



## **REVIVAL, MIND IN BEXLEY AND EAST KENT MIND**

### **THE AIMS AND PURPOSE OF THE ORGANISATION:**

Revival is a not-for-profit community business addressing a local need, functioning fully as a social enterprise café and wellbeing hub set up by the mental health charity MIND in Bexley and East Kent. Although under the Mind in Bexley/East Kent Mind umbrella the organisation aims to be a self-funded and financially self-sufficient business and has its own structure, processes and Community Strategic Committee to support and guide, and to which it is accountable. The Community Strategic Committee has devolved authority to ensure Revival's specific aims, objectives are delivered in accordance with its own guiding documents and also adhere to the Mind in Bexley and East Kent Memorandum and Articles of Association (Appendix 3). A member of the Mind in Bexley and East Kent Board of Trustees will have a reserved position on the Revival Strategic Committee. Revival is a community membership social enterprise, with the aim of having 1000 members, who may also be members of the strategic committee or project steering groups. Members will be kept up to date with relevant issues, be contacted for feedback and suggestions and will benefit from a regular newsletter and member days.

Mind in Bexley remains the legal entity for official/legal agreements and Revival will use their company and charity number when required and rely on partnership working in relation to its mental health and wellbeing remit and the infrastructure that Mind in Bexley and East Kent, as a larger organisation, can provide. Mind in Bexley maintains a vested interest in Revival as an outreach enterprise and as part of its geographical reach into East Kent. The Revival Management Team and Community Strategic committee have full devolved authority for all business and organisational matters relating to Revival and any external parties. The Mind in Bexley Board will advise or guide when requested but will not be involved in any day to day or organisational matters, it will however, step in to protect its interests or charitable aims if requested to by the Revival Management Team, Community Strategic Committee (which may include a trustee) or if it deems it necessary under any other circumstances. Any and all involvement, input or representations of the Mind in Bexley Board outside of this will be via Dr David Palmer CEO or a local Trustee.

### **Our purpose:**

Revival's aims are to become the hub of local community mental health information and support whilst facilitating peer support and initiatives for improved mental health, raising mental health awareness and challenging stigma.

To provide a community space with the aim of ensuring inclusive access to all, reducing isolation and ensuring safe access for those having suffered, currently suffering or vulnerable to mental health concerns and their families and carers.

To work collaboratively with local partners and other community organisations within Whitstable and the Canterbury District to create effective referral pathways and develop

necessary services to promote positive mental health and wellbeing that recognise the links between physical and mental health and the social, cultural and economic impacts on mental health and wellbeing.

To engage our beneficiaries and the community in events and activities to promote mental health and wellbeing as a preventative approach to mental health crisis.

To provide employment and volunteer opportunities, training, upskilling and support to those having suffered, currently suffering or caring for those suffering with mild to moderate mental health issues and are at a sufficient stage in their recovery to be able to engage, support others and to return or maintain employment.

To facilitate the development of East Kent Mind with regard to outreach, social media, learning support, shared staffing, partnership working and joint fundraising. Once established Revival will use the EKM tag line in all of its marketing and communications due to the clearer geographical remit.

**These aims will be achieved via:**

- The setting up of an inclusive Community mental health café in central Whitstable.
- The development of facilitated peer support groups to meet regularly within the café space.
- Providing café space available for local groups to meet, from book clubs to knitting and self-help groups, community events, groups and support meetings.
- Bringing the community together by hosting inclusive social events and activities, fundraising evenings, supporting National Mental health initiatives, undertaking activities and workshops for family and teens and developing local wellbeing initiatives and information services.
- Providing up to 4 permanent full or part time staff positions for those with lived mental health experience. These positions will actively improve skills through training and experience, support & empower employees to make effective career decisions and provide on-going mental health support and supervisions during times of need.
- Engaging in local partnerships to support our mental health outreach.
- Engaging with local volunteer organisations to recruit and train a core of volunteers to support the work we do either in the Café or as part of our project work.
- Community led Strategic Committee and regular community steering group meetings with local stakeholders and beneficiaries to ensure that we are responding to community need and adapting when necessary. In addition to a Revival community membership scheme whereby local residents invest £10 a year in ensuring Revival's long-term viability and remain interested parties in Revival's future.

The café will have a vegetarian menu that is freshly prepared using local produce where possible and offering an inclusive menu with 90% offering gluten free or vegan options. It will undertake both internal and external events catering and will be fully licenced. The café will provide opportunities for family cooking and craft workshops and Food & Mood wellbeing initiatives. Business aims and values are contained in Appendix 1.

