

**Memorandum and Articles of Association**

**Shaping Our Lives National User Network  
Community Interest Company**

This is a Company Limited by Guarantee

**16<sup>th</sup> September 2020**

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## 1. Definitions

In these Articles the meanings of the words or terms used are:

- 1.a “The Act” means the Companies Act 2006 and any other amendments that come into force.
- 1.b “Shaping Our Lives” means Shaping Our Lives National User Network Community Interest Company.
- 1.c “Members”: Whenever the term “member” is used it shall refer only to people with the right to vote unless stated otherwise.
- 1.d “Directors” means persons elected to perform the duties of Shaping Our Lives. Collectively they are called the Board or the Board of Directors or the Board of Management.
- 1.e “Secretary” means any person appointed or agreeing to perform the duties of secretary of Shaping Our Lives.
- 1.f “Employee” means anyone holding a contract of employment with Shaping Our Lives.
- 1.g The “National User Group” are the body of members of Shaping Our Lives which meet from time to time to give advice and guidance to the Directors and also elect the Directors and officers.
- 1.h “Service User” means a person who is a long-term user of health or social care services. This includes people who have been entitled to use services in the past and people who presently are entitled to use services. It also includes people who might be entitled to use services but for whatever reason do not.
- 1.i “User controlled organisation” means:
  - 1.i.i That service users decide what and how they want things done.
  - 1.i.ii That the majority of the controlling group (usually the Directors ) of the organisation are users of the organisation or members of the group for whom it was set up.
  - 1.i.iii That the Company strives to work from an equalities approach to service users.
- 1.j “In writing” shall be taken to include references to writing, emailing, texting, printing, photocopying or other modes of representing or reproducing word or words in an accessible form.

- 1.k “Asset Locked Body”: An asset-locked body is a registered CIC, a charity, a permitted IPS or an equivalent body established outside the UK (in which case, evidence of charity status must be provided). There is no restriction on the number of asset-locked bodies that can be specified, but a CIC cannot nominate itself.

## **2. Background**

- 2.a Companies and charities have to work within what the law permits them to do. The company is to be a Community Interest Company (CIC). Shaping Our Lives National User Network Community Interest Company has chosen to remain registered as a Company Limited by Guarantee. The legal rules set out in The Companies Act 2006 regulate its conduct. They are known as Memorandum and Articles of Association.
- 2.b Shaping Our Lives is an independent national user controlled organisation which works to increase the say and involvement service users have over their lives and in the services they use. Shaping Our Lives brings together a broad range of service users and was established in 2002 as a company under the name “Shaping Our Lives National User Network”, now referred to in this document as “Shaping Our Lives”.
- 2.c The registered office of Shaping Our Lives will be situated in England and Wales. These Articles are available on our website: [www.shapingourlives.org.uk](http://www.shapingourlives.org.uk) or request a free copy from [information@shapingourlives.org.uk](mailto:information@shapingourlives.org.uk)

## **3. Aims, sometimes called Objects**

The aims are to:

- 3.a Support the development of local user involvement that improves the lives and support that service users have.
- 3.b Gain a stronger voice for service users and user controlled organisations.
- 3.c Facilitate service user involvement at a national level to make change.
- 3.d Work across all user groups in an equal and accessible manner.

- 3.e Work towards equality for everyone, regardless of race, ethnicity, gender, gender reassignment, sexuality, age, impairment, disability, religion and belief.
- 3.f Enable groups to link to other user controlled groups.
- 3.g Develop links with worldwide international user controlled organisations.

#### **4. General Powers**

To achieve these aims Shaping Our Lives will have the following powers:

- 4.a To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights and privileges which Shaping Our Lives may think necessary for the promotion of its objects.
- 4.b To publish and disseminate books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter.
- 4.c Solely or in partnership with others provide training at schools or training courses, and to run lectures, seminars, conferences and public meetings.
- 4.d To receive donations, endowments, sponsorship fees, subscriptions and legacies from persons wishing to promote the aims of Shaping Our Lives, all or any of them and to hold funds in trust for same.
- 4.e Subject to such consents, if any, as may be required by law, to borrow or raise money for Shaping Our Lives on such terms and on such security as thought fit.
- 4.f To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of Shaping Our Lives or calculated to further its objects.
- 4.g To undertake and execute any charitable trusts which may be lawfully undertaken by Shaping Our Lives and may be necessary to its objects.
- 4.h To invest the monies of Shaping Our Lives not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also to the following rules.

