

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

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**TAMIL ASSOCIATION OF BRENT**

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In this Memorandum:

- |           |   |
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| "Charity" | means the   |
| "Objects" | means the object of the Charity as specified in Clause 3 of this Memorandum |
| "Trustee" | means a director of the Charity   |

1. The name of the Company is The Tamil Association of Brent (and in this document is called the Charity).
2. The Charity's registered office is to be situated in England and Wales.
3. The Charity's Objects are:-

(a) For the public benefit in the London Borough of Brent & its neighbouring boroughs [*Adopted and incorporated at the AGM on 27<sup>th</sup> April 2008*] *previously*, for the public benefit in the London Borough of Brent], and in particular for the benefit of those members of the public who are Tamils or of Tamil origin by:-

- (i) Advancing education in Tamil language, literature, music culture, history traditions and other subjects;
- (ii) Relieving poverty, sickness and distress through the provision of advice, information and other assistance;

- (iii) Providing and assisting in the provision of facilities for the education, recreation and leisure-time occupation of children and young people so as to assist them in growing to full maturity as individuals and as members of society; and
  - (iv) Providing and assisting in the provision of facilities for the recreation and other leisure-time occupation of the said inhabitants in the interests of social welfare and so that their conditions of life may be improved.
- (b) To further charitable purposes, in particular for the relief of poverty, sickness and distress, elsewhere in the United Kingdom and overseas
4. In furtherance of the above Objects but not further or otherwise the Charity may exercise the following powers:
- (a) To provide a meeting place for genuine promoters of Tamil language and culture.
  - (b) To participate and co-operate with other charitable organisations and associations having objects similar to those of the Charity.
  - (c) To administer and maintain a suitable library and also publish literature related to Tamil language and Culture.
  - (d) To obtain, collect and receive money and raise funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method and to accept and receive gifts of property of any description (whether subject to any special trust or not) Provided that the Charity shall not undertake any substantial trading activities in raising funds for the Objects of the Charity other than such trading activities as may be permitted by law or by the Charity Commissioners;
  - (e) Establish, manage and promote educational classes.
  - (f) Lobby parliamentarians, Central government and local government representatives to include Tamil language and culture in the National curriculum.
  - (g) Organise lectures, demonstrations, workshops to promote health initiatives.
  - (h) Provide day centre, meals on wheels and home visits for the old and infirm in the local community
  - (i) To borrow and raise money subject to such as may be required by law from time to time for the furtherance of the Objects of the Charity in such manner and on such security as the Charity may think fit;
  - (j) To acquire, lease, rent, hold, alter, improve and subject to such consents(if any) as may be required by law to charge or otherwise

dispose of freehold and leasehold land and buildings for the purpose and objects of the Charity.

- (k) 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;
  - (l) Subject to clause 5 below to employ such staff who shall not be Trustees of the Charity as are necessary or desirable for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants;
  - (m) To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
  - (n) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of these Objects or similar charitable purposes and to exchange information and advise with them;
  - (o) 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;
  - (p) To do all other such lawful things as are necessary desirable or reasonable for the achievement of the Objects.
  - (q) Open and operate accounts with UK registered banks and building societies and where appropriate invest excess funds in Government bonds or in the National Savings Bank.
5. The income and property of the Charity shall be applied solely towards the promotion of its Objects as set out in this Memorandum and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus other 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 monies worth for the Charity; Provided that nothing in this document shall prevent any payment in good faith by the Charity:-
- (a) Of the usual professional charges for business done by any Trustee who is a solicitor, accountants or other person engaged in 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.
  - (b) Of reasonable and proper remuneration of any member, officer or servant of the Charity who is not a Trustee;

- (c) Of interest on money lent by any member of the Charity or Trustees at a reasonable and proper rate per annum not exceeding 2 per cent above the published base lending rate of a clearing bank to be selected by the trustees;
- (d) 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 1/100<sup>th</sup> part of the issued capital of that company.
- (e) Of reasonable and proper rents for premises demised or let by any member of the Charity or a Trustee;
- (f) To any Trustee of reasonable out-of-pocket expenses.

