

ARTICLES OF ASSOCIATION OF THE MUDCHUTE ASSOCIATION

ARTICLES OF ASSOCIATION as amended by Special Resolution on 28th November 2012

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

GENERAL

1. In these presents the word standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS

MEANING

Island Member	A person admitted to Membership of the Association as an Island Member pursuant to Articles 5, 6 and 7 and 9 or 10 hereof
Tower Hamlets Member	A person admitted to Membership of the Association as a Tower Hamlets Member pursuant to Articles 5, 6 and 8 and 9 or 10 hereof
Associate Member	A person admitted to Membership of the Association as an Associate Member pursuant to Articles 5, 6 and 9 or 10 hereof
The Isle of Dogs	The area south of the line joining the "City Pride" 1 West Ferry Road. London E14 and the blue bridge linking Prestons Road and Manchester Road, London E14
Month	Calendar Month
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form
The Act	The Companies Act 2006
These Presents	These Articles of Association and the regulations of the Association from time to time in force
The Association	The above-named Company
The Committee	The Committee for the time being of the Association
This Office	The registered office of the Association
The Seal	The common seal of the Association

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the applicant is to be admitted or rejected. If the Committee decide that the applicant is to be admitted and he/she satisfies the conditions contained in Article 7 above he/she shall be admitted to Membership of the Association as an Island Member. If the Committee decide that the applicant is to be admitted and he/she does not satisfy the conditions contained in Article 7 above but he/she does satisfy the conditions contained in Article 8 above he/she shall be admitted to Membership of the Association as a Tower Hamlets Member. If the Committee decide that the applicant is to be admitted and he/she does not satisfy the conditions contained in either Article 7 or Article 8 above he/she shall be admitted to Membership of the Association as an Associate Member. The applicant shall be informed of the decision of the Committee but in no case shall an applicant whose application has been rejected be informed of the reason for his/her rejection.

10. The subscribers to the Memorandum of Association remaining in Membership of the Association as at [insert date of resolution] shall be Island Members Tower Hamlets Members or Associate Members of the Association as appropriate to their respective residences at such date.
11. A Member shall cease to be a Member in the following events (but not otherwise):-
 - (a) Upon the expiration of one month's notice in writing given by him/her of his/her intention to cease to be a Member;
 - (b) Upon the expiration of one week's notice in writing by the Committee served as hereinafter provided, that it requires him/her to withdraw from the Association;
 - (c) Upon the Member's dying, becoming of unsound mind, becoming bankrupt or entering into a composition with his/her creditors as or in the case of a corporate Member the winding up or dissolution of that Member;
 - (d) Upon the happening of the events set out in Article 14(a) below in relation to that Member.
12.
 - (a) A Member who is an Island Member or a Tower Hamlets Member of the Association shall not cease to be such merely by reason of his/her ceasing to reside in the Isle of Dogs or the remainder of Tower Hamlets as (the case may be provided that if the Committee is satisfied that any such Member has ceased to hold the residential qualification appropriate to his/her class of Membership and determine his/her Membership of the Association in accordance with Article 11(b) above it shall forthwith without his/her having to apply to the Committee for re-admission re-admit him/her as an Island Member or Tower Hamlets Member if he/she satisfies the conditions contained in Articles 7 or 8 or if he/she then resides outside Tower Hamlets as an Associate Member.
 - (b) Particulars shall be entered in the register of Members kept by the Association in accordance with Article 4 above of the date on which any Member is readmitted under the provisions of this Article 12 and the class of Membership to which he/she is so readmitted.

SUBSCRIPTIONS

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13. Members of the Association shall pay an annual subscription to the Association and the amount of such subscription and method of payment shall be decided on by the Committee and may be varied from time to time.
14. (a) If any Member fails to pay his/her subscriptions for any year within three months of the same becoming due, (whether reminded or not) he/she shall cease to be a Member of the Association.

(b) A Member whose Membership of the Association has ceased by reason of the provisions of paragraph (a) above shall be eligible for re-admission unless the Committee shall otherwise decide upon payment of all arrears due from him/her while a Member and of the amount of the subscriptions that would have been due from him/her if he/she had continued to be a Member up to the date of his/her re-admission.

