

**A Company Limited by Guarantee and not having a Share Capital**

**MEMORANDUM OF ASSOCIATION OF FRIENDS OF BROOK GREEN (“the Charity”)**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Charity.

Name of each subscriber

Christopher James Mitchell Graves  
Robert Archie Jennings  
Charles Ian James Sanderson  
Catherine Margaret van Hoogenhouck-Tulleken

Dated 15 March 2010

**ARTICLES OF ASSOCIATION**

**OF**

**FRIENDS OF BROOK GREEN**

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**File Ref: TXP/135244.1**

**Company number:**

**Charity number:**

**THE COMPANIES ACT 2006**  
**Company Limited by Guarantee and not having a Share Capital**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**FRIENDS OF BROOK GREEN**

**1. Name of Charity and Meaning of Words**

1.1 The name of the Charity is Friends of Brook Green, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

<b>1.3 Words</b>	<b>Meanings</b>
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Directors of the Charity, the members of which are the directors of the Charity and are charity trustees;
Brook Green	The park named Brook Green in the Borough of Hammersmith and Fulham in London;
Chair	the Chair of the Board of Directors (and where joint Chairs are appointed "Chair" shall mean the joint Chairs), or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 1993 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;
Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Friend	A Friend of the Charity admitted in accordance with Article 29
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Seal	the common seal of the Charity, if any;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Directors	the directors of the Charity who are also its trustees;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

- 1.4 Words in the singular form include the plural and vice versa.
- 1.5 The words “person” or “people” include corporations and unincorporated associations.
- 1.6 The word “he” shall include “she” and the word “his” shall include “her”.
- 1.7 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.8 Headings are not part of the Articles.

1.9 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

## **2. Registered Office**

2.1 The registered office of the Charity will be in England and Wales.

## **3. Objects of the Charity**

3.1 The objects of the Charity (the "Objects") are for the public benefit:-

3.1.1 to protect and enhance the character, maintenance, safety, amenities and accessibility of Brook Green as an amenity;

3.1.2 to benefit the residents of the London Borough of Hammersmith and Fulham, particularly those living in the area surrounding Brook Green, by associating together said residents in a common effort to provide facilities in the interests of social welfare for recreation leisure time occupation, with the objective of improving conditions of life for the residents; and

3.1.3 to carry out such other charitable activities as the Directors in their absolute discretion see fit.

## **4. Powers of the Charity**

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.1.1 to foster the sense of community among residents of the Brook Green area and all users of Brook Green;

4.1.2 to fund and otherwise support activities and events on Brook Green including sports coaching and social events;

4.1.3 to represent the interests of all residents of the Brook Green area and users of Brook Green in all discussions with both the London Borough of Hammersmith and Fulham and other bodies, as appropriate;

4.1.4 to be the principal contact point in all communications between the London Borough of Hammersmith and Fulham and residents of the Brook Green area and users of Brook Green;

4.1.5 to agree with the London Borough of Hammersmith and Fulham a Park Management Plan and to seek donations to support the conservation, improvement and use of Brook Green and agree funding arrangements with the London Borough of Hammersmith and Fulham to fulfil the Park Management Plan;

4.1.6 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.1.7 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 36 and 37 of the Charities Act 1993;

4.1.8 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed,

grant given or any other obligation but the Charity must comply as appropriate with Sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;

- 4.1.9 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
- 4.1.10 to employ and pay any employees, officers, servants and professional or other advisers;
- 4.1.11 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
- 4.1.12 to give or receive guarantees or indemnities;
- 4.1.13 to promote or undertake study or research and disseminate the results of such research;
- 4.1.14 to produce, print and publish anything in any media;
- 4.1.15 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.16 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.17 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves;
- 4.1.18 to undertake any charitable trust;
- 4.1.19 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.20 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.21 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 4.1.22 to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;

- 4.1.23 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.24 to open and operate bank accounts and other banking facilities;
- 4.1.25 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Directors;
- 4.1.26 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.27 to insure any risks arising from the Charity 's activities;
- 4.1.28
- (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Directors against any personal liability in respect of:
    - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
    - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
    - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
  - (b) Subject to clause 4.1.28(d) below, any insurance in the case of 4.1.28(a)(i) or 4.1.28(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
    - (i) any liability incurred by a Director to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising):
    - (ii) any liability incurred by a Director in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and
    - (iii) any liability incurred by a Director to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not.
  - (c) Subject to clause 4.1.28(d) below any insurance in the case of 4.1.28(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Director's liability is his knowledge

prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation; and

- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Directors that is permitted by law from time to time.

