(DV2) THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of KENLEY RESIDENTS' ASSOCIATION

PART 1 — NAME, STATUS, OBJECTS AND POWERS

1. Name and status

1.1 The name of the Company is Kenley Residents' Association.

1.2 The Company may also be known as KENDRA.

1.3 The Company is a private company limited by guarantee, having no share capital. It operates on a not-for-profit basis, is not a registered charity, and has been granted an exemption from using the word 'Limited' under Section 60 of the Companies Act 2006.

1.4 The Company shall be non-party-political and non-sectarian. This shall not prevent it from campaigning on local issues, engaging with elected representatives or expressing views on matters affecting its Members and the local community.

2. Objects and powers

2.1 The objects of the Company shall be:

(a) to safeguard the interests of its Members;

(b) to promote and enhance the KENDRA Membership Area, and its amenities;

(c) to foster community within the KENDRA Membership Area; and

(d) to organise events and other activities for the benefit of its Members.

2.2 In furtherance of its objects, the Company may:

(a) collect subscriptions, accept donations and legacies, and obtain grants and other lawful funding;

(b) organise meetings, events, campaigns and community activities;

(c) acquire, lease, hold, maintain, manage and dispose of property and other assets;

(d) open and operate bank accounts and other financial accounts;

(e) enter into contracts and employ or engage staff, contractors and advisers where necessary;

(f) collaborate with other residents' associations, community organisations, public bodies and other appropriate organisations;

(g) borrow money and provide security over its assets where authorised in accordance with these Articles and applicable law; and

(h) do anything lawful that is incidental or conducive to the achievement of its objects.

2.3 All income and property of the Company shall be applied solely towards its objects and shall be subject to the restrictions in these Articles.

PART 2 — MEMBERSHIP AND GUARANTEE

3. Membership Area

3.1 The Membership Area shall correspond to the official boundary of Kenley Ward in the London Borough of Croydon, as amended from time to time by the relevant electoral authorities.

3.2 A Full Member whose principal residential address was within the Membership Area when they became a member shall not cease to be eligible for Full Membership, or lose their membership or voting rights, solely because a subsequent change to the ward boundary places their address outside the Membership Area. This protection shall continue for as long as their membership is maintained in accordance with these Articles.

3.3 A person who was a Full Member of the unincorporated Kenley and District Residents' Association immediately before the formation of the Company, and whose address falls outside the Membership Area, shall remain eligible for Full Membership on the same basis, provided their membership is maintained in accordance with these Articles.

3.4 Eligibility for new Full Membership shall ordinarily be determined by reference to the official ward boundary in force at the date of application. Official electoral maps and address information shall be used to resolve queries about the boundary.

3.5 Any proposal to change the basis on which the Membership Area is defined, other than a change made by the electoral authorities, shall require approval by special resolution of the Members.

4. Classes of membership

4.1 Full Members

Full Membership shall be open to individuals aged 18 or over who reside at a principal residential address within the Membership Area, or who qualify under Articles 3.2 or 3.3, and whose membership subscriptions are paid in accordance with these Articles.
There shall ordinarily be no more than one Full Member per household or house in multiple occupation.
Full Members shall have the right to attend, speak and vote at General Meetings, subject to these Articles.

4.2 Linked Members

Linked Membership may be offered to adults aged 18 or over residing at the same address as a Full Member. Linked Members may participate in Company activities and receive Company communications but shall not have voting rights by virtue of Linked Membership.

4.3 Affiliated Members

Affiliated Membership may be offered to individuals, local clubs, businesses, community organisations and other bodies associated with the district, on terms determined by the Board. Affiliated Members shall not have voting rights.

4.4 The Board shall maintain appropriate records distinguishing between the membership classes.

4.5 Membership shall ordinarily run from 1 January to 31 December, subject to any transitional arrangements approved for the Company's first membership year.

5. Applications, renewals and subscriptions

5.1 The Board shall establish fair, consistent and transparent procedures for membership applications, renewals and subscription collection.

5.2 The Board may request reasonable evidence of residence or, where relevant, historic membership to establish eligibility. Any personal information obtained shall be handled in accordance with applicable data protection law.

