

**THE COMPANIES ACT 1985  
and  
THE COMPANIES ACT 1989**

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

**MEMORANDUM OF ASSOCIATION  
of  
THE SURTAL ASIAN ARTS LIMITED**

1. **The Company's name (hereinafter called "the Charity") registered as "THE SURTAL ASIAN ARTS LIMITED". The operating name of company is 'Surtal Arts'.**
2. The Company's registered office is located in England and Wales.
3. The Charity shall be established for the following objects, in the Derby and East Midlands areas:
  - (a) To promote racial and religious harmony;
  - (b) To enhancement of education (not exclusively) for young people and children, nurture their talent, improve their mental health and enrich their lives using arts as a medium, enabling them to achieving their full potential as individuals, as responsible citizens and as members of their local, national and international communities;
  - (c) The relief of financial need
  - (d) To promote social cohesion and community capacity building through cross-cultural arts;
  - (e) The provision or assistance in the provision of facilities for recreation or other leisure time occupation in the interests of social welfare with the object of improving the conditions of life for the inhabitants of the area of benefit without distinction of sex or of political, religious or other opinions through the arts, in particular but not exclusively, through South Asian dance, drama, music and craft with an emphasis on quality and creativity
4. In furtherance of the above objects, but not otherwise, the charity shall have the following powers:
  - i. To raise funds by way of contributions, subscription, affiliation fee, fees or charge for services, donations, legacies, grants and by any other lawful method and accept and receive gifts of property of any description (whether subject to any special trusts or not);
  - ii. To secure the establishment of a larger community centre (hereinafter called "the centre") and to maintain and manage or to co-operate with Statutory organisations, agencies and trusts in the maintenance and management of our present centre for the activities promoted by the charity in furtherance of the above objects;
  - iii. To sell, let, mortgage and dispose of and turn to account all or any of the property or assets of the charity as may be thought expedient for the purposes of the Charity;
  - iv. To construct, alter, pull down, decorate, furnish, maintain, fit up and improve any building or erections and undertake and execute any works necessary or convenient for the purpose of the Charity
  - v. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
  - vi. To raise funds and to invite and receive contributions: provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

- vii. To borrow or raise money for the purpose of the Charity on such terms and securities as may be thought appropriate;
- viii. To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- ix. To invest the money of the Charity not immediately required for its purposes in or upon such investments, securities or properties as may be thought appropriate, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also hereinafter provided;
- x. To federate or become affiliated with any body having charitable objects similar wholly or partially to the main objects of the Charity and which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on the Charity;
- xi. To acquire and undertake all or any part of the assets, liabilities and engagements of any such body with which the Charity is permitted to amalgamate;
- xii. To establish and support or aid in the establishment and support of any charitable body in the pursuance of the main objects of the Charity or any of them and subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Charity;
- xiii. Subject to the provisions contained hereinafter to employ and pay officers, clerks and other persons or bodies rendering services which are required or may be deemed expedient in carrying out any of the objects of the Charity;
- xiv. To provide or establish a workshop or workshops for the training of people in basic and vocational skills; to provide counselling and training of people in starting their own business and other contemporary youth needs, and to hold exhibitions, meetings and lectures;
- xv. To co-opt persons having special knowledge or experience on to the Management Board without voting rights;
- xvi. To provide full support and comprehensive advice in developing those activities be they educational, social, economic, recreational, cultural, that are currently more disadvantaged, i.e. elderly/ disabled/ young people and women;
- xvii. Power to invite any person to attend its meeting in an observer status;
- xviii. To act collectively to discuss, research into and try to deal with problems of the community;
- xix. Power by unanimous Management Board vote for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Management Board before the final decision is made;

- xx. To write, print and publish, in whatever form, such papers, CD's cassettes, websites, books, periodicals, pamphlets or other documents, including materials using electronic means, films, recorded materials and publicity materials as shall further its objects and to issue or circulate the same whether for payment or otherwise;
  - xxi. To do all such other things which are incidental to the attainment of or furtherance of any or all of the said aims and objectives of the Association.
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of a dividend, bonus or otherwise by way of profit, to the Trustees of the Charity.
  6. No trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity:

Provided that nothing in this document shall prevent any payment in good faith by the Charity:

- (a) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf:

Provided that at no time shall a majority of the Trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- (b) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
  - (c) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - (d) to any trustee of reasonable out-of-pocket expenses.
7. The Charity may employ staff to carry out functions and services as required provided that anyone so employed signs a contract to that effect and that both parties abide by the terms and conditions of that agreement.