4.1.29 to pay all the expenses and costs of establishing the Charity;

4.1.30 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.31 to permit any investments belonging to the Charity to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Charity and to pay any such nominee reasonable and proper remuneration for acting as such; and

4.1.32 to do anything else within the law which helps promote the Objects.

## **5. Use of income and property**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Directors, and no Director may 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 except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this



shall not prevent a member of the Charity or a Director receiving any benefit as a beneficiary.

## **6. Allowed Payments**

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Charity who is not a Director for any services to the Charity;

6.1.2 reasonable and proper remuneration of a Director for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his capacity as a Director), PROVIDED THAT:-

(a) the number of Directors so remunerated in any accounting period shall not exceed a minority of the Board of Directors;

(b) that no resolution to approve such remuneration to a Director shall be effective unless it is passed at a meeting of the Board of Directors;

(c) such Director shall not vote on any resolutions relating to his engagement by the Charity or a subsidiary (as defined in the Act) of the Charity; and

(d) the remuneration or maximum remuneration payable to the Director shall be set out either in the resolution approving such remuneration or in a written agreement between the Director and the Charity;

For the purposes of these clauses 6.1.1 and 6.1.2 "services" includes goods and services.

6.1.3 reasonable interest on the money lent by any Director;

6.1.4 reasonable out-of-pocket expenses to any Director;

6.1.5 reasonable and proper payment to a company of which a member of the Charity or a Director holds not more than a hundredth of the capital;

6.1.6 reasonable and proper rent of premises demised or let by any Director;

6.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Director indemnity insurance policy taken out pursuant to 4.1.28 above;

6.1.8 any payment to a Director under the indemnity provisions in the Articles of Association; and

6.1.9 in exceptional cases other payments or benefits but only with the prior written approval of the Charity Commission.

PROVIDED THAT no Director shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Director other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Directors.

For the purposes of this Article 6 Director shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his partner.

A payment to a Director includes the payment to or the engagement of or remuneration of any firm or company in which the Director is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1 per cent. of the issued capital.

## **7. Alterations to these Articles**

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Directors any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles.

7.4 Alterations may also require the consent of other bodies.

## **8. Limited Liability**

8.1 The liability of the members is limited.

## **9. Guarantee by Members of the Charity**

9.1 Each member of the Charity undertakes that, if the Charity is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

## **10. Indemnity of Directors**

- 10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Director or other officer may otherwise be entitled the Charity shall indemnify every Director or other officer out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or other officer save that no Director may be entitled to be indemnified:
- 10.1.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);
  - 10.1.2 for any fine imposed in criminal proceedings;
  - 10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
  - 10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
  - 10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and
  - 10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 10.2 To the extent permitted by law from time to time, the Charity shall provide funds to every Director or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or officer, provided that he will be obliged to repay such amounts no later than:
- 10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or
  - 10.2.2 if judgment being given against him in proceedings, the date when the judgment becomes final; or
  - 10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

## **11. Conflicts of Interest**

- 11.1 To the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 11.2 Where the duty of a Director to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information

or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

- 11.2.1 the matter in relation to which that duty exists has been proposed to the Directors at a meeting of the Directors and has been authorised by them; and
  - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, subject to Articles 11.3 and 11.4; and
  - 11.2.3 the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Directors present at the meeting to constitute a quorum, the unconflicted Directors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Director or Directors will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - 11.3.2 the total number of Directors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Directors present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Directors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 11.6 The Directors shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.
- 11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Director not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Director.

## **12. Rights of Inspection**

- 12.1 A copy of the Memorandum and Articles and any regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Memorandum and Articles of Association must be sent a copy.

