

UK BUTTERFLIES LTD  
4 ELDON PLACE  
BD1 3AZ BRADFORD  
WEST YORKSHIRE  
COMPANY NR 8676364



**Memorandum and Articles of Association**

**UK Butterflies LTD**

**COMPANY NR 8676364**

**Company Limited by guarantee**

**Registration address:**

**4 Eldon Place**

**BD1 3AZ Bradford West**

**Yorkshire**

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**UK BUTTERFLIES LTD**

*You can make a difference ...*

## Memorandum and Articles of Association

### 1. General

Each subscriber to this memorandum and articles of association wishes to form a company under the Companies Act 2006 and agrees to become a director of UK Butterflies LTD (limited by guarantee )

Board of directors:

Agata Delsaint – Director

Emilia Tyimińska - Director

Waheed Younas – Director

Aleksandra Marcinkowska – Director

The company's name is UK Butterflies LTD. The name has been changed as agreed by the board of directors 2<sup>nd</sup> March 2016 from UK Butterfly - Child In Need LTD to UK Butterflies LTD

### 2. Interpretation

'the articles' means the organisation's articles of association. 'The organisation' means the company intended to be regulated by the articles for non profit organisation, 'Companies Acts' means the Companies Acts ( as defined in section 2 of the Companies Act 2006) as they apply to the organisation, 'the directors' means the directors of the organisation. The directors are organisation trustees as defined by section 97 of the Charities Act 1993 'officers' includes the directors and the secretary ( if any) 'secretary ' means any person appointed to perform the duties of the secretary of the organisation

### 3. Liability of members

(1) The liability of the members is limited

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(2) Every member of the organisation promises, if the organisation is dissolved while he or she is a member, or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £5) as may be demanded of him or her towards the payment of the debts and liabilities of the organisation before he or she ceases to be a member, and the costs charges and expenses of winding up and the adjustment of the contributories among themselves.

#### 4. Objects

The organisation's objects ('objects') are specifically restricted to the following:

The organisation's objects are, for the public benefit, to advance education, help children in needs in Poland and UK, collect clothes, school stuff, everything which can help vulnerable people in need in such charitable ways as the directors think fit, in particular but not exclusively; Also activities, courses, workshops, events and education for Eastern European Community including Roma community living in UK, different events, promotion of healthy life style and well-being. Developing integration between communities, going for trips, learning Polish, learning English, developing European, Polish and Roma culture and tradition, improve health - this includes :programmes for women, single mothers, people receiving welfare benefits, people with no recourse to public funds, programmes for families, pregnant women, people suffering from stress, depression, anxiety, women who are looking for a job, long term unemployed, homeless people, victims of domestic abuse and violence. The provision of training and development programmes are for the benefit of the voluntary not for profit sector.

#### 5. Directors' remuneration

Directors may undertake any services for the company that the directors decide.

- (1) directors are entitled to such remuneration as the directors determine—
- (2) for their services to the company as directors example running workshops, events, and
- (3) for any other service which they undertake for the company

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(4) are entitled to such remuneration as freelance workers for the organization and actual work they do for the organization

(5) unless the directors decide otherwise, directors' remuneration accrues from day to day

(6) unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors.

(7) directors are only entitled to such remuneration for work done for the organization.

#### 6. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

(1) meetings of directors or committees of directors,

(2) general meetings, or

(3) separate meetings of the holders of debentures of the company,

(4) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

#### 7. Powers

In furtherance of the Objects, but not otherwise, the organisation may exercise the following powers:

(1) to improve access to the voluntary sector for potential employees providing a more diverse pool of talent

(2) to deliver outstanding routes for training and development to increase workforce skills and capacity in the voluntary sector

(3) to produce cost efficiencies in the voluntary sector through more successful recruitment and retention which can be reinvested in services

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(4) to be an exemplar of voluntary sector collaborative working and learning. It must be within the objects and powers of each of the Board member organisations of charityworks to subscribe to the memorandum and articles of association of organisation.

### 8. Application of income, property and other assets

#### Universal clauses

(1) The income and property of the organization shall be applied solely towards the promotion of the objects

(2) Any intellectual property and goodwill developed through charity works, including the name, logo, any publications, and any data bases will be the property of the organisation.

(3) (a) A director is entitled to be reimbursed from the property of the organisation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the organisation. In practice it is expected that directors will normally claim such expenses from the Board member organisation which employs them.

(4) None of the income or property of the organisation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the organisation. This does not prevent a member who is not also a director receiving:

- a benefit from the organisation in the capacity of beneficiary of the organisation;
- reasonable and proper remuneration for any goods or services supplied to the organisation.

