

# **THE COMPANIES ACT 2006**

## **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

### **MEMORANDUM AND ARTICLES OF ASSOCIATION OF**

#### **UK YOUTH**

*As adopted on 7 December 2016, in substitution for the memorandum and articles of association approved and adopted on 16 March 2005 (as the same were previously amended on 4 November 2010, and on 5 November 2014).*

## MEMORANDUM OF ASSOCIATION OF UK YOUTH

- 1.1 The company's name is **UK YOUTH** (and in this document it is hereafter called the "**Charity**"). Where terms are used in this memorandum but are not otherwise defined they shall each have the meaning ascribed to them in the Charity's articles of association.
- 1.2 The Charity's registered office is to be situated in England.
- 1.3 The Charity's objects (the "**Objects**") are:
  - 1.3.1 to promote for the benefit of the public the part of the Voluntary Sector concerned with the provision of youth clubs and groups by acting as a resource body for youth clubs and groups, supporting and developing high quality youth work through advice, assistance and representation particularly in the ways set out in Clause 1.4;
  - 1.3.2 to develop and promote innovative formal and non-formal education programmes for and with young people by working with them to develop their potential; and
  - 1.3.3 in order to further the aforementioned Objects (but not for any other purpose), to engage in any activity that the Trustees in their discretion deem reasonably necessary or prudent and which is charitable and ancillary to, and reasonably required for, the furtherance of the aforementioned Objects.
- 1.4 In furtherance of the Objects, the Charity shall:
  - 1.4.1 work with youth organisations whose primary aim is in accordance with that of the Charity;
  - 1.4.2 promote the formation of youth groups;
  - 1.4.3 bring together people who are willing to further these aims, and to stimulate interest in youth work;
  - 1.4.4 assist in, and arrange for, the training of youth workers and volunteers;
  - 1.4.5 arrange conferences for youth workers, youth group members and others interested in the welfare of young people;
  - 1.4.6 represent the needs and opinions of young people and to be a link between youth groups and charitable trusts, government departments and other public bodies;
  - 1.4.7 be a centre of information for the above activities;
  - 1.4.8 enable effective participation by young people at all levels of the Charity;
  - 1.4.9 work in a non-discriminatory manner;

- 1.4.10 provide services and facilities for the public benefit in the communities where we manage and operate premises or programmes; and
  - 1.4.11 provide benefits and services for youth organisations and youth groups who wish to become affiliates of the Charity.
- 1.5 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- 1.5.1 to raise funds; provided that in doing so, the Charity must not undertake any substantial permanent taxable trading activity and must comply with any relevant statutory regulations;
  - 1.5.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 1.5.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity; provided that in exercising this power, the Charity must comply as appropriate with Sections 117 and 122 of the Charities Act 2011;
  - 1.5.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed; provided that the Charity must comply as appropriate with Sections 124 -126 of the Charities Act 2011 if it wishes to mortgage land;
  - 1.5.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - 1.5.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - 1.5.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - 1.5.8 to establish or acquire subsidiary companies to assist or act as agents for the charity;
  - 1.5.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - 1.5.10 to employ and remunerate such staff as are necessary for carrying out the work of the Charity; provided that the Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Clause 1.6 and provided it complies with the conditions in that Clause;
  - 1.5.11 to pay, subject to the provisions of Clause 1.6 hereof, reasonable annual sums or premiums for or towards the provision of pensions for the officers or servants for the time being of the Charity and their dependents;

1.5.12 to:

- (i) deposit or invest funds or other property of the Charity;
- (ii) employ a professional fund-manager;
- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
- (iv) subscribe for either absolutely or conditionally or otherwise acquire and hold an interest (or interests) in any charitable joint venture or other charitable organisation;

1.5.13 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in section 189 of the Charities Act 2011;

1.5.14 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

1.5.15 to provide information, advice and guidance, and opportunities for members to join together in a range of projects and activities;

1.5.16 to lend money and give credit to, to take security for such loans or credit from, and to guarantee and become or give security for the performance of contracts and obligations by, any person or company;

1.5.17 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments; and

1.5.18 to provide financial assistance for the achievement of any of the Objects.

1.6 The income and property of the Charity shall be applied solely towards the promotion of the Objects, provided that:

1.6.1 a Trustee shall be entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity; and

1.6.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

1.6.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 26.

