the Association.
- 3.4 Each Director may serve as a Director of the Association for a maximum of 3 consecutive years and shall then retire as a Director of the Association. However, any Director retiring in accordance with this Article shall be eligible for immediate reappointment as a Director if his reappointment is approved by an Ordinary Resolution of the members at a general meeting, provided that the Director has not served more than 6 consecutive years or, in the case of the Chairman, 9 consecutive years.
- 3.5 A Director's term of office automatically terminates if he or she:
- (a) is incapable, whether mentally or physically, of managing his or her own affairs and the Directors (other than him or her) by resolution so determine;
 - (b) is without the agreement of the other Directors absent from all meetings of the Directors for any consecutive period of 12 months;
 - (c) ceases to be a member of the Association (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Association before the next AGM);

- (d) resigns by written notice to the Directors (but only if at least two Directors will remain in office);
 - (e) is removed by resolution passed by a majority of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views.
- 3.6 The Directors may at any time co-opt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a co-opted Director holds office only until the next AGM.
- 3.7 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

4. PROCEEDINGS OF DIRECTORS

- 4.1 The Directors must hold at least two meetings each year.
- 4.2 Except where there are less than three directors, a quorum at a meeting of the Directors is three Directors. Where there are less than three Directors the quorum shall be the number of Directors then appointed.
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors in which all participants may communicate with all the other participants.
- 4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present shall preside at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors 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).
- 4.6 Except for the chairman of the meeting, who has a second or casting vote, every Director has one vote on each issue.
- 4.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Association:

- 5.1 to appoint (and remove) any member (who may be a Director) to act as Secretary to the Association in accordance with the Act;
- 5.2 to appoint a Chairman, Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Director and all proceedings of committees must be reported promptly to the Directors);
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings.
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees.
- 5.6 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Association;
- 5.8 to exercise any powers of the Association which are not reserved to a general meeting.

6. RECORDS & ACCOUNTS

- 6.1 The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Register of Companies and the Commission of:
 - (a) annual reports;
 - (b) annual returns;
 - (c) annual statements of account.
- 6.2 The Directors must keep proper records of:
 - (a) all proceedings at general meetings;
 - (b) all proceedings at meetings of the Directors;
 - (c) all reports of committees; and

- (d) all professional advice obtained.
- 6.3 Accounting records relating to the Association must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide.
- 6.4 A copy of the Association's latest available statement of account must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Association's reasonable costs, within two months.

7. **NOTICES**

- 7.1 Notices under these Articles 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 national newspaper circulating in area of benefit or any newsletter distributed by the Association.
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
 - (a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - (b) two clear days after being sent by first class post to that address;
 - (c) three clear days after being sent by second class or overseas post to that address;
 - (d) on the date of publication of a newspaper containing the notice;
 - (e) on being handed to the member (or, in the case of a member organisation. its authorised representative) personally or, if earlier;
 - (f) as soon as the member acknowledges actual receipt.
- 7.4 A technical defect in the giving of a notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

8. **DISSOLUTION**

8.1 The provisions of the Memorandum relating to the dissolution of the Association take effect as though repeated here.

9. **INTERPRETATION**

9.1 In the Memorandum in and in these Articles:

"The Act" means the Companies Act 1985;

"AGM" means an annual general meeting of the Association;

"these Articles" means these articles of association;

"the Association" means the Association governed by these Articles;

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association and whose name is given to the Secretary;

"Chairman" means the chairman of the Directors;

"clear day" means 24 hours from midnight following the relevant event;

"Director" means a director of the Association and **"Directors"** mean all of the directors;

"EGM" means an extraordinary general meeting of the Association;

"financial expert" means an individual, Association or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;

"material benefit" means a benefit which may not be financial but has a monetary value;

"member" and **"membership"** refer to membership of the Association;

"Memorandum" means the Association's Memorandum of Association;

"month" means calendar month;

"the Objects" means the Objects of the Association as defined in Clause 3 of the Memorandum;

"Secretary" means the Secretary of the Association;

"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 and the profits of which are liable to tax;

"written" or **"in writing"** refers to a legible document on paper including a fax message; and

"year" means calendar year.

9.2 Expressions defined in the Act have the same meaning in the Memorandum and in these Articles.

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

10. **RULES OR BY-LAWS**

10.1 The directors may from time to time make such Rules or By-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and, for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules or By-Laws regulate:

(a) the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees, charges, contributions or payments to be made by members, insofar as such matters are not regulated by these articles;

(b) the conduct of members of the Association in relation to one another, and to the Association and to the Association's servants or agents; and

(c) the procedure at general meetings and meetings of the Board or the Advisory Board and committees of the Board insofar as such procedure is not regulated by these articles.

10.2 The Association in general meeting shall have power to alter or repeal the Rules or By-Laws and to make additions thereto and the directors shall adopt such means as they deem sufficient to bring to the notice of members of the Association all such Rules or By-Laws, which so long as they shall be in force, shall be binding on all members of

the Association provided, nevertheless, that no Rule or By-Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

Name and Addresses of Subscribers

Signatures of Subscribers

●

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Dated ● 2007

Witness to the above signatures:

Signature

Name

Address

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Occupation