

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE

MEMORANDUM
and
ARTICLES OF ASSOCIATION
OF
North Yorkshire Youth
Limited

(Adopted by special resolution passed at an extraordinary general meeting of the Charity held on the 6th day of July 2006.)

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter referred to as “the Charity”) is **North Yorkshire Youth Limited**.
2. The registered office of the Charity will be situated in England.
3. The Objects for which the Charity is established (in succession to the Charity known as Youth Clubs North Yorkshire,) are to promote, encourage and facilitate the physical, mental and spiritual development of young people in North Yorkshire and elsewhere by introducing them through voluntary youth work to a range of challenging leisure time activities, to provide facilities and train workers for such activities and to do all such other things, singly or in partnership with other statutory or voluntary organisations and agencies, as are incidental or conducive to the attainment of these aims.
- 4.1 The Charity shall have the following additional powers for the purpose of furthering its Objects (and for no other purpose):
 - a. to raise funds other than by substantial permanent trading;
 - b. to borrow and raise money for the attainment of its Objects in such manner and on such security (including the whole or part of its property) as it thinks fit, provided that it complies with sections 38 and 39 of the Charities Act 1993;
 - c. to conduct appeals for money or gifts or assistance for the attainment of its Objects, and to solicit and accept subscriptions and donations (whether of real or personal property) and devices and bequests for any of its purposes;
 - d. to buy, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, to alter the same and to construct, maintain and equip the same for use; and to sell, lease or otherwise dispose of all or part of its property in accordance with sections 36 and 37 of the Charities Act 1993;
 - e. to take all such items and proceedings and to do all such acts and things either alone or jointly with others whether by opposing applications or proceedings or otherwise as may seem necessary or expedient to protect its interests and to levy support for such action;
 - f. to produce, print, publish, distribute and circulate (whether gratuitously or not) any newspaper, periodical, magazine, book, pamphlet, leaflet or other documents on subjects which are within its Objects;
 - g. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in these Objects;
 - h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - i. subject to Clause 5 hereof, to employ and pay such staff or agents as are necessary for carrying out the work of the Charity and provide pensions and retirement benefits to the staff and former staff of the Charity and their

dependants or otherwise provide for the welfare and benefit of the staff and former staff of the Charity;

- j. to invest or deposit the monies of the Charity not immediately required for its purposes in such investments, securities or property as may be thought fit, to employ a professional fund-manager and to arrange for the investments or other property of the Charity to be held in the name of a nominee, subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and such consents (if any) as may for the time being be imposed or required by law;
- k. to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause 2 of this clause, but subject to the restrictions specified in sub-clause 3 of this clause;
- l. to do all such other lawful things as are necessary for the achievement of the Objects.

4.2 The liabilities referred to in sub-clause 1(k) are:

- a. any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, default, breach of duty or breach of trust of which (s)he may be guilty in relation to the Charity;
- b. the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986.

4.3 a. The following liabilities are excluded from sub-clause 2 a:

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not;

- b. There is excluded from sub-clause 2 (b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- 5.2 a. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property such reasonable expenses properly incurred by him or her when acting on behalf of the Charity;
- b. Subject to the restrictions in sub-clauses 4.2 and 4.3 a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

5.3 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the

Charity PROVIDED that this does not prevent a Member who is not also a Director receiving:

- a. benefit from the Charity in the capacity of a beneficiary of the Charity;
- b. reasonable and proper remuneration for any goods or services supplied to the Charity.

5.4 No Director who is also a trustee may:

- a. buy goods or services from the Charity;
- b. sell goods, services or any interest in land to the Charity;
- c. be employed by or receive any remuneration from the Charity;
- d. receive any other financial benefit from the Charity;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

5.5 In sub-clauses 2 – 4 of this clause 5:

- a. "Charity" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more Directors to the Board of the company
- b. "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the Members is limited.

