

BRIGHTON & HOVE COMMUNITY WORKS

Notes on proposed new Articles of Association

The purpose of these notes is to provide details of changes and to explain the reason why each change is proposed.

Structural Change

When the charity which is now Brighton & Hove Community Works was registered in 1999, it was set up as a company limited by guarantee. In 1999, the constitution of a company was its Memorandum and Articles of Association. The 2006 Companies Act changed all companies' constitutions so that instead of the 'double-document' Memorandum & Articles, companies just had Articles of Association. Existing companies were not required to change anything, but clauses which had previously been in their Memorandum were to be treated as being part of their Articles.

So there was no need for the 'Community & Voluntary Sector Forum' – as the Community Works company then was – to change the 'double-document' format of its constitution. Moving forward to 2026, that remains the position.

The Trustees have now decided that it would be preferable to change to single document Articles of Association. This involves a rearrangement of the existing document.

Specific Changes

As well as the structural change, the Trustees are proposing a few specific changes.

Members' representatives can identify changes through the following table –

- The first column shows the clause number in the proposed new Articles
- The next column shows the clause number in the current Articles
- The right-hand column gives clause heading and then details changes in the text from the current Memorandum & Articles to the proposed new Articles.

1	Memorandum 3	"Objects": No change to the clause
2	Memorandum 4	"Powers": One change - Current Clause 4.20 has not been retained since it related only to payment of original set-up costs.
3	Article 1	"Membership": No change to the clause
4	Article 2	"General Meetings": Two changes - 4.2 Quorum for meetings of members reduced from 5% to 3% of total number of members 4.6 Deleted the historic reference to the first AGM held after incorporation. Changed time scale for holding AGM from within 4 months to within 6 months after financial year-end but retained "or as soon as possible afterwards"
5	Article 3	"The Trustees": No change to the clause
6	Article 4	"Trustees' Proceedings": One change -

		6.5: Remote written decision-making by trustees would require a two-thirds majority, not 100% as currently
7	Article 5	"Trustees' Powers": 5.4 – 5.6: deleted references to the Memorandum
8	Memorandum 5	"Benefits and Conflicts": One change – The current Clause 5.5 has been deleted because it ceased to have effect as a result of Section 65(4) of the Companies Act 2006
9	Article 6	"Records and Accounts": No change to the clause
10	Memorandum 6	"Limited Liability": No change to the clause
11	Memorandum 7	"Guarantee": No change to the clause
12	Article 7	"Communications": One change - 12.1 Changed "in any newsletter distributed by the Forum" to "on the Charity's website"
13	Memorandum 8	"Dissolution": No change to the clause
14	Article 9	"Interpretation": A few very minor changes have been made as appropriate updates, but none of them change meaning in any material way
NB. Three types of changes have not been included in this table: • References to the charitable company as 'the Forum' have been changed to 'the Charity' • Cross-references which are simply to comply with the new numbering and involve no change to meaning • References to statutes so that these refer to current legislation		

The Trustees confirm that they have been advised that there are no changes proposed which require consent in advance from the Charity Commission.