### **13. Register of Members**

- 13.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.
- 13.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

### **14. Membership**

- 14.1 The initial members are the subscribers to the Memorandum who shall remain members until their membership ceases in accordance with these Articles. Their names shall be entered into the Charity's register of members.
- 14.2 All Directors shall automatically become members of the Charity and their names shall be entered into the Charity's register of members.
- 14.3 Membership shall not be open to any person other than as set out in Articles 14.1 and 14.2.

### **15. No transfer of Membership**

- 15.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

### **16. Ending of Membership**

- 16.1 A member automatically stops being a member of the Charity when the member ceases to be a Director.

### **17. Calling of General Meetings of the members**

- 17.1 The Board may call a general meeting of the members whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

### **18. Notice of General Meetings**

- 18.1 A general meeting must be called by giving at least 14 Clear Days' notice in Writing including by website in accordance with Article 54.4. These notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.

### **19. Quorum**

19.1 Business may be transacted at a general meeting only if a quorum of members is present in person or by proxy when the meeting begins to deal with its business. A quorum is one third of the members subject to a minimum of three. Where one third does not produce a whole number the quorum shall be the next higher whole number.

## **20. Adjournment if no Quorum**

20.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 22.2 and 22.3 shall apply to such an adjourned meeting.

20.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

## **21. Chair**

21.1 The Chair (if any) of the Board (and if there are joint Chairs, one of those persons) should normally preside as chairman at every general meeting of the Charity. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

## **22. Adjournment of the Meeting**

22.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

22.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

22.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## **23. Voting on Resolutions**

23.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member who is present save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.

23.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak vote and demand a poll at a meeting of the Charity.

## **24. Proxies**



25.2 The demand for a poll may be withdrawn.

## **26. When a poll is taken**

26.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before or during the poll.

26.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

## **27. Voting and Speaking**

27.1 Every member including the chairman of the meeting (if he is a member) has one vote at general meetings. The chairman of the meeting does not have a casting vote at general meetings.

27.2 The auditor or reporting accountant has the right to attend and speak at general meetings.

## **28. Written Agreement to Resolution**

28.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

28.1.1 it must be in Writing;

28.1.2 in the case of a special resolution it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

28.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

28.1.4 it may consist of two or more documents in identical form Signed by members; and

28.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

28.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

## **29. Friends of the Charity**

29.1 The Board shall establish a group of Friends of the Charity, which shall be governed by regulations made by the Board from time to time.

29.2 The Board may set down in regulations the criteria for admission to the group of Friends, but in the absence of any such criteria being set down, the group shall be open to all members of the community who use Brook Green and/or whose lives are affected by the use and development of Brook Green and the surrounding area. For the avoidance of doubt, any criteria set down in regulations by the board may be narrower than those set out in this Article.



- 29.3 Such regulations may include, without limitation, provisions governing the rights and obligations of Friends (which may include an obligation to pay a subscription), and procedures relating to their admission and removal.
- 29.4 For the avoidance of doubt, being a Friend shall not amount to membership of the Charity for the purposes of the Articles or the Act.
- 29.5 The Board must have due regard to any resolutions passed by the Friends at any meeting of the Friends called in accordance with the Board's regulations and shall not unreasonably ignore any such resolution. For the avoidance of doubt the Board shall not be bound to act in accordance with the resolution of the Friends. The Board shall not be required to have regard to any resolutions where to do so would conflict with the fiduciary and statutory duties of the Board or its duties under these Articles.

### **30. Annual Meeting of the Friends**

- 30.1 The Board shall call an Annual Meeting of the Friends each calendar year. The procedures for the calling and holding of meetings shall be set down in regulations made by the Board. The Annual Meeting of the Friends shall be specified as such in the notice calling it.
- 30.2 On receipt of a written petition from not less than 20 of the Friends, giving reason for the request, the Board shall call a meeting of the Friends. The Board must give the Friends no less than 28 clear days' notice of such a meeting and the meeting must take place within 42 clear days of the receipt of the petition by the Board.

