



London Civic Forum

Incorporated on 9 February 2001
Company Registration Number 04157441
Registered Charity Number 1097837

Memorandum and Articles of Association

(as altered by Special Resolutions passed
on 6 May 2003 and 23 February 2009)

Reprinted March 2009

The Memorandum and Articles of
Association are the Constitution of
London Civic Forum.

For more information about London Civic
Forum go to www.londoncivicforum.org.uk

The Companies Acts 1985 & 1989
Company limited by Guarantee and not having a Share Capital

**Memorandum of Association
of
London Civic Forum**

(as altered by Special Resolutions passed on 6th May 2003)

1. The name of the Company is "London Civic Forum"
2. The registered office of the Company will be situated in England and Wales.
3. The object for which the Company is established is:

To advance the education of young people and adults within Greater London (hereinafter called the "area of benefit"), in particular but not exclusively, in democracy and in the practice and procedure of regional government by such charitable means as the directors see fit. **(See note)**
4. In furtherance of the above objects, but not otherwise, the Company shall have the following powers:
 - a) To promote dialogue and co-operation between all sectors of activity in London through the organisations of the Company;
 - b) To promote the involvement of individuals and communities in social, economic, environmental, cultural and political discussion on a non-partisan basis;
 - c) To encourage informed debate and by supporting participation in public democratic decision making;
 - d) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trusts or not) and to administer and utilise such funds for the furtherance of the objects herein mentioned;
 - e) To procure and provide information;

- f) To procure to be written and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents;
- g) To arrange and provide for or to join in arranging and providing for the holding of exhibitions, meetings, lectures and classes;
- h) To promote, encourage, commission or undertake experimental and research and policy work;
- i) To purchase, take on lease or in exchange hire, or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects;
- j) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects;
- k) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit;
- l) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
- m) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company or calculated to further its objects;
- n) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided;
- o) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any property and assets for the time being of the Company subject to the provisions of this memorandum of Association;
- p) To engage or employ such personnel (not being members of its Executive Committee), whether as employees, consultants, advisers or however, as may be required for the promotion of the objects of the Company;

- q) To open and operate bank accounts and other facilities for banking in the name of the Company;
- r) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects;
- s) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects;
- t) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, their partners and dependants (partners in the context of this clause meaning husband or wife, widow or widower, or any person with whom the employee co-habits [or if the employee has died co-habited], as thought they were married, including partners of the same sex);
- u) To pay the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partners of his or hers, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- v) To pay any premium in respect of insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company provided that any such instance or indemnity shall not extend to any claim arising from any act or omission which the directors (or any of them) knew or ought reasonably to have known was a breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust.
- w) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them. (**See note**)

5. Provided that:

- a) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - b) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property that may come into their hands the Executive Committee (being the board of directors of the Company) shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Executive Committee would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery division or the Charity Commissioners over such Executive Committee but they shall, as regards such property, be subject jointly and separately to such control and authority as if the Company were not incorporated;
 - c) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
6. In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company.
 7. The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to the members of the Company; provided that nothing shall prevent any payment in good faith by the Company;
 - a) Of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Executive Committee except as specifically provided for in the Company's Articles of Association) for any services rendered to the Company;
 - b) Of interest on money lent by any member of the Company (or of its Executive Committee) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time;

- c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Executive Committee);
- d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Executive Committee may be a member holding not more than 1/100th part of the capital of the company;
- e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or of its Executive Committee or is represented on the Executive Committee provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company;
- f) To any member of the Executive Committee in respect of reasonable out-of-pocket expenses.

8. The liability of the members is limited.

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

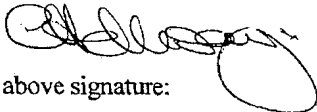
10. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Company, but shall after due provision has been made for the continuance of any pensions or allowances to retired employees of the Company in accordance with any Pension Scheme for the time being in force at the date of liquidation be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

11. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company to which section 30 of the Companies Act 1985 does not apply.

