

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF THE RELATIVES & RESIDENTS ASSOCIATION

- 1) The name of the Company (hereinafter called "The Association") is The Relatives & Residents Association
- 2) The registered office of The Association will be situated in England
- 3) The objects for which The Association is established are:-
 - i) to alleviate distress and suffering amongst older people by any means considered necessary from time to time and deemed by law to be charitable.
 - ii) to alleviate the conditions of life amongst people (including relatives) who are caring or who have cared for older people and who are in necessitous circumstances, and of the dependants of such carers being dependants who are themselves in necessitous circumstances, and for that reason to promote the material welfare of such carers as aforesaid.
 - iii) to advance education by the provision of advice and counselling, and the dissemination of information to older people and to persons (including relatives) caring for or having cared for older people.
 - iv) to assist in achieving and maintaining the highest possible standards of care for older people resident in care homes, and other care settings including their own homes.

POWERS

- v) to further its objectives the Association may:
 - a) work in co-operation with people resident in such care homes, their advocates, and all other relevant bodies and people to achieve this objective;
 - b) advise and counsel relatives and friends on any matters concerning the residential care of an older person including their own problems in regard to this, and to assist in resolving any conflicts of interest;
 - c) on behalf of relatives take up and explore matters of individual or common concern with the appropriate bodies, care home owners or managers, health authorities, local authorities, regulatory authorities and any other relevant organisations including government departments;
 - d) link together the relatives of people resident in such care homes by all appropriate means including assisting in the establishment of local or regional groups and associations;
 - e) work with the management and staff of such care homes in considering how the quality life of residents can be maintained and improved and to seek ways in which relatives can contribute to this;

- f) assemble information through enquiries, surveys and studies and to disseminate such information as widely as possible;
- g) provide information to relatives and others about factors influencing the quality and costs of care in such care homes and to promote joint understanding of these factors with all interested parties;
- h) publish books, pamphlets, reports, leaflets, journals, videos, film, tapes, DVD and instructional matter and to organise lectures, broadcasts and courses of instruction;
- i) to study the feasibility for relatives of establishing care homes on a co-operative basis, the development of shared care, or in other ways enabling relatives and friends to participate in the provision of care homes;
- j) co-operate and enter into arrangements with any authorities. national, local or otherwise to accept subscriptions, donations, devises and bequests and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for such of the objects of the Association and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- k) issue appeals and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise;
- l) draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques, and other instruments, and to operate bank accounts;
- m) borrow or raise money for the objects of the Association on such terms and (with such consents as required by law) on such security as may be thought fit PROVIDED THAT the Association shall not undertake any permanent trading activities in raising funds for the objects of the Association;
- n) take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Association;
- o) invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed by law and subject also as hereinafter provided;
- p) make any charitable donation either in cash or assets for the furtherance of the objects of the Association;
- q) establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association,
- r) employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association,

- s) insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- t) subject to the provisions of clause 4 hereof, pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Association or their dependants;
- u) amalgamate with any companies institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association,
- v) purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which the Association may co-operate or federate;
- w) pay out of the funds of the Association the costs of forming and registering the Association,
- x) do all such other lawful things as may be necessary for the attainment of the above objects of any of them

PROVIDED THAT

- i) If the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in the manner allowed by law, having regard to such trusts;
 - ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
 - iii) If the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without authority, approval or consent as may be required by law, and as regards any such property the Committee of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Committee would have been if no incorporation had been affected, and the corporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Committee, but as regards any such property they shall be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 4) The income and property of the Association from whatever source derived shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Association and no member of its Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association,

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

- a) of reasonable and proper remuneration to any member, officers or any servant of the Association (not being a member of its Committee except where permitted in clause 4(e)) for any services rendered to the Association;
 - b) of interest on money lent by any member of the Association or of its Committee at a reasonable and proper rate;
 - c) of any reasonable and proper rent for premises demised or let by any member of the Association or of its Committee;
 - d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Committee may be a member holding not more than 1/100th part of the capital of the company;
 - e) of reasonable and proper remuneration with the prior written approval of the Charity Commissioners to any member or former member of the Committee; provided that in the case of a serving member that person withdraw from any meeting whilst his or her remuneration is being discussed.
- 5) The liability of the members is limited.
- 6) Every member of the Association undertakes to contribute to the assets of the Association if it is wound up during the time that s/he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding-up of the same, and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding £1.
- 7) If upon winding-up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income among its members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members within three months of the members' resolution passed initiating the winding up, failing which (and if and so far as effect cannot be given to such provision then) the said income and property should be transferred to such other charitable objects as the Committee members shall resolve upon.