- 1.6.4 A Trustee may not receive any other benefit or payment unless it is authorised by clause 1.8.
- 1.7 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. This does not prevent a member who is not also a Trustee receiving:
- 1.7.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; and
- 1.7.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 1.8 No Trustee or connected person may:
- 1.8.1 buy goods or services from the Charity on terms preferential to those applicable to the general public;
- 1.8.2 sell goods, services or any interest in land to the Charity;
- 1.8.3 be employed by or receive any remuneration from the Charity;
- 1.8.4 or receive any other financial benefit from the Charity; unless the payment is permitted by Clause 1.9 authorised by the court or the Charity Commission. A ‘financial benefit’ means a benefit, direct or indirect which is either money or has monetary value.
- 1.9 A Trustee or connected person may:
- 1.9.1 receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
- 1.9.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- 1.9.3 Subject to clause 1.10 provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.
- 1.9.4 may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 1.9.5 may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- 1.9.6 may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.
- 1.10 The Charity and its Trustees may only rely upon the authority provided by Clause 1.9.3 if each of the following conditions is satisfied:
- 1.10.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the Charity.
  - 1.10.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
  - 1.10.3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the directors must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
  - 1.10.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
  - 1.10.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - 1.10.6 The reason for their decision is recorded by the Trustees in the minutes.
  - 1.10.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Clause 1.8.

In Clauses 1.8, 1.9 and 1.10:

‘Charity’ includes any company in which the Charity: (i) holds more than 50% of the shares; or (ii) controls more than 50% of the voting rights attached to the shares; or (iii) has the right to appoint one or more directors to the board of the company.

- 1.11 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 1.11.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other

provision in the memorandum and articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- (c) the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

1.11.2 In this Clause a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

1.12 The liability of the members is limited in accordance with Clause 1.13.

1.13 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, 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.

1.14 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

1.14.1 directly for the Objects;

1.14.2 by transfer to any charity or charities for purposes similar to the Objects; or

1.14.3 to any charity for use for particular purposes that fall within the Objects.

1.15 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may, at any time before and in expectation of its dissolution, resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

1.15.1 directly for the Objects;

1.15.2 by transfer to any charity or charities for purposes similar to the Objects; or

1.15.3 to any charity or charities for use for particular purposes that fall within the Objects.

1.16 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF UK YOUTH**

**1. Interpretation**

1.1 In these memorandum and articles:

“**the Act**” means the Companies Act 2006;

“**Advisory Councils**” means bodies set up by the Charity to represent the stakeholders of the Charity including the interests of the young people from the Charity’s network; youth organisations and youth groups that affiliate to the Charity from counties or Metropolitan areas in England; national partners in Scotland, Wales and Northern Ireland that affiliate to the charity; and any other stakeholder interests at the discretion of the Charity.

“**address**” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“**affiliates**” means youth organisations, youth groups, social enterprises and charities who seek to affiliate to the Charity for support, benefits and services the Charity provides.

“**charities**” means organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales;

“**the Charity**” means the company intended to be regulated by these articles;

“**clear days**” in relation to the period of a notice means a period excluding: (i) the day when the notice is given or deemed to be given; and (ii) the day for which it is given or on which it is to take effect;

“**the Commission**” means the Charity Commissioners for England and Wales;

“**connected person**” means:

(i) a child, parent, grandchild, grandparent, brother or sister of the Trustee; (ii) the spouse or civil partner of the Trustee or of any person falling within (i) above; (iii) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (ii) or (i) above; (iv) an institution which is controlled: (a) by the Trustee or any connected person falling within (i), (ii), or (iii) above; or (b) by two or more persons falling within (iv(a)) above, when taken together; (v) a body corporate in which (a) the Trustee or any connected person falling within (i) to (iii) above has a substantial interest; or (b) two or more persons falling within (v(a)) above who, when taken together, have a substantial interest; (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting these terms used;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**Honorary officers**” means the Chair, two Vice-Chairs and an Honorary Treasurer;

“**the memorandum**” means the memorandum of association of the Charity;

“**President**” means the person appointed to fulfil that role;

“**the seal**” means the common seal of the Charity if it has one;

“**secretary**” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary;

“**Trustee**” means a director of the Charity, such directors being charity trustees as defined in Section 177 of the Charities Act 2011;

“**the United Kingdom**” means Great Britain and Northern Ireland;

“**voluntary organisations**” means independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities; and

“**the Voluntary Sector**” means charities and voluntary organisations.

“**youth organisations and youth groups**” means organisations, including social enterprises, charities, and groups working with, supporting and providing services to young people.

- 1.2 Unless the context otherwise requires: (i) words or expressions contained in the memorandum and these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity; (ii) apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force; and (iii) words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.3 The model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 shall not apply to the Charity.