The Charity may use the services of a professional fundraiser/artistic consultant/manager but such services shall be bound by contract agreed between the Charity and the service provider.

8. The liability of the Trustees is limited.
10. Every Trustee undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a Trustee or within one year after he or she ceases to be a Trustee, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a Trustee, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
11. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Trustees but shall be given or transferred to some other charity or charities having objects similar to the Objects listed above, which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by clause 5 above, chosen by the Trustees at or before the time of dissolution and if that cannot be done then to some other charitable object.
12. The Charity shall produce full accounts for each project that it undertakes in furtherance of the Objects as listed above.

**WE, THE PERSONS WHOSE NAMES AND ADDRESSES ARE WRITTEN BELOW WISH TO BE FORMED INTO A COMPANY UNDER THIS MEMORANDUM OF ASSOCIATION: -**

**FULL NAME:** Gopa Nath

**ADDRESS:** 133 Moorside Crescent, Sinfin, Derby, DE24 9PT

**SIGNATURE:** 

**FULL NAME:** Mike Larkin

**ADDRESS:** 1 Willow Croft, Boulton Moor, Derby DE24 5AH

**SIGNATURE:** 

**FULL NAME:** Simran Sandhu

**ADDRESS:** 18 Mansfield Croft, Etwall, Derbyshire DE65 6NJ

**SIGNATURE:** 


**FULL NAME:** Nisha Nath

**ADDRESS:** 133 Moorside Cres, Derby DE24 9PT

**SIGNATURE:** 

**FULL NAME:** Kulvinder Bola

**ADDRESS:** 1 Willow Croft, Derby DE24 5AH

**SIGNATURE:** 

**WITNESS TO EACH OF THE ABOVE SIGNATORIES:-**

**FULL NAME:** Eva Lobo

**ADDRESS:** 1104B, 60 Holland Street, London SE1 9JF

**OCCUPATION:** CEO & Founder, Eva Lobo London

**SIGNED:** 

**DATED** 5<sup>th</sup> Sept 2018

**THE COMPANIES ACT 1985  
and  
THE COMPANIES ACT 1989**

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

**ARTICLES OF ASSOCIATION  
of  
THE SURTAL ASIAN ARTS LIMITED**

**INTERPRETATION**

1. IN THESE REGULATIONS:-

"the Act" means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force.

"the articles" means the articles of the charity.

"clear days" in relation to the period of notice means that period excluding the day when the notice was given or deemed to be given and the day for which it is to take effect.

"executed" includes any mode of execution.

"office" means the registered office of the charity.

"the seal" means the common seal of the charity.

"secretary" means the secretary of the charity or any other person appointed to do the duties of the secretary of the charity, including a joint, assistant or deputy secretary.

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

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding and statutory modification thereof not in force when these regulations become binding on the charity.

**MEMBERS**

2. The subscribers to the Memorandum of Association of the Charity and such persons as are admitted to membership in accordance with the Articles shall be members of the Charity. No person shall be admitted a Member of the Charity unless the Directors approve him or her. Every person who wishes to become a Member shall deliver to the Charity an application for membership in such form, as the Directors require executed by him or her.

3. Anyone over the age of 5 and residing in the East Midlands region shall be eligible for membership of Surtal Asian Arts, and shall, subject to the approval of the Management Board, become an ordinary member on payment of a minimum annual subscription as agreed at the General Meeting. Membership shall be open to any person, irrespective of their race, creed, colour and sex, subscribing to the Articles of Association. Membership shall be of three kinds:

a. Full membership, which will be open to all people not less than 5 years old, residing in the in East Midlands region and they must subscribe to the aims, objectives, belief and working ethics of the Association.

b. Affiliated Group membership such groups to be similar on objectives of the Association each of who's individual members shall have the right to join in all activities of the Association.

c. Honorary membership, which may be granted to groups and individuals subject to approval of the Management Committee and such groups and individuals, shall have the right to join in all activities of the Association.