- 4.i Subject to the provisions of the asset lock in article 7d below, to sell, develop, improve, exchange, rent or let, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of Shaping Our Lives subject to the other provisions of this Memorandum of Articles of Association.
- 4.j To employ and pay employees and professionals or other advisers.
- 4.k To open and operate bank accounts and other facilities for banking in the name of Shaping Our Lives.
- 4.l To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the objects of Shaping Our Lives.
- 4.m To provide direct services which are of benefit to people with physical and/or sensory impairments, older people, people with learning difficulties, users/survivors of mental health services and all long-term users of social and health care services.
- 4.n To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

## **5. Limits of General Powers**

- 5.a The objects of Shaping Our Lives will not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- 5.b In carrying out its objects Shaping Our Lives will seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by Shaping Our Lives.
- 5.c The income and property of Shaping Our Lives will be applied solely towards the promotion of its objects set out in this Memorandum and Articles of Association. No part will be paid or transferred directly or indirectly to Members except for payment in good faith by Shaping Our Lives.

## **6. Financial**

Nothing will prevent any payment in good faith by Shaping Our Lives:

- 6.a Of any services given to Shaping Our Lives, or reasonable travelling or out of pocket expenses necessarily incurred in carrying out the duties of any member, officer or employee of Shaping Our Lives.
- 6.b To any Director in respect of reasonable out-of-pocket expenses.
- 6.c Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority or Director or a representative, provided that any such assistance is in respect of activities in furtherance of Shaping Our Lives.

## **7. Liability**

- 7.a The liability of the members is limited.
- 7.b Every Director and National User Group member of Shaping Our Lives undertakes to contribute such amount as may be required, not exceeding £1, to Shaping Our Lives assets, if it should be wound up while they are a member as described in this clause or within one year after they cease to be a member.
- 7.c In the event of the winding up or dissolution of Shaping Our Lives, after the satisfaction of all its debts and liabilities, the assets remaining will not be distributed amongst the members of Shaping Our Lives, but will be dealt with as described in clause 7.d, determined by a General Meeting at the time of or prior to the winding up or dissolution of Shaping Our Lives.
- 7.d Asset Lock
  - 7.d.i The Company shall not transfer any of its assets other than for full consideration.
  - 7.d.ii Provided the conditions in Article 7.d.iii are satisfied, Article 7.d.i shall not apply to:
    - 7.d.ii.A the transfer of assets to any specified asset-locked body, or (with the consent of the Regulator) to any other asset-locked body; and
    - 7.d.ii.B the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.
  - 7.d.iii The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in the Memorandum and Articles of the Company.

## **8. General Membership**

- 8.a The subscribers to the Memorandum are the first members of the Company.
- 8.b Such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.
- 8.c No person shall be admitted a member of the Company unless he or she is approved by the Directors.
- 8.d Every person who wishes to become a member shall deliver to the Company an application for membership in such form (and containing such information) as the Directors require and executed by him or her.
- 8.e Application for membership by an ex-employee of Shaping Our Lives will not be accepted in less than 2 years after that employment ceased.
- 8.f There will be two classes of members, Directors and National User Group (NUG) members from which Directors and Officers are elected. Each will have one vote.
- 8.g At the discretion of Shaping Our Lives, people or organisations can seek to be placed and remain on our mailing list as an information contact. They will not be members of Shaping Our Lives.
- 8.h The Directors may decline to accept any person as a Member and need not give reasons for so doing.
- 8.i The Directors may change its criteria for membership but shall not by so doing become obliged to accept as members persons fulfilling those criteria.

## **9. Rights of Members**

The rights attached to membership shall be as follows:

- 9.a Members shall be entitled to receive notice of, attend, and vote at all General Meetings of Shaping Our Lives.
- 9.b Each member shall be entitled to receive a copy of the Memorandum and Articles of Association of Shaping Our Lives at no charge.



## **10. Register of Members**

- 10.a Shaping Our Lives shall maintain a Register of Members in which shall be recorded the name and address of every member and the dates on which they became a member and on which they ceased to be a member.
- 10.b Every member shall either sign a written consent to become a member or sign the Register of Members on becoming a member.
- 10.c A member shall notify the General Manager or Secretary in writing within seven days of a change to his/her name or address.
- 10.d A separate list shall be maintained of people or organisations who adopt or meet the aims of the Company and register their interest with Shaping Our Lives.