### **31. Management by the Board**

- 31.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

### **32. The Keeping of Minutes**

- 32.1 The Board must have minutes entered in the minute books:-
- 32.1.1 of all appointments of officers by the Board;
- 32.1.2 of the names of the Directors present at each of its meetings and of any committee of the Board; and
- 32.1.3 of all resolutions and proceedings at all meetings of:
- (a) The Charity;
  - (b) The Board; and
  - (c) Committees of the Board.

### **33. The Make-up of the Board**

- 33.1 The first Board consists of those people named in the Memorandum of Association and Form IN01 filed under Section 9 of the Companies Act 2006 and sent to the Registrar of Companies or as otherwise authenticated electronically when the Charity is formed or as subsequently appointed by them. They hold office until the first Annual Meeting of the Friends at which they may be elected. After that, the Board consists of not fewer than three and no more than twelve persons elected by Friends of the Charity.
- 33.2 No person under the age of 16 may be appointed as a Director.
- 33.3 Other than the first Board referred to in Article 33.1, no person may be appointed as a Director who is not a Friend of the Charity.
- 33.4 No elected councillors of the London Borough of Hammersmith and Fulham, or anyone who has held such a position within the last four years shall be eligible for election to the Board. For the avoidance of doubt, such persons may be Friends of the Charity.
- 33.5 No two or more persons may be on the Board at the same time who live in the same household.
- 33.6 Where there are no more candidates than vacant Director posts the candidates shall be declared elected at the Annual Meeting of the Friends without the necessity of a ballot provided that a majority of the Board has approved the appointment of any such candidate. For the purposes of this Article, the Board shall decide how many vacant posts there are subject to the maximum and minimum numbers set out in Article 33.1. The election process shall be governed by regulations set down by the Board from time to time.

#### **34. Retirement of members of the Board**

- 34.1 At the first Annual Meeting of the Friends, all Directors will retire and may stand for election by the Friends. At each Annual Meeting of the Friends thereafter, 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. Any Director who is being elected for the first time or who is standing for re-election under Article 34.5 shall not count towards the calculation of one third, but any Director who is retiring permanently shall count towards the calculation of one third.
- 34.2 The Directors to retire in every year shall be those who are retiring permanently, and those who have been longest in office since their last election by the Friends, 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.
- 34.3 For the purposes of this Article 34 a “year” shall mean a complete period of service between two Annual Meetings of the Friends.
- 34.4 Subject to Article 34.5, a retiring Director shall be eligible for re-election by the Friends.
- 34.5 At the ninth Annual Meeting of the Friends following his initial election by the Friends, and at every Annual Meeting of the Friends thereafter, a Director shall retire and shall not be eligible for re-election unless his standing for re-election has been approved by a resolution passed by a majority of 75 per cent. of all of the other Board members.

34.6 For the avoidance of doubt, any time served as a Director before the Charity's first Annual Meeting of the Friends shall not count towards the calculation of nine years referred to in Article 34.5.

### **35. Change in composition of the Board**

35.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

### **36. Notification of change of members of the Board to the Registrar of Companies**

36.1 All appointments, retirements or removals of Directors and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

### **37. Ending of Board Membership**

37.1 A Director ceases to hold office if he:-

37.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

37.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it) or the Charities Act 1993; or

37.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Directors resolve that he must cease to hold office; or

37.1.4 resigns the office by notice in writing to the Charity but only if at least three Directors will remain in office when the resignation takes effect; or

37.1.5 is absent from three consecutive meetings of the Directors without having given prior notice of the absence to the Board and a majority of the other Directors resolve that he must cease to hold office; or

37.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Directors present and voting at a meeting and that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or

37.1.7 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting at which at least half of the serving Directors are present provided that prior to such a meeting all Directors, including the Director in question, have been given written notice of the intention to propose such a resolution at the meeting.

### **38. Meetings of the Board**

- 38.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every Director has one vote. If the votes are equal, the Chair has a second or casting vote, unless at any time joint Chairs have been appointed in which case there shall be no casting vote.
- 38.3 The Charity, if requested by the Chair (or any of the Chairs, where joint Chairs have been appointed) or any three Directors, must summon a meeting of the Board.
- 38.4 Notice of a Board Meeting need not be given to any Director who is out of the United Kingdom.
- 38.5 Meetings may be held in person, by telephone, or by suitable electronic means (or any combination thereof) agreed by the Board in which all participants may communicate with all other participants.