GENERAL MEETINGS

15. The Association shall in every calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year at such times and places as may be determined by the Committee and shall specify the Annual General Meeting as such in the notice calling it Provided that 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, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in its following year.
16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Committee may whenever it thinks fit convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.
18. Twenty one days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association., but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meeting, a meeting may be convened by such notice as those Members may think fit.
19. The accidental omission to give notice of meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
20. Subject to the provisions of the Act, a resolution in writing signed by all the Members of the Association who would be entitled to receive notice of and to attend and vote at a General

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Meeting at which such resolution was to be proposed shall be as valid and effectual as if it has been passed at a General Meeting of the Association duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the Members and signature in the case of a corporate body which is a Member shall be sufficient if made by a director (by whatever name called) thereof.

21. Prior to each Annual General Meeting the Association shall hold an informal annual meeting jointly with any Trading or Management Company controlled by the Association (the Trading Company) (not being a legally constituted general meeting) which shall be publicised in such manner as the Committee shall think fit (but which shall include the giving of notice to all Members of the Association in accordance with Articles 66 and 67) and shall be open to all persons wishing to attend. At such meeting, the Committee shall procure the presentation of the profit and loss accounts, balance sheets, group accounts (if any) and reports which are to be laid before the Members of the Trading Company at its forthcoming Annual General Meeting and (subject to any requirements the Committee may impose) shall give those present an opportunity to express their views in regard to the appointment of directors to those positions on the Board of the Trading Company as are designated to be filled by nominees of the Association. The Committee may also conduct such other business (if any and which shall be appropriate to an informal meeting of that nature) as the Committee may decide Provided that the rights of the Members of the Association at its Annual General Meeting shall not thereby be affected.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Committee and of the Auditors, the election of Members of the Committee in the place of those retiring, the appointment of and the fixing of the remuneration of the Auditors, and the receipt of a report by the Secretary (which the Committee shall procure) giving details of staff employed on the Association's premises or by any other body or company which operates or provides services on the Association's premises.
23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twelve Members (including at least six Island Members and two Tower Hamlets Members) present shall be a quorum.
24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other day, time or place as the Committee may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
25. The Chair for the time being of the Committee shall preside as Chair at every General Meeting but if there be no Chair or if at any meeting he/she shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the Members present shall choose some Member of the Committee or if no such Member

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present, or if all the Members of the Committee present decline to take the chair, they shall choose some Member of the Association who shall be present to preside.

26. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might be transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the reconvention of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at the reconvention of an adjourned meeting.
27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands, demanded by the Chair, by a Member or Members present in person and representing no less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting or by at least 5 such Members present in person (whichever is the greater) and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
28. Subject to the provisions of Article 29 if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner as the Chair of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. A poll demanded on the election of a Chair of a meeting or on a question of adjournment shall be taken forthwith.
30. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting shall be entitled to a second or casting vote.
31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than question on which the poll has been demanded.

VOTES OF MEMBERS

32. Subject as hereinafter provided, Island Members and Tower Hamlets Members shall each have one vote. Associate Members shall not have the right to vote.
33. Save as herein expressly provided no Member other than a Member duly registered who shall have paid every subscription and other sum (if any), which shall be due and payable to the Association in respect of his/her Membership, shall be entitled to vote on any question at any General Meeting.
34. Votes shall be given on a poll personally. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act.