## **2. Members**

2.1 The Members of the Charity for the purposes of the Act are:

2.1.1 the Trustees for the time being;

2.1.2 those persons who are members at the date of adoption of these Articles; and

- 2.1.3 other individuals and/or organisations nominated by the Advisory Councils. Each Advisory Council shall be entitled to nominate three members or 10% in total of the representatives from each Advisory Council, whichever is the greater in each case to include their elected officers, and who also apply to the Charity in the form required the Trustees and are approved by the Trustees.
- 2.2 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 2.3 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 2.4 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 2.5 Membership is not transferable to anyone else.
- 2.6 The Trustees must keep a register of names and addresses of the members.

### **3. Classes of Membership**

- 3.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 3.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 3.3 The rights attached to a class of membership may only be varied if:
  - 3.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 3.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 3.4 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**

- 4.1 Membership is terminated if:
  - 4.1.1 being a Trustee, he resigns, retires under Article 14 or is removed from office under Article 17;
  - 4.1.2 the member dies or, if it is an organisation, ceases to exist;
  - 4.1.3 the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

- 4.1.4 any sum due from the member to the Charity is not paid in full within six months of it falling due; or
- 4.1.5 the member is removed from membership by a resolution of the Trustees 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 Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
  - (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 An annual general meeting must be held in each calendar year and not more than fifteen months may elapse between successive annual general meetings.
- 5.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.3 The Trustees may call an extraordinary general meeting at any time.

## **6. Notice of General Meetings**

- 6.1 The minimum periods of notice required to hold a general meeting of the Charity are:
  - 6.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution; and
  - 6.1.2 fourteen clear days for all other general meetings.
- 6.2 A general meeting may be called by shorter notice if it is so agreed:
  - 6.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
  - 6.2.2 in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- 6.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Act and Article 11.
- 6.4 The notice must be given to all the members and to the Trustees and auditors.

6.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **7. Business of the Annual General Meeting**

7.1 At an annual general meeting the members:

7.1.1 receive the accounts of the Charity for the previous financial year;

7.1.2 receive the Trustee's report on the Charity's activities since the previous annual general meeting;

7.1.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;

7.1.4 elect Trustees to fill the vacancies arising or ratify the appointment of any Trustee appointed by the Board of Trustees before the annual general meeting under Article 16.4 ;

7.1.5 appoint auditors for the Charity;

7.1.6 may discuss, determine or deal with any issue of policy or other business put before them by the Trustees.

## **8. Proceedings at General Meetings**

8.1 No business shall be transacted at any general meeting unless a quorum is present.

8.2 A quorum is:

8.2.1 3 members present in person or by proxy entitled to vote upon the business to be conducted at the meeting; or

8.2.2 one tenth of the total membership at the time,

whichever is the greater.

8.3 The authorised representative of a member organisation shall be counted in the quorum.

8.4 If:

8.4.1 a quorum is not present within half an hour from the time appointed for the meeting;  
or

8.4.2 during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Trustees shall determine. The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the

reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

- 8.5 General meetings shall be chaired by the President or in their absence the person who has been appointed to chair meetings of the Trustees. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting. If there is only one Trustee present and willing to act, he or she shall chair the meeting. If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 8.6 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

## **9. Voting at General Meetings**

- 9.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- 9.1.1 by the person chairing the meeting;
  - 9.1.2 by at least two members having the right to vote at the meeting; or
  - 9.1.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 9.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 9.3 A 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.
- 9.4 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 9.5 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 the 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.

- 9.6 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## **10. Votes of Members**

- 10.1 Subject to Articles 3 and 9.6, every member, whether an individual or an organisation, shall have one vote.
- 10.2 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.
- 10.3 Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity. The 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. 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.

## **11. Proxies**

- 11.1 A member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the Charity.
- 11.2 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:
- 11.2.1 states the name and address of the member appointing the proxy;
  - 11.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 11.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
  - 11.2.4 is delivered to the Charity in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Trustees, in their discretion, accept the notice at any time before the meeting.

- 11.3 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 11.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 11.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.
- 11.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy has been delivered to the Charity by or on behalf of that person.
- 11.7 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 11.8 A notice revoking a proxy appointment only takes effect if it is delivered by the start of the meeting or adjourned meeting to which it relates.
- 11.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **12. Written resolutions**

- 12.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 12.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 12.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 12.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 12.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 12.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **13. Trustees**

13.1 The Trustees shall consist of:

13.1.1 the Honorary Officers;

13.1.2 ordinary Trustees.

