



வணக்கம்

வரலுக

இலண்டன் தமிழ்ச் சங்கம் THE LONDON TAMIL SANGAM

TAMIL COMMUNITY AND EDUCATION CENTRE

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Articles of Association Of

The London Tamil Sangam



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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 them respectively in the second column thereof, if not inconsistent with the subject or context –

The Act	The Companies Act 1948.
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The London Tamil Sangam.
The Council	The executive committee for the time being of the Association.
The Office	The Registered Office of the Association.
The Seal	The common seal of the Association.
Month	Calendar month
In writing	Written, printed or lithographed, or partly one or partly another, and other modes of representing or producing 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 including persons shall include corporations

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

The “Chair Person” and “President” mean Chair Person.

2. The number of members with which the Association proposes to be registered is two hundred and fifty but the executive committee may from time to time register an increase of members.

3. The provision of Section 110 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 purposes expressed in the Memorandum of Association.

5. The subscribers to the Memorandum of Association and such other persons as the Executive committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

Members

6. The following persons and none other shall be members of the Association.

(a) Such persons as subscribe to the Memorandum and Articles of Association before the Registration thereof

(b) Such other persons as may desire to be admitted to membership and who may be elected by the council to the Members of Association

7. Any election of a person to be member of the Association under the provisions of Article 6

(b) shall conform to the following regulations and conditions: -

(1) Such persons must be Tamils or Tamil speaking persons proposed for election by a member of the charity trustee of the council and ten days notice shall be given to the charity trustee of the council of the Meeting at which it is intended to propose such person for election, stating the object of the meeting, the name and address of the person to be proposed and the name of the executive trustees of the council proposing the person.

(2) Such person must sign and deliver to the Association an application for admission to membership framed in such terms, as the council shall require.

8. In the event of such person being elected in accordance with the above regulations he shall be entered as a member of the Association on the register.

9. If the council shall be of the opinion that it is not in the interests of the Association that any member shall continue to be a member thereof, the council may convene an Extraordinary General meeting of the Association and such member may by the vote of three – fourths of the members present and voting at such meeting be removed from membership of the Association and thereupon his name shall be removed from the register, and he shall cease to be a member and shall forfeit his interest and privileges in the Association.

GENERAL MEETINGS

10. 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 General Meeting except the first

shall be held not more than fifteen months after holding of the last preceding meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation or in the following year.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

12. The council may whenever they think fit convene an Extraordinary meeting, and Extraordinary meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 132 of the Act.

13. Twenty-one days notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days notice at the least of every other General Meeting (exclusive in every case both of the days in which it is served) specifying the place, the day and the hour of meeting and in the case of a 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 entitled to receive notices thereof, or such proportion thereof as is prescribed by the Act in the case of meetings, a meeting may be convened by such notice as those members may think fit.

14. 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 proceedings had, at any meeting.

PROCEEDING AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary 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 in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

16. No business shall be transacted at any General meeting unless a quorum is present when the provided fifteen members personally present shall be a quorum.

17. If within half an hour from the time appointed for the holding of the 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 Chairman shall appoint, 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 shall be a quorum.

18. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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 an adjournment. or of the business to be transacted at the adjourned meeting.

19. At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person and entitled to vote, unless a poll is, before or upon a declaration of the result of the show of hands, demanded by the Chairman or by atleast three members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried unanimously, or 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 and proportion of the votes recorded in favour or against the resolution.

20. Subject to the provisions of the Article 21, if a poll be demanded in a manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to the resolution of the meeting at which the poll was demanded.

21. No poll shall be demanded on the election of the Chairman of a meeting, or on any question of adjournment.

22. I the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

23. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

24. Subject as hereinafter provided, every member shall have only one vote.

25. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sums (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.

26. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy may vote, as may a proxy for a corporation. A Corporation may vote by its duly authorised representative as provided by section 139 of the Act. A proxy shall be a member. No member shall exercise more than one proxy.

27. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under the common seal, if any, and if none, then under the hand of some officer duly authorised in that behalf.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting.

No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29. 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.

30. The council may if it so resolved term itself the executive committee or board or any other name which it may think fit to adopt and in that name exercise all the powers of the executive committee. Until otherwise determined by a General Meeting, the sum of the members of the charity trustees shall not be less than five not more than eighteen. The executive committee shall comprise of a president, two vice-presidents, secretary, two assistant secretaries, treasure, one assistant treasurer and ten other charity trustees.

31. The first charity trustee of the council shall be the subscribers to the memorandum of Association or such of them as shall be willing to act together with such other persons not exceeding, with those subscribers who are willing to act, the maximum number prescribed by Article 30 as shall be appointed by the majority of subscribers to the memorandum of Association within twenty eight days of the incorporation of the Association.

32. The council may from time to time and at any time appoint any member of the Association as a charity trustee of the council, either to fill a casual vacancy or by way of addition to the council provided that they do not fill more than two vacancies at any one time and that the prescribed maximum be not thereby exceeded. Any charity trustee so appointed shall retain office only until the next Annual General Meeting, but he shall be eligible for re-election.

33. No person who is not a member of the Association shall in any circumstance be eligible to hold office as a charity trustee of the council.

POWERS OF THE EXECUTIVE COMMITTEE

34. The business of the association shall be managed by the council, who may pay all expenses of, and preliminary and incidental to, the promotion. Formation, establishment and registration of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and are not by statute or by these presents required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting 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, but no regulation made by the Association in general meeting shall invalidate any prior act of the council which could have been valid if such regulation had not been made.