5.3 Annual subscription rates, concessions and payment deadlines shall be approved by the Members at the AGM. The Board may propose changes for approval at a General Meeting.

5.4 The Board may refuse a membership application on reasonable and lawful grounds, provided that the decision is made fairly and consistently with the objects of the Company. The applicant shall be informed of the principal reason in writing if requested and shall be entitled to appeal to a General Meeting.

5.5 The Board shall give reasonable notice of subscription renewals and allow a reasonable period for payment before terminating membership for non-payment.

5.6 A short delay in payment caused by administrative error, illness or other reasonable circumstances shall not automatically extinguish the protected eligibility of a member under Article 3. The Board shall consider the circumstances fairly and consistently.

5.7 A person whose membership has ended may apply to rejoin. Eligibility shall be assessed under Article 3 and the other applicable membership provisions.

6. Resignation, suspension and expulsion

6.1 A Member may resign by giving written notice to the Company.

6.2 Membership may end on death, resignation or non-payment of subscriptions following the notice and reasonable opportunity to renew required by Article 5.5.

6.3 The Board may suspend or expel a Member for serious or persistent conduct materially prejudicial to the Company or its Members.

6.4 Before suspension or expulsion, the Member shall:

(a) receive written notice of the allegations and proposed action;

(b) be given a reasonable opportunity to respond; and

(c) be entitled to have the matter considered impartially by the Board.

6.5 The decision and reasons shall be communicated to the Member in writing.

6.6 The Member may appeal to a General Meeting. The appeal shall be heard fairly, and the Member shall be given a reasonable opportunity to present their case. A person whose conduct is the subject of the appeal shall not take part in deciding it.

6.7 The Board may adopt further membership procedures consistent with these Articles.

7. Members' guarantee

7.1 The liability of the members is limited to £1, which each Member guarantees to contribute to the assets of the Company if it is wound up while they are a Member, or within one year after they cease to be a Member, for:

(a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of contributories among themselves.

7.2 The guarantee is limited to £1 per Member. It does not constitute a general guarantee of the Company's debts by its Members.

PART 3 — DIRECTORS AND BOARD GOVERNANCE

8. Composition and election of the Board

8.1 The Company shall be managed by a Board comprising:

(a) Chair;

(b) Vice-Chair;

(c) Honorary Secretary;

(d) Honorary Membership Secretary;

(e) Honorary Treasurer;

(f) Honorary Planning Officer; and

(g) up to eight additional elected Directors.

The maximum number of Directors shall not exceed fourteen.

8.2 All Officers and Directors shall be elected by the Full Members at the AGM. Each shall serve until the conclusion of the next AGM and may stand for re-election.

8.3 Nominations and election procedures shall be published to Members in advance of the AGM. Where the number of candidates exceeds the available positions, a fair ballot shall be held.

8.4 The Board may appoint an eligible Full Member to fill a casual vacancy until the next AGM. Such an appointment shall not increase the maximum number of Directors permitted by Article 8.1.

8.5 A Director appointed to fill a vacancy shall retire at the next AGM but may stand for election.

8.6 A Director may resign by written notice to the Company.

8.7 The Members may remove a Director in accordance with the Companies Acts and these Articles. Any statutory rights to notice, representation and voting shall be respected.

8.8 A Director must be legally eligible to act as a director and must provide any information and declarations required by law.

9. Duties, conduct and honorary positions

9.1 Directors shall act in accordance with their statutory duties, these Articles and the lawful decisions of the Members.

9.2 Directors shall declare actual or potential conflicts of interest and shall not participate in a decision where their personal interest conflicts with the interests of the Company, except where participation is lawfully authorised.

9.3 A Director who has a material conflict shall not vote on the relevant matter and shall not count towards the quorum for that matter unless participation is lawfully authorised.

9.4 Directors shall serve without remuneration for their duties as Directors. They may receive reimbursement of reasonable expenses properly incurred on Company business, supported by appropriate records.

9.5 At the discretion of the Board, Ward Councillors may be invited to serve as honorary President or Vice-President of the Company. Such appointments shall be honorary and shall not, of themselves, confer membership, voting rights, directorship or a right to participate in confidential Board business.

9.6 Honorary Presidents and Vice-Presidents may be invited to attend particular meetings or activities in an advisory capacity.