### **Specific programmes and initiatives adopted to fulfil its aims:**

**Mental Health Employee Support:** We offer employment support to those who have suffered mental health distress or are currently accessing Mental Health Services. The importance of employment and a supportive workplace is well established <https://www.nice.org.uk/guidance/ph22>  
<https://www.mind.org.uk/workplace/mental-health-at-work/>

All staff have access to this programme that provides 6 weeks intensive support for either Revival based peer support or external support programmes. Flexible working will be instituted during difficult or crisis moments and regular well-being checks will be made by senior staff. Mental health training will be undertaken by staff for better understanding of their mental health needs and the support they require and that is available to others. There will be regular staff supervisions and support need updates throughout staff employment.

**Peer to Peer Support and Support Groups:** Bringing people together, sharing experiences and listening to others is a highly successful way to combat isolation and improve well-being. Our community space will be open to any social support group that wants to utilise it, with consideration of the operating functions of the café and other customers. We will facilitate our own peer support groups by upskilling Revival staff to take ownership to include managing promotion and monitoring. There is a support structure in place with a Mental Health Therapist who will help to develop and support these groups and for clinical supervision. Staff will be trained as facilitators on issues of concern or transference and to ensure effective co-production and a safe, boundaried and sustainable group structure. Our initial focus will be: Men's Talk and Women's Wellness (domestic violence trained facilitator to supervise).

**Peer mentoring:** Our peer support groups and feedback and monitoring demonstrates the need for specific 1:1 targeted support for many beneficiaries. Revival mentoring will upskill and train staff, volunteers and, when appropriate, peer support group attendees to be peer mentors. The Mental Health and Wellbeing coordinator at East Kent Mind will facilitate the onboarding, training and facilitate the programme. The Mentoring relationship will be based on the goal orientated Recovery Star model which is a proven model of success. Beneficiaries will be referred via referral partnerships and pathways with the aim of facilitating self-referrals when capacity and funding allows.

**Partnerships & Collaboration:** Revival will work in collaboration to achieve its aims. Revival recognises the importance of positive working relationships, developing links with local networks and creating and maintaining partnerships to ensure local services being developed are needed, targeted and effective. Revival will ensure that the experience of the user is represented on its strategic committee and will undertake regular evaluation based on feedback and will aim to create a regular steering group for its established and developing support services.

**Pay It Forward:** This is an essential part of our inclusive ethos ensuring that we function properly as a community café and reduce isolation. The economic impacts on mental health are well known, food poverty and insecurity is a contributing factor to developing mental health issues and compounding existing ones. We will undertake outreach and advertising and work with local community groups to ensure that our service is known and accessible. This service has a wide remit to include anyone suffering from food poverty, isolation, loneliness, mental health or other social, economic or health barriers to full participation in a community space. The pay-it-forward scheme is also available for our partnerships, community events and activities such as our children's cooking workshops and social events.

**Community events, activities and fundraising:** The café will undertake regular events and activities, to include National Mental Health events to engage with the community and form part of the community outreach of Revival. Events will be targeted to include Teens: film club, open mic events, Families and children: cooking and craft workshops, Elderly: quiz, Dinner Dance Social. In order to support our work Revival will undertake regular fundraising events, we will aim for these events to have the dual outcome of bringing the community together and raising funds, such as our curry and quiz nights.

**Supported Learning:** We work with Canterbury College and East Kent College offering supported learning placements, both short and long term. These placements will provide opportunities for employment experience and training to equip the students with the confidence to move into the workplace at the end of the placements.

## **ORGANISATIONAL STRUCTURE:**

Revival café and wellbeing was set up by Mind in Bexley as part of the extension of its geographical outreach into East Kent and now works closely with East Kent Mind to fulfil its aims and objectives. Although the Café remains under the Mind in Bexley/East Kent Mind umbrella its aim is to be a financially independent functioning community social enterprise business within it. Revival is fundamentally community led via its Community Strategic Committee, local staff team and Community Membership.

Revival café & Wellbeing is supported by a Local Management Team and Community Strategic

Committee which links into the Mind in Bexley Board that is bound by Charity commission and Company house regulations, Charity No. 1110130 Company No. 05393807 via David Palmer (CEO). Further explanation of the structure can be found in the introduction of the document.

In order to carry out the community and charitable aims and purposes the Revival Community Strategic Committee and Management have the power to:

- (1) raise funds, receive grants and donations
- (2) apply for funds to carry out the work of the organisation and East Kent Mind
- (3) co-operate with and support other charities with similar charitable purposes
- (4) do anything which is lawful and necessary to achieve the charity's purposes.