35. The charity trustee for the time being of the council may act notwithstanding any vacancy in their body; provided that always that in the case of the charity trustee of the council shall at any time be or 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 filling two vacancies in their body, or of summoning a general meeting, but not for any other purpose.

SECRETARY

36. The secretary shall be appointed by the executive committee meeting as per the article 39.

THE SEAL

37. 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 of two charity trustees of the council and of the secretary and the said members 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 bonafide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF THE CHARITY TRUSTEE OF THE COUNCIL

38. The office of a charity trustee 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 became of unsound mind

(c) If he ceases to be a member of the Association

(d) If by any notice of writing to the Association he resigns his office.

(e) If he ceases to hold office by reason of any other order made under section 188 of the Act.

(f) If he is removed from office by resolution duly - - - - -

(g) If he ceases to be a member by virtue of section 185 of the Act.

ROTATION OF CHARITY TRUSTEES OF THE COUNCIL

39. In every alternate annual general meeting, one-third of the trustees of the council shall retire from the office. In the first executive committee meeting following the rotation of the charity trustees of the council, a president, two vice-presidents, one secretary, two assistant secretaries, one treasurer and one assistant treasurer shall be elected by a majority vote. They will hold office until the next rotation of the charity trustees of the council as detailed in this article. All the above office holders are eligible for re-election. In a council meeting, any of the above office holders may by the vote of three – fourths of the charity trustees present can be removed by the council.

40. The charity trustees of the council to retire shall be those charity trustees who have been the longest in the office since their last election or appointment. The retiring charity trustee of the council shall be eligible for re-election.

41. The Association may, at the meeting at which a Charity trustee of the council retires in a manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring charity trustee shall, if offering himself for re-election, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such charity trustee shall have been put to the meeting and lost.

42. No person not being a charity trustee of the council retiring at the meeting shall unless recommended by the council for election, be eligible for office on the council at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some charity trustee duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such persons for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall not be less than three nor more than twenty-eight intervening days.

43. In addition and without prejudice to the provisions of the section 184 of the act, the Association may by extraordinary resolution remove any charity trustee of the council before the expiration of the period of his office, and may by an ordinary resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the charity trustee in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE EXECUTIVE COUNCIL

44. The council shall meet once every two months for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, fifty percent of the existing charity trustees plus one shall be the quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have the second or casting vote.

45. A charity trustee of the council may, and on the request of a charity of the council the secretary shall, at any time, summon a meeting of the council by notice served upon the several charity trustees of the council. A charity trustee of the council who is absent from the United Kingdom shall be entitled to a notice of a meeting.

46. The council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the council at which he shall be present, and may determine for what period he is to hold office.

47. A meeting of the council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion's by or under the regulations of the Association for the time being vested in the council generally.

48. The council may delegate any of their powers to committees consisting of such charity trustee of the council as they may think fit and any committee so formed shall in the execution of their powers so delegated, conform to any regulations imposed on it by the council. The meeting and the proceedings of any such committee shall be governed by the

provisions of their 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 as aforesaid.

49. All acts bonafide done by any meeting of the council or of any committee of the council, or by any person acting as a charity trustee of the council, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such charity trustee 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 continued in office and was qualified to be a charity trustee of the council.

50. The council shall cause proper minutes to be made of all appointments of officers made by the council and of the proceedings at all meetings of the Association and of the council, and all business transacted at such meeting, and any such minutes of such meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

REMUNERATION OF THE CHARITY TRUSTEES OF THE COUNCIL

51. No remuneration shall be paid to any charity trustee of the council of management.

52. Charity trustees of the council shall be entitled to be repaid expenses incurred on behalf of the Association provided that the amount so expended is reasonable and shall have been previously authorised by the council or shall subsequently be approved.

PRESIDENT

53. There shall be a president of the Association. He shall be appointed by the majority of the executive committee meeting as specified by the article 39.

ACCOUNTS

54. The council shall cause proper books of account to be kept with respect to: -

(a) All sums of money received and expended by the Association and the matters in the respect of which such receipts and expenditure takes place.

(b) All sales of literature, subscriptions, donations and proceeds from social evenings; and

(c) The assets and liabilities of the Association

Proper books shall not deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

55. The books of account shall be kept at the registered office, or subject to section 147 (3) of the Act, at such other place or places as the council shall think fit, and shall always be open to the inspection of the charity trustees of the council.

56. The Association in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of Association, or any of them.

57. At the Annual General Meeting in every year the council shall lay before the Association a proper statement of Income and expenditure for the period since the last preceding account and in the case of the first accounts since the incorporation of the Association made upto not more than four months before the same date, together with a proper balance sheet, and that date, together with the report 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 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 as required by the section 162 of the Act.

AUDIT

58. Once at least in every year the amounts of the association shall be examined and the correctness of the Income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

59. The auditors shall be appointed and their duties regulated in accordance with section 159 to 162 of the act, the charity trustees of the council being treated as the directors mentioned in those sections.

NOTICES

60. 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 charity trustee at his registered address as appearing on the register of members.

61. Any members described in the register of members by an address not within the United Kingdom shall be entitled to have notices served upon him at such address.

62. Any notice, if served by post, shall be deemed to have been served within three days following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

63. Clause 6 of the memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these articles.

DECLARATION:

The above articles of association with amended articles 36, 39 and 53 is approved as per the special resolution passed in the Annual General Meeting held on 02-May-2004.

Signed and dated by

Mr C.Asokan
President

Dr Seenivsan Naidu
Secretary

Mr C.Sathiamoorthy
Treasurer

Witnessed by: