

Articles of Association for a Charitable Company

The Companies Act 2006

Company Limited by Guarantee

Articles of Association of *Hounslow Community Farming Association*

1. Name

- 1.1 The name of the association is the Hounslow Community Farming Association (herein called the association)

2. Offices

- 2.1 The registered office of the Association shall be; 6 Broom Warren, Broom Road, Teddington, Middlesex, TW11 9PG.

3. Liability of members

- 3.1 The liability of members is limited
- 3.2 Each member of the Association promises, if the Association is dissolved, to contribute £1 towards the payment of the debts and liabilities

4. The charity's objects ("Objects") are specifically restricted to the following:

- 4.1 The objects of the Association are to facilitate the development of a community farming initiative in order to provide horticultural employment and training opportunities, particularly but not exclusively to socially excluded individuals, on "unproductive" urban areas.

5. Powers

- 5.1 The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Association has power to;
- use assets acquired in the name of the Association solely for the purpose of realising its Objects

- reimburse Directors, members, trainees and volunteers for the costs incurred from carrying out activities in pursuit of the Associations Objects
- cooperate with other charities, voluntary bodies and statutory authorities in order to further the Objects of the Association

6. Income and property

- 6.1 The income and property of the Association shall only be applied to further the Associations objectives. This includes, where appropriate, remunerating Directors, Members and Trainees for the products and services provided by them to further the Associations “Objects”
- 6.2 The funds of the Association including all donations, contributions and bequests shall be paid into an account operated by the Directors in the name of the Association at such banks as the Directors shall decide
- 6.3 There will be at least two signatories, from four, for the bank account, one of whom will always be the Treasurer
- 6.4 The Treasurer shall keep proper accounts for the Association. At each general meeting, the Treasurer shall briefly report on the state of the Associations finances
- 6.5 At the end of the financial year, the Treasurer shall prepare final accounts showing the income and expenditure of the Association for the year. The financial year shall end on 31st March.

7. Membership

- 7.1 The membership of the Association is free and open to any person over the age of 16 interested in furthering the Objects of the Association
- 7.2 Each member shall have one vote
- 7.3 Member organisation must nominate a single individual to represent the organisation. The Association must be able to verify that the member organisation has consented to the representation
- 7.4 The Directors must keep a register of all members and provide the list to any member upon request
- 7.5 The Directors may, by unanimous vote and for good reason, terminate the membership of any individual (but only after notifying the member concerned in writing and considering the matter in the light of written representations put forward by the member within 14 days of the termination notice
- 7.6 A member may resign at any time. Any member wishing to resign will be granted a 14 day “cooling off” period from the time when

the Directors receive notice of their intention to resign. During this period the member may withdraw the intention to resign providing they have not done anything in the meantime to warrant the termination of their membership

8. Classes of membership

- 8.1 The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the members register
- 8.2 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 8.3 The rights attached to a class of membership may only be varied if:
 - three-quarters of the members of that class consent in writing to the variation; or

9. Notice of General and Annual General meetings

- 9.1 The Directors will be responsible for holding regular general meetings not more than two months after the date of the previous general meeting
- 9.2 General meetings shall be called after 14 days notice specifying the date, venue and agenda
- 9.3 The Association shall hold an Annual General meeting once a year where members will;
 - Receive the accounts of the Association for the previous financial year
 - Receive a summary executive report outlining the activities of the Association for that year
 - Elect the Directors for the coming year
 - Discuss and vote on any resolutions to change the Association's Objects (a change to the constitution will also be held effective if a resolution to change the constitution is signed in writing by all members at any other time)
- 9.4 Annual General Meetings shall be called after 28 days notice specifying the date, venue and agenda

10. Proceedings at General and Annual General Meetings

- 10.1 Decisions affecting the strategic direction of the organisation including issues such as - change of land use or a change to the provision of core services - shall be taken at a general meeting
- 10.2 Every decision to be made at a general meeting is determined by a simple majority vote
- 10.3 Members may vote by proxy
- 10.4 There must be a quorum of at least twenty percent of the membership present at all General or Annual General meetings in order to pass any decision (see 9.1)
- 10.5 There must be a quorum of at least half of the membership present at all General or Annual General meetings in order to pass any resolution to alter the Objects of the constitution
- 10.6 All meetings will be chaired by a Director
- 10.7 All members shall be given adequate chance to contemplate proposed decision and resolutions before a vote is taken
- 10.8 The agenda and minutes from all general and Annual General Meetings shall be recorded and filed

11. Directors

- 11.1 The day-to-day affairs of the Association shall be managed by the Directors
- 11.2 The Directors shall be formed from members elected to the position of Director by members at the Annual General meeting
- 11.3 A Director may be appointed at a general meeting should a Director resign, retire or be disqualified in between Annual General Meetings
- 11.4 The Directors should comprise of members with the right balance of skills to successfully manage the day-to-day business of the Association
- 11.5 A minimum of three members shall be elected as Directors members
- 11.6 All Directors will retire from post at the next AGM following their election
- 11.7 Directors must have been nominated by at least one other member and declared a willingness themselves to be a Director
- 11.8 A Director ceases to be a member if they are unable to, or fail to, carry out their duties in the best interests of the Association

12. Powers and duties of the Directors

- 12.1 Directors shall be appointed on the basis that their own interests and those of the Association are compatible. Therefore, Directors

shall act in the best interests of the Association at all times particularly when:

- disposing of or acquiring assets on behalf of the Association
- negotiating any contracts (including employment) on behalf of the association
- offering services and products to the Association whether on a contractual or voluntary basis

12.2 The Directors may exercise all such powers necessary to further the Association's Objects that are not, according to this constitution, required to be exercised by the Association at a general or annual general meeting. Specifically the Directors shall;

- Manage the day-to-day affairs of the Association
- Prepare and submit all annual reports and returns to the relevant bodies
- Make payments on behalf on the Association and operate its bank account
- Take the necessary steps, such as call an emergency general meeting, to resolve disputes
- Meet at least once a month, take minutes of each Directors meeting and circulate to members as soon as practicable
- Co-opt onto the committee another member should the Directors feel that the co-opted member would improve the balance of Directors skills
- A Director will be nominated by the Directors to chair general meetings and annual general meetings

12.3 Directors will also be responsible for receiving and sending all correspondence on behalf of the Association and for producing minutes, agendas and resolutions for all meetings

12.4 The Treasurer will be responsible for keeping the accounts on behalf of the Association and receiving and depositing all money raised on its behalf. He or she will be one of four signatories to the bank account. The Treasurer will also prepare the accounts to be independently reviewed and presented at the AGM

13. Dissolution

13.1 If the Directors decide at any time that it is necessary to dissolve the Association, it shall call a meeting of all members, of which not less than 14 days notice will be given. If such a decision is confirmed by a two-thirds majority the Association shall be

dissolved and any assets remaining, after the satisfaction of debts, shall be given or transferred to such other organisations having Objects similar to those of this Association.

14. Interpretation and supplementation

- 14.1 Any matter not dealt within the above statement of the constitution or any case of doubt as to its interpretation shall be referred for determination to a meeting of the Directors.