### **39. Officers of the Board**

- 39.1 The Board may elect or remove the Chair or any other officers that it wishes. Officers shall be appointed from among the Directors. The Board may, when it sees fit, appoint two persons to act as joint Chairs, and may remove one or both of them as it sees fit.

### **40. Quorum for the Board**

- 40.1 The quorum necessary for business to be done at a Board meeting is a third of the Directors subject to a minimum of three and where one third does not produce a whole number the quorum shall be the next higher whole number. A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 11.

### **41. Vacancies on the Board**

- 41.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the quorum, it may act only to summon a general meeting of the Charity.

### **42. A Resolution may be Approved by Signature Without a Meeting**

- 42.1 A resolution in Writing Signed by all of the Directors or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

### **43. Validity of Acts Done at Meetings**

- 43.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director or that he was disqualified, anything done before the discovery at any meeting of the Board is as valid as if there were no defect or disqualification.

### **44. Delegation by the Board**

44.1 The Board may delegate the administration of any of its powers to individual Directors or committees of Directors and any such Director or committee must conform to any rules that the Board imposes on it.

44.2 The Board may co-opt any person or people who are not Directors to serve on the committee, but any such committee must have at least one Director on it at all times.

44.3 All acts and proceedings of the committee or Directors must be reported to the Board as soon as possible.

#### **45. Chair of Committees**

45.1 A committee may elect a chair of its meetings if the Board does not nominate one.

45.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chairman of the meeting.

#### **46. Meetings of Committees**

46.1 A committee may meet and adjourn whenever it chooses.

46.2 Questions at the meeting must be decided by a majority of votes of the members present.

46.3 A committee must have minutes entered in minute books.

#### **47. Appointment and Removal of the Company Secretary**

47.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

#### **48. Honorary Officers**

48.1 The Board may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

#### **49. Actions of Directors and Company Secretary**

49.1 The Act says that some actions must or may be taken both by a Director and by the Company Secretary. If one person is both a Director and Company Secretary, that one person may not act in the capacity of both Director and Company Secretary for any business that requires the action of both a Director and the Company Secretary.

#### **50. Proper Accounts must be Kept**

50.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

#### **51. Books must be Kept at the Office**

51.1 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Directors.

## **52. Accounts and Returns**

52.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

52.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

52.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

52.3.1 the deadline for filing the Charity's accounts and reports with Companies House, as prescribed by the Companies Act 2006; or

52.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

52.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.

52.5 The Board must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

## **53. Appointment of Reporting Accountants or Auditors**

53.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

## **54. Service of Notices**

54.1 The Charity may give notices, accounts or other documents to any member either:

54.1.1 personally; or

54.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

54.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

54.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or

54.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Charity for that purpose or in accordance with Article 54.1.1, 54.1.3, 54.1.4 or 54.1.5 above. A member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Charity.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

- 54.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 54.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.
- 54.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.
- 54.5 For the avoidance of doubt, the provisions of this Article shall not apply to notices to Friends. Such notices shall be governed by such policies as are agreed by the Board from time to time, which may (but need not) be set down by the Board in regulations.

## **55. Accidental Omission of Notice**

- 55.1 Sometimes a person entitled to receive a notice of a general meeting or a meeting of the Friends does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

## **56. Who is Entitled to Notice of General Meetings**

- 56.1 Notice of every general meeting must be given to:-
- 56.1.1 every member (except those members who lack a registered address within the United Kingdom and have not given the Charity an address for notices within the United Kingdom and have not consented to receiving notice by email or fax);

56.1.2 the reporting accountants or auditor of the Charity;

56.1.3 all Directors; and

56.1.4 any President or other Honorary position

56.2 No one else is entitled to receive notice of general meetings.

## **57. Regulations**

57.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

## **58. Winding-up of the Charity**

58.1 A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

58.2 The institution or institutions will be chosen by the Directors of the Charity at or before the time when the Charity is wound-up or dissolved.