



THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF CAMPAIGN AGAINST LIVING MISERABLY

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act, 1985, but so that any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

"the Board of Directors" means the board of directors of the Company who shall be its directors for the purposes of the Act and of company law generally and, if and for so long as the Company is a charity shall be trustees of the Charity for the purposes of the Charities Acts 1992 and 1993 or any statutory modification or re-enactment of those provisions for the time being in force and of charity law generally.

"the seal" means the common seal of the Company.

"secretary" means any person appointed to perform the duties of the secretary of the Company.

"the United Kingdom" means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification or re-enactment thereof for the time being in force.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons who support the objects of the Company as the board shall admit to membership shall be members of the Company. The directors decision to accept or refuse any membership application shall be final and binding and the directors shall not be required to give reasons for their decisions. Every applicant for membership shall comply with the provisions of Article 51 below and the directors shall refuse membership to any applicant who fails to do so or if the results of the checks made on the applicant pursuant to that Article signify to the directors that his membership of the Company is inappropriate. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the Board of Directors or the Company in General Meeting shall make other provision pursuant to the powers contained in these Articles to make Rules or Bye Laws, the Board of Directors may in their absolute discretion permit any member of the Company to resign from membership, provided always that after such resignation the number of members is not less than three.

GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

6. The board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient members of the board capable of acting to form a quorum, any member of the board or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the board.



NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at that meeting of all the members.

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

PROCEEDINGS AT GENERAL MEETINGS

9. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, three members present in person or one-tenth of the membership, whichever shall be the greater shall be a quorum. 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 to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the board may determine.

10. The chairman, if any, of the board shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Board of Directors present shall elect one of their number to be chairman of the meeting.

11. If at any meeting no member of the board is willing to act as chairman or if no member of the board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

12. The chairman 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

(a) by the chairman; or

(b) by at least two members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

14. Except as provided in Article 16, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

15. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.



CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

27. Any corporation which is a member of the Company may by resolution of its board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

BOARD OF DIRECTORS

28. The maximum number of the Board of Directors shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number shall be four.

29. The directors shall be paid all reasonable out of pocket expenses properly incurred by them in attending and returning from meetings of the board or any committee of the board or General Meetings of the Company or in connection with the business of the Company.

30. The first directors shall be appointed automatically on incorporation in accordance with Section 13(5) of the Act, being those persons who have signified willingness to act and supplied requisite details in compliance with Section 10 of the Act. Thereafter vacancies may be filled and additional directors appointed, up to the maximum number of directors permitted by these Articles, by resolution of the Board of Directors. Directors shall not serve a fixed term of office or be required to retire by rotation.

BORROWING POWERS

31. The board may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable organisation or body subject to such consents as may be required by law.

POWERS AND DUTIES OF THE BOARD

32. (a) The business of the Company shall be managed by the board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the board which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the Board of Directors shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

33. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by not less than two persons authorised by resolution of the board from time to time.

34. The board shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the board;
- (b) of the names of the Board of Directors present at each meeting of the board and of any committee of the board;
- (c) of all resolutions and proceedings at all meetings of the Company, and of the board and of committees of the board.

DISQUALIFICATION OF BOARD OF DIRECTORS

35. The office of member of the board shall be vacated if the member:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a member of the board by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the board; or
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or



- (d) resigns his office by notice in writing to the Company; or
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

36. A member of the board shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

PROCEEDINGS OF THE BOARD

37. The board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the board may, and the secretary on the requisition of a member of the board shall, at any time summon a meeting of the board. It shall not be necessary to give notice of a meeting of the board to any member of the board for the time being absent from the United Kingdom.

38. The quorum necessary for the transaction of the business of the board may be fixed by the board, and unless so fixed shall be three or one-third of the number of Board of Directors for the time being whichever shall be the greater number.

39. The continuing Board of Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Board of Directors, the continuing members or member of the board may act for the purpose of increasing the number of Board of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.

40. The board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Board of Directors present may choose one of their number to be chairman of the meeting.

41. The board may delegate any of their powers to committees consisting of such majority of members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board and shall fully and promptly report all acts and proceedings to the board as soon as is reasonably practicable.

42. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

43. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

44. All acts done by any meeting of the board or of a committee of the board, or by any person acting as a member of the board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the board or person acting as aforesaid, 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 member of the board.

45. A resolution in writing, signed by all the Board of Directors for the time being entitled to receive notice of a meeting of the board, shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held.

SECRETARY

46. Subject to Section 13(5) of the Act, the secretary shall be appointed by the board for such term, at such remuneration and upon such conditions as the board may think fit; and any secretary so appointed may be removed by it: Provided always that no member of the board may occupy the salaried position of secretary.

47. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the board and as, or in place of, the secretary.

CHIEF EXECUTIVE

48. The board of directors shall appoint a Chief Executive to be the senior member of staff of the Company at such remuneration, with such benefits and on such terms and conditions as the board may think fit. No director may be appointed to the post of Chief Executive. The role and responsibilities of the Chief Executive shall be determined by the board and may be varied by the board from time to time as it thinks fit. The Chief Executive shall report to the board of directors and may be invited to attend any board meetings which the board wishes, provided that he shall not vote on any matter, shall not be present when his remuneration, benefits, terms and conditions or role and responsibilities are



being discussed, determined or reviewed and shall leave any meeting at any other point when required to do so by the chairman of the meeting.

ADVISORS PANEL

49. *The board of directors shall establish an Advisors Panel and shall invite such persons as it thinks fit to serve on that Panel as Advisors, either for a fixed term or for an indefinite period. Advisors shall be selected for their expertise, knowledge and experience in a field of specialisation relevant to the Company's objects and its activities in pursuit of those objects. The Advisors Panel shall meet together at such intervals as the directors may determine, to provide collective advice to the board, and individual advisors may be requested by the board to provide individual advice to the board in respect of their specialisations from time to time. Written records shall be kept of Advisors Panel meetings and of advice given to the board either by individual Advisors or by the Advisors Panel collectively. Whether or not an Advisor holds a fixed term, the directors may nonetheless at any time review the suitability or effectiveness of any Advisor and may, in their absolute discretion, by resolution of the board decide that the Advisor in question should cease to be an Advisor forthwith. Notice of any such resolution shall be given in writing to the former Advisor as soon as practicable thereafter.*

PATRONS

50. *The directors may invite such person or persons as they think fit to be a Patron of the Company. Such invitation may be for a fixed period or for an indefinite period and shall be issued in writing. The invitee shall become a Patron upon providing written acceptance to that invitation. The role of Patron shall be purely honorary and a Patron shall not receive any remuneration or other financial or material benefit. A Patron shall not be a director of the Company and no director may be appointed to the role of Patron. The functions and responsibilities of Patrons shall be determined by the board of directors and may be varied by them from time to time. Whether or not a Patron holds a fixed term, the directors may nonetheless at any time review the suitability or effectiveness of any Patron in assisting the Company to pursue its objects and may, in their absolute discretion, by resolution of the board decide that the Patron in question should cease to be a Patron forthwith. Notice of any such resolution shall be given in writing to the former Patron as soon as practicable thereafter.*

SAFETY OF CHILDREN, YOUNG PEOPLE AND VULNERABLE PEOPLE

51. *The board shall ensure the Company meets all the statutory obligations in relation to the safety of children, young people and vulnerable people which are applicable to the Company. In addition the board may adopt such policies and procedures as it thinks fit in relation to the safety of children, young people and vulnerable people. Any person who is applying for membership of the Company or is being considered for appointment as a Patron or an Adviser or a director and all persons applying for employment with the Company shall provide such information, references and other material and follow such procedures and submit to such safety checks, including Criminal Records Bureau checks, as may be required by law or by the policies and procedures adopted by the board as aforesaid from time to time.*

THE SEAL

52. *If the Company has a seal the Board shall provide for its safe custody and it shall only be used by the authority of the board or of a committee of the board authorised by the board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the board and shall be countersigned by the secretary or by a second member of the board or by some other person appointed by the board for the purpose.*

ACCOUNTS

53. *The board shall cause accounting records to be kept in accordance with the provisions of the Act.*

54. *The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the board thinks fit, and shall always be open to the inspection of the officers of the Company.*

55. *The board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Board of Directors, and no member (not being a member of the board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the board or by the Company in General Meeting.*

56. *The board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.*

57. *A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report (if any), and board's report, shall*



not less than twenty-one days before the date of the meeting be sent to every member of the Company and every person entitled to receive notice of General Meetings of the Company.

AUDIT

58. If required by the Act auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

59. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

60. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
- (b) every person being a trustee in bankruptcy of a member where the member but for his bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditors for the time being of the Company (if any); and
- (d) each member of the board.

No other person shall be entitled to receive notices of General Meetings.

DISSOLUTION

61. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR BYE LAWS

62. (a) The board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:-

(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the board and Committees of the board in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.



INDEMNITY

63. (a) Every member of the board or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the board or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Board of Directors shall have power to purchase and maintain for any member of the board such insurance as is permitted by Clause 3(s) of the Company's Memorandum of Association.