Note: Clauses 3 and 4 of the Memorandum of Association were altered by Special Resolution passed on 6th May 2003.

WE the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum

NAME CHRISTINE MARY HOLLOWAY ADDRESS 93 HEMINGFORD RD
LONDON N1 1B4

SIGNATURE 

Witness to the above signature:

NAME: K. MONKHOUSE ADDRESS 39 ARCADIA COURT
45 OLD CASTLE ST
LONDON E1 7NY.

SIGNATURE K. MONKHOUSE

DATE 20/11/00

NAME SEAN BAINE ADDRESS 40 HILLFIELD ROAD
LONDON NW6 1P2

SIGNATURE 

Witness to the above signature:

NAME: JOHN GRIFFITHS ADDRESS 134 OLD FORD RD.
LONDON E2 9PW

SIGNATURE 

DATE 23/11/00

NAME SIMON WOODLEY ADDRESS 17 DERBY RD
LONDON E18 2P2

SIGNATURE 

Witness to the above signature:

NAME: JOHN GRIFFITHS ADDRESS 134 OLD FORD ROAD
LONDON E2 9PW

SIGNATURE 

DATE 23/11/00

NAME DREW STEVENSON ADDRESS 87 GT. TITCHFIELD ST.
LONDON W1W 6RL

SIGNATURE 

Witness to the above signature:

NAME JOHN GRIFFITHS ADDRESS 134 OLD FORD ROAD
LONDON E2 9PW

SIGNATURE 

DATE 11/12/00

The Companies Act 1985 & 1989
Company limited by Guarantee and not having a Share Capital

Articles of Association of London Civic Forum

(as altered by Special Resolutions passed on 6th May 2003 and
23rd February 2009)

Interpretation

In these Articles

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

"the company" means the above named company.

"the Civic Forum Council" means all those persons elected or co-opted to perform the duties of the Civic Forum Council.

"the Executive Committee" means all those persons elected or co-opted to perform duties of the directors of the Company.

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

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

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

"in writing" shall be taken to include references to writing, printing, photocopying and other methods, including electronic, of representing or reproducing words in a visible form.

Members

1. The first members of the Company shall be the Subscribers to the Memorandum of Association.
2. The Executive Committee may admit to membership organisations and individuals who support the objects of the Company. Upon admission, each member shall be allocated to either of the following categories of membership:
 - a) "Full Members" shall be *organisations* who agree to the objects of the London Civic Forum, who are operative within Greater London and who are committed to promoting an inclusive civic society.
 - b) "Associate members" are *individuals* who agree to the objects of the London Civic Forum, who live or work

(whether in a paid or voluntary capacity) in London and who are committed to promoting an inclusive civic society. Associate members do not have voting rights, except in so far as appointment as an Honorary Officer or co-option as a member of the Civic Forum Council or Executive Committee may entitle them to vote (see Articles 15 and 26 below).

3. Both Full and Associate Members shall be entitled to receive notice of, attend and speak at all General Meetings of the Company.
4. A corporate body or association which is a Full Member shall appoint a representative who shall, during the continuance of their appointment, be entitled to exercise in any General Meeting of the Company all such rights and powers as the corporate body or association would exercise if it were an individual person. A duly authorised officer of each Full Member shall send to the Secretary of the Company written notification of its choice of representative, and this appointment shall continue until the Secretary of the Company receives written notification of a new choice of representative.
5. For voting purposes, full members will nominate themselves to one electoral section that best characterises their primary activities, subject to the approval of the Executive Committee. These sections are:
 - a) Private Sector
 - b) Public bodies, services and institutions, including the Trades Unions and Professional Associations
 - c) Faith Sector
 - d) Voluntary and Community Sector
 - e) The Black Londoners' Forum (or such body as may in the future carry out its functions) representing London's black and minority ethnic community organisations, as a separate body will nominate its 8 members onto the London Civic Forum Council.
 - f) Organisations of disabled people
 - g) Organisations of gay, lesbian, bisexual and transgender people
 - h) Organisations of older people

i) Organisations of young people

Members in sections a - e shall each elect 8 members to the Council and members in sections f - i shall each elect 4 members to the Council. (Note 1)