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COMMITTEE

35. The number of the Members of the Committee shall not be less than six nor more than fifteen. A Member of the Committee shall not be required to be a Member of the Association but nevertheless shall be entitled to receive notice of and attend and speak at any General Meeting of the Association and in the case of Members of the Committee elected by the Island Members or the Tower Hamlets Members at any separate General Meeting convened by the Island Members or the Tower Hamlets Members respectively.
36. The first Members of the Committee shall be appointed in writing by the subscribers to the Memorandum of Association or a majority of them in accordance with these Articles.
37. (a) The Membership of the Committee shall be as follows:
- (i) six Members elected by the Island Members of the Association three of whom must be resident on the Isle of Dogs;
 - (ii) two Members elected by the Tower Hamlets Members of the Association;
 - (iii) two Members elected by the totality of the Members of the Association, being Island Members, Tower Hamlets Members and Associate Members;
 - (iv) one Member appointed by the Members referred to in Articles 37(a)(i), (ii) and (iii) above in view of his/her interest in and involvement with education in the London Borough of Tower Hamlets;
 - (v) three Members appointed by the Members referred to in Articles 37(a)(i), (ii) and (iii) above in view of the relevant skills which they are able to contribute to the Association
 - (vi) one Member appointed by the Association of Island Communities Voluntary Council
 - (vii) The Committee may make such rules as it thinks desirable for the manner and procedure for the election of Members under Articles 37(a)(i), (ii) and (iii), and in particular may make rules which include the following requirements:
 - (i) that except in the case of a retiring Member of the Committee seeking re election nominations shall be in writing signed by two Members of the class concerned and by the person nominated signifying his/her acceptance of nomination and consent to serve as a Member of the Committee if elected;
 - (ii) that all such nominations shall be delivered to the registered office of the Association no later than 4 p.m. seven clear days before the election is to be held;
 - (iii) that all such nominations shall be accompanied by a short statement by the person nominated of the skills, experience and/or qualifications which he/she considers fit him/her for service on the Management Committee.

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ROTATION OF MEMBERS OF THE COMMITTEE

38. (a) At the first Annual General Meeting of the Association all the Members of the Committee shall retire from office, and at the Annual General Meeting in every subsequent year one third of the Members of the Committee for the time being elected pursuant to Articles 37 (a)(i), (ii) and (iii) or if their number is not three or a multiple of three then the number nearest one-third shall retire from office.

(b) Subject to Article 40, the Members of the Committee appointed pursuant to articles 37(a)(iv) (v) or (vi) shall serve for a maximum of three years but may be appointed to serve for a shorter period.
39. The Members of the Committee to retire pursuant to Article 38(a) in every year shall be those who have been longest in office since their last election, but as between persons who became Members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
40. A Member of the Committee retiring pursuant to Article 38 shall be eligible for re-election or re appointment.
41. The Members at the meeting at which a Member of the Committee retires pursuant to article 38(a) who, in accordance with Articles 37(a)(i), (ii) and (iii) above, would be entitled to elect a person to fill the vacant office, may fill the vacated office by electing a person thereto, and in default the retiring Member of the Committee shall be deemed to have been re-elected, unless at such meeting it is expressly resolved by the Members entitled to elect a person to fill such vacated office, that such vacated office be not filled, or unless a resolution for the re-election of such Member of the Committee shall have been put to those Members entitled to vote thereon as aforesaid, and lost.
42. The Association may by Ordinary Resolution increase the maximum number of Members of the Committee specified in Article 35 above but only in such manner as shall preserve the respective proportions of Island Members to Tower Hamlets Members and of Island and Tower Hamlets Members together to all other Members.
43. The Members of the Committee shall have power at any time and from time to time to appoint any person to be a Member of the Committee, either to fill a casual vacancy, or as an addition to the existing Committee, but so that the total number of Members of the Committee shall not at any time exceed the number fixed in accordance with these Articles. Any Committee Member so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the numbers of the Committee who are to retire by rotation at such meeting.
44. Any Member of the Committee may be removed before the expiration of his/her period of office (notwithstanding anything in these Articles or in any agreement between the Association and the Member of the Committee) by an Ordinary Resolution of which special notice has been given in accordance with section 142 of the Act passed by those Members of the Association who in accordance with Articles 37(a)(i), (ii) and (iii) above would be entitled to elect the Member of the Committee sought to be so removed.