THE COMPANIES ACT 2006
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF THE RELATIVES & RESIDENTS ASSOCIATION

Interpretation

1. In these articles and the memorandum of association:

"The Association" means The Relatives & Residents Association

"address" includes a number or address used for the purposes of sending or receiving documents by electronic means

"Trustee" means a director of the Charity, and includes any person occupying the position of director by whatever name called

"the Committee" and "the Committee members" shall be the equivalent of and shall fulfil the functions of respectively the board and directors of The Association as defined in the Companies Act 2006

In the Association the Committee is the Board of Trustees and Committee members are the Trustees

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force

"member" or "members" means a member or members of the Association as defined in articles 3 to 8

"the articles" means the articles of The Association

"circulation date" in relation to a written resolution has the meaning given to it in the Companies Acts

"clear days" in relation to any period of a notice means that 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

"executed" includes any mode of execution

"office" means the registered office of The Association

"the seal" means the common seal of The Association

"conflict of interest" means any direct or indirect interest of a trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Association

"secretary" means the secretary of The Association or any other person appointed to perform the duties of the secretary of The Association including a joint, assistant or deputy secretary

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

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

Objects

2. The Association is established for the objects expressed in the Memorandum of Association.

Members

3. The subscribers to the memorandum of association of The Association and any other persons as are admitted to membership in accordance with the articles shall be members of The Association. Subject to article 4 every person who wishes to become a member shall deliver to The Association an application for membership in such form as the Committee requires to be executed.
4. The Committee may in its absolute discretion decline to accept any person as a member and need not give reasons for so doing. Subject thereto the membership of The Association shall be divided into the following classes:
5. Corporate members
Corporate membership shall be open to such societies, bodies, associations and clubs (whether corporate or unincorporated) and upon such terms and conditions and with such privileges as the Committee shall from time to time determine
6. Individual members
Individual members shall, subject to article 5 above, be the only members entitled to vote at meetings of The Association and to the full rights and liabilities of membership.
7. Individual membership of The Association shall be open to all persons over the age of 18 years on payment of such fees and on such conditions as may be determined by the Committee from time to time.
8. Membership of any category of members shall not be transferable and shall cease on death. A member shall cease to be a member:
 - 8.1 on the expiry of at least seven clear days' notice given by him/her to The Association of his/her intention to withdraw;
 - 8.2 if any subscription or other sum payable by the member to The Association is not paid on the due date and remains unpaid seven days after notice served on the member by The Association informing him/her that he/she will be removed from membership if it is not paid. The Committee may re-admit to membership any person removed from membership on this ground on his/her paying such sum in respect of the sum due as The Association may determine;
 - 8.3 if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally or goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has a receiver appointed over all or any part of his assets;

- 8.4. if at a meeting of the Committee at which not less than half the Committee members are present a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Committee. If such a resolution as is referred to in this paragraph is passed then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to The Association any subscription or other sum owed to The Association.
9. The Committee may in its discretion levy subscriptions on all members of Association at such rate or rates as it shall determine and may levy subscriptions at different rates on different categories of members.
10. Members must notify any change of address to The Association forthwith.

Officers of The Association

11. At the first annual general meeting and at every annual general meeting thereafter the members present shall elect a Chairperson, a Secretary and a Treasurer to serve in these offices until the conclusion of the next annual general meeting, and these officers shall be members of the Committee. A Deputy Chairperson may be elected at subsequent AGMs on the same terms.

General meetings

12. All general meetings other than annual general meetings shall be called extraordinary general meetings.
13. The Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Committee members to call a general meeting any Committee member or any member of The Association may call a general meeting.

Notice of general meetings

14. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting other than an annual general meeting may be called by shorter notice if it is so agreed by 30 of the members having a right to attend and vote thereat.
15. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
16. The notice shall be given to all the members and to the Committee members and to the auditors.

