

THE COMPANIES ACT 1985 & 1989

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

**ARTICLES OF ASSOCIATION
OF THE
INTERNATIONAL ASSOCIATION FOR COMMUNITY DEVELOPMENT**

Amended 26th July 2010

GENERAL

1. (a) The regulations contained or incorporated in Table C as defined by Section 8 (4) of the Companies Act 1985 (such table being hereinafter called 'Table C') shall apply to the Company save insofar as they are excluded or varied hereby and such regulations (save as so far as excluded or varied) and the Articles hereinafter contained shall be the Regulations of the Company.
- (b) The Company is established for the purposes expressed in the Memorandum of Association.
2. In these presents and in the Memorandum of Association, the words 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	Meanings
The Company	The International Association for Community Development
The Seal	The Common Seal of the Company
The Secretary	Any person appointed to perform the duties of the Secretary of the Company (ie the Company Secretary as per the Companies Act).
Month Calendar	Month
The Act	The Companies Act 1985 (as amended)
The United Kingdom	Great Britain and Northern Ireland

In Writing	Written, printed or lithographed or partly one and partly the other, and other modes of representing or reproducing words in a visible form.
Trustees	The Board of the Company are the Managing Trustees.
Secretary-General	The senior working officer of the Company, which may be a paid or unpaid appointment.

Any words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Acts or any statutory modifications thereof at the date on which these presents become binding on the Company shall if not consistent with the subject or context, bear the same meaning in these presents.

MEMBERS

3. The number of members with which the Company proposes to be registered is unlimited.
4. (a) The members of the Board of the Company shall consist of:-
 - (i) Up to 14 members elected from amongst the membership of the Company.
 - (ii) These should be elected as follows: At least one each from the following Regions:
 - Europe (including the Russian Federation);
 - Asia (excluding the Russian Federation and Middle East);
 - Middle East and North Africa;
 - Sub Sahara Africa;
 - Oceania (including Australasia and Pacific Islands);
 - Latin America;
 - North America (including the Caribbean Islands).
 - (iii) Up to six additional co-opted members from amongst the membership of the Company which the Company shall consider are required to ensure greater representation from perspectives that

are under represented by members nominated by virtue of Clause 4 (a) (ii) hereof.

- (iv) All elected members of the Board and all Officers will normally serve for a maximum term of four years, and may serve a further two terms.

Co-opted members will serve until the next AGM at which elections are held, but will be eligible for further co-option, to a maximum of two additional co-opted terms. Elections to the Board shall be open to all paying members.

- (v) Elections and Co-options will be conducted according to the Standing Orders laid down by agreement of the Board under Delegated Powers from time to time, and in particular to ensure a cycle of part rotation, subject to the provisions of sub-clauses (i-iv) above, and such Standing Orders shall be published to those members present at each Annual General Meeting.

- (b) Membership of the Company shall be open to individuals and organisations on payment of an annual membership fee. The fee shall be determined annually by the Board of the Company.
- (c) The Company shall keep a register and index of its members as required by Section 352, 353 and 354 of the Act and each member of the Company shall either sign the said Register or a written form of consent on becoming a member.
- (d) No member unless authorised by the Company shall take any public action or make any public announcement in the name of the Company or otherwise do anything directly or indirectly to represent that any proposal, action or statement of facts has the approval of the Company.
- (e) All members shall sign a text of affiliation declaring support for community development principles.
- (f) Every member shall continue as such until one of the following events shall happen:
 - (i) He/she shall resign by notice in writing.
 - (ii) He/she shall be removed by a two third majority of those present and voting at a duly convened meeting of the Company for conduct prejudicial to the Company provided that any member whose

expulsion is proposed shall have the right to make representations to the meeting at which the decision is made.

- (g) Any Board member failing to attend, or formally notify apology in advance of, Board Meetings of a period of two years shall be deemed to have resigned from the Board, unless the Board at its absolute discretion shall decide otherwise.

GENERAL MEETINGS

- 5. The Company shall in each year hold a General Meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next.

Each AGM shall receive a report on the most recent annual accounts and of the activities of the Board, since the previous AGM.