Register of Members

6. The company shall maintain a Register of members in which shall be recorded the name and address of every Full and Associate Member, and the dates on which they became a member and on which they ceased to be a member, and the electoral section to which a member belongs. A written consent to become a member shall be signed and a duly authorised officer shall notify the Secretary in writing within 14 days of a change to their name and address.

Cessation of Membership

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member if it:
- a) resigns in writing to the Secretary; or
 - b) ceases in the opinion of the Executive Committee to qualify for one of the categories of membership defined in Article 5 above; or
 - c) ceases in the opinion of the Executive Committee to support the objects of the Company; or
 - d) is wound up or goes into liquidation, if a corporate body or association; or
 - e) is expelled by the Executive Committee for conduct prejudicial to the Company; or
 - f) fails to pay such membership fee as is determined by London Civic Forum within three months of the fee being due, provided that the Executive Committee may resolve that the membership shall be continued notwithstanding the non-payment of subscription. No member shall be re-admitted to membership unless all arrears are paid;

and provided that any member whose cessation under sub-clauses b), c), e), or f) above shall have the right to make representation to the Executive Committee meeting at which the decision is to be made.

General Meetings

9. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall publicise it as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. Provided that the first Annual Meeting shall be held within eighteen months of incorporation, it need not be held in the year of incorporation.
10. The business of an Annual General Meeting shall comprise:
 - a) The consideration of the Annual Report and Accounts presented by the Executive Committee;
 - b) The declaration of the election of the Chairperson and Deputy Chairpersons and the appointment of the Chair of the Finance Committee;
 - c) The declaration of the election of Civic Forum Council members;
 - d) An invitation to the Mayor of London to address the meeting; (Note 1)
 - e) The appointment of the auditor or auditors;
 - f) Such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. The Executive Committee or the Council may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the full members of the Company, as provided by section 368 of the Act. (Note 1)
12. Decisions at General Meetings shall be made by passing resolutions:
 - a) Decisions involving an alteration to the memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast at the meeting.

- b) All other decisions shall be made by Ordinary Resolution proposed and seconded by different members and requiring a simple majority of votes cast at a General Meeting (see articles 19 and 80).

Notices

13. Any General Meeting shall be called by at least twenty one days clear notice.

14. Notice of every General Meeting shall be given in writing to every member of the Company, to Honorary Officers and to members of the Council and Executive Committee who are not members of the Company and to the auditors and to such other persons who are entitled to receive notice. Notice shall be given personally, or sent by post or electronic mail to the addresses recorded in the Register of Members.

Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified.

Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.

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

Proceedings at General Meetings

15. Full members shall be entitled to one vote each. Associate members shall not be entitled to vote (except where a person is currently elected or appointed as an Honorary Officer - see articles 2b and 22), but shall be entitled to receive notice of, attend and speak at all General Meetings of the Company.

16. No business shall be transacted at a General Meeting unless a quorum is present in the person of nominated representatives. The number of Full Members constituting a quorum is one sixth of the members of the Company, or 50

whichever is the lesser figure. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened at the request of members shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Executive Committee may decide and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.

17. At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Deputy Chairperson shall preside, in the event of the absence of the Deputy Chairperson the members present shall choose one of the Executive Committee or in the absence of an Executive Committee member any member present to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
(Note 1)
18. The Chairperson may with the consent of the meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be the necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
19. At any General Meeting a resolution put to the vote of the meeting shall be decided on a vote by show of hands unless a secret ballot is, before the holding of the vote, demanded by at least ten members present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a vote by indication been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolution.
20. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs. The demand for a secret ballot may be withdrawn.
21. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other

business than the question upon which a ballot has been demanded.