4. A Member may at any time withdraw from the Charity by giving at least seven clear days' notice to the Charity. Membership shall not be transferred and shall cease on death.

5. Every application for admission as a member shall be considered by the Charity at the first General Meeting after the application was made or as soon thereafter as is practicable; if the application for membership is approved, then, upon payment of a membership fee (to be reviewed annually) the applicant shall be issued with one share in the Society. Membership of the Association will close 14 days before the Annual General Meeting and re-open immediately after the AGM. Only full members who have paid their subscriptions up to date and other sums (if any) due to the Association may vote at any meeting of the Association.

6. A member shall cease to be a member if he/she/it:  
Resigns by notice in writing to the Secretary, or  
Being a person dies or becomes bankrupt  
Being a body corporate is wound up or becomes insolvent  
Fails without proper reason to attend General Meetings of the Charity for three consecutive meetings will be expelled by a resolution carried by the votes of two thirds of the members present and voting at a General Meeting  
Acts in a way as to be deemed against the Charity's aims, policies or interests.

7. A **Subscription Fee** may be set at different rates for members, and will be reviewed and agreed as deemed necessary by the Management Board. The subscription period will be from **1<sup>st</sup> April to 31<sup>st</sup> March** each year and the subscription fee shall not be refundable. Any members who are in default in the payment of any subscription may not be entitled a vote at any meetings of the Charity.

8. No member can be expelled without first being given at least 14 days notice of the meeting at which the resolution is to be proposed and without being given an opportunity to attend the meeting to answer allegations or make written representation which shall be read by the Chairperson of the meeting.

## GENERAL MEETINGS

9. The charity shall hold an annual general meeting (AGM) each year 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 charity and that of next; Provided that so long as the charity holds its first annual general meeting within eighteen months of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the directors shall appoint. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

10. The Directors may call general meetings and, on the requisition of members pursuant to the provision of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after the receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any director or any member of the charity may call a general meeting.

11. At the AGM the business of the Charity shall include the following:

(i) The presentation and acceptance of the Annual Report and audited accounts of the organisation for the past financial year.

(ii) The transaction of any business of which due written notice has been given. Notice of motions shall be submitted to the secretary in writing not less than two weeks before the date of the AGM such motions must be signed by the full members who are prepared to move and second them.

(iii) The dissolution of the existing Management Board and the election of a new Management Board retiring shall be eligible for re-election at the AGM. 14 days before the fixed date for the AGM. Nominations can only be made by a full member of the organisation and the proposal must be seconded by a full member the nominee must also signify his or her consent to the proposal before the full members present at the AGM vote which shall be by simple show of hands.

(iv) Existing Management Board members who for genuine reasons are unable to attend the AGM shall be eligible for re-election if they wish.

(v) Nomination for the election of officers and Management Board Members must be in writing and submitted to the Election Commissioner not less 14 days before the AGM. The election Commissioner shall be appointed by the Management Board.

(vi) Member who has served on the committee of SAA at least as an ordinary member for minimum of one year shall be eligible to take part in the election for Director's post.

(vii) The appointment or reappointment of an independent and appropriately qualified auditor for the following financial year.

### **NOTICE OF GENERAL MEETINGS**

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least fourteen clear days' notice. All other extraordinary general meetings shall be called by at least seven clear days' notice but a general meeting may be called by shorter notice if it is agreed:

(a) In the case of an 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 being a majority together holding not less than ninety five percent of the total voting rights at the meeting of all the members.

The notice shall specify the time and the place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all Members and to the Directors and to the Auditors.

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

### **PROCEEDINGS AT GENERAL MEETINGS**

13. No business shall be contracted at any general meeting unless a quorum is present. Four or one tenth, whichever is the greater, of members entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.