6. The liability of the members is limited.

7. Every member of the Charity undertakes to contribute such amounts as may be required (not exceeding £10) 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 and 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 profits 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.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association

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Names, addresses and Descriptions of Subscribers

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**DATED** the                      day of                      2000

**WITNESS** to the above signatures:-

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

**ARTICLES OF ASSOCIATION**  
**OF**  
**TAMIL ASSOCIATION OF BRENT**

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**INTERPRETATION**

1. In these Articles:

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

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

"Auditors" means the auditors of the Charity appointed from time to time by the Trustees.

"Board" means the Trustees acting collectively with a quorum under the terms of these Articles

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

"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;

"Memorandum" means the Memorandum of Association of the Charity;

"Objects" means the objects of the Charity as defined and specified in the Memorandum

"office" means the registered office of the Charity

"seal" means the common seal of the Charity (if it has one)

"Company 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;

"Trustee" means a Director of the Charity (and "Trustee" has a corresponding meaning)

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

- words importing the masculine gender only shall include the feminine and neuter genders and vice versa.
- subject to this Article words and 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 shall be the first members of the Charity. Thereafter the total number of members of the Charity at any time shall not be less than one hundred.

(2) Membership shall be open to all persons aged eighteen and over, who support the advancement of the Objects of the Charity and who

(a) are dedicated to actively furthering the Objects of the Charity and

(b) whose application for membership is approved by the Board of the Trustees and

(c) who shall have paid such subscription as may from time to time be decided by the Trustees on the approval of the members.

(3) The Membership year will run from April 1<sup>st</sup> to 31<sup>st</sup> March next year. Membership fees will become due on April 1<sup>st</sup> of each year.

3. Unless the Trustees in general meeting shall make other provision under Article 4, 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 one hundred.

4. A person shall cease to be a member if;

- (a) he/she resigns voluntarily by giving notice to the Secretary of the Charity in writing; or
- (b) his/her subscription is in arrears for more than 3 months from the date that it fell due; or
- (c) he/she becomes unsound in mind; or
- (d) a vote of no confidence is passed on him by the members; or
  
- (e) his/her name is struck off from the register of members by a decision of the Trustees on the grounds that his/her activities do not conform with the Objects of the Charity. Such a decision shall be subject to endorsement by the members at the next Annual General Meeting.

5. Any person who ceases to be a member shall not be admitted on the premises being used by the charity, or permitted to take part in any activities of the charity or hold any office.
  
6. Any person who ceases to be a member on the grounds stated in article 4 (e) above may be reinstated by a decision of the Trustees upon written request lodged by him/her with the Secretary of the Charity provided that he/she reaffirms his/her faith in the Objects of the Charity and gives a solemn undertaking to carry out the obligations of membership under this governing instrument in good faith and provided that all arrears of subscription have been paid to the Charity.
  
7. A register of members shall be maintained by the secretary to the Board of Trustees.

## **GENERAL MEETINGS**

8. The charity shall hold an Annual General Meeting (AGM) in each year in addition to any other meetings in that year, 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 AGM of the Charity and that of the next. The AGM shall be held at such times and places as the Trustees shall appoint.
  
9. General meetings may be called by a minimum of four Trustees or may be called by a written request addressed to the Secretary of the Charity from not less than fifty members of the Charity. On receipt of such written request the Trustees shall forthwith and in case no later than 28 days after the receipt of the request proceed to convene a SGM. Only business specified by the Board or requested by the members who called the meeting shall be discussed at the SGM.

## **NOTICE OF GENERAL MEETINGS**



10. (1) An AGM or an SGM shall be called by giving at least twenty one Clear Days' notice but a general meeting may be called by shorter notice if it is agreed as follows:
- (a) in the case of an AGM, by all the members entitled to attend and vote; and
  - (b) 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 representing not less than 95 per cent of the total voting rights at that meeting of all the members.
- (2) 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 AGM, shall specify the meeting as such.
- (3) The notice shall be given to all the members and to the Trustees and Auditors.