Proceedings at general meetings

17. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Ten, or if fewer one-twentieth, of the individual members of The Association shall be a quorum.
18. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Committee may determine.
19. The chairperson of the Association or in his/her absence the deputy chairperson or in their joint absence another Committee member nominated by the Committee shall chair the meeting, but if neither the chairperson nor the deputy chairperson, such other Committee member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Committee members present shall elect one of their number to take the chair and if there is only one Committee member present and willing to act he/she shall take the chair.
20. A co-opted Committee member shall notwithstanding that he/she may not be a member be entitled to attend and speak at any general meeting.
21. The chairperson or acting chairperson under Article 19 may with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no other business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
22. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act a poll may be demanded:
 - a) by the chairperson or acting chairperson; or
 - b) by at least two members having the right to vote at the meeting.
23. Unless a poll is duly demanded a declaration by the chairperson or acting chairperson that a resolution has been carried or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
24. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson or acting chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
25. A poll shall be taken as the chairperson or acting chairperson directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a casting vote in addition to any other vote he/she may have.
27. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairperson directs being not more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
28. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
29. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
30. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

31. On a show of hands every member present in person shall have one vote. On a poll every member present in person shall have one vote.
32. No member may vote on any matter in which he/she is personally interested, pecuniary or otherwise, or debate on any such a matter without in either case the permission of the majority of the members present in person at the meeting such permission to be given or withheld without discussion.
33. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to The Association have been made.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

Number of Committee members

35. Unless otherwise determined by ordinary resolution the maximum number of Committee members in addition to the officers shall be 14, and the minimum shall be 6.

Powers of Committee

36. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of The Association

shall be managed by the Committee who may exercise all the powers of The Association. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Committee by these articles and a meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.

37. The Committee may, by power of attorney or otherwise, appoint any person to be the agent of The Association for such purposes and on such conditions as it may determine.

Delegation of Committee's powers

38. The Committee may delegate any of its powers or the implementation of any of its resolutions to any sub-committee.
39. The resolution making any delegation shall specify those who shall serve or be asked to serve on such sub-committee, although the resolution may allow the sub-committee to make co-options up to a specified number.
40. The composition of any such sub-committee shall be entirely in the discretion of the Committee and may comprise such of their number (if any) as the resolution may specify.
41. The deliberation of any such sub-committee shall be reported regularly to the Committee and any resolution passed or decision taken by any such sub-committee shall be reported forthwith to the Committee and for that purpose every sub-committee shall appoint a secretary.
42. All delegations under this article shall be revocable at any time.
43. The Committee may make such regulations and impose such terms and conditions and give such mandates to any such sub-committee as it may from time to time think fit.
44. For the avoidance of doubt the Committee may delegate all financial matters to any sub-committee and may empower such sub-committee to resolve upon the operation in accordance with a budget previously agreed by the Committee of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Committee member.
45. The meetings and proceedings of any sub-committee shall be governed by the provisions of these articles regulating the meetings and proceedings of the Committee so far as the same are applicable and are not superseded by any regulations made by the Committee.
46. Subject to any regulations or conditions the Committee may impose the proceedings of a sub-committee with two or more members shall be governed by the articles regulating the proceedings of the Committee so far as they are capable of applying.

Appointment and retirement of Committee members

47. The first Committee members shall be appointed by the subscribers to the Memorandum.
48. At the first annual general meeting all the Committee members shall resign and article 49 shall thereafter apply.
49. Only a member of The Association shall be qualified to hold office as an elected member of the Committee.

50. Committee members shall be elected at the first annual general meeting and at every subsequent annual general meeting one-third of the Committee members shall retire by rotation or if their number is not three, or a multiple of three, the number nearest to one-third shall retire from office. Only an individual member of the Association shall be qualified to hold office as an elected member of the Committee. The Committee may co-opt not more than 2 members to fill casual vacancies on the committee until the subsequent AGM. The Committee may also co-opt members to fill any casual vacancies among the officers until the next AGM.
51. Subject to the provisions of the Act the members due to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between those who became or were last appointed or reappointed Committee members on the same day those to retire shall unless otherwise agreed among themselves be determined by lot.
52. A Committee member who retires at an annual general meeting may if willing to act be reappointed. If he/she is not reappointed he/she shall retain office until the meeting appoints someone in his/her place or if it does not do so until the end of the meeting.

Disqualification and removal of Committee members

53. The office of a Committee member shall be vacated if:
 - a) he/she ceases to be a member of The Association by virtue of any provision of the Act or he/she becomes prohibited by law from being a member; or
 - b) he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
 - c) he/she is or may be suffering from mental disorder and either -
 - i) he/she is admitted to hospital in pursuance of an application for admission under the Mental Health Acts 1983-2007 or in Scotland an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003
 - 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 his/her property or affairs; or
 - d) he/she resigns his/her office by notice to The Association.
 - e) he/she fails to attend meetings of the Committee for one year, unless the Committee considers that there are exceptional reasons to waive this rule.

Committee members' expenses

54. The Committee members may be paid all reasonable travelling, hotel and other out of pocket expenses properly incurred by them in connection with their attendance at meetings of the Committee or sub-committees or general meetings or separate meetings of The Association or otherwise in connection with the discharge of their duties.