22. An Honorary Officer who does not hold a vote by virtue of being the representative of a Full Member shall be entitled to vote in General Meetings.
23. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
24. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Honorary Officers

25. The Full Members of the Company shall elect at each Annual General Meeting a Chairperson, Deputy Chairperson and Treasurer who shall have such functions and duties as may be decided from time to time by the Executive Committee. The person elected Chairperson shall chair General Meetings, Council and Executive Committee meetings, and in his/her absence the Deputy Chairperson will. Honorary Officers appointed under this article shall retire at the next biennial Council election following their election, but are eligible for re-election as set out in article 36. **(Note 2)**
26. The Honorary Officers shall be elected by Full Members through postal or other prearranged ballot according to rules to be drawn up by the Executive Committee and agreed by the Council. The rules shall provide that the Honorary Officers shall be chosen from among the representatives of Full Members and the Associate Members at the time of their nomination for election. If subsequently the Full Member changes their representative in accordance with article 4, this shall not invalidate the person's election or their office.
27. Should a vacancy arise in the post of Chairperson, one of the Deputy Chairpersons will assume the office of Chairperson until the next Annual General Meeting. Should a vacancy arise in the post of Deputy Chairperson or Chair of the Finance Committee, the Executive Committee shall appoint by its resolution a person from among the Executive Committee.

Company Secretary

28. The Company Secretary who will carry out duties as set out in the Companies Act shall be appointed by the Executive

Committee for such time, at such remuneration (if any) and upon such conditions as they see fit. The Company Secretary may also be removed by them.

Civic Forum Council

29. The Company shall have a Civic Forum Council which, subject to the legal responsibilities of the Executive Committee, shall:
- a) agree policies for the Civic Forum, within its objects and with reference to any resolutions of a General Meeting;
 - b) approve estimates of income (including the setting of membership fees) and expenditure for the Civic Forum, as presented by the Chair of the Finance Committee on behalf of the Executive Committee;
 - c) provide means of informing and evaluating the work of the Mayor and Greater London Assembly and their related bodies;
 - d) be a forum for identifying and formulating problems and solutions in the governance, economic regeneration, and social, educational and cultural advance of London;
 - e) endeavour to enable the institutions, communities and people of London to work together to develop and sustain inclusive civic society;
 - f) set up, and decide upon the membership (see article 79) and terms of reference of, working parties which shall report to the Council on any matters to be determined by the Council within the objects of the Civic Forum.
30. The Civic Forum Council shall comprise:
- a) up to fifty nine people elected by Full Members through the electoral sections (see article 5) in a postal or prearranged ballot in accordance with rules agreed by the Council (see article 79) ;
 - b) the Chairperson, Deputy Chairperson and Treasurer, elected in accordance with article 26;
 - c) up to nine persons co-opted under article 35 below. **(Note 1)**
31. The Executive Committee shall draw up rules for the election of Council members by the electoral sections for

agreement by the Council, except for the Black Londoners' Forum which shall draw up its own rules in this respect and make them known to the Council. The rules shall provide for biennial election to the Civic Forum Council by postal or other pre-arranged ballot. (Note 3)

32. The rules shall provide for each section to elect men and women in equal numbers. In the event of an electoral section not filling its places, these places may be filled by co-option by the Civic Forum Council, so long as the equality between men and women is maintained. Any such co-opted members do not count towards the nine provided for in article 35. (Note 2)

33. Persons nominated for election shall be the representatives at the time of nomination of Full Members (see article 2a) within a particular electoral section. If subsequently, the Member changes its nomination of representative, it shall be referred to the other members of the Civic Forum Council's relevant electoral section to decide whether or not to invalidate the existing representative's place on the Council and consequently, if appropriate, on the Executive Committee.