7. Every Member promises, if the Charity is dissolved whilst he or she is a Member or within 1 year afterwards, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a Member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Charity, but shall be given or transferred to some other body or bodies having objects which are similar to the Objects of the Charity and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Charity under or by virtue of Clause 5 hereof, such body or bodies to be determined by the Members of the Charity at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other body the objects of which are charitable.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Subscribers Name	Address	Signature
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Dated the day of2006

Witness to the above Signatures

Name:
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Address:
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Occupation:
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ARTICLES OF ASSOCIATION

1: Interpretation

1.1 In these Articles the following expressions shall, unless inconsistent with the context, have the following meanings:-

the Act	the Companies Act 1985:
the Memorandum	the Memorandum of Association of the Charity
the Articles	these Articles of Association as originally adopted or as from time to time altered or amended
the Charity	North Yorkshire Youth Limited, the company regulated by these Articles:
address	a postal address, fax number, email address or text message number in each case registered with the Charity:
the seal	the common seal of the Charity:
the President and Vice-President	the persons elected at the Annual General Meeting under Section 5.3 of these Articles of Association:
the Chairman	the Director appointed to chair meetings of the Board of Directors of the Charity:
the Honorary Secretary	any person appointed to perform the duties of the Honorary Secretary of the Charity:
the Honorary Treasurer	any person appointed to perform the duties of the Honorary Treasurer of the Charity:
the Directors	the Directors of the Charity who are also its Trustees as defined by the Charities Act 1993:
the Honorary Officers	the elected officers of the Charity including its Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer:
the Commission	the Charity Commission of England and Wales:
the United Kingdom	Great Britain and Northern Ireland:
North Yorkshire	those areas administered by North Yorkshire County Council and the City of York Council as defined by the Local Government Act 1995:
the Board	the Board of Directors and Trustees elected in accordance with Section 9 of these Articles of Association
the Chief Executive	the senior paid employee and official correspondent of the Charity
Youth Group	a group, club or project for young people between 8 and 25 years of age, which complies with the conditions of Membership of the Charity and Youth Group Member is a Member of such a group:
Individual Member	an Individual who may be granted Membership of the Charity:
Corporate Member	a company or other organisation which has been granted Corporate Membership in accordance with conditions approved by the Board

- 1.2 Singular words shall include their plural form and the masculine gender shall include the feminine gender.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force on the date at which these Articles become binding on the Charity.

2: Members

- 2.1 The subscribers to the memorandum and such other persons as the Directors shall admit to Membership shall be Members of the Charity.
- 2.2 Any youth group, corporation or individual wishing to apply for Membership of the Charity shall apply in writing to the Chief Executive and shall furnish such information and pay such fees as the Board shall require. The Board has the power to accept or reject any application but it may only refuse an application for Membership if, acting reasonably and properly, it considers it to be in the best interests of the Charity to do so. If an application is refused, the Board must inform the applicant in writing of the reason for the refusal within twenty-one days of the decision. The Board must consider any written representations the applicant may make about the decision. The Board's decision following any written representation must be notified to the applicant in writing but shall be final.
- 2.3 Membership is not transferable.
- 2.4 The Directors must keep a register of the names and addresses of the Members, open to public view at the registered office of the Charity.

3: Classes of Membership

- 3.1 There shall be three classes of Membership: youth group, corporate and individual.
- 3.2 **Youth Group** Membership of the Charity shall be open to any youth group subscribing to the aims and objectives of the Charity and fulfilling the conditions of membership. A condition of membership is that the youth group should have a membership predominately, but not exclusively, between the ages of 8 and 25 years.
- 3.3 **Individual** Membership of the Charity shall be conferred upon Members of the Board of Directors and Trustees and shall be open to other individuals actively subscribing to the aims and objectives of the Charity.
- 3.4 **Corporate** Membership may be granted to a company or other organisation which wishes to be publicly identified as a supporter of youth work and work with young people by association with the Charity on conditions for corporate membership laid down from time to time by the Board.
- 3.5 The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 3.6 The rights attached to a class of membership may only be varied if:
 - (i) three-quarters of the Members of that class consent in writing to the variation; or

- (ii) a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.

3.7 The provisions in these Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of Members.

4: Termination of Membership

Membership is terminated if:

- 4.1 the Member dies or, if it is an organisation, ceases to exist;
- 4.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two Members;
- 4.3 any sum due from the Member to the Charity is not paid in full within three months of the issue by the Charity of a written demand.
- 4.4 the Member is removed from membership by a resolution of the Board that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - a. the Member has been given at least twenty-one days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
 - b. the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Charity) has been allowed to make representations to the meeting.