#### **Strategic committee:**

- (1) Revival café & Wellbeing shall be supported by a Community Strategic Committee. Members are appointed by agreement with Committee members, Mind in Bexley and East Kent Mind CEO and Revival Management.
  - The committee membership list must include: The full name of the member
  - The full address of the member
  - A contact telephone number (if available)
  - An email address (if available)
- (2) The Committee will have a minimum of 3 members to a maximum of 8, and a trustee of MIBAEK.
- (3) The committee will meet by-monthly
- (4) The Mind in Bexley and East Kent Mind CEO and Senior Revival Management may remove a person's membership if they believe it is in the best interests of the organisation. The member has the right to be heard before the decision is made and can be accompanied by a friend.
- (5) The Committee will support Revival in its strategic and will work with community steering groups on specific projects.
- (6) At least 2 committee members must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- (7) A meeting of the committee members may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.
- (8) If members have a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.

Committee members must:

- Strive to attend all meetings, sending apologies to the chair for necessary absences.
- Prepare for the meeting by reading the agenda, papers and emails before the meeting.
- Talk to the chair before the meeting if you need to clarify anything.
- Arrive on time. Stay to the end.
- Participate fully in the meeting.
  - Listen to what others have to say and keep an open mind. ○  
Contribute positively to the discussions.
  - Try to be concise and avoid soliloquies/speeches.
- Help others concentrate on the meeting. Discourage side conversations.
- Have the best interests of the organisation/beneficiaries in mind at all times.
- Draw attention to any potential conflicts of interest that may arise in the meeting.
- Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.
- Adhere to the SC code of conduct (Appendix 2)

#### **MONEY AND PROPERTY:**

- (1) Money and property must only be used for the businesses purposes.
- (2) The Business must keep accounts. Unless the business converts to a CIC (Community Interest Company) all accounting will be carried out or monitored by Mind in Bexley accountants and reporting included in their accounts as a non-funded independent social enterprise arm of the charity.
- (3) Committee members cannot receive any money or property from the business, except to refund reasonable out of pocket expenses, unless permitted by law.
- (4) Money must be held in the businesses bank account. As the bank account is set up by Mind in Bexley and East Kent, it will be known as Mind in Bexley, Whitstable Account for banking purposes. The bank account is to function as a completely separate business account for Café Revival transactions only and is independent from Mind in Bexley and East Kent.

#### **GENERAL MEETINGS**

If the business Management consider it is necessary to change the constitution, or dissolve the business, they must call a General Meeting so that the strategic committee membership can make the decision. All members must be given 14 days' notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Dissolution clause** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one. The chosen Charity is Mind in Bexley and East Kent.

## SIGNITORIES:

These Governing Documents/constitution was adopted on 1 August 2017 by the people whose signatures appear below. They are the first members of the business organisation:



Signed Print name

date:

Mr David Palmer

1/8/17



Ms Deborah Haylett

1/8/17



Ms Gill Homes

1/8/17



Ms Julie Ann Hoffman

1/10/2019

Updated: January 2022



## Appendix 1: Café Revival Summary Business aims and values:

<b>Vision</b> <p>– To create a profitable, sustainable, inclusive social enterprise cafe and Hub raising awareness and challenging mental health stigma. To support the development and expansion of East Kent Mind.</p>	
<b>Strategic Imperatives</b> <ul style="list-style-type: none"> <li>• To be the No 1 recognised and known social enterprise cafe in Whitstable supporting mental health and removing the stigma.</li> <li>• To help establish and support the expansion of East Kent Mind and the Revival café model within service hubs.</li> <li>• To focus on coordination and development of peer support working in partnership with other local organisations and to grant fund to ensure reach and sustainability.</li> <li>• To become one of the Hubs of East Kent Mind for those in need of support and additional resources.</li> <li>• To strategically campaign to engage visitors to ‘Choose us’ by being a café with a difference.</li> </ul>	
<b>Customer</b> <ul style="list-style-type: none"> <li>• The local community and visitors to the area</li> <li>• Those choosing to make a difference to others</li> <li>• Those suffering or on a pathway to recovery from mental health distress</li> <li>• Friends and families of those affected by mental health</li> <li>• Volunteers supporting self-improvement groups</li> <li>• Staff members needing support for their own mental health or as carers for those with mental health issues.</li> </ul>	<b>Goals</b> <ul style="list-style-type: none"> <li>• To raise awareness of Revival as a social enterprise and a driver behind the success of East Kent Mind.</li> <li>• Deliver the Key Messages of Revival to the local community and visitors to the area.</li> <li>• Support those in the community with mental health issues and remove the stigma from this vulnerable group of people via national and local campaigns, signposting and information sharing and development and support of peer support groups to include grant funding.</li> <li>• To provide an Employment support programme for potential staff needing support to return to the workplace, current staff needing new or on-going support with mental health issues and for staff providing support for family members suffering mental health issues.</li> </ul>



