



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association

of

SOUTHAMPTON CENTRE FOR INDEPENDENT LIVING LIMITED

GENERAL

1. In these Articles:

"The Act" means Companies Act 1985 and any amendments thereof from time to time in force.

"The Association" means the above named Company.

"The Management Committee" means the Board of Directors for the time being of the Association.

"Mental Disorder" shall mean suffering from mental disorder and either (i) s/he is admitted to hospital pursuant of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 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/her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her/his property or affairs.

"The Office" means the registered office of the Association.

"The Seal" means the common seal of the Association.

"The Secretary" means the person appointed to perform the duties of Secretary to the Association.

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

"Month" means calendar month.

"In Writing" means written, printed, lithographed or photographed, or partly one and partly another, and other

modes of representing or producing words in a visible form but where appropriate may also be accompanied by audible or tactile mode of representation.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing persons shall include corporations.

Save as aforesaid, any word or expression defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. For the purposes of registration, the number of members of the Association is declared not to exceed 200, but the Management Committee may from time to time register an increase of members.
3. The Provisions of section 352 of the Act shall be observed, and every member of the Association shall either sign a written consent or if not possible make a mark or signify consent in some way to become a member or sign or if not possible make a mark or signify consent in some other way the register of members on becoming a member.
4. The Association is established for the purpose expressed in the Memorandum of Association.
5. The income and property of the Association, from whatsoever source derived, shall be applied in promoting the objects as set out in the Memorandum of Association. The payment of dividends to members is prohibited.

MEMBERSHIP

6. Application for membership of the Association may be made by any person who has attained the age of fourteen years and who is in agreement with the objects of the Association and who resides, or works (paid or unpaid), within the geographic boundaries of the area covered by the County of Hampshire or who is employed by the Association or any subsidiary company.
7. At the next meeting of the Management Committee after receipt of any applications for membership, such applications shall be considered by the Management Committee, who shall thereupon decide upon the admission or rejection of the applicant. In no

case shall the Management Committee be required to give any reason for the rejection of any application.

8. 8.1 Any person who is accepted into membership of the Association shall be accorded to the status of Full Member if, in the opinion of the Management Committee, s/he is disabled, or of Associate member if not. The status of each member shall be recorded in the register of members next to her/his name.
- 8.2 Associate members shall not have voting rights.
9. 9.1 Membership shall last until 31st March following the date of admission and thereafter the member shall be entitled to renew on such terms as the Management Committee shall have decided to be the renewal term appropriate for that year.
- 9.2 Notwithstanding the provisions of Article 9(1) if at the date that a member is eligible for renewal s/he ceased to reside within the membership area referred to in Article 6 or ceased to be employed by the Association or any subsidiary company then such a member shall not be eligible to renew her membership.

CESSATION OF MEMBERSHIP

In addition to the provision of Article 9

10. A member shall cease to be a member if s/he :
 - 10.1 dies or becomes bankrupt; or
 - 10.2 resigns by notice in writing; or
 - 10.3 ceases to fulfil any qualifications for membership specified in these articles: or
 - 10.4 is expelled for conduct prejudicial to the Association by a Special Resolution duly carried in accordance with the provisions of Article 16 below; but no member may be expelled without first being given at least fourteen clear days' notice of the meeting at which the resolution is to be proposed specifying the alleged grounds for expulsion, and without being given an opportunity to attend the meeting with a third party of members choice to answer allegations or to make written representations

to the Association which shall be read by the Chairperson to the meeting.

GENERAL MEETINGS

11. The Association shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Management Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within 18 months after its incorporation it need not hold it in the year of its incorporation or in the following year.