11. All such notices which are required or authorised by these Articles shall be sent by post addressed to all the members' addresses found in the register of members maintained by the Trustees and the Charity provided:

- (a) that such notice, when posted, shall be deemed to have been given by the time at which the letter containing it would be delivered in the ordinary course of post; and
- (b) that no notice of any meeting or election need be given to any member if in the register above mentioned he/she has no address in the United Kingdom ; and
- (c) notice sent to any Trustee or Member at the address contained in the above mentioned register shall be deemed validly given notwithstanding that such notice may not have been received.
- (d) 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
- (e) a member present, at any meeting of the Charity, shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

12. Any member of the Association may submit to the Board any resolutions for adoption at the AGM. It shall be signed by the proposer and a seconder and

received by the secretary of the Board by the 1st Saturday in October [*(Adopted at the AGM held on 28<sup>th</sup> April 2019), previously March*].

13. The Board will review resolutions received by the due date for compliance with the Memorandum of Association and Articles of Association and all compliant resolutions will be included for discussion and approval at the AGM. Non compliant resolutions shall be returned to the proposer with reasons for non compliance, no later than 7 days after the closing date for submission of resolutions. In such an event the proposer will be given one opportunity to submit a revised resolution within 7 days or a specified date.
14. Copies of resolutions accepted for discussion and approval at the AGM shall be posted to each member with the notice of the AGM. Copies of non compliant resolutions shall also be included with reasons for their non compliance.
15. The Treasurer of the Board shall present audited accounts for adoption. The accounts shall have been audited by a qualified accountant appointed at the preceding AGM.
16. Nomination for vacant posts shall close 7 clear days before the date of election and should be received by the Secretary to the Board by that date. All nominations shall be signed by both the proposer and the seconder and by the person nominated signifying his willingness to accept the post if elected.
17. No more than one member of a family unit defined as a person's parent, spouse and unmarried children shall be eligible for election to the Board.
18. If more than one nomination from a family is received only the first one received by the secretary to the Board will be treated as valid.
19. All valid nominations for vacant posts should be posted to members giving both the name of the proposer and seconder.

## **PROCEEDINGS AT GENERAL MEETINGS**

20. No business shall be transacted at any meeting unless a quorum is present. Ten members or one-tenth of the total number of members of the Association whichever number is the greater physically present at the meeting shall constitute a quorum.
21. Not Used
22. The chairperson, if any, of the Trustees or in his/her absence some other Trustee nominated by the Trustees shall preside as chairperson of the meeting, but if neither the chairperson or such other Trustees within fifteen minutes after

the time appointed for holding the meeting or the quorum being present (whichever is later) are willing to act, the Trustees shall elect one of their number to be chairperson and, if there is only one Trustee and willing to act, he/she shall be chairperson.

23.If no Trustee is willing to act as chairperson, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting or the quorum being present (whichever is later), the members present and entitled to vote shall choose one of their number to be chairperson.

24.A Trustee shall be entitled to attend and speak at any general meeting.

25.The chairperson 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.

26.Minutes of all General meetings shall be recorded by the secretary of the Board and shall be available for inspection at an appointed time, provided that four weeks notice is given.

## **VOTES OF MEMBERS**

27.Every member shall have one vote.

28.A resolution put to the vote of a meeting shall be decided on a show of hands. Every member who is present in person, or being a corporation is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote. Except where otherwise required by these Articles or the Act, a resolution put to a vote of a meeting shall be decided on a simple majority by a show of hands. In case of equality of votes (other than elections) the chairperson shall have a second vote. Resolutions passed at an AGM or SGM shall come into effect as soon as the meeting is closed or after 24hours whichever occurs first.

29.No member shall be entitled to vote at any general meeting unless all moneys and subscriptions then payable by him/her to the Charity have been paid. And he or she has been a member for the 3 months preceding the general meeting.

30.No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not

disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

31. A declaration by the chairperson 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.

### **APPOINTMENT OF TRUSTEES**

32. The number of Trustees shall be a maximum of seven (7) members.

33. The Trustees shall be elected at the AGM. Two Trustees will be elected for a term of 5 years [*Adopted at the AGM on 23<sup>rd</sup> April 2006 and incorporated at the AGM on 29<sup>th</sup> April 2007*] previously Three Trustees will be elected for a term of 5 years, 3 trustees for a term of 3 years [*Adopted at the AGM on 23<sup>rd</sup> April 2006 and incorporated at the AGM on 29<sup>th</sup> April 2007*] previously Two Trustees will be elected for a term of 3 years] and 2 trustees for a term of 2 years. These Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. On a vacancy arising for a Trustee/s a replacement will be elected at the next AGM. The term office of the replacement Trustee shall be the remaining term of the Trustee who he or she replaced.

