

## **1) Buddhafield's Articles of Association as a Company Limited by Guarantee.**

### **The Companies Acts 1985 & 1989 COMPANY LIMITED BY GUARANTEE Articles of Association of FWBO (BUDDHAFIELD)**

#### **Definitions**

1. Words and terms used within these articles shall have the meanings ascribed to them in article 54.

#### **Membership**

2. The Trustees may at their discretion admit to membership any person who has an interest in and who is supportive of the activities of the Charity, provided that no person shall be admitted to membership who:

- (a) is an employee of the company;
- (b) has an unspent conviction for any offence involving dishonesty or deception;
- (c) is an undischarged bankrupt; or
- (d) is otherwise prohibited by law from serving as a trustee of a charity or as a director of a company.

3. Upon admission to membership of the Charity, a person shall also be appointed as a Trustee.

4. A member of the Charity shall cease to be a member if s/he:

- (a) resigns in writing to the Charity;
- (b) is removed from membership by a majority vote of the Trustees for conduct prejudicial to the Charity, provided that any member to be so removed shall have the right to make representation to the meeting at which the decision is to be made; or
- (c) ceases to be legally eligible to serve as a charity trustee or as a company director.

5. Upon ceasing to be a member of the Charity, a person shall also cease to be a Trustee.

#### **General meetings**

6. Once in each calendar year the Charity shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. The business of the Annual General Meeting shall comprise:

- (a) the annual report of the Trustees including accounts;
- (b) the appointment or re-appointment of the Charity's auditors;
- (c) such other business as may have been contained in the notices calling the meeting.

7. The Trustees may at any time call an Extraordinary General Meeting of the Charity.

#### **Notices of general meetings**

8. All general meetings shall be called by at least twenty-one clear days' notice, except a general meeting may be called with shorter notice if so agreed by all the members entitled to receive notice of and to attend the meeting.

9. Notice of every general meeting shall be given in writing to every member of the Charity and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each member at the address recorded in the Register of Members, and to other persons at their registered office.

10. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a general meeting which is to consider a special resolution or a resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting. In the case of all other general meetings the general nature of the business to be raised shall be specified.

11. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. Notice shall be deemed to have been served:

- (a) immediately on being handed to the member personally;
- (b) twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
- (c) two clear days after being sent by post to that address; or
- (d) immediately the member acknowledges receipt if this is sooner than is required by the above.

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

### **Proceedings at general meetings**

13. No general meeting may proceed unless a quorum is present. Three members or one-half of the membership, whichever is the greater, shall constitute a quorum.

14. If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Trustees, all members of the Charity being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present half an hour after the time set for the meeting, then the members present shall constitute a quorum.

15. At every General Meeting the Chairperson of the Charity shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

16. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

17. The Charity may invite such persons as it sees fit to attend general meetings of the Charity, without voting rights and with speaking rights only at the discretion of the Chairperson.

### **Votes of members**

18. Decisions at general meetings shall be made by passing resolutions:

(a) Decisions involving an alteration to the memorandum or articles or to wind up the Charity and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-quarters of votes cast.

(b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast.

19. No amendment may be made to the memorandum or articles which would have the effect of making the Charity cease to be a charity at law.

20. The Trustees shall promptly send to the Commissioners a copy of any amendment made to the memorandum or articles.

21. Each member shall have one vote on any question to be decided. Votes may only be cast by a member present in person. Proxy voting is not permitted.

22. In the event of a tied vote the Chairperson of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.

23. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two members. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolutions.

24. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson

directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.

### **The Board of Trustees**

25. All members of the Charity shall also be members of the Board of Trustees and only members of the Charity may serve on the Board of Trustees. For the avoidance of doubt, Trustees are directors within the meaning of company law.

26. A Trustee shall declare an interest in and shall not speak or vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising from or connected with it.

27. A Trustee shall cease to hold office if s/he ceases to be a member of the Charity for any reason whatsoever.

28. Trustees shall elect, from amongst their own number, a Chairperson and Treasurer and such other honorary officers as they may think fit, who shall have such responsibilities and functions as the Trustees may determine. Any officer so appointed may be removed or replaced by the Trustees at any time.