5: General Meetings

- 5.1 The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 5.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The Charity must specify the meeting as such in the notice calling it. The annual general meeting may be held at such time and place as the Board shall determine.
- 5.3 At the annual general meeting the following business shall be transacted:
 - a. the consideration and adoption of the Annual Report and Audited Accounts of the Charity;
 - b. the appointment and remuneration of qualified Auditors to the Charity;
 - c. the election of Honorary Officers (who shall hold office for three years and be eligible for re-election for one or two further terms of three years up to a maximum length of service of 9 years);
 - d. the election of President and vice-Presidents of the Charity (who shall hold office for one year and be eligible for re-election);
 - e. the appointment of the Board (whose Members shall be recruited in accordance with these Articles and shall hold office and on such terms and for such period as laid down in these Articles).

All other business transacted at an annual general meeting shall be deemed special.

- 5.4 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.5 An extraordinary general meeting of the Charity may be convened at any time by the Board or if any ten Members submit a written request to the Honorary Secretary and the Honorary Secretary shall notify all those entitled to attend and vote within 14 days of the receipt of the request, giving the requisite period of notice (see Article 6 below) of the date of the extraordinary general meeting. The Honorary Secretary shall notify all Directors of the business to be conducted and no business shall be conducted at an extraordinary general meeting other than that for which it has been expressly called. If at any time there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Charity may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

6: Notice of General Meetings

- 6.1 An annual general meeting and a meeting for the passing of a special resolution shall be called by giving at least twenty-one days notice in writing, and a meeting other than an annual general meeting or a meeting for the passing of a special resolution shall be called by giving at least fourteen days notice in writing. The notice shall be exclusive of the day on which it is served and the day for which it is given, and shall specify the place, the day and the time of meeting and, in the case of special business, the general nature of that business and shall be given to all those listed in sub-clause 3 below; PROVIDED that a meeting of the Charity shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed –
- In the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote; and
 - In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting who together hold not less than 75 percent of the total voting rights.
- 6.2 A notice may be given by the Charity to any Member either personally or by sending it to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Charity. Where a notice is sent by post, service of the notice shall be deemed to be given 48 hours after a properly addressed, pre-paid and posted envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
- 6.3 Notices of every general meeting shall be given to:-
- every Member except those who (having no registered address within the United Kingdom) have not supplied to the Charity an address within the United Kingdom for the giving of notices to them;
 - every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - the Board of Directors;

- co-opted Members of Committees;
- the President and Vice Presidents;
- the Auditor for the time being of the Charity; and
- such other persons as the Board shall authorise to be invited.

No other person shall be entitled to receive notices of general meetings.

- 6.4 Any Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 6.5 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.

7: Proceedings at General Meetings

- 7.1 Persons entitled to participate in the business at general meetings and to be counted in any quorum shall be
- up to three representatives of each Youth Group Member, the nominee of any Corporate Member and any Individual Member;
 - Directors of the Board;
 - co-opted members of any Committee of the Board; and
 - the President and Vice-President(s) (if applicable.)
- 7.2 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. The presence of one tenth of the number of Members of the Charity for the time being entitled to vote upon the business or ten Members entitled to vote upon the business of the Charity, whichever is the greater, shall make a quorum.
- 7.3 If within half an hour from the time appointed for the meeting a quorum is not present or if during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Board shall determine.
- 7.4 The Board must reconvene the meeting and must give at least 7 clear days notice of the reconvened meeting stating the date, time and place of the meeting.
- 7.5 If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the Members present shall be a quorum.
- 7.6 The Chairman of the Board shall preside as Chairman at every general meeting of the Charity, or if there is no such Chairman, or if he shall not be present within fifteen minutes after the time appointed for holding the meeting or if he is unwilling to act, the Directors present shall elect one of their number to be Chairman of the meeting.
- 7.7 The Chairman 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 the

business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

- 7.8 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result) demanded
- by the Chairman; or
 - by at least ten Members present in person or by proxy who are entitled to vote.
- 7.9 Unless a poll has been demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost and an entry to that effect in a book containing the minutes of proceedings of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 7.10 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 7.11 If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.12 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. The poll must be taken within thirty days after it has been demanded. If a poll is not taken immediately at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 7.13 In the case of any equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting on which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 7.14 A circular resolution in writing, signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Charity duly convened and held.
- 7.15 Acts undertaken in good faith by a general meeting of the Charity shall not be invalidated solely because it is afterwards discovered that there was some defect or omission in the procedure convening the meeting or in the qualifications of some persons voting.

8: Votes of Members

- 8.1 Subject to Article 7.13 and the next paragraph, one designated representative of each Member present shall have one vote.

- 8.2 No Member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 8.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 8.4 Any organisation that is a Member of the Charity may nominate any person to act as its representative at any meeting of the Charity and such organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 8.5 Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation. On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Charity. The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

9: The Appointment of Directors

- 9.1 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity. Subsequent Directors may be appointed either by the Charity in general meeting in accordance with sub-clauses 3 – 5 below or by the existing Directors in accordance with sub-clause 6 below.
- 9.2 The Board of Directors shall comprise:
- Chairman
 - Vice-Chairman
 - Honorary Treasurer
 - Up to a maximum of 5 Directors as shall be elected by the annual general meeting to hold office in accordance with these Articles
 - an elected Member or an officer of the County Council of North Yorkshire
 - an elected Member or an officer of York City Council
 - up to five co-opted Directors, subject to the total number of Directors not exceeding 12.

- 9.3 The Charity, by ordinary resolution, may:
- appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire.
- 9.4 All Members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 9.5 No person other than a Director retiring by rotation shall be appointed a Director at any general meeting unless:
- he or she is recommended for re-election by the Board; or
 - not less than three nor more than twenty-one days before the date of the meeting, the Charity is given notice in writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 9.6 The Board may invite nominations for Directors, either to fill a casual vacancy or as an addition to the existing Directors. Persons nominated shall be requested to attend an explanatory meeting and to confirm their willingness to stand for election. Any Director so appointed shall hold office until the next annual general meeting when he or she shall be eligible for election, but shall not be taken into account in determining the Directors who are due to retire by rotation.
- 9.7 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- 9.8 All Directors must be over 18 years of age and not disqualified from holding office under Article 10 below.
- 9.9 There shall be no fewer than three Directors but (unless otherwise determined by ordinary resolution) the maximum number will be 12. (see please 9.2)
- 9.10 Details of all Directors must, within fourteen days of their appointment, be filed at Companies House.

10: Disqualification and removal of Directors

- 10.1 A Director shall cease to hold office if he or she:
- a. becomes bankrupt or makes any other arrangement or composition with his creditors or otherwise is prevented by law from holding the office of Director; or
 - b. ceases to be a Member of the Charity; or
 - c. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs; or
 - d. is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest as required to do by law; or

- e. resigns as Director by giving notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
 - f. is absent without arrangement with the Board from all their meetings held within a period of six consecutive months and the Board resolves that his or her office be vacated.
- 10.2 No Director of the Board shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive any remuneration from the Charity or vote in respect of any contract in which he is interested or on any matter arising out of such a contract and, if he does so vote his vote shall not be counted.
- 10.3 The Charity may by ordinary resolution, of which special notice shall have been given, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Charity and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between him and the Charity.

11. Powers and Duties of the Board of Directors and Trustees

- 11.1 Subject to the provisions of these Articles, the primary function of the Board shall be to ensure that the aims and objectives of the Charity are carried out. The Board may regulate its proceedings as it sees fit.
- 11.2 The Board shall approve an annual Business Plan for the Charity incorporating strategies, objectives and all budgetary provisions, and it shall oversee the implementation of plans and policies in accordance with the Business Plan and provide strategic direction for the business of the Charity.
- 11.3 The Board shall appoint a Chief Executive as its senior paid employee and, without prejudice to the right of the Board to correspond on its own behalf, as official correspondent of the Charity.
- 11.4 The Board shall advise the Chief Executive on all matters of policy and review his performance in implementing planned policies for the Charity.
- 11.5 The Board may appoint Temporary Honorary Officers as necessary and may appoint representatives to attend General Meetings of Youth Clubs UK.
- 11.6 The Board may from time to time and at any time by power of attorney, appoint any company, firm or person, or body of persons to be the attorney or attorneys of the Charity for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- 11.7 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Charity, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
- 11.8 The Board may invite to its meetings, as visitors without voting powers, such other persons as may be deemed desirable.

11.9 There shall be at least four meetings of the Board each year.

12: Proceedings of the Board of Directors and Trustees

- 12.1 Any Director may, and the Honorary Secretary on the requisition of a Director must, within 21 calendar days call a meeting of Directors.
- 12.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- 12.3 It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 12.4 No decision may be made by a meeting of the Board unless a quorum is present at the time the decision is purported to be made. The quorum necessary for the transaction of business of the Board shall be the number nearest to one third of the total number of Directors or three Directors whichever is the greater. A Director may not be counted in the quorum when any decision is made about a matter upon which that Director is not entitled to vote.
- 12.5 If less than a quorum is present at a meeting of the Board, the continuing Director(s) may act only for the purpose of filling a vacancy or calling a general meeting.
- 12.6 The Board shall elect one of their number to chair their meetings and may determine the period for which he is to hold office and at any time revoke such appointment; but, if no such Chairman has been elected, or if the person elected is unwilling to preside or if at any meeting the Chairman is not present within ten minutes after the time appointed for the meeting, the Directors present may choose one of their number to chair that meeting.
- 12.7 The person elected to chair meetings of the Board shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Board.
- 12.8 The Board may exercise all the powers of the Charity.
- 12.9 A Director must absent himself from any discussions of the Board in which it is possible that an actual or perceived conflict will arise between his duty to act solely in the interests of the Charity and any personal interest, including but not limited to any financial interest.
- 12.10 All acts done by any meeting of the Board or of a committee of Directors, or by any person acting as a Director, shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Director or person acting as aforesaid, or that they or any of them were disqualified, PROVIDED that the decision would still have been carried by a majority vote without the vote of that Director or without that Director being counted in the quorum.
- 12.11 A circular resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Directors duly convened and held. A circular resolution may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.
- 12.12 Where, in the view of the Chairman or Vice-Chairman of the Board, an item of business requires urgent consideration by the Board, the Chairman or if the Chairman cannot reasonably be contacted, the Vice-Chairman shall contact all Directors other than those excluded under Article 12.3 above by telephone or email and the telephonic or electronic

agreement of a majority of such Members shall be as valid and effectual as if a resolution had been passed at a committee of Directors duly convened and held PROVIDED that the view of any Director who might be perceived to have a personal interest in the outcome of such item of business shall not be counted towards the majority.

- 12.13 The Board may make such reasonable and proper rules as it deems necessary or expedient for the proper conduct and management of the Charity. Such rules may regulate the following matters but are not restricted to them:
- The admission of Members, including incorporated or unincorporated associations, to the Charity and the rights and privileges of such Members, their entrance fees, subscriptions and other payments to be made by them;
 - The conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - The setting aside of the whole or any part of parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - The procedure at meetings and all such other matters as are commonly the subject of company rules.
- 12.14 The Board must adopt such means as it thinks sufficient to bring the rules to the attention of the Members of the Charity.
- 12.15 The rules shall be binding on all Members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.
- 12.16 The Charity in general meeting has the power to alter, add to or repeal the rules.

13: Delegation by the Board of Directors and Trustees

- 13.1 The Board may delegate any of its powers or functions to a committee of two or more Directors and the terms of any delegation must be recorded in the minute book. A committee may, with the approval of the Board, co-opt members from outside the Board whose expertise may assist the achievement of the Charity's aims and objectives.
- 13.2 A committee of Directors may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman does not wish to preside or is not present within ten minutes of the time appointed for holding the meeting, those present may choose one of their number to be chairman of the meeting.
- 13.3 A committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of those present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 13.4 The Board shall appoint a Panel to hear all Appeals and Grievances, and make recommendations after all other procedures have been followed. The Panel shall be the final arbiter in a dispute and shall consist of the Chairman of the Board, or should s/he not be available or in the event that s/he is the person complained against, the Vice-Chairman or (for example) the Treasurer and two Directors of the Board and one person who has professional expertise in arbitration and conciliation procedures.

- 13.5 The Board may, from time to time, appoint working groups for the conduct of special pieces of work. Such working groups may co-opt members from outside whose expertise may assist the achievement of their aims but such groups shall have no executive powers.

14: Retirement of Directors

- 14.1 At the first annual general meeting of the Charity all the Directors must retire from office unless by the close of the meeting the Members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one-third must retire from office. If there is only one Director he or she must retire.
- 14.2 The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 14.3 If a Director is required to retire at an annual general meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the meeting.
- 14.4 A retiring Director shall be eligible for re-election.
- 14.5 The Charity at a meeting at which a Director retires may fill the vacated office by electing another Director, and in default the retiring director shall, if offering himself for re-election, be deemed to have been re-elected unless it is expressly resolved at the meeting that the vacancy shall not be filled or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

15: The Seal

15. If the Charity has a seal its Board must provide for its safe custody and it shall only be used by the authority of the Board. Every instrument to which the seal shall be affixed shall be signed either by two Directors or by one Director and countersigned by the Honorary Secretary.

16: Minutes

16. The Board must keep minutes of all:
- appointments of officers made by the Directors
 - proceedings of meetings of the Charity
 - meetings of the Directors and committees of the Directors including:
 - (i) the names of the Directors present at the meetings
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions

and every Director present at any meeting of the Board or committee of Directors shall sign his name in a book to be kept for that purpose.

17. Honorary Secretary

17. The Board shall appoint an Honorary Secretary for such term and upon such conditions as it may think fit: and any Honorary Secretary so appointed may be removed by it.

18: Accounts

- 18.1 The Directors must keep proper books of account showing:-
- a. all sums received and expended by the Charity and the matters in respect of which the receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Charity;
 - c. the assets and liabilities of the Charity.

Such books must give a true and fair view of the state of the Charity's affairs and an explanation of its transactions.

- 18.2 The books of account shall be kept at the registered office of the Charity, or at such other place or places as the Board thinks fit, and shall always be open to inspection by the Directors.
- 18.3 The Directors 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 Charity or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Charity except as conferred by statute or authorised by the Board or by the Charity in general meeting.
- 18.4 The Board must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice. Such accounts must, in accordance with the Act, be laid before the Charity in general meeting.
- 18.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Charity in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every Member of, and every holder of debentures of, the Charity. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Charity is not aware or to more than one of the joint holders of any debentures.
- 18.6 The duties of the auditor shall be regulated in accordance with the Act.

19: Annual Report and Return and Register of Charities

- 19.1 The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (i) the transmission of the Statements of Account to the Commission;
 - (ii) the preparation of an Annual Report and its transmission to the Commission;
 - (iii) the preparation of an Annual Return and its transmission to the Commission.
- 19.2 The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 19.3 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communications.

20: Indemnity

20 The Charity shall indemnify every Director or auditor against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or auditor or in which the Director or auditor is acquitted or in connection with any application in which relief is granted to the Director or auditor by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

21: Alteration to these Articles

21 These Articles may be altered by a resolution passed by not less than two thirds of the Members present and voting at a general meeting of which notice of the terms of the proposed resolution has been duly served.

22: Dissolution

- 22.1 The Charity may be dissolved by a resolution passed by a two thirds majority of those present and voting at an extraordinary general meeting convened for the purpose, of which 28 days notice shall be given to all Members.
- 22.2 Such resolution may give instructions for the disposal of any assets held by or in the name of the Charity, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the Members of the Charity but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Charity, and if and in so far as effect cannot be given to this provision then to some other charitable purpose to be determined by resolution passed by a simple majority of those present and eligible to vote at a general meeting.

Subscribers Name	Address	Signature
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Dated theday of2006

Witness to the above Signatures

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Occupation:
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