14. If such a quorum is not present within half an hour of the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

15. The Chairperson, if any, of the board of directors or in her/his absence some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson nor such other director (if any be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairperson and, if there is only one director present and willing to act, he shall be chairperson.

16. If no director is willing to act as chairperson, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

17. A director shall, notwithstanding that she/he is not a member, be entitled to speak at any general meeting.

18. The chairperson may, with the consent of a 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 business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

19. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act, a poll may be demanded: -

- (a) By the chairperson; or
- (b) By two members having the right to vote at the meeting; or
- (c) By a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

20. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

21. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

22. A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll may be deemed to be the resolution of the meeting at which the poll was demanded.

23. In case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he may have.

24. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of a result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

25. No notice need be given of a poll not taken forthwith if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

26. A resolution in writing executed by or on behalf of each member who would have been entitled to a vote upon it if it had been proposed at a general meeting at which he was present shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

27. Any member which is a body corporate or an unincorporated association may by resolution of its governing body appoint a representative who shall be entitled to exercise at any general meeting all the rights and powers that the body corporate or unincorporated association appointing him or her could exercise if it were an individual person.

28(a). Questions will be decided upon a majority vote of members except for those questions to be decided otherwise in accordance with these regulations.

28(b). A member of the society who is directly or indirectly interested in any contract shall declare the nature of his/her interest at a meeting of the society and, having declared the nature of his/her interest, shall not vote in respect of any such contract.



**VOTES OF MEMBERS**

29. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.

30. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person may, on a poll, vote by proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

31. No objection shall be raised to the qualification of any voter except at the meeting or the adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objections made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

32. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointed and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve): -

SURTAL ASIAN ARTS

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above/named charity, hereby appoint \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote in my/our names(s) and on my/our behalf at the annual/extraordinary general meeting of the charity to be held on 20\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

33. Where it is desired to afford members an opportunity of instructing a proxy how he/she will act the instrument appointing the proxy shall be in the following form (or in a form as near thereto as circumstances will allow or in any other form which is usual or which the directors may approve) :-

SURTAL ASIAN ARTS ASSOCIATION

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member/members of the above/named charity, hereby appoint \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote in my/our names(s) and on my/our behalf at the annual/extraordinary general meeting of the charity to be held on 20\_\_, and at any 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\*

\*strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstains from voting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

34. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

(a) Be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument for proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting at which the person named in the instrument to vote; or

(b) In the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded, be delivered at the meeting at which the poll was demanded to the chairperson or the secretary or to any director; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

35. A vote given or poll demanded by proxy or by the duly authorised representatives of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the charity at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or at the adjourned meeting which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or the adjourned meeting) the time appointed for taking the poll.

## **DIRECTORS**

36. If and so long as there is less than the minimum number of Directors, those Directors may act only for the purpose of filling vacancies or of calling a general meeting.

37. At the first annual general meeting of the charity all the Directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the Directors for the time being; or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office.

38. The Directors to retire in every year shall be those who have been longest in service since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

39. A retiring Director shall be eligible for re-election.

40. The charity at the meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person hereto, and in default the retiring Director shall be offering himself for re-election be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

41. No person other than a director retiring at a meeting shall unless recommended by the directors be eligible for the office of director at any general meeting unless not less than three nor more than 21 days before the date appointed for the meeting there shall have been left at the registered office of the charity notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.

42. The charity may from time to time by ordinary resolution increase or reduce the number of directors, and may also determine in what rotation the increased or reduced number is to go out of office.

43. The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors shall not at any time exceed the number fixed in accordance with these regulations. Any director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the directors who are to retire by rotation at such meeting.

44. The charity may by ordinary resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any director before expiration of his period of office notwithstanding anything in these regulations or in any agreement between charity and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the charity.

45. The charity may by ordinary resolution appoint another person in place of a director removed from office under the immediately preceding regulation, and without prejudice to the powers of the directors under

regulation 95 the charity in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director. A person appointed in place of a director so removed or to fill such a vacancy should be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

46. The directors may exercise all the powers of the charity to borrow money, and 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 Charity or any third party.