#### **Secretary**

29. The Trustees shall appoint a Secretary to the Charity, on such terms and at such remuneration as it sees fit, provided that no payment may be made to a Secretary who is also a Trustee.

### **Powers of the Trustees**

30. The business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity other than those which may only be exercised by the Charity in general meeting.

31. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under the articles, the Trustees shall have the following powers, namely:

(a) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

(b) to enter into contracts on behalf of the Charity.

32. In the event that the number of Trustees should fall below that required to form a quorum, the remaining Trustees may act for the purpose of increasing the number of Trustees, or of winding up the Charity, but for no other purpose.

### **Trustees' expenses**

33. Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Trustees or any sub-committees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration except where expressly provided for within the memorandum.

### **Meetings and proceedings of the Trustees**

34. Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary shall, at the request of two or more Trustees, summon a meeting of the Trustees at any reasonable time by giving adequate notice in writing to all Trustees.

35. At every meeting of the Trustees the Chairperson of the Charity shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Trustees present shall choose one of their number to be Chairperson of the meeting,

whose function shall be to conduct the business of the meeting in an orderly manner.

36. No meeting of the Trustees shall proceed unless a quorum is present. A quorum shall be one-third of the Trustees or three Trustees, whichever is the greater.

37. All questions shall be decided by a majority of votes of the Trustees present and voting. In the case of an equality of votes the Chairperson of the meeting shall not have a second or casting vote and the resolution shall be deemed to be lost.

38. The Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustees and of any sub-committees.

39. The Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the memorandum or articles.

40. The Trustees may appoint one or more sub-committees consisting of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Trustees.

41. A resolution in writing, signed by all Trustees entitled to receive notice of a Trustees' meeting, shall be as valid and effective as if it had been passed at a meeting of the Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more Trustees.

### **Receipts and expenditure**

42. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Trustees in the name of the Charity at such bank as the Trustees shall from time to time decide. All instruments of expenditure above a certain limit set from time to time by the Trustees must be signed by at least two members of the Trustees.

43. The funds belonging to the Charity shall be applied only in furthering its objects.

### **Accounts**

44. The Trustees shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- (a) all sums of money received and expended by the Charity and the matters in which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Charity;
- (c) the assets and liabilities of the Charity.

45. The Trustees shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Charity in general meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

46. A copy of every balance sheet (including every document required by law to be annexed to it) which is laid before the Charity in general meeting, together with a copy of the auditor's report and Trustees' reports, shall not less than twenty-one days before the date of the meeting (subject nevertheless to the provisions of section 240(4) of the Act) be sent to every member of and every holder of debentures of the Charity; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

47. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Charity to the Commissioners.

### **Audit**

48. In accordance with the law for the time being in force the Charity may-if it is eligible to do so-apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Charity 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.  
49. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

### **Annual report**

50. The Trustees shall comply with their obligations under the Charities Act 1993 (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.

### **Seal**

51. If the Charity should have a Seal, it shall only be used by the authority of the Trustees and every instrument to which the Seal shall be applied shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee. Every such application of the Seal shall be minuted.

### **Indemnity**

52. Subject to the provisions of the Act, all Trustees and other officers and auditors of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Dissolution**

53. Clause 9 of the memorandum relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these articles.

### **Interpretations**

54. In these articles:

“The Charity” means the company intended to be regulated by these articles.

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment for the time being in force.

“The memorandum” means the memorandum of association of the Charity.

“The articles” means these articles of association of the Charity.

“Clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“In writing” shall be taken to include references to writing, printing, photocopying, electronic transmission, and other methods of representing or reproducing words in a visible form.

“The seal” means the common seal of the Charity if it has one.

“Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity; including a joint, assistant or deputy secretary.

“The Board of Trustees” and “Trustees” means the directors of the Charity.

“The Commissioners” means the Charity Commissioners for England and Wales.

“The United Kingdom” means Great Britain and Northern Ireland.

Otherwise words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.