## **11. Termination of membership**

- 11.a Membership is not transferable to anyone else.
- 11.b Membership is terminated if:
  - 11.b.i the member dies or ceases to exist;
  - 11.b.ii or otherwise in accordance with the Articles.
    - 11.b.ii.A resigns by giving six months' notice in writing to the Secretary or otherwise as agreed
    - 11.b.ii.B is absent from 3 consecutive meetings of the members without adequate explanation, or
    - 11.b.ii.C is expelled by the Directors for conduct prejudicial to Shaping Our Lives, provided that member whose expulsion is proposed shall have the right to speak to the meeting at which the decision is to be made.

## **12. General Meetings**

- 12.a Shaping Our Lives shall in the autumn of each calendar year hold an Annual Business Meeting and shall name the meeting as such in the notices calling it. Where it is not possible to hold the meeting in the autumn it will be held not more than 15 months from the date of the last Annual Business Meeting held.

- 12.b The business of an Annual Business Meeting shall do the following:
- 12.b.i Consider the Report and Accounts presented by the Directors
  - 12.b.ii The election of Directors
  - 12.b.iii The election of honorary officers will take place at the Annual Business Meeting or as determined by the Directors. Postal and electronic voting will be permitted for members who cannot attend the Meeting when elections for officers are held. To be valid, postal or electronic votes must be on a form supplied by Shaping Our Lives and received by 5.00pm two working days before the Meeting to the address on the form.
  - 12.b.iv The appointment and the fixing of the pay of the independent examiner
  - 12.b.v Any other business specified in the notices calling the meeting.
- 12.c All General Meetings other than the Annual Business Meeting shall be called Extraordinary General Meetings.
- 12.d Shaping Our Lives may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened at the request of three (3) or more members.
- 12.e Decisions at General Meetings shall be made by passing resolutions:
- 12.e.i Decisions involving an alteration to the Memorandum or Articles of Association of Shaping Our Lives Network CIC and other decisions so required from time to time by statute shall be made by a Special Resolution. Acceptance of a Special Resolution requires the approval of a majority of not less than three-fourths (75%) of votes cast at a General Meeting.
  - 12.e.ii All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes cast at a General Meeting.

### **13. Notices**

- 13.a An Annual Business Meeting and any General Meeting which is to consider a proposal to remove the independent examiner or a Director shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice.
- 13.b Notice of every Meeting shall be given in writing including by electronic means, to every member of Shaping Our Lives and to the independent examiner and to such other persons who are entitled to receive notice and shall be given

personally or sent by post or electronically to each member at the address recorded in the Register of Members and to other persons at their Registered Office.

- 13.c Notice of all meetings will give time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a proposal to remove the independent examiner or a Director, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised will be specified.
- 13.d Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
- 13.e Where the notice is personally delivered by hand or sent electronically the period of notice will be inclusive of the date of dispatch of the notice.
- 13.f The accidental omission to give notice of a meeting or upon non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

#### **14. Proceedings at General Meetings**

- 14.a A person who is not a member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 14.b Every member present shall have one vote on any question to be decided by a General Meeting. Voting by post or electronically will be permitted for members who cannot attend a General Meeting. To be valid, postal or electronic votes must be on a form supplied by Shaping Our Lives and received by 5.00pm two working days before a General Meeting to the registered address of Shaping Our Lives which will be indicated on the form.
- 14.c A member shall declare an interest in and shall not debate or vote in respect of any matter in which they have a personal material or financial interest unless the Directors decides otherwise.
- 14.d No business shall be done at a General Meeting unless a quorum of members is present in person or by agreed media link. Unless and until otherwise decided by a General Meeting, more than half of members allowed to vote shall be a quorum.

- 14.e If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be adjourned. It shall stand adjourned until the Directors decides on the date and place of the replacement meeting. All members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum for that meeting only.
- 14.f At every General Meeting the Chairperson of the Directors (or one of the Co-Chairs) shall preside but if she/he is not present within twenty minutes after the time appointed for the commencement of the meeting the Vice-Chairperson (or the other Co-Chair) shall preside, and in the event of her/his absence the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 14.g Any resolution relating to the appointment or dismissal of Executive officers or auditor will be decided by open voting. Other resolutions may be decided by secret ballot or open voting at the discretion of the Directors.
- 14.h Shaping Our Lives may invite other persons to attend its meetings, who may be invited by the chair to speak. Invitees will not be permitted to vote.
- 14.i In the case of equal votes, whether on a vote by indication or on a ballot, the Chairperson of the meeting shall have a second or casting vote.