### **MANAGEMENT BOARD**

47. Unless otherwise determined by a general meeting the number of members of the board shall not less than five persons, comprising:

A Chairperson

A Secretary

A Treasurer

And other full members

The members of the Management Board shall be over 18 years.

48. The quorum for the transaction of business of the directors may be fixed by the directors and unless so fixed at any other number shall be four.

49. The charity shall from time to time in General Meeting by ordinary resolution increase or reduce the number of members of the Board.

50. Members of the Board shall have the power from time to time and at any time to appoint any other persons to be members of the board but so that the number of members of the board shall at any time exceed the maximum number fixed as above and so that no such appointment shall be effective unless two thirds of the members of the board in the United Kingdom concur therein.

51. No member of the Board shall vacate or be required to vacate his or her office as a member of the board on or by reason of his or her attaining or having attained the age of seventy or any other age and any member of the board retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed as a member of the board shall be capable of being appointed or re-appointed as a member of the board notwithstanding that he or she has attained the age of seventy and no special notice need be given of any member of the board or person proposed to be appointed or re-appointed as such.

52. No person who is not a member shall in any circumstances be eligible to hold office as a member of the board.

53. An individual including a member may either in his or her own capacity or as a representative of some statutory or voluntary body be invited by the board to attend its meetings as an observer. Such persons will have the right to speak at such meeting but not vote on any decision.

54. No employee shall be eligible to hold office as a member of the board.

55. The board shall meet at least once in every period of three months and shall be responsible (inter alia) for the following matters:

(a) **POLICY:** The establishment of a policy in all areas of work in which the charity may be involved from time to time.

(b) **PLANNING:** The identification of any targets for the charity from time to time the respective priorities to be given in respect thereof and the formulation of any action plans to attain the same.

(c) **EVALUATIONS:** The assessment of the effectiveness from time to time of any implementation via planning or otherwise of the charity's policy for the time being.

(d) **EMPLOYMENT:** The appointment and dismissal of any staff and the arbitration of matters in dispute with staff. It shall be the duty of the Management Board as employers:

(i) To provide for the administration Management and control of staff, finances property and property of the Charity subject to any conditions imposed from time to time by the Charity at an Annual General or General meeting.

(ii) The Management Board shall be responsible for the appointment, dismissal and supervision of all full time and casual staff, and shall in consultation with the funding bodies.

(iii) Members of staff shall not be related to Management Board members and paid employees of the Charity shall not be members of the Management Board.

(e) **FINANCE:** The supervision and control of all financial matters relating to the charity and of its assets and liabilities from time to time, including:

(i) The establishment and management of accounts, including a bank account kept in the name of the organisation. The Management Board shall have the power by resolution to determine upon whose signature cheques may for the time being drawn upon the organisation's current or deposit account with their bankers. Save that any cheques drawn must be signed at least by 2 members of the Management Board, one of who shall be the treasurer.

(ii) The management of proper books of accounts, which shall be audited by an independent qualified accountant to be kept with respect to:

(iii) All sums of money received and expended by the organisation and the matters in respect of which such receipts and expenditure take place.

(vi) All sales and purchases of goods by the organisation.

(v) All assets and liabilities of the organisation.

(d) Management of the books of accounts, to be kept at the office of the organisation at such other place or places as the Management Board shall think fit and shall always be open to inspection by members of the Charity at reasonable times on request; or only authorized officers of any body providing funding for the Charity.

56. The Board may delegate any of their powers to committees consisting of such members of the Board as they think fit and any such committees so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the board which regulations may provide for the co-option by such committees of other such persons whether or not they shall be members who may sit with and advise but not vote with such committees. The meetings and proceedings of any such committee shall be governed by the provisions of these regulations for regulating the meetings and proceedings of the board so far as applicable and so far as the same shall not be superseded by any regulations made by the board.

