

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

Memorandum of Association of

MILLAN CENTRE

1. The Name of the Company (hereinafter referred to as "the Centre") is
MILLAN CENTRE
2. The Registered Office of the Centre will be situated in England.
3. The objects for which the Centre is established are:
 - (a) To educate and provide or assist in the provision of facilities for recreation or leisure time occupation for women and girls in the area bounded by Oak Lane, North Park Road, Park View Road, Heaton Road, Scotchman Road, Toller Lane, Lilycroft Road in the city of Bradford in the interests of social Welfare with the object of improving the conditions of life of such persons.
 - (b) To establish and maintain a Community Centre.
 - (c) To or for such charitable purposes as shall from time to time be determined by the Committee of management."
 - (d) To reach out to the local community in order to support and encourage existing and new members and users.
 - (e) To support women and girls in the Area who are individually or collectively seeking to further their economic, social or political participation in society.
 - (f) To promote equality of opportunity and oppose any form of discrimination on grounds of race, ethnic origin, gender, age, disability or religion. In recognition of the discrimination and resulting disadvantage experience by certain sections of the community, positive action to redress disadvantage experience by certain sections of the community, positive action to redress disadvantages shall be permissible.
4. In furtherance of the above but not otherwise, the Centre shall have the following powers:
 - (i) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Centre may think necessary for the promotion of its objects;

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5. The income and property of the Centre from whatsoever source derived shall Be applied solely towards the promotion of its objects set forth in this Memorandum of Association and no portion thereof shall be transferred Directly or indirectly by the way of dividend, bonus, or otherwise whatsoever, by way of profit to the members of the Centre.

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

- (a) Of reasonable and proper remuneration to any member, officer or servant not being a member of the Management Committee of the Centre for any services rendered to the Centre;
 - (b) Of interest on money lent by any member of the Centre at a rate per annum not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank selected by the Management Committee;
 - (c) Of reasonable and proper rent for premises demised or let by any member of the Centre;
 - (d) To any member of the Centre in respect of reasonable out-of-pocket expenses.
6. The liability of the members is limited.

7. Every member of the Centre undertakes to contribute to the assets of the Centre in the event of the same being wound up during the time she is a member, or within one year afterwards , for the payments of the debts and liabilities of the Centre contracted before the time at which she ceases to be a member and of the costs and charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount may be required not exceeding £1.

8. In the event of the winding up or dissolution of the centre, after the satisfaction of all debts and liabilities, the assets remaining shall not be distributed amongst the members of the centre, but shall be transferred in the furtherance of the aforementioned objects to some other institution or institutions having objects similar to or compatible with any of the objects of the centre, as may be determined by a general meeting or, insofar as the assets are not so transferred, shall be held for charitable purposes.

9. No such addition or amendment may be made to the memorandum or articles of association of the centre which shall make the centre a company to which section 30 of the companies Act 1985 does not apply.

The companies Act 1985

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Articles of Association of

MILLAN CENTRE

INTERPRETATIONS

In these Articles

"The Act" means the companies Act 1985 and any amendments from time to time in force

"The centre" means the company.

"The seal" means the common seal of the

"Secretary" means any person appointed to perform the duties of the secretary Of the centre.

"The management committee" mean all those persons appointed to perform the duties of directors of the centre.

"Employee" means anyone holding a contract of employment with the Centre.

"The area" means the area as defined in the memorandum of association.

"In writing" shall, unless the contrary intention appears, be construed as Including references to printing, lithography and other modes of Representing or reproducing words in a visible form.

Words importing the singular number shall include the plural and vice versa unless A contrary intention appears.

Words importing persons shall include bodies corporate if not inconsistent with the context.

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

Member

2. For the purposes of registration, the number of members of the centre is declared not to exceed 500, but the management committee may from time to time register an increase in members.

3. The first members of the centre shall be the subscribers to the memorandum of association.

4. The management committee may admit to membership women aged eighteen years or over who qualify for membership of the centre, without discrimination

between persons by reference to wealth, politics, race, religion, or disability. Application for membership shall be made in writing to the management committee. In the event of an application being rejected, the applicant shall have the right to have the matter put to a subsequent general meeting of the centre, whose decision on the question shall be final.

Qualification for Membership

5. The centre shall keep a register of members in which shall be recorded the name and address of every member and the dates on which they became a member and ceased to be a member, and every member shall either sign a written consent to become a member or sign the register of members on becoming a member. A member shall notify the secretary in writing within seven days of a change to their name or address.

Cessation of Membership

6. The rights and privileges of a member shall not be transferrable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
7. A member shall cease to be a member immediately that she:
8. (a) ceases to fulfil any of the qualifications for membership as specified by article 5 or by the management committee from time to time; or
(b) Resigns in writing to the secretary; or
(c) Dies or becomes bankrupt; or
(d) Is expelled by⁷ the management committee, who shall give the member 14 days notice at least of the termination of her membership and shall specify the reasons. A member so expelled shall have the right to appeal to a subsequent general meeting of the centre, whose decision shall be final.

General meetings

9. The centre shall in each calendar year hold a general meeting as its annual general meeting and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting. The first annual general meeting shall be held within eighteen months of incorporation.
10. The business of an annual general meeting shall comprise:

11. (I) the consideration of the report and accounts presented by the management committee;
- (ii) The election of management committee members:
 - (iii) The election of a chairwoman who shall preside at all general meetings and meetings of the management committee:
 - (iv) The appointment and the fixing of the remuneration of the auditor
- The fixing of annual subscriptions, if any.
12. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
13. The management committee may whenever they think fit convene an extraordinary general meeting, or an extraordinary general meeting may be convened by ten percent of the members of the centre, as provided by section 368 of the act.
14. (a) Decisions involving an alteration to the memorandum or articles of association of the centre and other decisions so required from time to time by statute shall be made by a special resolution. A special resolution is here defined as one passed by a majority of not less than three-fourths of those members of the centre present at an extraordinary general meeting of which proper notice has been given.
- (b) All other decisions shall be made by ordinary resolution requiring a simple majority of members present and voting at a general meeting.

Notices

14. An annual general meeting and an extraordinary general meeting called to consider the making of the decisions described in article 13 (a) above shall be called by at least twenty-one clear days notice. Any other general meeting shall be called by at least fourteen clear days notice.
15. Notice of every general meeting shall be given in writing to every member of the centre and to such other persons (including the auditors) who are entitled to receive notice shall be given personally or sent by post to other member at the address recorded in the register of members and to other persons at their registered office.
16. Notice of all meetings shall be given exclusive of the day on which it is effected and shall specify the exact time and place of the meeting. In the case of an extraordinary general meeting convened to consider a special resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other general meetings the general nature of the business to be raised shall be specified.

17. Where notice is sent by post, notice shall be considered to have been served by properly addressing, prepaying and posting the notice, and to have been served forty-eight hours after the notice has been posted.
18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at general meetings

19. Except as provided in article 20, every member shall have one vote. Votes may only be given personally: proxy voting is not permitted.
20. No person other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the centre in respect of her membership, shall be entitled to vote on any question at any general meeting.
21. No person shall debate or vote on any matter in which she has a direct pecuniary interest.
22. No business shall be transacted at a general unless a quorum of members is present: 15 members or 1/10 of the membership whichever is the greater.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. If any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the centre may decide in general meeting. The member present at a meeting so adjourned shall constitute a
24. 24. At any general meeting where the chairwomen or vice woman (if any) is not present within twenty minutes of the appointed for the meeting, the members present shall choose one of their number to be chairwoman of that meeting, whose function shall be to conduct the business of the meeting in a orderly manner.
25. The chairwoman may with the consent of any meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
26. At any general meeting a resolution put to the vote of the meeting shall be Decided on a show of hands unless a secret ballot is, before or on the Declaration of the result of the show of hands, demanded by at least two Members present in person.

Unless a secret ballot be so demanded, a declaration by the chairwoman that a Resolution has on a show of hands been carried or lost and an entry to that Effect in the book containing the minutes of the proceedings of the centre shall Be conclusive evidence of the fact without proof of the number or proportions Of the votes recorded in favour or against such resolutions. The demand for a Secret ballot may be withdrawn.

27. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairwomen directs, provided that each member shall have only one vote, and the result of the ballot shall be taken as the resolution of the meeting at which the ballot was demanded.
28. The demand for a secret ballot shall not prevent the continuance of a Meeting for the transaction of any other business than the question upon which ballot has been demanded.
29. In the case of an equality of votes, whether on a show or on a ballot, the Chairwomen shall have a second or casting vote except in the case of elections.
30. Subject to the provisions of the act a resolution in writing signed by all the Members shall be valid and effective as if the same had been passed at a General meeting duly convened and held and may consist of several identical Documents each signed by one or more members.
31. The centre may at its discretion invite other persons to attend its meetings, With or without speaking rights, and without voting rights.

Management committee

32. The centre shall have a management committee comprising
 - (a) Not less than eight members and not more than twelve members, elected by at the annual general meetings; and
 - (b) Not more than four women co-opted at any time by the management committee.
33. The initial management committee of the centre from incorporation until the first annual general meeting shall be determined by the subscribers of the memorandum of the centre.
34. New management committee members shall be elected individually at the annual general meeting must be received by the secretary in writing before the commencement Of the annual general meeting. Employees of the centre shall not be eligible to be nominated or elected to the management committee.

35. Management committee members co-opted under article 32 (b) need not be members of the centre and shall not have voting rights.
36. A management committee members shall, subject to article 41 below, hold office until the next annual general meeting following her election or co-option.
37. On expiration of the period of office for which she was appointed, a management committee member shall be eligible for re-election or further co-option.
38. A management committee member shall vote in respect of any contract in which she is directly or indirectly interested or any matter arising there from as if she does so her vote shall not be counted.
39. Any remuneration of management committee members shall only be in respect of services actually rendered to the centre. Management committee members may also be paid all reasonable expenses incurred by them in attending and returning from meetings of the management committee or general meetings of the centre or in connection with the business of the centre.
40. Any management committee member may act in professional capacity for the centre and she was not a management committee member; provided that nothing contained herein shall authorise a management committee member on her firm to act as auditor to the centre.
41. The office of management committee member shall be immediately vacated if she:
- (a) Resigns her office in writing to the centre; or
 - (b) Ceases to be a member in accordance with article 8; or
 - (c) Fails to declare her interest in any contract as referred to in article 38;
- Or
- (d) is absent from three successive meetings of the management committee during a continuous period of twelve months without special leave of absence from the management committee and the centre pass a resolution that she had by reason of such absence vacated office; or
 - (e) becomes bankrupt or of unsound mind; or
 - (f) Is removed from office by resolution of the centre in general meeting in accordance with section 303 of the act; or
 - (g) Ceases to hold office by reason of any order made under sections 295 to 300 of the act.
42. Unless and until otherwise determined by the centre by special resolution, either generally or in any particular case, section 293 of the act shall not apply, and therefore no person having attained the age of seventy shall be prohibited from holding the office of management committee member.

Powers and Duties of the management committee

43. The business of the centre shall be managed by the management committee who may pay all expenses of the formation of the centre as they think fit and may exercise all such powers of the centre as may be exercised and done by the centre and as are not by statute or by these articles required to be exercised or done by the centre in general meeting.

44. No regulation made by the centre in general meeting shall invalidate any prior act of the management committee which would have been valid had that regulation not been made.

45. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the centre shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the management committee shall from time to time decide.

46. Without prior prejudice to its general powers, the management committee may exercise all the powers of the centre to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the centre or of any third party.

Proceedings of the management committee

47. Members of the management committee may meet together for the despatch of business, and adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the management committee shall refer the matter to a general meeting of the centre.

48. A management committee member may, and the secretary on the requisition of a management committee member shall summon a meeting of the management committee. It shall not be necessary to give notice of a meeting of the management committee to any of its members for the time being absent from the United Kingdom.

49. The quorum necessary for the transaction of the business of the management committee shall be one third of the voting management committee members or three voting members, whichever is the greater.

50. The management committee may act notwithstanding any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these

articles, the management committee may act for the purpose of increasing the number of management committee members to that number, or of summoning a general meeting of the centre, but for no other purpose.

51. A any management committee meeting where the chairwoman or vice chairwoman (if any) is not present within twenty minutes of the time appointed for the meeting, the management committee members present shall choose one of their number to be chairwoman of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

52 The management committee shall cause accurate records to be made, in books provided for that purpose, of:

- (a) The names and addresses of all members;
- (b) The name and date of appointment of all persons appointed to office;
- (c) the names of the management committee members, officers, members and other persons present at all general, management committee and sub-committee meetings of the centre;
- (d) Minutes of all proceedings and resolutions at all general, management committee and sub-committee meetings of the centre;
- (e) All applications of the seal to any document.

All such records and minutes shall be open to inspection during normal working hours by any member of the centre and by any person authorised by the centre in general meeting.

53. The management committee may delegate any of their powers to sub-committees consisting of such members of their body and/or the centre as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the management committee.

54. All acts done by any meeting of the management committee or by any person acting as a member of the management committee shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such management committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a management committee member.

55. A resolution in writing, signed by all the management committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the management committee, and may consist of several identical documents each signed by one or more management committee members.

56. The management committee may at its discretion invite other persons, including employees, to attend its meeting, with or without speaking rights, and without voting rights.

Secretary

57. The management committee shall appoint a secretary of the centre for such term as such remuneration and upon such conditions as they think fit and any secretary so appointed may be removed by them.

58. A provision of the act or these articles requiring or authorising a thing to be done by or to a management committee member and the secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The seal

59. The seal shall only be used by the authority of the management committee and every instrument to which the seal shall be applied shall be signed by a management committee member shall be countersigned by the secretary or by a second management committee member. Every such application of the seal shall be minuted.

Accounts

60. The management committee shall cause proper books of account to be kept in accordance with the law for the time being in force with respect to:

- (a) All sums of money received and expended by the centre and the matters in which the receipt and expenditure takes place;
- (b) All sales and purchase of goods by the centre;
- (c) The assets and liabilities of the centre.

Proper books shall be deemed to be kept if they give a true and fair record of the state of the centre's affairs and explain its transactions.

61. The books of account shall be kept at the registered office of the centre or, subject to section 22 of the act, as such other places or places as the management committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the centre in general meeting.

62. The management committee shall from time to time, in accordance with sections 227 and 241 of the act, cause to be prepared and to be laid before the centre in general meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

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

Audit

64. Once at least in every year the accounts of the centre shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly auditor or auditors.

65. Auditor's shall be appointed and their duties regulated in accordance with sections 237 and 384 of the act.

Social audit

66. A social audit of the centre's activities may, be resolution of the centre in general meeting, be undertaken annually in addition to the financial audit required by law. The role of such a social audit word to be attempting to identify the social costs and benefits of the centre's work, and to enable and an assessment to be made of the centre's overall performance in relation to its objects more easily than may be made from financial accounts alone.

67. Such a social audit may be drawn up by an independent assessor appointed by the centre in general meeting, or by the management committee who may submit their report for verification or comments to an independent assessor. A social audit may include an assessment of the internet management of the centre, democracy and and decision-making, or other matters concerning the overall well-being of the members; and assessment of the centre's activities externally, including its affects on people engaged in similar activities, on users of the services and facilities provided, and on persons residing in areas where the centre is located.

Application

68. Clause 5 of the memorandum of association relating to the not-for-profit nature of the centre shall have effect as if the provisions thereof were repeated in these articles. Any surplus of the centre shall be applied solely to creating a general reserve for the continuation and development of the centre.

Dissolution

69. Clause 8 of the memorandum of association relating to the winding up and dissolution of the centre shall have effect as if the provisions thereof were repeated in these articles.

Meetings and AGM 2020 onwards changes due to Covid19 or other contingencies Information and guidance provided by Charity Commission November 2020

The following amendments were voted in on 6th November 2020

Meetings for members – AGM.

In the specific cases of members' meetings (not trustee / director meetings) of Charitable Incorporated Organisations or charitable companies, held between 26 March 2020 and 30 December 2020 and onwards

- they may be held by phone / video or other electronic means, even if the governing document requires them to be held physically face-to-face
- members still have the right to vote, but the charity can require this to be done electronically, or by other means (such as by post)
- members will not have the right to attend a meeting in person or participate in meetings other than to vote

The following amendment was added to re Trustees meetings

- Trustee meetings are allowed to be conducted by Zoom or other group facilities also by telephone.
- These options are to be used whenever it is deemed unsafe to hold face to face meetings.
- These virtual meetings are to be conducted using the same format as face to face meetings incorporating minutes, actions decisions and actions.

Signed by Chairperson



A.Elizabeth Hellmich MBE

Date 6.11.2020