

The Companies Act 2006
COMPANY LIMITED BY GUARANTEE
Articles of Association of
Worthing Women's Aid t/a Safe in Sussex

Interpretations

1. In these Articles:

"The Act" means the Companies Act 2006 and any other amendments from time to time in force, insofar as they apply to the charity

"The Company" means the above-named company, which is also a Registered Charity number 1098726

"The Trustee Board" means all those persons for the time being appointed to perform the duties of directors of the company

"Secretary" means any person appointed to perform the duties of the secretary of the company

"Employee" means anyone for the time being holding a contract of employment with the company

"Local Authority associated persons" means:

- (a) A member of a local authority
- (b) An officer of a local authority
- (c) A person who had at any time in the preceding four years been a member of a local authority
- (d) Any other person so defined in Section 69(5) of the Local Government and Housing Act 1989

"In writing" shall be taken to include references to writing, printing, photocopying, email or other electronic or digital communication and information, or other modes of representing or reproducing words in a visible form.

A "virtual meeting" is a meeting of members of the charity or a meeting of the charity Trustees of the Board where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

A "hybrid meeting" is a meeting of members of the charity or a meeting of the charity Trustees of the Board at which some participants are attending the meeting in person and others are attending virtually.

Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Any statutory instruments or regulations from time to time in force shall be deemed to apply to this company, whether or not these Articles have been amended to comply with such instrument or regulation.

Members

2. The first members of the company shall be the subscribers to the Memorandum of Association
3. Application for membership may be made by any person who supports the aims and principles of the Women's Aid Federation England Limited. Provided always that if the company is receiving fifty per cent or more of its core funding from the Local Authority(s) the proportion of Local Authority associated persons shall not exceed nineteen per cent of the total members having voting rights at a General Meeting of the company.

Liability of Members

4. The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while they are a member or within one year after they cease to be a member for:
 - a. Payment of the charity's debts and liabilities incurred before they ceased to be a member;
 - b. Payment of the costs, charges and expenses of winding up; and
 - c. Adjustment of the rights of the contributories among themselves.

Register of Members

5. The company shall maintain a Register of Members in which shall be recorded the name, address and email address of every member, and the dates on which they become a member and on which they ceased to be a member. Every member shall sign a written consent to become a member by copy of the Application Form in accordance with the recruitment and appointment of members' policy, and in compliance with the requirements of the General Data Protection Regulation and Data Protection Act 2018. A member shall notify the secretary in writing within seven days of a change of their name or address.
6. Every member shall be entitled to receive a copy of the Memorandum and Articles of Association of the company at no charge.

Declaration of Members' Interests

7. A member or Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A Trustee must absent themselves from any discussions of the Trustee Board in which it is possible that a conflict will arise between their duty to act solely in the interest of the Company and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

8. (1) If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
 - a. The conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - b. The conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - c. The unconflicted Trustees consider it is in the interest of the Company to authorise the

conflict of interests in the circumstances applying.

(2) In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

Cessation of Membership

9. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
10. A member shall cease to be a member immediately that they:
 - (a) Resign in writing to the secretary, or
 - (b) Dies, or
 - (c) Is expelled by the Trustee Board for conduct prejudicial to the company, provided that any member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

Data Protection

The Charity will ensure that all personal data that it holds will be managed in accordance with its Data Protection Policy under the General Data Protection Regulation (GDPR) and Data Protection Act 2018:

Data will be processed lawfully, fairly and in a transparent manner;

- Collected for specified, explicit and legitimate purposes and not further processed in a manner that is incompatible with those purposes;
- Adequate, relevant and limited to what is necessary;
- Accurate and kept up to date;
- Kept in a form which permits identification of data subjects for no longer than is necessary;
- Processed in a manner that ensures appropriate security of the personal data, including
 - Protection against unauthorised or unlawful processing and against accidental loss, destruction or damage.

General Meetings

11. The company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
12. The business of an Annual General Meeting shall comprise:
 - (a) The consideration of the Report and Accounts presented by the Trustee Board
 - (b) The election of Trustee Board members and honorary officers
 - (c) The appointment and the fixing of the remuneration of the auditor(s) or independent examiner
 - (d) Such other business as may have been specified in the notices calling the meeting.
13. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
14. The Trustee Board may whenever they think fit convene an Extraordinary General Meeting,

or an Extraordinary General Meeting may be convened by ten per cent of the members of the company.

15. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. Certain decisions, as required by statute, shall be made by Extraordinary Resolution. A Special or an Extraordinary Resolution may only be passed by a majority of not less than three-quarters of votes cast at a General Meeting.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.
16. A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person. [nb. similar provision can be made for people attending as proxies]

Notices

17. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or which is to consider a proposal to remove the auditor or a member of the Trustee Board shall be called by at least twenty one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
18. Notice of every General Meeting shall be given in writing or via email to every member of the Company and to the auditors and to such other persons who are entitled to receive notice.
19. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact date, time and place of the meeting. In the case of a General Meeting which is to consider a Special or an Extraordinary Resolution or a proposal to remove the auditor or a member of the Trustee Board, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
20. Where notice is sent by post or via email, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty eight hours after the notice has been posted.
21. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

22. Every member shall have one vote on any question to be decided by a General Meeting, as follows:
 - a. On a resolution to be decided on a show of hands, only members present in person may vote. On a resolution to be decided by secret ballot, votes may be cast by members present in person or by proxy.
 - b. Any person who is entitled to vote at a General Meeting of the Company may appoint another member as proxy to attend and vote on their behalf. Authorisation for a person to act as proxy for a member must be in writing, or via email (provided said email is validated and authenticated using procedures agreed in General Meeting by the Company) and must state whether the proxy is to vote this way or that on any specified resolution, or whether they may cast the member's vote at their own discretion. Any person claiming to be a proxy but failing to produce such written authorisation may be disallowed from voting by the Chairperson of the meeting.
23. A member or proxy shall declare an interest in, and shall not debate or vote in respect of, any matter in which they have a personal, material or financial interest or any matter arising

- from it and shall withdraw from any meeting where such a matter is discussed.
24. No business shall be transacted at a General Meeting unless a quorum of members is present in person or by proxy. Unless and until otherwise decided by a General Meeting five members shall be a quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority persons.
 25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Trustee Board may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only subject to an absolute minimum of two members present.
 26. At every General Meeting the Chairperson of the Company shall preside, but if they are not present within twenty minutes after the time appointed for the commencement of the meeting the Vice Chairperson shall preside. In the event of their absence, the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
 27. The Chairperson may with the consent of any 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 the business left unfinished at the meeting from which the adjournment took place.
 28. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members present in person or by proxy. A secret ballot may not be demanded on any question concerning the selection of a Chairperson for a meeting or on any question of adjournment. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.
 30. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 31. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
 32. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
 33. A resolution in writing signed by all the members of the Company for the time being shall be valid and effective if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form, each signed by or for one or more members.
 34. The Company may at its discretion invite other persons to attend its meeting, with or without speaking rights, and without voting rights.

The Trustee Board

35. The Company shall have a Trustee Board comprising not less than three and not more than

twelve persons including the honorary officers. Provided always that if the Company is receiving fifty per cent or more of its core funding from the Local Authority(s) the proportion of Local Authority associated persons on the Trustee Board shall not exceed nineteen per cent of the total number of Trustee Board members. For the avoidance of doubt, the members of the Trustee Board are the directors of the company within the meaning of the Act.

36. The initial Trustee Board of the Company from incorporation until the first Annual General Meeting shall be appointed by the Subscribers to the Memorandum of Association.
37. After the first Annual General Meeting the Trustee Board shall be comprised of not more than twelve people elected by and from the members of the Company at the Annual General Meeting.
38. In addition, the Trustee Board may co-opt up to three persons whether or not a member of the Company to serve on the Trustee Board.
39. Subject to Article 41 below, at the first and every Annual General Meeting, one third of the members of the Trustee Board, or if their number is not a multiple of three then the number nearest to one third, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Trustee Board who have been in office for the same length of time, the members to retire shall be decided by lot. A retiring Trustee Board member shall be eligible for re-election. Co-opted members of the Trustee Board shall retire at the Annual General Meeting following their appointment but shall not be eligible for further co-option.
40. Trustees will be eligible to serve up to three consecutive terms of three years which may be extended with the consent of the Trustee Board.
41. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or who is otherwise prohibited by law from serving as a trustee of a charity be a member of the Trustee Board.
42. A Trustee Board member shall declare an interest in and shall not speak or vote in respect of any matter in which they have a personal, material or financial interest or any connected matter and shall withdraw from any meeting where such a matter is discussed. Any member declaring such interest shall not be counted for the purpose of calculating a quorum for the meeting for the period during which the matter is under debate.
43. Trustee Board members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Trustee Board or General Meetings of the Company or in connection with the business of the Company.
44. The office of Trustee Board member shall be vacated if they:
 - a. Resigns their office in writing to the company; or
 - b. In the opinion of a majority of the Trustee Board, fails to declare their interest in any contract as referred to in Article 37; or
 - c. Is absent from three successive meetings of the Trustee Board without special leave of absence from the Trustee Board and they pass a resolution that they have been reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Trustee Board; or
 - d. Becomes bankrupt or, in the opinion of the Trustee Board, incapable on medical or psychological grounds of carrying out the duties of a Trustee Board member, or is otherwise prevented by law from continuing as a company director; or
 - e. Is prohibited by law from serving as a trustee of a charity or ceases to be a member of the Company.