The business of each Annual General meeting shall include:

- 11.1 the receipt of the annual reports of the Management Committee, Treasurer, and Secretary:
 - 11.2 the consideration of the accounts:
 - 11.3 the appointment of Auditors for the forthcoming year and fixing of the remuneration of the Auditors:
 - 11.4 the election of Management Committee Members in accordance with Article 38:
 - 11.5 the election of officers, to include Treasurer and Secretary and such other officers as may be decided at the meeting:
12. General Meetings, other than the Annual General Meeting, shall be held monthly, but the Association may from time to time decide to hold General Meetings more or less frequently.
 13. The Management Committee may whenever they think fit convene a General Meeting, or a General Meeting may be convened by ten percent of the total membership of the Association.
 14. Twenty-one days' notice in writing at the least shall be given of every Annual General Meeting and of every meeting called to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting specifying the place, day and hour of the meeting to such persons (including the Auditors) as are entitled to receive such notices from the Association; but with the

consent of all members having the right to attend and vote thereat a meeting may be convened by such notice as those members may think fit. In the case of a General Meeting called to pass a special resolution such resolutions shall be specified in the notices calling that meeting and in the case of other business, the general nature of the business.

15. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. Decisions involving amendments to the Memorandum of Association or to the Articles of Association of the Association, and decisions to expel members of the Association, and other decisions so required from time to time by statute shall be made by Special Resolution. A Special Resolution is here defined as one passed by a majority of not less than three-fourths of those Full Members of the Association voting in person at a General Meeting, notice of which has been duly given in accordance with Article 14 above.
17. No business shall be transacted at a General Meeting unless a quorum is present in person when the meeting proceeds to business. Save as herein otherwise provided a quorum shall comprise five Full Members or one-fourth of the Full Membership whichever is the greater.
18. If within half an hour from the time appointed for the holding of a General 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 at such other time and place as the Management Committee may determine. The members present at such an adjourned Meeting shall constitute a quorum.
19. At every General Meeting of the Association a member of the Management Committee selected by those members of the Management Committee present shall preside as the Chairperson

of the meeting, whose duty will be to conduct the business of the meeting in an orderly fashion.

20. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall so if 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 which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given to the members as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
21. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands (or other such indication of the intention of the member present where this is not possible), unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson or by at least three Full Members present, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, lost, or not carried by a particular majority, and an entry made to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
22. Subject to the provisions of Article 23 if a poll be demanded in manner aforesaid, it shall be taken at such time and in such manner as the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall have a second or casting vote.

25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any other business other than the question on which a poll has been demanded.
26. Subject to the provisions of the Act a resolution in writing signed by all the Full members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.

VOTE OF MEMBERS

27. Subject as hereinafter provided, every Full Member shall have one vote.
28. No member other than a Full Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of her/his membership, shall be entitled to vote on any question at any General Meeting.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present by proxy only shall have no vote, subject to Article 33 below. A proxy need not be a member. A member may appoint the Chairperson to be his/her proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the office not less than 2 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote or before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of

the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting at which the proxy is used.

33. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or a poll, by her/his committee, receiver or curator bonis of other person in the nature of committee, receiver, curator bonis appointed by that Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
34. An instrument appointing a proxy shall be in the following form or a form as near as circumstances admit:
"To the Southampton Centre for Independent Living Limited:
I ● of ● in the county of ● being a member of the above named Association hereby appoint ● of ● or failing her/him ● of ● as my proxy to vote for me on behalf of the (Annual) General Meeting of the Association to be held on the ● day of ● 20● , and at any adjournment thereof.
Signed this ● day of ● 20● "
35. When it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:
"To the Southampton Centre for Independent Living Limited:
I ● of ● in the county of ● being a member of the above named Association hereby appoint ● of ● or failing her/him ● of ● as my proxy to vote for me on behalf of the (Annual) General Meeting of the Association to be held on the ● day of ● 20● , and at any adjournment thereof.
Signed this ● day of ● 20● "

This form is to be used in favour of/against* the resolution.
Unless otherwise instructed, the proxy will vote as s/he thinks fit.

(*Strike out whichever is not desired)"

36. No person shall debate or vote on any matter in which s/he is personally directly or indirectly interest, either personally or by proxy, without the permission of the majority of the person present and voting, such permission to be given or withheld without discussion.