34. The Civic Forum Council may appoint the representative of any Full Member as a member of the Civic Forum Council to fill a casual vacancy caused by the resignation or removal of a member of Council (see article 37). Any person so appointed shall be from the same electoral section from which the vacancy occurred and where possible of the same sex. Any person so appointed shall retain his/her office only until the next biennial Council election, but he/she shall then be eligible for re-election. (Note 2)

35. The Civic Forum Council may at any time co-opt up to nine persons in addition to those co-opted for reasons under Article 32. These co-optees need not be from among the Full Members or Associate Members. Subject to article 37 below, co-opted members of the Civic Forum Council shall serve until the next biennial Council election following their co-option, but may be removed at any time by the Civic Forum Council. Co-opted members shall be entitled to vote in meetings of the Council. (Note 2)

36. Retiring members of the Civic Forum Council whether elected, co-opted or Honorary Officers shall be eligible for re-election or re-co-option as members of the Civic Forum Council or Honorary Officers. (Note 2)

37. Between the biennial elections of the Council, members of Council shall be considered to have resigned or be removed from membership of the Council if:
- a) they submit a notice in writing to the Secretary of the Company;
 - b) the Full Member which nominated them is removed from membership of the Civic Forum; or
 - c) they are incapacitated by ill-health or die. (Note 3)
38. Working parties established by the Council may include persons who are not members of the Civic Forum.

Proceedings of the Civic Forum Council

39. The Council shall meet at least four times between consecutive Annual General Meetings.
40. The Executive Committee shall draw up for agreement by the Civic Forum Council standing orders and rules for elections. The standing orders will provide for its meetings to be open to public scrutiny (see article 79).
41. The Secretary on the requisition of five or more Council members shall summon a meeting of the Council by giving notice to all its members.
42. The quorum necessary for the transaction of the business of the Council shall be one quarter of the membership or ten members, whichever is the greater. (Note 1)
43. At every Council meeting the Chairperson of the Company shall preside, but if he or she is not present within twenty minutes after the time appointed for the commencement of the meeting the Deputy Chairperson shall preside, and in the event of his or her absence the Executive Committee members present shall choose one of their number to be Chairperson of the meeting, and in the absence of an Executive member, the remaining Council members may choose one of their number to chair, whose function shall be to conduct the business of the meeting in an orderly manner. (Note 1)
44. Matters discussed or arising at meetings of the Council shall, if possible, be decided by consensus but, if not, then by a majority of votes. At any Council meeting a resolution put to the vote of the meeting shall be decided on a vote by show of hands unless a secret ballot is, before the holding of the vote, demanded by at least ten members present. Unless a secret ballot be so demanded, a

declaration by the Chairperson that a resolution has on a vote by indication been carried or lost and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportions of the votes recorded in favour or against such resolution.

If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs. The demand for a secret ballot may be withdrawn.

The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded.

45. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

Executive Committee

46. The business of the Company shall be managed by the Executive Committee which will have the power to set up sub-committees.

47. Members of the Executive Committee shall have the responsibilities and liabilities of Directors of the Company within the meaning of the Act and of Trustees of the Charity within the meaning of the Charities Act 1993.

48. Unless otherwise determined by ordinary resolution, the Executive Committee shall comprise not less than six or more than twenty-one people, as follows:

a) up to fourteen members of the Civic Forum Council, being not more than two from each of electoral sections a) to e) mentioned in article 5 and not more than one from each of electoral sections f) to i) mentioned in that article, and all appointed under the electoral rules mentioned in article 79; and

b) the Chairperson, Deputy Chairperson and Treasurer; and

c) up to four persons co-opted under article 50 below.
(Note 2)

49. The Executive Committee may from time to time and at any time appoint any person as a member of the Executive Committee to fill a casual vacancy. Where the vacancy arises in the appointment from an electoral section, the person

appointed to fill the vacancy shall be from among the representatives of members in that section and wherever possible shall be of the same sex. Any person so appointed shall retain his/her office only until the next Civic Forum Council meeting, but s/he shall then be eligible for re-election.

