

ARTICLES OF ASSOCIATION EQUALITY ACTION

(Company Limited by Guarantee, No Share Capital)

1. Interpretation

In these Articles:

- “**Charity**”: the company governed by these Articles
- “**Act**”: Companies Act 1985 (and any amendments)
- “**Articles**”: this document
- “**Members**”: members of the Charity
- “**Trustees**” / “**Executive Committee**”: directors responsible for governance
- “**Office**”: registered office
- “**Secretary**”: company secretary or equivalent
- “**United Kingdom**”: Great Britain and Northern Ireland

Words take meanings from the Act unless stated otherwise.

2. Membership

- Members include subscribers and those approved by Trustees.
 - Trustees may refuse or accept applications at their discretion.
 - Members may resign, provided at least two remain.
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3. General Meetings

- An **AGM** must be held annually (max 15 months apart).
 - Other meetings are **Extraordinary General Meetings (EGMs)** if required.
 - Trustees or members may call meetings in accordance with the Act.
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4. Notice of Meetings

- AGM and special resolutions: **21 clear days’ notice**.
 - Other meetings: shorter notice if agreed by required majority.
 - Notices must include time, place, and business, and be sent to all members, Trustees, and auditors.
 - Accidental failure to notify does not invalidate proceedings.
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5. Proceedings at Meetings

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- **Quorum:** 10 members or one-tenth of membership (whichever is greater).
 - If not quorate, meeting adjourns or takes place with no decision made.
 - Chair: Trustee Chair or appointed Trustee/member.
 - Trustees may attend and speak.
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6. Voting

- One member = **one vote**.
 - Voting usually by show of hands; polls may be demanded.
 - Chair has a **casting vote** in case of a tie.
 - Members must have paid any dues to vote.
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7. Member Representation

- Organisations may appoint representatives to act and vote on their behalf.
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8. Trustees

- Minimum **3 Trustees**; no maximum unless set.
 - First Trustees are those named at incorporation.
 - Trustees manage the Charity's affairs and may exercise all powers.
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9. Trustee Powers

Trustees may:

- Manage funds and investments
 - Enter contracts
 - Act in furtherance of the Charity's objectives
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10. Appointment and Retirement

- One-third of Trustees retire annually by rotation.
 - Retiring Trustees may be reappointed after a year's gap.
 - New Trustees may be appointed by members or Trustees (until next AGM).
 - Candidates must be over 18 and not disqualified.
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11. Disqualification and Removal

A Trustee ceases office if they:

- Are legally disqualified
 - Become incapable
 - Resign (leaving at least two Trustees)
 - Are absent for 6 months without permission
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12. Trustee Expenses and Benefits

- Trustees may claim **reasonable expenses only**.
 - No remuneration unless permitted by governing documents.
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13. Trustee Proceedings

- Trustees regulate their own meetings.
 - Decisions by majority; Chair has casting vote.
 - **Quorum**: one-third of Trustees or three (whichever greater).
 - Trustees may form sub-committees.
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14. Financial Controls

- Bank accounts operated by Trustees.
 - Payments require **two Trustee signatures**.
 - Accounts must comply with legal requirements.
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15. Secretary

- Appointed and removed by Trustees.
 - Terms determined by Trustees.
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16. Records

- Trustees must keep minutes of:
 - Meetings
 - Decisions
 - Appointments

17. Accounts and Reporting

- Annual accounts prepared in accordance with law.
 - Trustees must file required returns with regulators.
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18. Notices

- Notices must be in writing (except Trustee meetings).
 - Delivered by post, in person or via email.
 - Deemed received after 48 hours.
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19. Indemnity

- Trustees and officers are indemnified against liabilities incurred in good faith, as permitted by law.
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20. Rules and Bye-laws

- Trustees may create rules for:
 - Membership
 - Conduct
 - Meetings
 - Use of premises
- Members may amend or revoke rules.
- Rules must not conflict with these Articles.