THE MANAGEMENT COMMITTEE

37. Until otherwise determined by a General Meeting, the number of the members of the Management Committee shall not be less than five nor more than nine.
38. 38.1 The first members of the management Committee shall be the subscribers to the Memorandum of Association.
- 38.2 At the first Annual General Meeting all the members of the Management Committee shall retire from office and every subsequent Annual General Meeting one third of the members of the Management Committee who are subject to retirement by rotation or if their number is not 3 or a multiple of 3 the number nearest to one third shall retire from office but if there is one member of the Management Committee who is subject to retirement by rotation s/he shall retire.
- 38.3 Subject to provisions of the Act the members of the Management Committee to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between members who became or were last re-appointed members of the Management Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 38.4 If the Association at the meeting at which a member of the Management Committee retires by rotation does not fill the vacancy the retiring member shall if willing to act be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member is put to the meeting and lost.
- 38.5 No person other than a member retiring by rotation shall be appointed or re-appointed a member of the Management Committee at any General Meeting unless told
- 38.5.1 S/he is recommended by the Management Committee or
- 38.5.2 not less than 14 nor more than 35 clear days before the date appointed for the meeting notice executed by a member qualified to vote at the

meeting has been given to the Association of the intention to propose that person for appointment or re-appointment stating the particulars which would if s/he was so appointed or re-appointed be required to be included in the Associations' register of members of the management Committee together with Notice executed by that person of her/his willingness to be appointed or re-appointed.

39. The Management Committee may, subject to Article 40 below, from time to time and at any time appoint any member of the Association as a member of the Management Committee, either to fill a casual vacancy or by way of addition to the Management Committee, provided that the prescribed maximum be not hereby exceeded. Any member so appointed shall retain her/his office only until the next Annual General Meeting, but s/he, if a Full member of the Association shall then be eligible for re-election.
40. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Management Committee
41. Notwithstanding anything else contained in these Articles of Association:
 - 41.1 No person shall be eligible to be appointed as a member of the Management Committee if his or her appointment would reduce the number of Management Committee members representing organisations of disabled people or who are themselves disabled people to less than 51% of all Committee Members then serving
 - 41.2 Should the number of members of the Management Committee representing organisations of disabled people or who are themselves disabled people fall to less than half the total number of Management Committee members then unless a further member(s) is/are appointed in accordance with these Articles then the last elected member of the Management Committee who is not representing an organisation of disabled people or who is not a disabled person shall be automatically deemed to have resigned from office with immediate effect and in the event of their being more than one person having been appointed at the same time then the matter shall be determined on a straw poll.

42. 42.1 No member shall be eligible to hold office if:
- 42.1.1 that member or the spouse or co-habitee of that member is an employee of the Association or of any project set up and run by the Association or of any subsidiary company of the Association or
 - 42.1.2 that member or the spouse or the co-habitee of that member is involved either directly or indirectly in any other organisations which is providing services to the Association from which s/he receives payment from the Association in excess of £2,000.00 per annum.
- 42.2 If a member of the Management Committee contravenes the provisions of Article 42(1) during her/his term of office then
- 42.2.1 such a member shall retire at the next Annual General Meeting if at the date of that meeting s/he shall still be in contravention of Article 41(1) and shall not be eligible for re-election thereafter until such contravention ceases
 - 42.2.2 until such retirement such a member shall not be entitled to attend or participate in any meeting of the management Committee (or such part of such meeting as appropriate) as may discuss any business which touches and concerns any of the matters referred to in Article 41(1) for which that member is in contravention
 - 42.2.3 notwithstanding the provisions of Article 41(2)(b) the remaining members of the Management Committee may permit such a member to attend and/or participate as they determine (if a majority of the other members of the Management Committee so determined by a simple majority on a show of hands).
43. The payment of out-of-pocket expenses to members of the Management Committee shall be determined by the Association in General Meeting.

POWERS OF THE MANAGEMENT COMMITTEE

44. The business of the Association shall be managed by the Management Committee who may pay all such expenses of, and preliminary and incidental to, the promotion formation,

establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations, not being inconsistent with the Act or these Articles, as may be made by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the management Committee which would have been valid if such regulation had not been made.