- 34.(1) A candidate for appointment as a Trustee must have been a member of the Charity or the Tamil Association of Brent for not less than three years and shall have been active on at least one of the Charity's committees but the members have the power to waive these conditions in the case of an exceptional candidate.

- (2) The elections to elect a Trustee shall be held as and when necessary in an AGM or SGM by secret ballot. Any vacancies that arise between AGM's shall be filled at the next AGM by secret ballot and the candidate or the first two (2) or three (3) candidates (as appropriate) who obtain or obtain the largest number of votes in the order of number of votes cast shall be declared elected as a Trustee/s.

35. The Trustees elected in accordance with these Articles shall take office immediately after the election provided that they take an oath of affirmation to the effect that they will fulfil in good faith the obligations assumed by them in accordance with this governing instrument and carry out such obligations in the spirit of the Objects of the Charity.

- 36.(1) The Trustees shall elect from amongst their number an honorary chairman, honorary secretary and honorary treasurer. The honorary treasurer shall be the honorary treasurer for the Charity.

(2)The Trustees shall maintain a code of practice defining the rights, duties and powers of any Trustees, any honorary chairman, any honorary secretary, any honorary treasurer and any other committees or delegates of the Trustees such code of practice to specify the procedures to be adopted and followed by such persons.

**(3) The Board shall be entitled to appoint one or more patrons of the Charity but such patrons shall have no voting powers.**

## **APPOINTMENT OF COMMITTEES**

- 37.The Board shall request members to volunteer to become members of committees that will advice and assist the Board to manage the affairs of the charity. The request for volunteers will be made at the AGM or SGM. Seven days after such a request the Board will from the list of volunteers appoint secretaries for committees to deal with education, culture, sports, facilities procurement, youth affairs and elder members affairs. The Board at their discretion may appoint more secretaries for other committees.
- 38.The appointed secretaries shall form committees using the list of members who volunteered to become committee members. Each committee shall have a minimum of five committee members and a maximum of seventeen committee members.
- 39.Committees shall elect their own treasurer and other office bearers to manage the affairs of the committee. Elections within the committee and decisions by the committee shall be decided by a simple majority vote.
- 40.In the event of there being a dispute (of any form) as to whether a volunteer is suited to be a member of a particular committee the matter shall be referred to the Board for resolution. The Board after hearing representations from the disputing parties shall rule on the matter and that ruling will be final and binding. Any party or member who is in dispute may refer the dispute to the Board and the Board shall rule on the dispute within 12 weeks of such referral.
- 41.Committees so formed will not have any executive authority however the Board shall make every effort to delegate sufficient authority to the committees to enable them to effectively carry out their functions. The committees shall operate within the delegations and Terms of Reference drawn up by the Board.
- 42.The Trustees have the right to overrule any decision or action taken by committees if they consider that the decision or action contravenes the act or statutory regulations governing charities. In such an event the Board will be required to hold discussions with the committee concerned to try and reach an agreement

acceptable to all parties however the Board's decision to overrule shall remain extant until an agreement is reached.

43. The committees shall be accountable to the Board for all their actions. They shall provide quarterly reports to the board on their activities. This shall include fully detailed accounts.

44. Committees cannot make financial commitments or spend money without the approval of the Board.

### **ADDITIONAL POWERS OF TRUSTEES**

45. In addition to all powers hereby expressly conferred upon it and without detracting from the generality of its powers under the Articles the Trustees shall have the following powers namely:

- (a) to expend 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;
- (b) to enter into contracts on behalf of the Charity

46. The Trustees acting as a Board shall also have powers which include:

- (a) the appointment of committees with defined powers and functions and proper reporting procedures. These committees shall assist the Trustees in promoting the activities and Objects of the Charity;
- (b) the appointment of a manager and teachers and other employees at such remuneration's and on such terms as the Trustees may consider appropriate;
- (c) the engagement and dismissal of such paid officer and servants as the Trustees may consider necessary;
- (d) the safe custody of documents and minutes of all Trustees meetings and records of all proceedings, decisions, resolutions, opinions and awards of all the official bodies of the Charity; and
- (e) the collection of subscriptions, donations and bequests for the purpose of establishing and maintaining the said Charity by the Trustees
- (f) the removal of any member who the Trustees consider unsuitable as a member of the Charity in accordance with Article 4 above