50. The Executive Committee may at any time co-opt up to four persons, whether or not a member of the Civic Forum Council. Subject to article 51 below, co-opted members of the Executive Committee shall serve until the meeting of the Civic Forum Council following the biennial Council elections where a new Executive is elected, but may be removed at any time by the Executive Committee. (Note 2)
51. Retiring members of the Executive Committee whether appointed by the Civic Forum Council or co-opted or Honorary Officers shall be eligible for re-appointment or re-co-option as members of the Executive Committee or Honorary Officers. (Note 2)
52. Under no circumstances shall any employee of the Company or any person aged less than eighteen years or any person disqualified by law from serving as a director of a Company or as a trustee of a charity be a member of the Executive Committee.
53. Executive Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Executive Committee, or in connection with the business of the Company.
54. Executive Committee members shall declare an interest in and shall not vote in respect of any matter in which s/he has a personal material or financial interest or any matter arising therefrom and if s/he does so vote her/his vote shall not be counted. They shall declare their interest as soon as possible in the discussion of the item of business and in any case before they speak on the issue.
55. The office of Executive Committee member shall be immediately vacated if he or she:
 - a) resigns his/her office in writing to the Company; or
 - b) in the opinion of a majority of the Executive Committee, fails to declare his/her interest in any contract as referred to in article 54; or

- c) becomes bankrupt or is otherwise disqualified by law from serving as a director of a company or as a trustee of a charity; or
- d) is removed from office by resolution of the Company in General Meeting in accordance with section 303 of the Act
- e) fails to attend 3 consecutive meetings of the Committee without reasonable notification of cause or excuse.

Proceedings of the Executive Committee

56. The business of the Company shall be managed by the Executive Committee who may pay all expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and those powers which are not by statute or by these articles required to be exercised or done by the Company in General Meeting. No regulation made by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid had that regulation not been made. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Executive Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit specified from time to time by the executive Committee must be signed by at least two Executive Committee members.
57. Without prejudice to its general powers, the Executive Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company, subject to such consents as may be required by law.
58. Members of the Executive Committee shall meet together for the despatch of business at least four times between consecutive Annual General Meetings and may adjourn and otherwise regulate their meetings as they think fit.
59. The Executive Committee shall draw up for agreement by the Civic Forum Council standing orders and rules for elections.
60. The Secretary on the requisition of three or more Executive Committee members shall summon a meeting of the Executive Committee by giving reasonable notice to all its

members. It shall not be necessary to give notice of a meeting of the Executive Committee to any of its members for the time being absent from the United Kingdom.

61. The quorum necessary for the transaction of the business of the Executive Committee shall be one quarter of the members or four members, whichever is the greater.
62. The Executive Committee may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum required to form a quorum, the Executive Committee may act for the purposes of increasing the number of Executive Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
63. At every Executive Committee meeting the Chairperson of the Company shall preside, but if he or she is not present within twenty minutes after the time appointed for the commencement of the meeting one of the Deputy Chairpersons shall preside, and in the event of his/her absence the Executive Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
64. Questions arising at meetings of the Company's committees and sub-committees shall, if possible be decided by consensus and if not then by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
65. The Executive Committee shall cause accurate records to be made, in books provided for that purpose, of:
 - a) the name, details and date of appointment of all persons appointed to office
 - b) the names of the Executive Committee members, officers, members, representatives and other persons present at all General, Civic Forum Council, Executive Committee, and Sub-Committee meetings of the Company;
 - c) minutes of all proceedings and resolutions at all General, Civic Forum Council, Executive Committee and Sub-Committee meetings of the Company;
 - d) all applications of the Seal to any document.
66. All such records and minutes shall be open to inspection during normal working hours by any member of the Executive

Committee and by any person authorised by the Company in General Meeting. Minutes of General Meetings and Civic Forum Council Meetings shall be available for inspection by any members of the Company during normal working hours.

67. The Executive Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and/or the Company as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee which regulations shall always include provision for regular and prompt reports to the Executive Committee.
68. All acts by any meeting of the Executive Committee or by any person acting as a member of the Executive Committee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Executive Committee member or person acting such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Committee member.
69. A resolution in writing, signed by all the Executive Committee members who for the time being are entitled to vote, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee, and may consist of several documents in the same form, each signed by one or more Executive Committee members.
70. The Executive Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

The Seal

71. If the Company has a Seal, it shall only be used by the authority of the Executive Committee and every instrument to which the seal shall be applied shall be signed by an Executive Committee member and shall be countersigned by the Secretary or by a second Executive Committee member. Every such application of the Seal shall be minuted.

Accounts

72. The Executive Committee shall cause proper accounts to be kept in accordance with the law currently in force with respect to:
 - a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place

b) all sales and purchases of goods by the Company

c) the assets and liabilities of the Company

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

73. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to inspection of all members and officers and by other persons authorised by the Company in General Meeting.
74. The Executive Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and any reports referred to in those sections.
75. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the auditor's report and Executive Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be made available for inspection by every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the company is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.

Audit

76. Subject to such statutory regulations and exemptions as may be in force, once at least a year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Indemnity

77. Company directors shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or

criminal, in which judgement is given in her/his favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

Dissolution

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

Rules and standing orders

79. The Executive Committee shall draw up for agreement by the Council:

- a) rules concerning the election to the posts of Honorary Officers, and to the Council and Executive Committee;
- b) standing orders to govern proceedings in General Meetings, the Council and Executive Committee.

80. Rules and standing orders shall be amended and take effect for future meetings by ordinary resolution of the Council, that is by a simple majority of those present and voting.

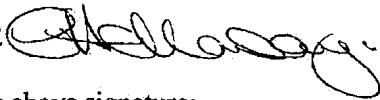
Note 1: Articles 5, 10 (d), 11, 17, 30, 42, and 43 were altered by Special Resolutions passed on 6th May 2003.

Note 2: Articles 25, 32, 34, 35, 36, 48, 50 and 51 were altered by Special Resolutions passed on 6th May 2003 and 23rd February 2009.

Note 3: Articles 31 and 37 were altered by Special Resolution passed on 23rd February 2009.

WE the subscribers to these Articles of Association wish to be formed into a company pursuant to these Articles

NAME CHRISTINE MARY HOLLOWAY ADDRESS 92 HEMINGFORD RD
LONDON N1 1BY.

SIGNATURE 

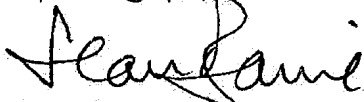
Witness to the above signature:

NAME: K. MONKHOUSE ADDRESS 39 ARCADIA COURT
45 OLD CASTLE ST
LONDON E7 7NY.

SIGNATURE K. Monkhouse

DATE 20/11/00

NAME SEAN BAINE ADDRESS 40 HILLFIELD ROAD
LOWERN NW6 1PZ

SIGNATURE 

Witness to the above signature:

NAME: JOHN GRIFFITHS ADDRESS 134 OLD FORD RD,
LONDON E2 9PW

SIGNATURE 

DATE 23/11/00

NAME SIMON WOOLLEY ADDRESS 17 DERBY RD
S WOODFORD E8 2PZ

SIGNATURE 

Witness to the above signature:

NAME: JOHN GRIFFITHS ADDRESS 134 OLD FORD RD,
LONDON E2 9PW

SIGNATURE 

DATE 23/11/00

NAME DREW STEVENSON ADDRESS 87 Gt. Titchfield St.
LONDON NW1 6RL

SIGNATURE 

Witness to the above signature:

NAME JOHN GRIFFITHS ADDRESS 134 OLD FORD RD,
LONDON E2 9PW

SIGNATURE 

DATE 11/12/00