

**The Companies Act 1985
Company Limited by Guarantee
and Not Having a Share Capital**

ARTICLES OF ASSOCIATION

of

DEEN CITY FARM LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to and respectively in the second column thereof, if not inconsistent with the subject or context –

WORDS

The Act	The Companies Act 1985
These Presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company
The Council	The Council of Management for the time being of the Association
The Office	The Registered office of the Association
The Seal	The common seal of the Association
The United Kingdom	Great Britain and Northern Ireland
Month	Calendar month
In Writing	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject to the aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is eleven, but the Council may from time to time register an increase of members.
3. The provisions of section 352 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purpose expressed in the Memorandum of Association.
5. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the following provisions shall be members of the Association:-
 - A. Any person resident or employed within any London Borough or the County of Surrey shall be eligible to become members of the Association provided only that the appropriate entry fee and/or annual subscriptions are paid and such members shall be called:-
 - a. full members if over 18 years of age;
 - b. youth members if under eighteen years of age.
 - B. Any person resident or employed outside the area described in (A) above shall be eligible to become members of the Association provided only that at the discretion of the Association such a person has some special interest or concern which would benefit the Association and that such a person pays the appropriate entrance fee and /or annual subscriptions, and such members shall be called Associate Members.
6. Every member of the Association shall cease to be a member and his name shall be removed from the Register of Members:-
 - i. if he dies
 - ii. if he ceases to be qualified for membership under Articles 5 (A) and (B)
 - iii. if he is expelled by a resolution passed by a majority of not less than two-thirds of the members present and voting at a General Meeting of which notice has been duly given provided that a complaint in writing of conduct detrimental to the interests of the Association has been communicated to the member by the Secretary of the Association not less than 28 days before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting. The meeting shall consider evidence in support of the complaint and such evidence as the member may wish to place before the meeting. If on due notice having been served upon him the member fails to attend the meeting without due cause, the meeting may proceed in his absence.

The Council may refuse to entertain the admission of a member, or his re-admission if his subscription has lapsed for more than a year, if they consider him guilty of conduct detrimental to the Association; and in any such case they shall furnish the applicant with a written statement of their reasons for refusing the application, and he shall be entitled to present contrary evidence in person or in writing to the next meeting of the Council, whose decision thereafter shall be final.

GENERAL MEETINGS

7. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
10. Subject to Articles 52, 53 and 54 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
11. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, and the election of members of the Council in the place of those retiring and the appointment of, and the fixing of the remuneration of the Auditors.
13. No business shall be transacted by any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Members personally present or 5% of the full membership personally present, whichever is the less, shall be a quorum.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The Chair of the Council shall preside as Chair at every General Meeting, but if at any meeting she/he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if such no member be present, or if the members of the Council present decline to take the chair, they shall choose some Member of the Association who shall be present to preside. The chair may delegate the chairing of meetings by prior agreement.
16. The Chair may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at an adjourned meeting.
17. At any General meeting a resolution put to the vote of the meeting shall be decided on a show of hands, demanded by at least a majority of voting members present in person and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote.

VOTE OF MEMBERS

19. Every full member shall have one vote. The Chair of any General Meeting of the Association shall only exercise her/his vote in the case of an equality of votes, in which case she/he shall have a first and casting vote. Associate and Youth members shall have no voting rights. Family members shall have one vote per family. Schools members shall have one vote per school.
20. Save as herein expressly provided, no full member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
21. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. The instrument appointing a proxy shall be in writing under the hand of the appointer his attorney duly authorised in writing.
22. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the Secretary's office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.

23. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
24. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

DEEN CITY FARM LIMITED

“I
“of
“a member of DEEN CITY FARM LIMITED
“hereby appoint
“of
“to vote for me and on my behalf at the,
“(Annual or Special, or Adjourned as the,
“case may be) General Meeting of the
“Association to be held on the,
“day of 20 , and at every,
“adjournment thereof.

“As witness my hand this day of 20 .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

25. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than seven nor more than twenty.
26. The first members of the first Council shall be such persons democratically chosen to be the subscribers to the Memorandum of Association, and they or such of them as are not previously called upon to retire shall hold office until the end of the first Annual General Meeting which shall be held not later than October 1989.
27. Subject to Article 33 members of the Council shall comprise of elected members, one of whom shall be the Chair of the Association.
28. Elections to the Council shall take place at each Annual General Meeting and shall be carried out in accordance with rules made by the Council and approved by the Association in General Meeting.
29. Members of the Council shall hold office until the end of the Annual General Meeting next following their election unless they cease to be members of the Association or are disqualified or otherwise removed from office or resign.
30. The Association in General Meeting may elect a person to fill a vacancy on the Council or as an additional member of the Council.
31. All members of the Council must be full members of the Association who shall be elected as provided above, or co-opted by the council itself; provided that

- i. the number of co-opted members of the council shall not exceed one-third of the number of members elected at the Annual General Meeting;
- ii. the number of Associate members elected or co-opted to the Council shall not exceed one-third of the total membership of the Council.

POWERS OF THE COUNCIL

32. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, but no regulation made by the Association in General Meeting subject nevertheless to any regulation of those presents, to the provisions of the statutes for the time being in force and effecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
33. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association or of summoning a General Meeting, but not for any other purpose.

SECRETARY

34. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as the Council may decide. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Secretary may only be a member of the Council if he does not receive remuneration.

THE SEAL

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one member of the Council and of the Secretary, and the said member and 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 Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council shall be vacated:-
 - A. If a receiving order is made against him or he makes any arrangement or composition with his creditors.

- B. If he becomes of unsound mind.
 - C. If he ceases to be a member of the Association
 - D. If by notice in writing to the Association he resigns his office.
 - E. If he ceases to hold office by reason of any court order.
 - F. If he is removed from office by a resolution duly passed.
 - G. If he ceases to be a member
 - H. If he fails to attend three consecutive meetings of the Council and does not give the Council, by not later than the meeting first following those consecutive meetings, a satisfactory justification for such failure to attend.
37. The Association may by Special Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead, subject to Article 27; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

38. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meeting's as they think fit. Not less than one third of the members of the Council shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have first and casting vote.
39. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Council shall from time to time elect a Chair who shall be entitled to preside at all meetings of the Council at which she/he shall be present, but if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the council present shall choose one of their number to be Chair of the meeting.
41. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
42. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit with powers of co-option, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. Any such committees shall report to the Council on any decisions taken as soon as possible.

43. All acts bona fide done by a meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
44. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
45. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

46. The Council shall cause accounting records to be kept in accordance with the Companies Act 1985.
47. The accounting records shall be kept at the office, or, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
48. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association of any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
49. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

AUDIT

50. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet be ascertained by one or more properly qualified Auditor or Auditors.

51. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

52. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members, or notices convening any meeting of the Association may be served or deemed served by conspicuously displaying such a notice detailing the time, place and general purpose of the meeting, on the main notice boards of the Association and at strategic points in the locality.

53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address with the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

Names, Addresses and Descriptions
of Subscribers

IVAN JOHN WHITTINGHAM
170 Dorset Road
London
SW19 3EF

Chartered Secretary

MAXINE MARGARET MARCH
13 Northanger Road
London
SW16 5RX

Teacher

Dated the 16th day of December 1990

WITNESS to the above Signatures:-

M FAWDRY
3 Ascot Road
Tooting Junction
SW17 9JJ