Proceedings of the Committee

55. Subject to the provision of the articles the Committee may regulate its proceedings as it thinks fit. Two Committee members may, and the Secretary at the request of two Committee members, shall call a meeting of the Committee. Notice of every meeting of the Committee, stating the general particulars of all business to be considered at such meeting, shall be sent by post or email to each Committee member at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) 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. It shall not be necessary to give notice of a meeting to a Committee member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote.
56. The quorum for the transaction of the business of the Committee may be fixed by the Committee and unless so fixed at any other number shall be four Committee members.
57. The Committee may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of members, the Committee may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Association, but for no other purpose.
58. The chairperson of The Association appointed at the annual general meeting shall preside at all meetings of the Committee during his/her term of office, but if he/she is unable to be present at any meeting, the Committee members present may appoint one of their number to chair the Committee for the purposes of that meeting only.
59. All acts done by a meeting of the Committee, or of a sub-committee, or by a person acting as a Committee member, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Committee member, or that any of them were disqualified from holding office, or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Committee member and had been entitled to vote.
60. A resolution in writing signed by all the Committee members entitled to receive notice of a meeting of the Committee, or of a sub-committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee, or the sub-committee duly convened and held and may consist of several documents in the like form each signed by one or more Committee members.

Amendment of Articles

61. These Articles may be amended in accordance with the provisions of the Act by a special resolution passed by a three-fourths majority of the members voting at a general meeting of which not less than 21 clear days' notice has been given specifying the intention to propose the resolution as a special resolution. PROVIDED THAT no amendment shall have the effect of causing the Association to cease to be charitable.

62. The Committee shall have power from time to time to make repeal or alter regulations as to the management of The Association and the affairs thereof as to the duties of any officers or servants of The Association and as to the conduct of business by the Committee or any sub-committee and as to any of the matters or things within the powers or under the control of the Committee, providing that same shall not be inconsistent with the memorandum of association or these articles.

Minutes

63. The Committee shall cause minutes to be made in a file kept for the purpose of recording all appointments of officers made by the Committee and of all proceedings at meetings of The Association and of the Committee and of sub-committees including the names of members present at each such meeting. Any such minute if purported to be signed by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting, shall as against any member or Committee member of The Association, be sufficient evidence of the proceedings.

The seal

64. The seal shall only be used by the authority of the Committee or of a sub-committee authorised by the Committee. The Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Committee member and by the secretary or by a second Committee member.

Accounts

65. The Association may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of The Association may be inspected by members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

66. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Committee need not be in writing.
67. The Association may give any notice to a member either personally, by email, or by sending it by post in a prepaid envelope addressed to the member at his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him/her shall be entitled to have notices given to him/her at that address but otherwise no such member shall be entitled to receive any notice from The Association.
68. A member present in person at any meeting of The Association shall be deemed to have received notice of the meeting and where requisite of the purpose for which it was called.
69. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall unless the contrary is proved be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

Indemnity

70. Subject to the provisions of the Act but without prejudice to any indemnity to which a Committee member may otherwise be entitled every Committee member or other officer or auditor of The Association shall be indemnified out of the assets of The Association against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of The Association and against all costs charges losses expenses or liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto. PROVIDED THAT this article shall not apply in relation to costs which a Committee Member is ordered to pay or of which he is deprived.
71. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the company shall have effect as if the provisions thereof were repeated in these articles.

[This revised form of the Articles of Association was duly adopted by Special Resolution of the 23rd Annual General Meeting of the R&RA on 26 February 2016.]

COMPANIES ACT 2006

Special Resolution amending the Articles of Association

At the 23rd Annual General Meeting of the Relatives & Residents Association duly convened and held at the Dutch Church, 7 Austin Friars London EC2N 2HA on Friday 26 February 2016, the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT the Articles of Association be amended as follows:

In Article 17 (Quorum for the transaction of business at general meetings):

alter "30 or 1/20th of the individual members of The Association whichever is the greater,"

so as to read: "ten, or if fewer one-twentieth, of the individual members of the Association"

Certified as a true copy of the resolution.

A revised and up to date print of the Memorandum and Articles of Association incorporating the above amendment is annexed.

The Association is a charitable company within Part 10 of the Charities Act 2011 but these are not prohibited amendments under section 197 nor do they require the consent of the Charity Commission under section 198.



On behalf of the Committee

P L Howell
Company Secretary
3 March 2016

To: The Registrar of Companies
The Charity Commission

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