## Appendix 2: Revival Strategic Committee Code of Conduct

### STRATEGIC COMMITTEE: CODE OF CONDUCT

I will respect and uphold the values of Revival/East Kent Mind

- **Inclusiveness** – we recognise that diversity is strength and will seek to involve all people, as active participants in their community.
- **Responsive** – we will strengthen the efforts of individuals and groups to meet community needs and make a difference.
- **Quality** – we will strive for excellence in the delivery of our services and activities.
- **Connected** – we will work with others through local and regional cross-sectoral links and partnerships to enhance community well-being.
- **Accessible** – we will provide fair and open access to volunteer opportunities and support.
- **Forward looking** – we will recognise the need for continual review and improvement.
- **Impact focused** – we believe that success is measured by outcomes, and will seek to deliver results that benefit both individuals and the community.

### GENERAL

- I will act within the governing document of Revival and the law, and abide by the policies and procedures of the organisation. This includes having a knowledge of the contents of the Memorandum & Articles of Association and relevant policies and procedures.
- I will support the objects and mission of Revival, championing it, using any skills or knowledge I have to further that mission and seeking expert advice where appropriate.
- I will be an active strategic committee member, making my skills, experience and knowledge available to the Revival Strategic Committee and seeking to do what additional work I can outside steering group meetings, including sitting on sub-committees, volunteering and research and development.
- I will respect organisational, Strategic Committee and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
- I will develop and maintain a sound and up-to-date knowledge of Revival and its environment. This will include an understanding of how Revival operates, the social, political and economic environment in which it operates and the nature and extent of its work.
- I will use resources responsibly, if claiming expenses will do so in line with procedures.
- I will seek to be accountable for my actions and will submit myself to whatever scrutiny is appropriate.
- I accept my responsibility to ensure that Revival is well run and will raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

## **MANAGING INTERESTS**

- I will not gain materially or financially from my involvement with Revival unless specifically authorised to do so.
- I will act in the best interests of Revival as a whole, and not as a representative of any group – considering what is best for Revival and its present and future beneficiaries and avoiding bringing Revival into disrepute.
- Unless authorised, I will not put myself in a position where my personal interest's conflict with my duty to act in the interests of the organisation. Where there is a conflict of interest, I will ensure that this is managed effectively in line with policy.
- I understand that a failure to declare a conflict of interest may be considered to be a breach of this code.

## **MEETINGS**

- I will attend all appropriate meetings and other appointments at Revival or give apologies. If I cannot regularly attend meetings, I will consider whether there are other ways I can engage with Revival
- I will prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything I do not understand, thinking through issues before meetings and completing any tasks assigned to me in the agreed time.
- I will actively engage in discussion, debate and voting in meetings, contributing in a considered and constructive way, listening carefully, challenging sensitively and avoiding conflict.
- I will participate in collective decision making, accept a majority decision and will not act individually unless specifically authorised to do so.

## **RELATIONS WITH OTHERS**

- I will endeavour to work considerately and respectfully with all those I come into contact with at Revival. I will respect diversity, different roles and boundaries, and avoid giving offence.
- I recognise that the roles of Trustees, Strategic Committee, volunteers and staff of Revival and East Kent Mind are different, and I will seek to understand and respect the difference between these roles.
- Where I also volunteer with the organisation, I will maintain the separation of my role as a strategic committee member and as a volunteer.
- I will seek to support and encourage all those I met at Revival. I recognise my responsibility to support the chairperson and the senior staff member.
- I will not make public comments about the organisation unless authorised to do so. Any public comments I make about Revival will be considered and in line with organisational policy, whether I make them as an individual or as a strategic committee member.

## LEAVING THE STRATEGIC COMMITTEE

- I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the steering committee.
- Should this happen, I will be given the opportunity to be heard. In the event that I am asked to resign I will accept the majority decision of the group in this matter and resign at the earliest opportunity.
- If I wish to cease being a volunteer steering group member at any time, I will inform the chairperson in advance (giving as much notice as possible) in writing, stating my reasons for leaving.