Powers and Duties of the Trustee Board

45. The business of the Company shall be managed by the Trustee Board which may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or

by these Articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Trustee Board which would have been valid had that regulation not been made.

46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed in such manner as the Trustee Board shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by the Trustee Board must be signed by at least two Trustee Board members.
47. Without prejudice to its general powers, the Trustee Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability of obligation of the Company, subject to such consents as may be required by law.

Honorary Officers

48. At the Annual General Meeting of the Company the members shall elect such honorary officers as they may from time to time decide. Any officer so appointed may be removed or replaced at any time by the members.

Proceedings of the Trustee Board

49. Members of the Trustee Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
50. An honorary officer may and the Secretary on the requisition of at least two Trustee Board members shall summon a meeting of the Trustee Board by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Trustee Board to any of its members for the time being absent from the United Kingdom.
51. The quorum necessary for the transaction of the business of the Trustee Board shall be three members. Provided that at no time shall more than fifty per cent of those Trustee Board members present and entitled to vote be Local Authority associated persons.
52. The Trustee Board may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these Articles, the Trustee Board may act for the purposes of increasing the number of Trustee Board members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
53. At every Trustee Board meeting the Chairperson of the Company shall preside, but if they are not present within twenty minutes after the time appointed for the commencement of the meeting the Trustee Board members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
54. The Trustee Board shall cause accurate records to be made for the purpose of:
 - a. The name, details and date of appointment of all persons appointed to office;
 - b. The names of the Trustee Board members, officers, members and other persons present at all General, Trustee Board and Sub-Committee meetings of the Company
 - c. Minutes of all proceedings and resolutions at all General, Trustee Board and Sub-Committee meetings of the Company
55. All such records and minutes shall be open to inspection during normal working hours by any member of the Trustee Board and by any person authorised by the Company in General Meeting.
56. The Trustee Board may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in

the exercise of the powers so delegated confirm to any regulations imposed on it by the Trustee Board which regulations shall always include provision for regular and prompt reports to the Trustee Board.

57. All acts done by any meeting of the Trustee Board or by any person acting as a member of the Trustee Board shall, even if it be afterwards discovered that there was some defect in the appointment of any Trustee Board member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee Board member.
58. A resolution in writing, signed by all the Trustee Board members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Trustee Board, and may consist of several documents in the same form, each signed by one or more Trustee Board members.
59. The Trustee Board may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

60. The Trustee Board shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them. No remuneration may be paid to a Secretary who is also a member of the Trustee Board.
61. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Trustee Board member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

Accounts

62. The Trustee Board shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - a. All sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - b. All sales and purchases of goods by the Company;
 - c. The assets and liabilities of the Company.
63. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.
64. The accounts shall be kept at the Registered Office of the Company or at such other place or places as the Trustee Board thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
65. The Trustee Board shall from time to time, in accordance with the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports as necessary.
66. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's, or independent examiner's, report and the Trustee Board's report shall not less than twenty one days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent by post, or via email (provided that the permission of the member has been sought and granted) to every member of and every holder of debentures of the Company, provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The auditor's, or independent examiner's, report shall be open to inspection and shall be read before the meeting.

67. (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the:
- a. Transmission of a copy of the statements of account to the Commission;
 - b. Preparation of an Annual Report and the transmission of a copy of it to the Commission;
 - c. Preparation of an Annual Return and its transmission to the Commission
- (2) The Trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.
- (3) The Trustees must comply with the requirements of the Companies Act 2006 with regard to the submission of the Annual Accounts and Return and Confirmation Statement.

Audit

68. Subject to such statutory regulations as may be for the time being in force, unless the Company has decided to apply the exempt audit criteria, once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors, or Independent Examiners in accordance with the Act
69. Auditors (if any) shall be appointed and their duties regulated in accordance with the Act.

Application of Surplus

70. Clause 6 of the Memorandum of Association relating to the not for profit nature of the Company shall have effect as if its provisions were repeated in these Articles. Any surplus of the Company shall be applied as follows, in such proportion and in such manner as may be decided upon by the members in General Meeting:
- a. To create a general reserve for the continuation and development of the Company;
 - b. To make payments for charitable purposes in furtherance of the objects of the Company.

Indemnity

71. Subject to the provisions of the Act, in the execution of the objects of the Company no member of the Trustee Board or the Secretary, auditor, independent examiner or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as they shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary, or by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Disputes

72. If a dispute arises between members about the validity or propriety of anything done by the members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

73. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.