Provided that so long as the Company holds its first AGM within Eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the Company shall appoint.

- 6. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 17 members present in person shall be quorum and Regulation 40 of the Table C shall be varied accordingly.
- 7. Every member shall have one vote at a General Meeting.
- 8. A special General Meeting may be convened at the request of one third of the Board Members or members of the Company.
- 9. Any decisions at General Meetings shall be passed on the basis of a simple majority.

DELEGATED POWERS

- 10. (i) Every Board Member of the Company shall also be a director of the Company for the purpose of the Act.
- (ii) The Company shall set up the Board, Executive Committee and any such sub-committees as it shall think fit to deal with the general management of the business of the Company and such other tasks as may arise from time to time.

- (iii) The Board, Executive Committee and Sub-Committee shall only be entitled to exercise such powers and carry out such tasks as are specifically delegated by the Company and shall provide regular reports to the Company as to its activities.
- (iv) The Company shall determine all rules and regulations in relation to the operation of the Board, Executive Committee and any such sub-committees.
- (v) The Board shall meet at least once a year prior to the Annual General Meeting. In addition Board Meetings may be convened by way of tele-conferencing or video-conferencing.
- (vi) The Quorum for the Board shall be five.

SECRETARY

- 11 Subject to Section 286 of the Act a Secretary shall be appointed by the Company for such term at such remuneration (if any) and upon such conditions as the Company may think fit.

OFFICERS

- 12 The following Officers shall be elected by and from within the Board of the Company: a Chair, two Vice-Chairs and Honorary Treasurer. The Chair and Vice-Chairs shall also be the President and Vice-Presidents of the Company. Additionally, the Board of the Company may from time to time appoint such other officers as it shall think fit, including a Secretary-General and determine his/her powers and duties, fix his/her salary (if any) and remove or suspend him/her from office. The President, Vice-Presidents, Secretary-General and Honorary Treasurer shall form the Executive Committee of the Board concerned with the day to day management of the Company.

BANKERS

- 13 A Banking Account or accounts shall be kept in the name of the Company. It may be kept at such Bank or Banks as the Company shall from time to time appoint.

THE SEAL

- 14 The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Company in the presence of at least two Board Members of the Company and of the Secretary and the said member and the Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the seal had been properly affixed.

FINANCIAL ACCOUNTS

- 15 The Company shall cause accounting records to be kept in accordance with Section 221 of the Act. The Executive Committee shall be provided with such interim financial reports as it shall require.

Cheque signatories (of which there shall be two) shall be the Chair, Secretary-General and Honorary Treasurer, plus any other person, or persons, the Executive Committee shall appoint, provided that at least one signatory shall always be an Officer of the Company appointed or elected under Clause 12 above.

- 16 The accounting records 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 Company shall think fit and shall always be open to inspection of members of the Company.
- 17 Accounts shall be prepared in accordance with the provisions of the Charities Accounts (Scotland) Regulations 2006.

DISSOLUTION

- 18 These Articles and the Memorandum, may be amended by a simple majority at any General Meeting, including an AGM, provided notice of the proposed amendment shall have been circulated to all members eligible to vote at least one month before the date of the meeting at which such changes shall be considered, except that:-
- i) no changes shall be made to Clause 3 (objects) of the Memorandum which would mean that the Company ceased to be charitable in law, and
 - ii) no change shall be made to Clause 7 of the Memorandum (Dissolution).
- 19 Clause 7 of the Memorandum and Articles of Association relating to the winding up and dissolution of the Company shall have effect as if the provision thereof were repeated in these Articles.

INDEMNITY

- 20 Subject to the provisions of the Act and these Articles every member of the Company, Sub-Committee, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto.

SPECIAL RESOLUTION

- 21 The AGM held in Budapest on 26 March 2004 instructs the Board to require the Executive Committee to amend the phrasing of the Objects Clause (Clause 3) of the Memorandum of the Company such that it complies with the requirements of Charity Law of the country in which the Company is registered, **provided that** any such change lies within the spirit and purpose of the current Objects, and of the Mission Statement agreed by the Board Meeting held in June 2000.

Any changes are subject to ratification by the Board and the next subsequent AGM.