**PROVIDED THAT** the acts of the Board shall always be subject to review by the general membership and shall not be inconsistent with the provisions of this governing instrument and that a Trustee shall not use his power as a Trustee for his own purposes and shall not act without the full authority of the Board and that a Trustee shall not incur any financial or legal liability debt security lien charge or other liability whatsoever in the name of or on behalf of the Charity without first obtaining the full approval of the Board and that any act by a Trustee acting individually shall require the ratification of the Board failing which the act shall be disallowed and invalid and shall not be binding on the Charity or the Board and the individual Trustee shall be personally responsible for such act and shall indemnify and keep indemnified the Charity and the Board in respect of such act.

## **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

47.A Trustee shall cease to hold office if he:

- (a) 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 72 of the Charities Act 1993 (or any statutory modification re-enactment or modification of that provision); or
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs; or
- (c) resigns his office by notice to the Charity (but only if at least four (4) Trustees remain in office when the notice of resignation is to take effect); or
- (d) is absent without the permission of the Trustees from all its meetings held within a consecutive period of six months and the Board of Trustee resolves that his/her office shall be vacated; or
- (e) is declared or becomes bankrupt or if a petition for bankruptcy is presented to the court and is not discharged within fourteen days or has a Trustee in bankruptcy appointed in respect of his affairs; or
- (f) is disqualified as a director under the Companies Acts or the Company Directors Disqualification Act 1986 as amended or re-enacted from time to time.
- (g) ceases to be a member of the charity
- (h) has a vote of no confidence passed on him by the members at an AGM or SGM

48. In the event that all Trustees tend their resignation as a body the resignations will only come into effect after replacement Trustees are elected.

49. If the Trustees consider in their absolute discretion that any Trustee has acted otherwise than in the best interests of the Charity, they may remove such person

from office at anytime subject to five (5) Trustees voting for the resolution. This removal from office will take precedence over anything in any agreement between him and the Charity to the contrary and will not be constrained by any such agreements. The Trustee whose removal has been proposed shall be entitled to attend and vote at the meeting at which the proposed resolution to remove such person is voted on. The removal shall come into effect immediately after the resolution to remove is passed by the Board and shall remain in effect until the next AGM.

50. At the AGM immediately after the removal of a Trustee in accordance with article 46 the Board shall submit their reasons for removal to the members and seek their approval for the continued removal of the Trustee. This approval shall be decided by a simple majority and if the removal is not approved the removal will become null and void.

### **TRUSTEES' EXPENSES**

51. The Trustees may be paid all reasonable travelling, hotel and other expenses properly and reasonably incurred by them in connection with their attendances at meetings of the Trustees or general meetings or otherwise in connection with the discharge of their duties, but Trustees otherwise shall be paid no remuneration; such expenses claimed shall require the prior approval or subsequent ratification of the Board.

### **TRUSTEES' APPOINTMENTS**

52. Subject to the provisions of the Act and to clause 5 of the Memorandum, the Trustees may appoint one or more Trustees to the unremunerated office of manager or other office or position of 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 Trustee appointed as a manager or executive shall not be subject to retirement by rotation.

53. 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**

54. 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. Questions arising at a meeting shall be decided by a majority of votes and in the case of an equality of votes, the chairman shall have a second or casting vote.



55.(1) Meetings of the Board shall take place not less than six times each year and shall be held at a convenient place agreed by the Trustees.

(2) The quorum for the transaction of the business of the Board of Trustees shall four Trustees subject to the provisions of Article 41

56. The Trustees may act notwithstanding any vacancies in its number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of filling vacancies or of calling a general meeting.

57. The Trustees may appoint one of their number to be the chairperson of its meetings and may at any time remove him from that office. Unless he/she is unwilling to do so, the Trustee so appointed as chairperson shall preside at every meeting of the Trustees at which he/she is present. But if there is no Trustee holding that office, or if the Trustees 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 its number to be chairperson of the meeting.