10. Powers and responsibilities of the Board

10.1 Subject to these Articles, the Companies Acts and any lawful direction given by the Members by special resolution, the Board shall manage the business and affairs of the Company.

10.2 The Board may establish subcommittees and delegate defined responsibilities to them or to individual Directors, subject to appropriate oversight.

10.3 Delegation shall not remove the Board's overall responsibility for the proper management of the Company.

10.4 The Board may adopt standing orders and administrative policies consistent with these Articles.

11. Board meetings and decisions

11.1 The Board shall meet at least six times in each calendar year.

11.2 Any Director may request a Board meeting. The Honorary Secretary shall give reasonable notice to all Directors, stating the proposed date, time, place and principal business.

11.3 Meetings may be held in person, by telephone, online or through a combination of these methods, provided that participating Directors can communicate with one another effectively.

11.4 The quorum shall be five Directors, including at least two Officers. A Director shall count towards the quorum only where they are entitled to participate in the relevant business.

11.5 Decisions shall be made by a simple majority of votes cast by Directors entitled to vote. The Chair shall not have a casting vote. In the event of a tie, the proposal shall not be carried.

11.6 A written or electronic resolution without a meeting shall be valid only if every Director entitled to vote on the matter has indicated agreement in writing (which includes email or other secure electronic transmission) and the Directors would have formed a quorum at a meeting considering that matter.

11.7 The Board shall ensure that minutes are kept of its meetings and decisions, including decisions made by written or electronic resolution.

11.8 If the number of Directors falls below the number required for a quorum, the remaining Directors may act only to appoint eligible Directors to restore the Board or to call a General Meeting for that purpose.

PART 4 — GENERAL MEETINGS AND MEMBER VOTING

12. Annual and Extraordinary General Meetings

12.1 The Company shall hold an AGM each calendar year, normally in or shortly after April.

12.2 The business of the AGM shall ordinarily include:

(a) receiving the annual report;

(b) receiving the annual accounts and any required independent report;

(c) electing the Officers and Directors;

(d) approving annual subscription rates;

(e) considering the budget and financial policies proposed by the Board; and

(f) considering any properly notified motions.

12.3 The Board may call an EGM whenever it considers necessary.

12.4 Members may require the Board to call a General Meeting in accordance with the Companies Acts. Nothing in these Articles shall restrict statutory rights to requisition a meeting.

12.5 General Meetings shall be called and conducted in accordance with these Articles and applicable law.

13. Notice of General Meetings

13.1 At least fourteen clear days' notice shall be given for a General Meeting, or any longer period required by law or these Articles.

13.2 The notice shall state the date, time, venue or means of attendance, the business to be considered and the procedure for participation and voting.

13.3 The notice shall include the text of any proposed special resolution and sufficient information to enable Members to understand the proposal.

13.4 Notices may be sent by post or electronic means in accordance with applicable law and the Company's communication procedures.

13.5 Members shall be responsible for keeping their postal and electronic contact details reasonably up to date.

14. Quorum, attendance and chairing

14.1 The quorum for an AGM shall be thirty Full Members entitled to vote.

14.2 The quorum for an EGM shall be the lesser of thirty Full Members or ten per cent of the total voting membership, subject to a minimum of two Full Members.

14.3 Only Full Members entitled to vote shall count towards the quorum. A Director who is also a Full Member may count when attending in that capacity.

14.4 General Meetings may be held physically, virtually or by a hybrid arrangement, provided reasonable arrangements enable Members to participate.

14.5 A Member participating remotely shall count towards the quorum if their identity and eligibility can reasonably be verified and they can follow the proceedings and exercise the rights available to them under the meeting arrangements.

14.6 If a quorum is not present within thirty minutes of the advertised start time, the meeting shall be adjourned. The Board shall give notice of the reconvened meeting and the applicable quorum in accordance with these Articles and the law.

14.7 The Chair shall preside over a General Meeting if present and willing to do so. Otherwise, the Members present shall appoint a chair for that meeting.

14.8 The meeting chair may adjourn a meeting where necessary for safety, orderly conduct or with the agreement of the meeting, subject to applicable law.

15. Voting at General Meetings

15.1 Each Full Member shall have one vote, subject to these Articles and applicable law.

15.2 Any Full Member is entitled to appoint a person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the Company. The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the form set out in the regulations made by the Directors.

15.3 Decisions shall be made by a simple majority of votes cast unless a greater majority is required by law or these Articles.

15.4 A special resolution requires a majority of not less than 75 per cent of votes cast by Members entitled to vote, in accordance with the Companies Acts.

15.5 The chair may have a casting vote where the votes on an ordinary resolution are equal. No casting vote shall apply to director elections, director removals, special resolutions or a resolution to dissolve the Company.

15.6 Voting eligibility and any objection to a vote shall be determined fairly by the meeting chair, subject to the Companies Acts and any right of challenge under the law.

15.7 The chair shall announce the result of each vote and ensure that the result is recorded in the minutes.

16. Postal and electronic ballots

16.1 The Board may arrange a postal or electronic ballot for a contested election or for a substantial question where it considers a separate ballot appropriate.

16.2 A ballot shall be conducted in accordance with procedures approved by the Board and consistent with the Companies Acts and these Articles.

16.3 At least fourteen days' notice shall ordinarily be given for a ballot. The notice shall identify the question or candidates, the voting method, the opening and closing dates, and how the result will be determined.

16.4 Eligible Members shall normally be given the choice of voting electronically or by post, with reasonable arrangements for Members who cannot use the electronic method.

16.5 An electronic ballot may use a unique membership roll number or another suitable method to verify eligibility and prevent duplicate votes. Where a secret ballot is required, the process shall separate identity verification from the vote choice so that individual votes are not unnecessarily traceable.

16.6 The Board shall make reasonable arrangements for the secure receipt, counting and recording of votes and for resolving genuine disputes about eligibility or duplicate submissions.

16.7 Votes cast in a separate ballot shall count towards the decision on that ballot but shall not count towards the quorum of a General Meeting held separately.

16.8 A separate ballot shall not replace any meeting, notice, resolution or other procedure required by law. Any special resolution shall satisfy the applicable statutory requirements.

16.9 Live voting by remote attendees shall be supported where suitable arrangements are available to verify eligibility, record votes and ensure that the result is reliable. The Board may instead arrange a separate ballot where this is more practicable, provided that doing so is lawful.

PART 5 — FINANCE, ACCOUNTS AND RECORDS

17. Financial management and controls

17.1 All Company funds shall be held in bank or other financial accounts in the registered name of the Company.

17.2 The Board shall appoint authorised bank signatories and establish financial controls ensuring that electronic payments and other external payments require authorisation by at least two independent authorised persons, subject to the bank's facilities and applicable law.

17.3 No person shall approve their own expenses or a payment made to themselves. Any payment to a Director or a person connected with a Director shall be properly disclosed, authorised where lawful and recorded.

17.4 The Treasurer shall maintain appropriate financial records, monitor income and expenditure, report regularly to the Board and prepare the annual accounts.

17.5 The Board shall prepare an annual budget for consideration by the Members at the AGM.

17.6 Expenditure shall be authorised in accordance with the approved budget and any financial limits or delegated authorities approved by the Members.

17.7 Prior approval at a General Meeting of the Members shall be required only for unbudgeted, extraordinary expenditure or single financial commitments that exceed the limit annually set by the Members at the AGM. Routine, recurring operational expenditure explicitly detailed within an AGM-approved budget—including but not limited to magazine production, printing, and insurance premiums—shall not require further referral to the membership, provided it remains substantially within its budgeted allocation.

17.8 Extraordinary expenditure shall be supported by a recorded Board or Member decision, as appropriate, and properly documented in the financial records.

17.9 The Company shall not distribute profits or surplus funds to Members or Directors. This shall not prevent properly authorised reimbursement of expenses or payment for goods or services lawfully supplied to the Company.

18. Financial year, accounts and reporting

18.1 The Company's financial year shall run from 1 January to 31 December, unless lawfully changed.

18.2 The Company shall prepare annual accounts and reports in accordance with the Companies Acts and applicable accounting requirements.

18.3 The accounts shall be presented to the Members at the AGM and shall be independently examined or audited where required by law or where the Members so decide.

