

Articles of Association of
Castel Froma

1. The company's name is Castel Froma
(and in this document it is called the "charity").

2. Interpretation

In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity;

"the articles" means the charity's articles of association;

"the charity" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a 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;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;

"the directors" means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the charity's memorandum of association;

"officers" includes the directors and the secretary (if any);

"the seal" means the common seal of the charity if it has one;

"secretary" means any person appointed to perform the duties of the

secretary of the charity;

“the United Kingdom” means Great Britain and Northern Ireland; and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of members

3.1 The liability of the members is limited.

3.2 Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. Objects

4.1 The charity's objects (“Objects”) are specifically restricted to the following:

To relieve persons with physical disabilities by the provision of care.

5. Powers

5.1 The charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the charity has power:

(1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993,

as amended by the Charities Act 2006;

(4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;

(5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;

(10) to:

(a) deposit or invest funds;

(b) employ a professional fund-manager; and

(c) arrange for the investments or other property of the charity to be held in the name of a nominee;

(d) in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;

(12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;

(13) to act as trustee for any charitable trust established for the objects

or any special purposes within the objects of the company.

6. Application of income and property

- 6.1 The income and property of the charity shall be applied solely towards the promotion of the Objects.
- 6.2 (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- (c) A director may receive an indemnity from the charity in the circumstances specified in article 56.
- 6.3 None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a director receiving:
- (a) a benefit from the charity in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- 6.4 Prohibition of directors'/connected persons' benefits.
- No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity. In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.
- 6.5 (a) In sub-clauses 6.2 to 6.4 "charity" shall include any company in which the charity:
- holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the board of the company;
- (b) In sub-clause 6.4, sub-clause 45.2 and sub-clause 46.2 "connected person" means:
- (i) a child, parent, grandchild, grandparent, brother or sister of the director;
- (ii) the spouse or civil partner of the director or of any person falling

within paragraph (i) above;

(iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above;

(iv) an institution which is controlled –

(I) by the director or any connected person falling within paragraph (i), (ii), or (iii) above; or

(II) by two or more persons falling within sub- paragraph (I), when taken together

(v) a body corporate in which –

(I) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest; or

(II) two or more persons falling within sub- paragraph (I) who, when taken together, have a substantial interest.

(c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

7. Members

7.1 The subscribers to the memorandum are the first members of the charity.

7.2 Membership is open to other individuals or organisations who:

- (a) apply to the charity in the form required by the directors; and
- (b) are approved by the directors.

7.3 (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.

7.4 Membership is not transferable.

7.5 The directors must keep a register of names and addresses of the members.

8. Classes of membership

8.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

8.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.

8.3 The rights attached to a class of membership may only be varied if:

- (a) three-quarters of the members of that class consent in writing to the variation; or
- (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.

8.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

9. Termination of membership

9.1 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10 and 11 General meetings

10.1 An annual general meeting must be held each year and not more than 15 months may elapse between successive annual general meetings.

11. The directors may call a general meeting at any time.

12 and 13 Notice of general meetings

12.1 The minimum periods of notice required to hold a general meeting of the charity are:

(a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

(b) fourteen clear days for all other general meetings.

12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.

12.4 The notice must be given to all the members and to the directors and auditors.

13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

14 to 18 Proceedings at general meetings

14.1 No business shall be transacted at any general meeting unless a quorum is present.

14.2 A quorum is Ten members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

14.3 The authorised representative of a member organisation shall be counted in the quorum.

15.1 If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the directors shall determine.

15.2 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

15.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

16.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.

16.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.

16.3 If there is only one director present and willing to act, he or she shall chair the meeting.

16.4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

17.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

17.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

17.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

17.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

18.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:

(a) by the person chairing the meeting; or

(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or

(c) by a member or members present in person or by proxy representing

not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

18.2 (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

(b) The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.

18.3 (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

(b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

18.4 (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

18.5 (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.

(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

(c) The poll must be taken within thirty days after it has been demanded.

(d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

19. Content of proxy notices

19.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

19.2 The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

19.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

19.4 Unless a proxy notice indicates otherwise, it must be treated as –

a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

19A. Delivery of proxy notices

19A.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

19A.2 An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

19A.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

19A.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

20. Written resolutions

20.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:

(a) a copy of the proposed resolution has been sent to every eligible member;

(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and