58. The Trustees may appoint one or more 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 Board would be more conveniently undertaken or carried out by a committee: provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board.

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

60. A resolution in writing, signed by all the Board entitled to receive notice of a meeting of the Board or of a committee of the Board, shall be as valid and effective as if it had been passed at a meeting of Board or (as the case may be) a committee of the Board 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.

61. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board 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 authorised by the Board, one of whom should be the Treasurer or the Chairperson

62. All decisions within the Board of Trustees shall be taken by a majority vote of the Trustees present at a duly convened meeting with the proviso that all decisions relating to matters of policy and those of a material significant nature (as defined hereunder) shall require the affirmative votes of at least five Trustees. In the event that sufficient affirmative votes for such resolutions are not given, the relevant matters will be referred to the next meeting of the Trustees. If in this second meeting at least five affirmative votes are not given for such proposals, the matters will be referred to a SGM.

Matters of policy and significance shall include the following:-

- (a) Any change in the number or composition of the Trustees or their authority and voting right.
- (b) The approval of the annual accounts and the audited financial statements of the Charity.
- (c) The entering into of any agreement or commitment where the value of each transaction or group of transactions exceeds £5,000 per contract or per group of contracts.
- (d) Any decisions on the winding up of the Trust or the Charity.

## **AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION**

63. Any proposals to amend the Memorandum of Association and Articles of Association at an AGM shall be submitted to the Secretary to the Board by the first Saturday of October [*adopted at the AGM held on the 28<sup>th</sup> April 2019*], *previously March*] preceding the AGM.

64. Amendments to the Memorandum and Articles shall come into effect only if two thirds of those present and voting at the AGM/SGM support it and the Charity Commissioners do not raise an objection to it.

65. Amendments approved by the members but rejected by the Charity Commissioners shall be declared void by the Trustees within 14 days of receipt of the rejection from the Charity Commissioners. Such a declaration shall be communicated to the members within 7 days with the supporting evidence in writing from the Charity Commissioners.

## **COMPANY SECRETARY**

66. Subject to the provisions of the Act, the Company Secretary may be appointed by the Board for such term, at such remuneration (if not a Trustee) and upon such conditions as the Board may think fit and any Company Secretary so appointed may be removed by it.

## **MINUTES**

67. The Board shall keep minutes in books kept for the purpose:

- (a) of all appointment of officers made by the Board; and
- (b) of all proceedings at meetings of the Charity and of the Board and of committees of the Board including the names of the Trustees present at each such meeting.

## **THE SEAL**

68. The seal shall only be used by the authority of the Board or of a committee authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the Chairperson and by the Secretary or by a second Trustee.

## **ACCOUNTS**

69. Accounts shall be prepared in accordance with the provisions of the Act.

## **ANNUAL REPORTS**

70. The Board shall comply with its 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 Charity Commissioners.

## **ANNUAL RETURN**

71. The Board shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Registrar of Companies.

## **INDEMNITY**

72. 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/her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or, in connection with any application in which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

## **RULES**

73.(1)The Board may from time to time make such rules or bye-laws *as it* 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, it may by such rules or bye laws regulate:

- (a) 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 have their membership terminated and subscriptions to be paid by members;
  - (b) the conduct of member of the Charity in relation to one another and to the Charity's servants;
  - (c) 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;
  - (d) the procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by the Articles;
  - (e) generally, all such matters as are commonly the subject matter of Charity rules.
- (2) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Board shall adopt such means as it thinks 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 or the Articles.

## **OFFICIAL LANGUAGE**

74.The language of all proceedings at official meetings shall be Tamil and English. Official communications of the Charity shall be in Tamil or English as appropriate. All deliberations, discussions at committee meetings shall be held in Tamil with a limited use of English. Records of deliberations of committees shall be maintained in English and if preferred Tamil.

75.All records of proceedings and accounts of the Board shall be maintained in English. These records may also be maintained in Tamil but in cases of conflict the English version shall prevail.

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Names, addresses and descriptions of Subscribers

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**DATED** the       day of       2000

**WITNESS** to the above signatures