

# Atheism UK

**COMPANY ARTICLES OF ASSOCIATION  
CONSTITUTION**

**THE COMPANIES ACT 2006**

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

**ARTICLES OF ASSOCIATION**

**OF**

**Atheism UK**

**1. Preliminary and Interpretation**

- (1) Regulations 2 to 35 inclusive, 54, 55, 57,59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A shall not apply to the Company but the articles hereinafter contained and, subject to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the Articles of Association of the Company.
- (2) In these Articles:-
- (a) **“Company”** means Atheism UK;
  - (b) **“Act”** means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
  - (c) **“Articles”** means these articles of association of the Company;
  - (d) **“British Citizen”** bears the same meaning as in the British Nationality Act 1981;
  - (e) **“Clear Days”** in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
  - (f) **“communication”** means the same as in the Electronic Communications Act 2000;
  - (g) **“electronic communication”** bears the same meaning as in the Electronic Communications Act 2000;
  - (h) **“Director”** and **“Directors”** mean the same as in the Act;
  - (i) **“executed”** includes any mode of execution;
  - (j) **“Memorandum”** means the memorandum of association of the Company;
  - (k) **“Shadow Director”** bears the same meaning as in Section 251 of the Act;
  - (l) **“United Kingdom”** means the United Kingdom of Great Britain and Northern Ireland;
  - (m) words importing the masculine gender only shall include the feminine and neuter genders;

- (n) words importing the singular number only shall include the plural number and vice versa;
- (o) words and expressions, defined elsewhere in the Articles, shall bear the meanings thereby assigned to them; and
- (p) subject as aforesaid, words or expressions shall, unless the context requires otherwise, bear the same meaning as in the Act.

## 2. Name

The Company's name is "**Atheism UK**".

## 3. Registered Office

The Company's registered office is to be situated in England and Wales.

## 4. Objects

- (1) The Company's objects ("the Objects") are:-
  - (a) the advancement of atheism;
  - (b) the challenging of religious faith; and
  - (c) anything conducive or incidental to or to the furtherance of (a) and (b) above.
- (2) The Company shall not engage in party political or, except in furtherance of the Objects, any other political activities.
- (3) The income and capital of the Company shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred, directly or indirectly, to the members of the Company, whether by way of dividend or bonus or otherwise in the form of profit but this shall not prevent the payment of:-
  - (a) reasonable and proper remuneration to any officer, employee, or member of the Company in return for any professional services provided to the Company;
  - (b) of reasonable and proper remuneration for any services rendered to the Company by any member, officer or servant of the Company who is not a Director;
  - (c) a reasonable rate of interest on money lent to the Company commensurate with the published base lending rate of a UK clearing bank;
  - (d) reasonable rent for property let to the Company;
  - (e) reasonable expenses to any officer, employee, or member of the Company where approved by the Directors.
- (4) The liability of the members is limited.

- (5) Every member of the Company undertakes to contribute such amount as may be required (not exceeding £5.00) to the Company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the members among themselves.
- (6) If on the winding up or dissolution of the Company there remains any surplus property after satisfaction of the Company's debts and liabilities, such surplus shall not be paid to the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the Objects, the recipient body or bodies being chosen by the members as at the date of winding up or dissolution.

## 5. Members

- (1) The following persons shall be members of the Company:-
  - (a) the subscribers to the Memorandum;
  - (b) such other persons as the Directors shall admit to membership in accordance with Article 5(2).
- (2) The Directors may admit to membership of the Company any natural person:-
  - (a) who is a British Citizen, whether or not resident in the United Kingdom; or
  - (b) who is not a British Citizen but who is resident in the United Kingdom,  
  
who is not less than eighteen years of age and who applies (in the form prescribed by the Directors, including a declaration of support for the Company's Objects), but no other person, for membership.
- (3) The Directors may refuse any application for membership without giving any reason for so doing.
- (4) The subscription payable by members shall be such sum for such period as the Company in general meeting may from time to time prescribe.
- (5) A person shall cease to be member if he:-
  - (a) dies;
  - (b) resigns from membership by giving seven days notice in writing to the secretary;
  - (c) fails to pay the subscription for any period within six months of the same becoming due;
  - (d) is in breach of the declaration referred to in Article 5(2) and is requested by the Directors to resign;
  - (e) not being:-
    - (i) resident in the United Kingdom, ceases to be a British Citizen; or

(ii) a British Citizen, ceases to be resident in the United Kingdom.

(6) Membership is not transferable.

## 6. General Meetings

(1) The Directors:-

(a) may call a general meeting at any time;

(b) on:-

(i) the requisition of members pursuant to the provisions of sections 303 and 304 of the Act; or

(ii) the requisition of the Council,

shall forthwith proceed to convene a general meeting for a date not later than twenty eight days after the notice convening said meeting which shall be despatched not more than twenty one days from the date on which the Directors become subject to the requirement.

