

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE
Articles of Association of



PRIDE (South East)

Interpretations

1. In these articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.

"The Company" means the above-named company.

"The memorandum" means the Memorandum of Association of the Company.

"The articles" means these Articles of Association.

"The Management Committee" means all those persons appointed to perform the duties of directors of the Company and "Management Committee member" means a director.

"Secretary" means any person appointed to perform the duties of the Secretary of the Company.

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

"LGBT" means Lesbian, Gay, Bisexual and Transgender.

"The Seal" means the common seal of the Company.

"Local Authority associated person" means:

(a) a member of a local authority;

(b) an officer of a local authority;

(c) a person who had at any time in the preceding four years been a member of a local authority;

(d) any other person so defined in Section 69(5) of the Local Government and Housing Act.

"The Commissioners" means the Charity Commissioners for England and Wales.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods 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 and associations 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.

Members

2. The first Members of the Company shall be the Subscribers to the Memorandum of Association.
3. The Management Committee may at their discretion admit to Membership individuals who support the objects of the Company, have attained the age of eighteen and have paid or agreed to pay the annual subscription as determined from time to time by the Management Committee. Provided always that if the Company is receiving fifty per cent or more of its core funding from the Local Authority(s) the proportion of Local Authority associated persons shall not exceed nineteen per cent of the total members having voting rights at a General Meeting of the Company.

Register of Members

4. The Company shall maintain a Register of Members in which shall be recorded the name, address and email address of every Member, and the dates on which they became a Member and on which they ceased to be a Member. 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 her, his name or address.

Cessation of Membership

5. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.
6. A Member shall cease to be a Member if s/he:
 - (a) Resigns in writing to the Secretary; or
 - (b) Dies; or
 - (c) Ceases to meet the membership criteria laid out in these articles;
 - (d) Fails to pay the annual subscription, for the time being in force, within three months of its becoming due; or
 - (e) Is expelled by a General Meeting for conduct prejudicial to the Company, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

General Meetings

7. The Company 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. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided the first Annual General Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation nor in the following year.
8. The business of an Annual General Meeting shall comprise:
 - (a) The consideration of the Report and Accounts presented by the Management Committee;
 - (b) The election of Management Committee members or announcement of the results if held beforehand (the members shall strive to ensure that the members of the Management Committee are LGBT);
 - (c) The appointment and the fixing of the remuneration of the auditor or auditors;

(d) Such other business as may have been specified in the notices calling the meeting.

9. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
10. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the Members of the Company, as provided by section 368 of the Act.

Proceedings at General Meetings

11. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, ten Members shall be a quorum. Provided that at no time shall more than fifty per cent of those persons present and eligible to vote be Local Authority associated persons.
12. 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. In any other case it shall stand adjourned until such time and place as the Management Committee may decide, and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The Members present at a meeting so adjourned shall constitute a quorum for that meeting only.
13. At every General Meeting the Chairperson of the Company - if there is one - shall preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
14. The Chairperson may with the consent of any 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 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—except in the circumstances described in article 13—it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

15. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the memorandum or articles of the Company, or to wind up the Company, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of votes cast at a General Meeting.
16. On any resolution to be decided on a show of hands, only Members present in person

shall be entitled to cast a vote.

17. Only one vote may be cast by each Member on any particular resolution. Proxy voting is not permitted.
18. Members are required to have been in membership of the Company for at least twenty eight (28) days in order to vote at any General Meeting of the Company or stand for election to the Management Committee.
19. 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 Chairperson that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favor or against such resolution.
20. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
21. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
22. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.
23. A resolution in writing, signed by all Members of the Company for the time being entitled to vote, shall be valid and effective as if it had been passed in General Meeting, and may consist of several documents in the same form, each signed by one or more Members.
24. A member shall declare an interest in, and shall not debate or vote in respect of any matter which she or he has a personal, material or financial interest and shall withdraw from any meeting where such a matter is discussed.

Notices

25. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Management Committee member 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.
26. Notice of every General Meeting shall be given in writing or via email to every Member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post or via email to each Member at the address recorded in the Register of Members and to other persons at their Registered Office.
27. Notice of all meetings shall be given exclusive of the day on which it is served and shall

specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Management Committee member or the auditor, 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.

28. Where notice is sent by post or by email, notice shall be deemed 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.
29. 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.

Management Committee

30. The company shall have a Management Committee comprising not less than three and not more than fourteen persons comprised as follows:

- (a) up to ten persons elected by the members at the AGM or by postal ballot. If postal ballot is used for the election, such persons elected shall not take up their elected post of Management Committee member until the end of the Annual General meeting following their election.
- (b) up to four persons appointed by the management committee for their appropriate skills and experience of benefit to the company.

All members of the management committee will be expected to be (or to become) members of the company.

The company shall strive to ensure that members of the management committee are LGBT wherever possible.

All elected or appointed Management Committee members should declare, prior to election or appointment any active party political activity and/or association (including employment) with Brighton and Hove City Council or other partner agency.