## **DIRECTORS EXPENSES**

57. The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the charity or otherwise in connection with the discharge of their duties.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

58. The office of Director shall be vacated if: -
- (a) He/she ceases to be a director by virtue of any provision of the Act or he/she becomes prohibited by law from being a director; or
  - (b) He/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
  - (c) He/she is, or may be, suffering from mental disorder and either:
    - (i) He/she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, and application for admission under the Mental Health (Scotland) 1960, or
    - (ii) An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to property or affairs; or
  - (d) He/she resigns his/her office by notice to the charity; or
  - (e) He/she shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his/her office be vacated, or
  - (f) He/she fails to comply with the Charity's aims, policies or otherwise brings the Charity into disrepute.

### **SECRETARY**

59. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration (if any) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

### **MINUTES**

60. The directors shall cause minutes to be made in books kept for the purpose:
- (a) Of all appointments of officers made by the directors; and
  - (b) Of all proceedings at meetings of the charity, of the directors, and of committees of directors, including the names of the directors present at each such meeting.

### **THE SEAL**

61. The seal of the charity shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two members of the Board and of the Secretary and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

62. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or by a second director.

### **ACCOUNTS**

63. Accounts shall be prepared in accordance with the provisions of Parts VII of the Act.

### **ANNUAL REPORT**

64. The directors (/Trustees) shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

### **ANNUAL RETURN**

65. The directors (/Trustees) shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## NOTICES

66. Any notices to be given to or by any persons pursuant to the Articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.

67. The charity may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the charity.

68. A member present, either in person or by proxy, at any meeting of the charity shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

69. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## INDEMNITY

70. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the charity shall be indemnified out of the assets of the charity against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach or duty of breach of trust in relation to the affairs of the charity.

## RULES

71. The directors (/trustees) may from time to time make such rules or bye laws as they deem necessary or expedient or convenient for the proper conduct and management and management of the charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules and bye laws regulate:

(i) The admission and classification of the members of the charity (including the admission of organisations to membership) 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 (if appropriate) to be made by members;

(ii) The conduct of the members of the charity (/charity) in relation to one another, and to the charity's servants;

(iii) The setting aside of the whole or part or parts of the directors (/trustees) premises (if appropriate) at any particular time or times or for any particular purpose or purposes;

(iv) The procedure at general meetings and meetings of the directors (/trustees) and committees of the directors (/trustees) in so far as such procedure is not regulated by the Articles;

(v) Generally, all such matters as are commonly the subject matter of charity rules.

72. The charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the directors (/trustees) shall adopt such means as they think sufficient to bring to the notice of members of the charity all such rules or bye laws, which shall be binding on all members of the charity. Provided that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

**WE, THE PERSONS WHOSE NAMES AND ADDRESSES ARE WRITTEN BELOW WISH TO BE FORMED INTO A COMPANY UNDER THESE ARTICLES OF ASSOCIATION: -**

**FULL NAME:** Gopa Nath

**ADDRESS:** 133 Moorside Crescent, Sinfin, Derby, DE24 9PT

**SIGNATURE:** 

**FULL NAME:** Mike Larkin

**ADDRESS:** 1 Willow Croft, Boulton Moor, Derby DE24 5AH

**SIGNATURE:** 

**FULL NAME:** Simran Sandhu

**ADDRESS:** 18 Mansfield Croft, Etwall, Derbyshire DE65 6NJ

**SIGNATURE:** 


**FULL NAME:** Nisha Nath

**ADDRESS:** 133 Moorside Cres, Derby DE24 9PT

**SIGNATURE:** 

**FULL NAME:** Kulvinder Bola

**ADDRESS:** 1 Willow Croft, Derby DE24 5AH

**SIGNATURE:** 

**WITNESS TO EACH OF THE ABOVE SIGNATORIES:-**

**FULL NAME:** Eva Lobo

**ADDRESS:** 1104B, 60 Holland Street, London SE1 9JF

**OCCUPATION:** CEO & Founder, Eva Lobo London

**SIGNED:** 

**DATED** 5<sup>th</sup> Sept 2018

**THE COMPANIES ACT 1985  
and  
THE COMPANIES ACT 1989  
A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING SHARE CAPITAL**