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45. The Members who in accordance with Articles 37(a)(i), (ii) and (iii) above would be entitled to elect any Member of the Committee removed under the immediately preceding Article may by Ordinary Resolution appoint another person in place of the Member of the Committee so removed. Without prejudice to the powers of the Members of the Committee under Article 43 the Members at a General Meeting who in accordance with Article 41 would be entitled to elect a person to fill an office vacated by a Member of the Committee may appoint any person to fill a casual vacancy or as an additional Member of the Committee (provided that the respective maxima specified in Articles 37(a)(i), (ii), and (iii) are not thereby exceeded subject to the provisions of Article 42). A person appointed to fill such a vacancy shall be subject to retirement at the same time as if he/she had become a Member of the Committee on the day on which the Member of the Committee in whose place he/she is appointed was last elected a Member of the Committee,

POWERS OF THE COMMITTEE

46. The business of the Association shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to the provisions of the Act for the time being in force and affecting the Association. and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meeting but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
47. The Members of the Committee for the time being may act notwithstanding any vacancy in their body; provided always that in case the Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

SECRETARY

48. Subject to section 21(5) of the Companies Act 1976 the Secretary may be appointed by the Committee for such time, at such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by it. The Committee may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

49. The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee or of a sub-Committee of the Committee authorised by the Committee in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Member of the Committee and shall be countersigned by the Secretary or by a second Member of the Committee or by some other person appointed by the Committee for the purpose.

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DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

50. The office of Member of the Committee shall vacated in the following events (but not otherwise):
- (a) if he/she becomes bankrupt or a receiving order is made against him/her or he/she makes any arrangement or composition with his/her creditors or
 - (b) if he/she becomes of unsound mind or
 - (c) if by notice in writing to the Association he/she resigns his/her office., or
 - (d) if he/she ceases to hold office by reason of any order made under the Companies Acts 1985 to 2006; or
 - (e) if he/she is removed from office by a resolution duly passed pursuant to Article 45 above or section 168 of the Act; or
 - (f) if he/she is requested in writing by all the other Committee Members for the time being to resign; or
 - (g) if he/she dies; or
 - (h) if the Secretary is informed in writing that the body or persons who appointed him/her to serve on the Committee pursuant to Article 37(a)(vi) has terminated that appointment

PROCEEDINGS OF THE COMMITTEE

51. The Committee may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit Provided that they shall meet together at least twice in each calendar year (not including the meeting referred to in Article 21 hereof). The Committee may determine the quorum for the transaction of business Provided that the quorum shall not be less than six of whom three must be residents of the Isle of Dogs. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
52. A Member of the Committee may, and on the request of a Member of the Committee, the Secretary shall at any time summon a meeting of the Committee by notice served upon the several Members of the Committee. A Member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. The Committee shall from time to time elect a Chair to preside at all meetings of the Committee at which he/she shall be present, and the Committee may determine for what period he/she is to hold office, but if no such Chair be elected or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their number to be Chair of the meeting.
54. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under (the regulations of the Association for the time being vested in the Committee generally.
55. The Committee may delegate any of its powers to one or more sub-Committees consisting of such Member or Members of the Committee or such other persons as it thinks fit, and any sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such

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sub-Committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Association.

56. All acts bona fide done by any meeting of the Committee or of any sub-Committee of the Committee or by any person acting as a Member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Committee.
57. The Committee shall cause proper minutes to be made of all appointments of officers made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of sub-Committees of the Committee and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the Chair of such meetings or by the Chair of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
58. A resolution in writing signed by all the Members of the Committee for the time being or by all the Members of any sub-Committee appointed by the Committee who are entitled to receive notice of a meeting of the Committee or of such sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-Committee duly convened and constituted.
59. Any decision by the Committee to appoint or dismiss its Chair, the Secretary or the Association's Treasurer (if any) or to vary the size of its quorum or to delegate any of its functions or responsibilities to a sub-committee shall as soon as reasonable practicable be notified in writing to all Members of the Association.

ACCOUNTS

60. The Committee shall cause accounting records to be kept in accordance with Part 15 of the Act in so far as applicable to the Company.
61. The books of account shall be kept at the Office or, subject to section 388 of the Act at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the Members of the Committee or Members of the Association.
62. The Committee shall from time to time in accordance with Part 15 Chapter 7 of the Act in so far as applicable to the Company” cause to be prepared and laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Association in General Meeting, together with a copy of the Auditors' report and the report of the Members of the Committee, shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

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AUDIT

64. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
65. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the Act in so far as applicable to the Company

NOTICES

66. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a first class prepaid letter addressed to such Member at his registered address as appearing in the register of Members.
67. Any Member described in the register of Members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him/her shall be entitled to have notices served upon him/her at such address but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
68. Any notice if served by post shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid first class letter.