### 9. Members

The subscribers to the memorandum are the first members of the organisation Membership is open to other individuals or organisations who:

- (1) apply to the organisation in the form required by the directors and
- (2) are approved by the directors

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- (3) The directors may only refuse an application for membership if, acting reasonably and responsibly, they consider it to be in the best interest of the organisation to do so.
- (4) The directors must keep a register of the names and addresses of the members.
- (5) Membership is terminated if the member dies or, if it is an organisation, ceases to exist; the member resigns by providing 1 week written notice to the organisation; the member is removed from membership by the resolution of the directors that it is in the best interests of the organisation that his or her membership is terminated. Majority of directors need to make a collective decision.
- (6) Such a resolution may only be passed if the member has been given at least 7 days notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed the member or, at the option of the member, the member's representative has been allowed to make representations to the meeting

### 10. General Meetings of the Organisation's Board

- (1) The organisation must hold its first annual general meeting within twelve months after the date of its incorporation. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive general meetings. - The directors may regulate their proceedings as they think fit subject to the provisions of the article
- (2) The Board of Directors will meet at least bi-monthly. Directors will endeavour to attend all board meetings and will agree with other directors a second employee from the Board member organisation they represent to act as their proxy if they are unable to attend. The names of such proxies will be recorded. Such a proxy will be counted in the quorum and will be entitled to take part in decisions and vote.
- (3) Directors may invite other individuals to attend and contribute to the meetings, although these individuals will not be entitled to take part in any decisions of the directors

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- (4) No decisions may be made at any general meeting unless a quorum is present
- (5) The Board will be quorate if Directors or their proxies from a minimum of three of the Board member organisations are present.
- (6) Meetings may be held either in person or by suitable electronic means agreed by the Board, enabling all participants to communicate with each other.
- (7) At least 14 days notice will be given of all meetings, unless otherwise agreed by the Directors. The member of the Board who is appointed by the directors to chair the organisation will chair meetings of the directors. If that director is not present at a meeting the directors present may appoint one of their number to chair the meeting. Decisions will be taken by majority decision. In the case of equality of votes the person chairing the meeting shall have a second or casting vote. The Directors may delegate tasks to other agencies, individuals or subcommittees provided that the terms of delegation are clearly stated in writing and reports as required are delivered promptly to the directors by delegates.
- (8) The directors may revoke or alter a delegation
- (9) Meetings will be serviced by the managing agent appointed by the directors who will organise dates, venue and supporting papers and minutes.

#### **11. Directors**

- (1) A director must be a person aged 16 years or older. No one may be appointed a director if he or she would be disqualified from acting under the provisions of article
- (2) The first directors shall be the persons notified to Companies House as the first directors of the organisation
- (3) All directors and volunteers need to be DBS checked

#### **12. Appointment of directors:**

The organisation may by ordinary resolution:

- (1) appoint a person who is willing to act as a director;

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- (2) determine the rotation in which any additional directors are to retire
- (3) All board member organisations will be expected to put forward a senior employee/ director who is prepared to act as a director of charity works.
- (4) Additional board members will be chosen to strengthen relevant skills and experience.

#### **13. Powers and responsibilities of directors:**

- (1) The directors will manage the business of the organisation and may exercise all the powers of the organisation unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution. The directors will contract with a managing agent to take responsibility for the day to day management of the organisation and to provide regular reports against performance, risks and opportunities to the directors.
- (2) The directors put forward by board member organisations will be responsible for providing regular reports against the performance, risks and opportunities for charity works to their own boards.

#### **14. Disqualification and removal of directors**

- (1) director shall cease to hold office if he or she:
  - ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director
  - ceases to be a member of the charity
  - becomes incapable of managing or administering his or her own affairs
  - resigns as a director by notice to the organisation (but only if at least two directors will then remain in office)



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- is absent without permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated

#### **15. Declaration of directors' interests**

(1) A director must declare the nature and extent of any interest, direct or indirect, in a proposed transaction or arrangement with the organisation or in any transaction or arrangement entered into by the organisation which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict of interest may arise between his or her duty to act solely in the interests of the organisation and any personal interest.

#### **16. Minutes**

(1) The directors must keep minutes of all:

- appointments of officers made by the directors;
- at meetings of the organisation
- meetings of the directors and any committees of directors including:
  - the names of the directors present at the meeting;
  - the decisions made at the meetings
  - where appropriate the reasons for the decisions

#### **17. Accounts**

(1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

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(2) The directors must keep accounting records as required by the Companies Acts.

#### 18. Annual Report

(1) The directors must comply with the requirements of the Annual Report rules for non profit organisations to the:

- transmission of the statements of accounts
- preparation of an Annual Report and its transmission (c)preparation of an Annual Return and its transmission

(2) The directors must notify Companies House and HMRC promptly of any changes.

#### 19. Rules

(1) The directors may from time to time make any such reasonable and proper rules or bye laws as they deem necessary or expedient for the proper conduct and management of the organisation

(2) The organisation in general meeting has the power to alter, add to or repeal the rules or bye laws

(3) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the organisation

(4) The rules or bye laws shall be binding on all members of the organisation

#### 20. Dispute resolution

If the Directors are unable to reach agreement on any issue concerning organisation works, they will refer the matter to the Chief Executives of the Board member organisations or, if the issue remains unresolved, to external mediation.

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### 21. Dissolution

(1) The members of the organisation may at any time, before and in expectation of its dissolution, resolve that any net assets of the organisation after all its debts and liabilities have been paid , or provision has been made for them, shall on or before the dissolution of the organisation be applied or transferred in any of the following ways:

- directly for the Objects; or
- by transfer to any organisation or charities for purposes similar to the Objects; or
- to any organisation or charities for use for particular purposes that fall within the Objects

(2) In no circumstances shall the net assets of the organisation be paid to or distributed among the members of the organisation (except to a member that is itself a organisation) and if no resolution in accordance with article is passed by the members or directors the net assets of the organisation shall be applied for charitable purposes as directed by the Court.

**The end**

**Reviewed and agreed on 1<sup>st</sup> September 2016, Bradford by :**

**Agata Delsaint**

**Emilia Tyminska**

**Waheed Younas**

**Aleksandra Marcinkowska**