## **15. Board of Directors**

- 15.a Shaping Our Lives shall have a Board of Directors comprising not less than five (5) and not more than eight (8) persons.
- 15.b The Directors of Shaping Our Lives shall be appointed by the members of Shaping Our Lives. Should the directors include a member with learning disability, then if that person so requests, the members shall elect or co-opt another person with learning disability for support, provided that the total number on the board does not exceed 8 directors
- 15.c At every Annual Business Meeting one-third of the elected Directors shall retire from office (or, if their number is not divisible by three, then the number nearest to one-third), those to retire being those who have been longest in office since they were last elected. In the event of there being two or more

persons with the same length of service then, in the absence of agreement, those to retire shall be decided by lot. On expiration of the period of office for which she/he was appointed, a Director shall be eligible for re-election.

- 15.d New Directors shall be elected annually at or prior to the Annual Business Meeting. Procedures for nominating and electing Directors shall be established and may be amended by the Board from time to time, provided that all members of Shaping Our Lives shall have the right to nominate and; stand for election, providing they have served not less than twelve (12) months as a member of Shaping Our Lives.
- 15.e The Directors may at any time co-opt any person, whether or not a member of Shaping Our Lives to fill a casual vacancy amongst them, provided that their maximum size specified in these Articles is not exceeded. Co-opted persons assisting, if not members of Shaping Our Lives, shall not hold voting rights but shall be able to participate in the activities for all other purposes. Subject to Article 15.f below, a co-opted person shall serve until the following Annual Business Meeting where members will, by a show of hands or secret ballot, elect or not, the co-opted person to serve as a member of Shaping Our Lives, either as a Director or as a member of the National User Group.
- 15.f Under no circumstances shall any person engaged as a member of staff of Shaping Our Lives, or any person under the age of eighteen years or who is otherwise prohibited by law from serving as the trustee of a charity, be a Director of Shaping Our Lives.
- 15.g A Director shall declare an interest in and shall not speak or vote in respect of any matter in which they have a personal material or financial interest or in any connected matter, unless the Directors decide otherwise.
- 15.h Membership as a Director shall cease if the member:
  - 15.h.i Resigns their office in writing to Shaping Our Lives or
  - 15.h.ii ceases to be a member of Shaping Our Lives, or
  - 15.h.iii in the opinion of a majority of the Directors, fails to declare their interest in any appropriate contract as described in these Articles, or
  - 15.h.iv is absent from three successive meetings of the Board without reasonable excuse or special leave of absence from the Board and the Directors pass a resolution that the director, by reason of such absence have vacated office, provided that any director to be so expelled shall be first given the opportunity to make representation to the Board of Directors, or
  - 15.h.v becomes bankrupt or, in the opinion of the Directors, incapable of carrying out the duties of a Board member or is otherwise prevented by law from continuing as a company director, or

- 15.h.vi is removed from office by Ordinary Resolution of Shaping Our Lives at a General Meeting, or
- 15.h.vii is prohibited by law from serving as a Director.

## **16. Powers and Duties of the board of Directors**

- 16.a The business of Shaping Our Lives shall be managed by the Board of Directors
- 16.b All cheques, and other negotiable financial instruments, and all receipts for monies paid to Shaping Our Lives shall be signed, drawn, accepted, endorsed or otherwise dealt with in the manner as the Board of Directors shall by resolution determine, provided that all instruments of expenditure above a certain limit specified by the Board must be signed by two Directors.

## **17. Honorary Officers**

- 17.a At the Annual Business Meeting, Shaping Our Lives shall elect a Chairperson and Vice-Chairperson, or alternatively two Co-Chairs, Vice-Chair and other honorary officers as they may decide, until the next Annual Business Meeting when all officers retire. If for whatever reason the election of the Honorary Officers is delayed the election will be held at the following General Meeting to be held not more than 3 months following the business meeting at which the election of the Honorary Officers was postponed.
- 17.b Any officer so appointed may be removed or replaced at any time by a General Meeting provided that the question of the officer's removal or replacement is specified in the notices calling the meeting. In the event of a casual vacancy occurring in any officer post, the Directors may appoint a member to fill the post.

## **18. Proceedings of the Board of Directors**

- 18.a Directors may meet to deal with business, adjourn and otherwise regulate their meetings, as they think fit. The meeting is quorate when more than half the members allowed to vote are present in person or by agreed media link. This means a minimum of three (3) rising to possibly five (5) Directors will need to be in attendance to decide matters.

- 18.b Questions arising at a meeting of Directors shall be decided by a majority of votes.
- 18.c In all proceedings of Directors each Director must not have more than one vote.
- 18.d In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 18.e A meeting of the Board of Directors shall be called at the request of an honorary officer, or of any three (3) Directors, by giving reasonable notice to all Directors. It shall not be necessary to give notice of a meeting of the Board to any of its members absent, at the time, from the United Kingdom.
- 18.f The Directors may act regardless of any vacancy in their body but, if and for so long as their number is less than the minimum prescribed in these Articles, the Directors may act for the purposes of increasing the number of Directors to that number, or of summoning a General Meeting of Shaping Our Lives, but for no other purpose.
- 18.g At every Board meeting of Directors the Chairperson of Shaping Our Lives (or one of the Co-Chairs) shall preside but if she/he is not present within twenty minutes after the appointed time of the commencement of the meeting the Vice-Chairperson (or the other Co-Chair) shall preside, and in the event of her/his absence the Directors present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- 18.h The Board of Directors shall keep accurate records of:
- 18.h.i the name, details and date of appointment of all persons appointed to office
  - 18.h.ii the names of Directors, officers, members and other persons present at all General, Board of Directors and Sub-committee meetings of Shaping Our Lives
  - 18.h.iii minutes of all proceedings and resolutions at all General, Board of Directors and Sub-committee meetings of Shaping Our Lives
- 18.i All such records and minutes shall be open to inspection during normal working hours by any member of the Board of Directors and by any person authorised by Shaping Our Lives in a General Meeting.
- 18.j The Board of Directors may delegate any of their powers to Sub-committees of its members and others as they think fit. Any such Sub-committee shall

conform to any regulations imposed on it by the Board of Directors which will always include provision for regular and prompt reports.

- 18.k All acts done by any meeting of the Board of Directors or by any person acting as a member of the Board shall, even if it be afterwards discovered that there was some defect in the appointment of any Board member or persons acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Directors member.

## **19. Secretary**

- 19.a The Board of Directors may appoint a Secretary of Shaping Our Lives on terms, remuneration and conditions as they think fit, and any Secretary so appointed can be removed by them. No such remuneration may be paid to a Secretary who is also a Director of Shaping Our Lives.

## **20. Accounts**

- 20.a The Board of Directors shall keep proper accounts in accordance with the law, to include :
- all sums of money received and spent by Shaping Our Lives and the reasons for both actions,
  - all sales and purchases of goods of Shaping Our Lives,
  - the assets and liabilities of Shaping Our Lives.
- 20.b Proper accounts shall be deemed to be kept if they give a true record of the affairs of Shaping Our Lives and explain its transactions.
- 20.c The accounts shall be kept at the Registered Office of Shaping Our Lives or at a place or places the Board of Directors decides and they will be open for inspection, at all reasonable times, by all members and officers and by other persons authorised by Shaping Our Lives in a General Meeting.
- 20.d The Board of Directors shall from time to time, ensure the preparation of income and expenditure accounts, balance sheets, and any necessary reports to be presented at a General Meeting of Shaping Our Lives.



20.e A copy of every balance sheet (including every document required by law to be annexed to it) which is presented at Shaping Our Lives in a General Meeting, together with a copy of the accountant's report and the Board of Director's report shall be sent not less than twenty-one (21) days before the date of the meeting, to every member of Shaping Our Lives; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address Shaping Our Lives is not aware. The accountant's report shall be open to inspection and shall be read at the meeting.

## **21. Accountant**

21.a At least once in every year the accounts of Shaping Our Lives shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified accountants.

21.b The Accountant shall be appointed and their duties regulated in accordance with the appropriate section of the Act.

## **22. Application of Surplus**

22.a Any surplus of Shaping Our Lives shall be applied solely to creating a general reserve for the continuation and development of Shaping Our Lives.

## **23. Indemnity**

23.a In carrying out the objects of Shaping Our Lives no member, the Secretary, accountant (auditor) or other officer of Shaping Our Lives shall be liable for any loss to the property of Shaping Our Lives arising by reason of any action made in good faith (so long as they shall have sought advice before taking such action) or for the negligence or fraud of any agent employed by them in good faith, providing reasonable supervision was made and other than wilful and individual fraud or wrongdoing by the person(s).