(2) If, for any reason, the Directors do not convene a meeting in accordance with section 304 of the Act after becoming required to do so under section 303 of that Act the members who requested the meeting in accordance with the said section 303, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a general meeting in accordance with the provisions of section 305 of the said Act.

(3) If, for any reason, the Directors do not convene a meeting in accordance with Article 6(1)(b)(ii), after becoming required to do so thereunder, the Council may itself convene a general meeting.

## 7. Notice of general meetings

(1) General meetings shall be called by at least fourteen Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote, being a majority together holding not less than 90 percent of the total voting rights at the meeting of all the members.

(2) The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

(3) The notice shall be given to all the members and to the Directors and, if appointed, the auditors of the Company.

(4) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## 8. Proceedings at general meetings

- (1) No business shall be transacted at any meeting unless a quorum is present.
- (2) Seven (or, if less, the total number of members) persons entitled to vote upon the business to be transacted, each being a member, shall constitute a quorum.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.
- (4) The President or in his absence a Vice President or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting, but if neither the President, Vice President nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
- (5) If no Council Member is willing to act as chairman, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- (6) The chairman may, with the consent of a 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 business which might properly have been transacted at the meeting had adjournment not taken place.
- (7) When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- (8) Otherwise it shall not be necessary to give any such notice.
- (9) A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded.
- (10) Subject to the provisions of the Act, a poll may be demanded:-
  - (a) by the chairman;
  - (b) by at least two members having the right to vote at the meeting; or
  - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (11) Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (12) The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- (13) A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll.
- (14) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (15) A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately.
- (16) A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded.
- (17) The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded.
- (18) If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (19) No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- (20) In other cases at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.

## **9. Votes of members**

- (1) On a show of hands every member present shall have one vote.
- (2) On a poll:-
  - (a) votes may be given in person or by proxy;
  - (b) every member present in person or by proxy shall have one vote.
- (3) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid.
- (4) Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

## **10. Officers**

- (1) The Company shall by ordinary resolution appoint a President, a Secretary and a Treasurer and may appoint a Vice President ("the Officers") who shall each hold office upon such terms and conditions as the Company may in general meeting determine.

- (2) The Directors may appoint a person who is willing to act to be an Officer to fill a casual vacancy but, in the case of a vacancy for the office of President and if there is a current Vice President, such person shall be such Vice President.
- (3) No person shall be appointed or reappointed an Officer unless:-
  - (a) he is a member of the Company;
  - (b) none of the circumstances, set out in Article 11(1), applies to him.
- (4) The Officers shall *ex-officio* be:-
  - (a) Directors; and
  - (b) Council Members.

#### **11. Vacation of office of Officers**

The office of an Officer shall be vacated if:-

- (1) any of the following circumstances applies to him:-
  - (a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) he is, or may be, suffering from mental disorder and either:-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under Mental Health (Scotland) Act 1960, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs;
- (2) he resigns his office by notice to the Company;
- (3) by virtue of Article 5(5), he ceases to be a member of the Company;
- (4) the Company, by ordinary resolution, removes him; or
- (5) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated.



- (6) he was appointed under Article 10(1), upon the third anniversary of his appointment, but he shall be eligible for reappointment at a general meeting, called for that purpose, following or not more than three months prior to such anniversary.
- (7) if he was appointed under Article 10(2), upon the next anniversary of the original appointment of the Officer whose office he was appointed to fill, but shall be eligible for reappointment at a general meeting, called for that purpose, following or not more than three months prior to such anniversary.

## 12. Directors

- (1) The first Directors shall be those persons named in the statement delivered pursuant to the Act, who shall be deemed to have been appointed under the Articles.
- (2) Future Directors shall be appointed by virtue of Article 10(4)(a).
- (3) Council Members, who are not Officers, are not Directors and are not Shadow Directors.
- (4) The office of a Director shall be vacated if, by virtue of Article 11, his office as an Officer is vacated.

## 13. Powers of Directors

- (1) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the Directors may exercise all the powers of the Company.
- (2) No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.
- (3) The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

## 14. Council

- (1) The Company shall have a body ("**the Council**"), consisting of the persons appointed in accordance with this Article ("**Council Members**"), the general functions of which shall be the conduct and furtherance of the Objects.
- (2) No person shall be appointed or reappointed a Council Member at any general meeting unless he is a member of the Company.
- (3) There shall be no less than four nor more than thirteen Council Members (including the Officers).
- (4) The Council Members shall be:-
  - (a) the Officers, appointed by virtue of Article 10(4)(b);

- (b) such other person appointed in accordance with the following provisions of this Article.
- (5) No person shall be appointed or reappointed a Council Member at any general meeting unless:-
  - (a) not less than fourteen nor more than thirty-five Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment together with a notice executed by that person of his willingness to be appointed or reappointed; or
  - (b) less than fourteen Clear Days before the date appointed for the meeting, he is recommended by the Council.
- (6) Not less than seven nor more than twenty-eight Clear Days before the date appointed for holding a general meeting, notice shall be given to all persons who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Company of the intention to propose him at the meeting for appointment or reappointment as a Council Member or who is recommended by the Council for appointment or reappointment as a Council Member at the meeting.
- (7) The Company may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member provided that the appointment does not cause the number of Council Members to exceed any number fixed by or in accordance with the Articles as the maximum number of Council Members.
- (8) The Council may appoint a person who is willing to act to be a Council Member to fill a casual vacancy.

## 15. Vacation of Office of Council Members

The office of a Council Member shall be vacated if:-

- (1) he is, or may be, suffering from mental disorder and either:-
  - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under Mental Health (Scotland) Act 1960, or
  - (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs;
- (2) he resigns his office by notice to the Council; or
- (3) by virtue of Article 5(5), he ceases to be a member of the Company;
- (4) the Company, by ordinary resolution, removes him; or

- (5) he shall for more than six consecutive months have been absent without permission of the Council from meetings of Council held during that period and the Council resolves that his office be vacated.
- (6) he was appointed under A Article 14(7), upon the third anniversary of his appointment, but shall be eligible for reappointment at a general meeting, called for that purpose, following or not more than three months prior to such anniversary.
- (7) he was appointed under Article 14(8), upon the next anniversary of the original appointment of the Council Member whose office he was appointed to fill, but shall be eligible for reappointment at a general meeting, called for that purpose, following or not more than three months prior to such anniversary.

## **16. Business of the Company**

- (1) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors and the Council.
- (2) Subject to Article 16(3), the Directors shall constitute the management committee of the Council.
- (3) The allocation of functions, between the Directors and the Council, may be determined:-
  - (a) by agreement between the Directors and the Council; or
  - (b) in default of such agreement, by ordinary resolution of the Company.

## **17. Proceedings of Directors and Council**

- (1) Subject to the provisions of the Articles, the Directors and Council may regulate their proceedings as they think fit.
- (2) A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors.
- (3) A Council Member may, and the Secretary at the request of Council Member shall, call a meeting of the Council.
- (4) There shall be regular meetings of the Directors and of the Council no less frequently than four times in each calendar year.
- (5) Questions arising at any meeting shall be determined by a majority of votes.
- (6) In the case of an equality of votes the chairman shall have a second or casting vote.
- (7) The quorum for the transaction of the business of the Directors or the Council may be fixed by the Directors or the Council (as the case may be) but shall not be less than the number calculated in accordance with the following formula:-

$$Q = \frac{N}{2} + 1$$

where:-

“Q” is the quorum; and

“N” is the number of Directors or Council Members (as the case may be) rounded down to the nearest even number.

- (8) The President or in his absence a Vice President or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting of Directors, but if neither the President, Vice President nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman.
- (9) The President or in his absence a Vice President or in his absence some other Council Member nominated by the Council shall preside as chairman of the meeting of Council, but if neither the President, Vice President nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council present shall elect one of their number to be chairman.
- (10) All acts done by any meeting of the Directors or the Council, or of a committee thereof, or by any person acting as a Director or Council Member, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or Council Member and entitled to vote.
- (11) A resolution in writing, signed by all the Directors or Council Members entitled to receive notice of a meeting of the Directors or Council (as the case may be) shall be as valid and effective as a resolution passed at a meeting of the Directors or Council duly convened and held and may consist of several documents in the like form each signed by one or more Directors or Council Members.
- (12) A meeting of the Directors or Council may be held without the Directors or Council Members (as the case may be) being present together in the same place provided they are able contemporaneously to communicate with each other orally or in writing.
- (13) The Directors or Council may co-opt any member of the Company to attend and speak at meetings of Directors or Council (as the case may be) or of a committee thereof.

## **18. Minutes**

- (1) The Secretary shall keep minutes in books kept for the purpose:-
  - (a) of all appointments of Officers and other Council Members; and
  - (b) of all proceedings at meetings of the Company, the Directors, the Council and of committees thereof including the names of members of the Company, Directors and Council Members present at, and absent from, each such meeting.
- (2) A copy, of the minutes of every meeting of the Directors, shall be delivered to each Council Member following such meeting.

**19. Accounts**

Accounts shall be prepared in accordance with the Act.

**20. Notices**

- (1) Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Directors or Council) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- (2) The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Company by the member.
- (3) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him, or an address to which notices may be sent using electronic communications, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company. In this regulation and the next, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
- (4) A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (6) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

**21. Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director or Council Member may otherwise be entitled, every Director and Council Member shall be indemnified out of the assets of the Company against any liability incurred by him defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, defamation, crime, breach of duty or trust in relation to the affairs of the Company.