45. All cheques, promissory notes, drafts, bills of exchange or other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the management Committee shall from time to time by resolution determine.
46. The members for the time being of the Management Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Management Committee shall at any time be reduced in number to less than the minimum number prescribed in these Articles, it shall be lawful for them to act as the management Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.
47. 47.1 Notwithstanding the powers conferred on the Management Committee by Article 43 the management Committee shall prepare and adopt a statement of Management Practise hereinafter called "The management Statement" which shall detail operational procedures and aspirations on such matters as the Management Committee think expedient and in particular statements relating to the organisation and control of any products or subsidiary companies set up by the Association and guidelines governing the receipt and utilisation of the Association's finances.
47.2 Such Management Statement shall be reviewed no less frequently than annually and any modification

thereto shall only be effective if approved by not less than three quarters of the current members of the management Committee from time to time

- 47.3 On adoption of the Management Statement or any subsequent revision thereto the matters referred to therein shall over rule any contrary decisions of the management Committee unless and until the Management Statement is amended in accordance with Article 46(2) hereof.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

48. The Management Committee shall meet together for the despatch of business every two weeks, or more or less frequently, and may adjourn and otherwise regulate their meetings as they think fit. No business shall be transacted at a meeting of the Management Committee unless a quorum of members is present. Unless and until otherwise decided by the Association in General Meeting, three members of the Management Committee or fifty per cent (50%) of the members of the Management Committee, whichever is the greater, shall constitute a quorum.
49. At the commencement of every meeting, the members present shall choose one of their number to be Chairperson at the meeting, whose duty shall be to conduct the business of the meeting in an orderly fashion. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.
50. A member of the Management Committee may, and on the request of a member of the Management Committee the Secretary shall, at any time, summon a meeting of the Management Committee by notice served upon the several members of the Management Committee. A member of the Management Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
51. Notice of every meeting of the Management Committee stating the general particulars of all business to be considered at such meeting shall be sent by post to each Management Committee member at least three days before such meeting unless urgent circumstances require shorter notice but the proceedings of any

meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

52. A meeting of the management Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Management Committee generally.
53. All acts bona fide done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 Management Committee.
54. The Management Committee shall cause minutes to be made in books provided for the purpose:
 - 54.1 of all appointments of officers made by the Management Committee
 - 54.2 of the name of the members present at each meeting of the Association, and of the Management Committee
 - 54.3 of all resolutions and proceedings at all meetings of the Association, and of the Management Committee;

and all such minutes shall be open to inspection by any members of the Association and to any person authorised by the Association in General Meeting.

55. A resolution in writing signed by all the members for the time being of the Management Committee who are entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and constituted.
56. The office of a member of the management Committee shall be vacated if that member:
 - 56.1 is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest; or
 - 56.2 becomes bankrupt or makes any arrangement with her/his creditors generally; or

- 56.3 resigns her/his office by notice in writing to the Secretary; or
- 56.4 becomes of unsound mind; or
- 56.5 ceases to a member of the Association; or
- 56.6 ceases to hold office by reason of any order made under sections 295 to 302 of the act; or
- 56.7 is removed from office by a resolution duly passed pursuant to section 303 of the Act

SECRETARY

- 57. Subject to section 283 of the Act of the Secretary shall be appointed by the Management Committee for such time at such remuneration as they may think fit, and any Secretary so appointed may be removed by them. The Management Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

- 58. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Management Committee, and in the presence of at least two members of the management Committee and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be affixed in their presence and in favour of any purchaser of person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 59. The Management Committee shall cause accounting records to be kept in accordance with the requirements of the Act sufficient to show and explain transactions of the Association.
- 60. The accounting records shall be kept at the office or, subject to the provisions of the Act, at such other place or places as the Management Committee shall think fit, and shall always be open to the inspection of the officers of the Association.

61. The Management Committee 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 Association or any of them shall be open to the inspection of members not being officers of the Association, and no members (not being an officer) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Management Committee or by the Association in General Meeting.
62. At the Annual General Meeting in every year the management Committee shall in accordance with the provisions of the Act lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account, since the incorporation of the Association) made up to a date not more than 4 months before such meeting, together with a proper balance sheet made up as the same date. Every such balance sheet shall be accompanied by proper reports of the management Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements from time to time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

63. In accordance with the provisions of the Act once at least every year the accounts of the Association 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.
64. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the

management Committee being treated as Directors mentioned in those provisions.

NOTICES

65. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at her/his registered address as appearing in the register of members.
66. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon her/him, shall be entitled to have notices served upon her/him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
67. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put in the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

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

Signed on behalf of the Management Committee of SCIL at it's meeting on Tuesday 15th May 2001

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Gill Whitworth
Chairperson, SCIL Management Committee