Signed \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

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**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL**

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

**MIND IN BEXLEY LTD**

**INCORPORATED ON: 16<sup>TH</sup> MARCH 2005**

**SPECIAL RESOLUTION ON: 27<sup>TH</sup> FEBRUARY 2020**

**COMPANY NUMBER: 5393807**

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WEDNESDAY



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19/08/2020

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COMPANIES HOUSE

**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF**  
**MIND IN BEXLEY LIMITED**

**1. The Company's name is MIND IN BEXLEY LIMITED**

(and in this document it is called "Charity")

**2. The Charity's registered office is to be situated in England.**

**3. The Charity's objects ("the Objects") are**

(a) To promote the preservation of mental health and to assist in relieving and rehabilitating persons suffering from mental disorder or conditions of emotional or mental distress requiring advice or treatment within Kent, and in particular, Bexley, East Kent and its environs, in association with the Charity MIND and in accordance with the aims and objects of the Charity MIND.

**4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:**

(a) To establish and support or aid in the establishment of any charitable associations or institutions, or social enterprises calculated to achieve the objects of the charity and to subscribe or guarantee money for such purposes.

(b) To obtain, collect and receive money and funds by way of contribution, donations, subscriptions, grants or any other lawful method, and to accept and secure gifts of property of any description (whether subject to any special trusts or not) for or towards the above purposes of any of them.

(c) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;

(d) to raise funds and to invite and receive contributions: provided that in raising funds, the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;

(e) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;

(f) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;

(g) to establish or supply any charitable trusts, associations or institutions formed for all or any of the Objects;

(h) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

(i) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;

j) to do all such other lawful things as are necessary for the achievement of the objects.

k) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or a security for a grant or the discharge of an obligation. The charity must comply as appropriate with Section 124-126 of the Charities Act 2011, if it wishes to mortgage land.

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in this document shall prevent any payment in good faith by the Charity:

(1) of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;

(3) of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(6) to any trustee of reasonable out-of-pocket expenses.

6. There is no liability on the members. The liability of the members of the Management Committee is limited.

7. Every member of the Management Committee of the Charity undertakes to contribute such amount as may be required (not exceeding £1) to the Charity's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Charity's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

**8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.**



I, the person whose name and address is written below, wish to be formed into a company under this memorandum of association.

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Signature, Name and Address of Subscriber

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Name: Shaheen Westcombe



Address: 2A Devonshire Road

Bexleyheath

Kent DA6 8DS

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Dated: 17<sup>th</sup> August 2020

Witness to the above Signature:

Name: Baldev Goyal



Address: 2A Devonshire Road

Bexleyheath

Kent DA6 8DS

Occupation: Finance Manager

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**THE COMPANIES ACTS 1985 AND 1989**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION OF**  
**MIND IN BEXLEY LIMITED**

**INTERPRETATION**

**1.** In these articles:

"the Charity" means the company intended to be regulated by these articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the articles" means these Articles of Association of the Charity;

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

"the memorandum" means the memorandum of association of the Charity;

"office" means the registered office of the Charity;

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

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

"the trustees" means the directors of the Charity (and "trustee" has a corresponding meaning);

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

words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

## **MEMBERS**

2. (1) the subscribers to the memorandum and such other persons or organisation as are admitted to membership in accordance with the rules made under Article 61 shall be members of the Charity. No person shall be admitted a member of the Charity unless his application for membership is approved by the trustees.  
  
(2) unless the trustees or the Charity in general meeting shall make other provision under Article 61, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.

## **GENERAL MEETINGS**

3. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall also allow trustees to meet virtually and hold virtual annual general meetings, when necessary, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next: provided that so long as the Charity holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.
4. The trustees 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 trustees to call a general meeting, any trustee or any member of the Charity may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

5. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a trustee 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 may be called by shorter notice if it is so agreed:

(1) in the case of an annual general meeting, by all the members entitled to attend and vote; and

(2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.

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.

The notice shall be given to all the members and to the trustees and auditors.

6. The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

**7.** No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the greater, shall constitute a quorum.

**8.** If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, 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 trustees may determine.

**9.** The chairman, if any, of the trustees or in his absence some other trustee nominated by the trustees shall preside as chairman of the meeting, but if neither the chairman nor such other trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

**10.** If no trustee is willing to act as chairman, or if no trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

**11.** A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

**12.** The chairman 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 business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had 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.