18.4 The Board shall ensure that the Company's statutory filings and records are maintained and submitted within the required time limits.

18.5 Company records shall be retained for the periods required by law and in accordance with appropriate data protection and records-management procedures.

PART 6 — ASSET PROTECTION AND DISSOLUTION

19. Application of income and property

19.1 The income and property of the Company shall be applied solely towards its objects.

19.2 No part of the income or property shall be paid or transferred directly or indirectly to Members or Directors by way of dividend, bonus or distribution of profit.

19.3 Nothing in this Article shall prevent:

(a) reimbursement of reasonable expenses properly incurred on Company business;

(b) payment for goods or services supplied to the Company on reasonable and properly authorised terms; or

(c) any other payment expressly permitted by law and these Articles.

19.4 Any payment or arrangement involving a Director or a person connected with a Director shall be disclosed and handled in accordance with the law and the Company's conflict-of-interest procedures.

19.5 The restrictions contained within Articles 19 and 20 constitute an explicit, permanent community asset lock. The Board has no authority to alter or bypass these provisions to benefit private individuals or distribute surplus funds outside the scope of the Company's community objects.

20. Winding up and dissolution

20.1 If the Company is wound up, its assets shall first be applied in satisfying its liabilities and the costs of winding up in accordance with the law.

20.2 Any remaining assets shall not be distributed to Members or Directors.

20.3 Subject to applicable law, the remaining assets shall be transferred to one or more local not-for-profit organisations whose objects are substantially similar to those of the Company and whose governing arrangements prevent the distribution of surplus assets to members or private individuals.

20.4 The recipient organisation or organisations should primarily benefit residents of Kenley and its immediate surroundings.

20.5 The recipient organisation or organisations shall be selected by the Members by resolution before dissolution, where practicable and lawful.

20.6 If no suitable recipient is selected, or a selected recipient cannot accept the assets, the Board or the person lawfully responsible for the winding up shall seek a suitable alternative recipient consistent with these Articles and the law.

20.7 No transfer of assets under this Article shall prejudice creditors or other persons entitled to payment under the law.

PART 7 — AMENDMENTS AND ADMINISTRATIVE PROVISIONS

21. Amendment of Articles

21.1 These Articles may be amended only by special resolution in accordance with the Companies Acts.

21.2 The notice of the meeting shall include the text of the proposed amendment and identify the resolution as a special resolution.

21.3 No amendment shall authorise the distribution of Company assets to Members or Directors

contrary to Article 19 or 20, or otherwise be inconsistent with the Company's not-for-profit objects, unless the amendment is lawful and any applicable statutory requirements are satisfied.

22. Communications

22.1 The Company may communicate with Members by post, electronic mail or other lawful means.

22.2 Notices and documents may be supplied electronically where permitted by law and where the applicable requirements have been met.

22.3 The Board shall maintain reasonable procedures for sending notices, receiving Member communications and recording the delivery of important documents.

23. Indemnity and insurance

23.1 Subject to the Companies Acts and other applicable law, the Company may indemnify a Director against liabilities properly incurred in the performance of their duties, to the extent that such indemnity is lawful.

23.2 The Company may purchase and maintain appropriate insurance for Directors, officers and volunteers in connection with their authorised duties.

23.3 Nothing in this Article shall indemnify a person against fraud, dishonesty, deliberate wrongdoing or any liability that the law does not permit the Company to indemnify.

24. Interpretation

24.1 In these Articles:

"the Act" or "the Companies Acts" means the Companies Act 2006 and other applicable company legislation, as amended from time to time;

"the Company" means Kenley Residents' Association;

"the Board" means the Company's Board of Directors;

"Director" means a director of the Company;

"Full Member" means a member admitted to Full Membership under these Articles;

"General Meeting" means an AGM or EGM of the Company;

"Membership Area" means the area defined in Article 3;

"Member" means a person admitted to membership of the Company under these Articles; and

"special resolution" has the meaning given by the Companies Acts.

24.2 Where these Articles conflict with a mandatory provision of law, the mandatory provision shall prevail to the extent of the conflict.

24.3 Headings are included for convenience and shall not affect interpretation.

END OF ARTICLES