31. The Management Committee may also co-opt Members of the Company to fill casual vacancies on the Management Committee, provided that their appointment comes to an end at the next Annual General Meeting following their co-option, provided also that the total number of co-opted Management Committee members co-opted under this article and article 30(c) above does not exceed one-third of the total number of the Management Committee.
32. The initial Management Committee members shall be appointed by the subscribers to the memorandum.
33. For the avoidance of doubt, Management Committee members are directors of the Company within the meaning of the Act and charity trustees within the meaning of charity law.
34. At the second and every subsequent Annual General Meeting one-quarter of the elected

members of the Management Committee, or if their number is not a multiple of two then the number nearest to one-quarter rounded down, shall retire from office. The members to retire shall be those longest in office since their last election. Regarding members of the Management Committee who have been in office for the same length of time, the members to retire shall be selected by lot. A retiring Management Committee member shall be eligible for re-election subject to a maximum period of service of six years or two consecutive terms. Co-opted and appointed members of the Management Committee shall retire at the Annual General Meeting following their co-option but shall be eligible for further co-option.

35. Management Committee members may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the remaining Management Committee members may act for the purposes of increasing their number, or of summoning a General Meeting of the Company, but for no other purpose.

36. Under no circumstances shall any of the following serve as Management Committee members:

- (a) Employees of the Company;
- (b) Persons aged under eighteen years;
- (c) Persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
- (d) Persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.

37. The office of a Management Committee member shall be immediately vacated if s/he:

- (a) Resigns her/his office in writing to the Company; or
- (b) Ceases to be a Member of the Company; or
- (c) in the opinion of a majority of the Management Committee members, fails to declare her/his interest in any contract as referred to in these articles; or
- (d) Becomes bankrupt; or
- (e) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act; or
- (f) is removed by the members of the Management Committee following an investigation by said members into his/her conduct which has been deemed prejudicial to the Company. Provided that such a Management Committee member whose removal is proposed shall have the right to make representation to the meeting at which the decision is to be made;
- (g) s/he is, or may be suffering from mental disorder and either:-
 - (i) she/he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for her/his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to her/his property or affairs; or

(h) is disqualified by law from serving as a director of a company or as a charity trustee.

Powers and Duties of the Management Committee

38. The business of the Company shall be managed by the Management Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these articles required to be exercised or done by the Company in General Meeting.
39. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Management Committee must be signed by at least two Management Committee members.
41. Without prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.

Proceedings of the Management Committee

42. The Management Committee may meet together for the dispatch of business and may adjourn and otherwise regulate their meetings as they think fit.
43. The Secretary, on the requisition of two or more Management Committee members, shall summon a meeting of the Management Committee by giving reasonable notice to all its members. 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.
44. The quorum necessary for the transaction of the business of the Management Committee shall be three members of the Management Committee. Provided that at no time shall more than fifty per cent of those Management Committee members present and eligible to vote be Local Authority associated persons.
45. Questions arising at any meetings shall be decided by a majority of votes, each Management Committee member having one vote on each question to be decided. In the case of an equality of votes, the Chairperson of the meeting shall not have a second or casting vote and the vote shall be deemed to have been lost.
46. A Management Committee member shall declare an interest in and shall not speak or vote in respect of any matter in which they have a personal, material or financial interest or any matter arising from it, and shall withdraw from a meeting while such an issue is discussed.
47. At every meeting of the Management Committee the Chairperson of the Company shall

preside, but if s/he is not present twenty minutes after the time appointed for the commencement of the meeting then the Management Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.

48. The Management Committee shall cause accurate records to be made of:
- (a) The name, details and date of appointment of all persons appointed to office;
 - (b) The names of the Management Committee members, officers, Members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - (c) Minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - (d) All applications of the Seal to any document.
49. All such records and minutes shall be open to inspection at any reasonable time by any Management Committee member and by any person authorised by the Company in General Meeting. Minutes of General Meetings shall be available for inspection by any Member of the Company at any reasonable time.
50. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company 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, which regulations shall always include provision for regular and prompt reports to the Management Committee.
51. All acts done by the Management Committee or by any person acting as a Management Committee member shall, even if it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, 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.
52. A resolution in writing, signed by all the Management Committee members for the time being 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 documents in the same form, each signed by one or more Management Committee members.

Honorary Officers

53. The Company shall have such officers as the Management Committee may see fit, elected by the members of the Management Committee at their first meeting following the Annual General Meeting. In the event of a casual vacancy occurring in any officer post, the Management Committee may appoint one of their number to fill such vacancy until the next Annual General Meeting.

Secretary

54. The Management Committee shall appoint a Secretary of the Company upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
55. No remuneration may be paid to a Secretary who is also a Management Committee

member.

56. 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

57. If the Company has a Seal, it 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 and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted.

Accounts

58. The Management Committee shall cause proper accounts 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 Company and the matters in which the receipt and expenditure takes place;
- (b) All sales and purchases of goods by the Company;
- (c) The assets and liabilities of the Company.

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

60. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit.

61. 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 Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.

62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Management Committee members' 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 and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company 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.

63. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the Company to the Commissioners.

Audit

64. In accordance with the law for the time being in force the Company may—if it is eligible to

do so—apply the small company audit exemptions. Otherwise once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Annual report

66. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Indemnity

67. Subject to the provisions of the Act every Management Committee member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in her/his favors or in which s/he is acquitted or in connection with any application in which relief is granted to her/him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Regulations

68. The Company in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Management Committee and Sub-Committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All Members of the Company and the Management Committee shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

69. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these articles.