**13.** 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:

- (1) by the chairman; or
- (2) by at least two members having the right to vote at the meeting; or
- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

**14.** Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried 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 of or against the resolution.

**15.** The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal shall not invalidate the result of a show of hands declared before the demand for the poll was made.

**16.** A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

**17.** In the case of an equality of votes whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

**18.** A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is 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.

**19.** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **VOTES OF MEMBERS**

**20.** Subject to Article 17, every member shall have one vote.

**21.** No member shall be entitled to vote at any general meeting unless all monies then payable by him to the Charity have been paid.

**22.** 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 chairman whose decision shall be final and conclusive.

**23.** A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

**24.** Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

## **TRUSTEES**

**25.** The number of trustees shall be not less than three and not more than seven.

**26.** The first trustees shall be those named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be appointed as provided subsequently in the articles.

## **POWERS OF TRUSTEES**

**27.** Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the memorandum or the articles and no such direction shall invalidate any prior act of the trustees 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 trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.

**28.** In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the charity;

(2) to enter into contracts on behalf of the Charity.

## **APPOINTMENT AND RETIREMENT OF TRUSTEES**

**29.** At the first annual general meeting all the trustees shall retire from office, and at every subsequent annual general meeting one-third of the trustees who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office; but, if there is only one trustee who is subject of retirement by rotation, he shall retire.

**30.** Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

**31.** If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.

**32.** No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

(1) he is recommended by the trustees; or

(2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

**33. No person may be appointed as a trustee:**

- (1) unless he has attained the age of 18 years; or
- (2) in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 38.

**34. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a trustee retiring by rotation at the meeting) who is recommended by the trustees for appointment or reappointment as a trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a trustee.**

**35. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee and may also determine the rotation in which any additional trustees are to retire.**

**36. The trustees may appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee provided that the appointment does not cause the number of trustees to exceed any number fixed by or in accordance with the articles as the maximum number of trustees. A trustee so appointed shall hold office only until the next following annual trustee meeting and shall not be taken into account in determining the trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.**

**37. Subject as aforesaid, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.**

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

**38. A trustee shall cease to hold office if he**

- (1) ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (3) resigns his office by notice to the Charity (but only if a least two trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated.

## **TRUSTEES' EXPENSES**

**39. The trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.**



## **TRUSTEES' APPOINTMENTS**

**40.** Subject to the provisions of the Act and to Clause 5 of the memorandum, the trustees may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the trustees determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A managing director and a trustee holding any other executive office shall not be subject by retirement by rotation.

**41.** Except to the extent permitted by clause 5 of the memorandum, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.

## **PROCEEDINGS OF TRUSTEES**

**42.** Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee 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 chairman shall have a second or casting vote.

**43.** The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.

**44.** The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

**45.** The trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the trustee so appointed shall preside at every meeting of trustees at which he is present. but if there is no trustee holding that office or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of the meeting.

**46.** The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees.

**47.** All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.

**48.** A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees, shall be as valid and effective as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.

49. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees.

## **SECRETARY**

50. Subject to the provisions of the Act, the secretary shall be appointed by the trustees for such term, at such remuneration (if not a trustee) and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

## **MINUTES**

51. The trustees shall keep minutes in books kept for the purpose:

- (1) of all appointments of officers made by the trustees; and
- (2) of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting.

## **THE SEAL**

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

## **ACCOUNTS**

53. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

## **ANNUAL REPORT**

54. The trustees shall comply with their obligations under the Charities Act 1992 (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.

## **ANNUAL RETURN**

55. The trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **NOTICES**

56. 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 trustees need not be in writing.

57. The Charity may give any notice to a member either person or by sending it by post in a prepaid envelope addressed to the member at his 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 company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

**58.** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

**59.** Proof that an envelope containing a notice was properly addressed, prepared and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **INDEMNITY**

**60.** Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **RULES**

**61.** (1) The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

(i) the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or any their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

(ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;

(iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(iv) the procedure at general meetings and meetings of the trustees and committees of the Trustees in so far as such procedure is not regulated by the articles;

(v) generally, all such matters as are commonly the subject matter of company rules.

(2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws, which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum of the articles.

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Signature, Name and Address of Subscriber

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Name: Shaheen Westcombe

Address: 2A Devonshire Road

Bexleyheath

Kent DA6 8DS



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Dated: 17<sup>th</sup> August 2020

Witness to the above Signature:

Name: Baldev Goyal

Address: 2A Devonshire Road

Bexleyheath

Kent DA6 8DS



Occupation: Finance Manager

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