13.2 A Trustee must be a natural person aged 16 years or older.

13.3 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Article 17.

13.4 The number of Trustees shall be not less than six but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

13.5 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

### **14. Powers of Trustees**

14.1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

14.1.1 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

14.1.2 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **15. Retirement of Trustees**

15.1 At the first annual general meeting all the Trustees must retire from office unless by the close of the meeting the members have failed to elect sufficient Trustees to hold a quorate meeting of the Trustees.

15.2 At each subsequent annual general meeting one-third of the Trustees 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 Trustee he or she must retire.

15.3 Honorary Officers and ordinary Trustees shall be eligible to hold office for three years and be eligible for re-election for one or two further terms of three years up to a maximum of 9 consecutive years, after which they must have a break from office of at least 1 year before being eligible again. If it is in the interests of the Charity any Honorary Officer or ordinary Trustee may be elected to hold office for one but no more than two additional terms after the maximum 9 consecutive years, even though there has been no break in office, if it is approved by special resolution of the members of the Charity.

15.4 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

15.5 If a Trustee 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.

## **16. Appointment of Trustees**

16.1 The Charity may by ordinary resolution appoint a person who is willing to act to be a Trustee.

16.2 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless:

16.2.1 he or she is recommended for election by the Trustees; in making a recommendation, the Trustees shall have regard to the following matters:

- (a) the particular expertise of the person being considered;
- (b) that it is desirable that at least two Trustees at any one time shall have experience and knowledge of the youth sector;
- (c) that it is also desirable that three Trustees at any time should be aged 25 or less;
- (d) the need to maintain a balance of equal opportunity principles; or

16.2.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
- (b) states the member's intention to propose the appointment of a person as a Trustee
- (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
- (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

16.3 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 Trustee other than a Trustee who is to retire by rotation.

16.4 The Trustees may appoint a person who is willing to act to be a Trustee.

- 16.5 A Trustee appointed by a resolution of the other Trustees must retire and be appointed in accordance with Article 16.2 at the next annual general meeting and must not be taken into account in determining the Trustees who are to retire by rotation.
- 16.6 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

## **17. Disqualification and Removal of Trustees**

17.1 A Trustee shall cease to hold office if he or she:

- 17.1.1 ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;
- 17.1.2 is disqualified from acting as a Trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 17.1.3 ceases to be a member of the Charity;
- 17.1.4 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 17.1.5 resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect); or
- 17.1.6 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

## **18. Trustees' Remuneration**

18.1 The Trustees must not be paid any remuneration unless it is authorised by Clause 1.6 of the Memorandum.

## **19. Proceedings of Trustees**

- 19.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles. Any Trustee may call a meeting of the Trustees. The secretary must call a meeting of the Trustees if requested to do so by a Trustee. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 19.2 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. The quorum shall be three or the number nearest to one third of total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees. A Trustee shall not be counted in the quorum

present when any decision is made about a matter upon which that Trustee is not entitled to vote. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all other participants.

- 19.3 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.4 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment. If no-one has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
- 19.5 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- 19.6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.

## **20. Delegation**

- 20.1 The Trustees may delegate any of their powers or functions to a committee including two or more Trustees but the terms of any delegation must be recorded in the minute book. The committee can include non-trustees.
- 20.2 The Trustees may impose conditions when delegating, including the conditions that:
- 20.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
  - 20.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 20.3 The Trustees may revoke or alter a delegation.
- 20.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- 20.5 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

20.6 Subject to Article 20.7, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

20.6.1 who was disqualified from holding office;

20.6.2 who had previously retired or who had been obliged by the constitution to vacate office; or

20.6.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if without:

20.6.4 the vote of that Trustee;

20.6.5 that Trustee being counted in the quorum; and the decision has been made by a majority of the Trustees at a quorate meeting.

20.7 Article 20.6 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for Article 20.6, the resolution would have been void, or if the Trustee has not complied with Article 20.5.

## **21. Seal**

21.1 If the Charity has a seal it must only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

## **22. Minutes**

22.1 The Trustees must keep minutes of all:

22.1.1 appointments of officers made by the Trustees;

22.1.2 proceedings at meetings of the Charity; and

22.1.3 meetings of the Trustees and committees of Trustees including:

(a) the names of the Trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

## **23. Accounts**

23.1 The Trustees must prepare for each financial year accounts as required by the Companies Acts. 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.

23.2 The Trustees must keep accounting records as required by the Companies Acts.

## **24. Annual Report and Return and Register of Charities**

24.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to:

24.1.1 the transmission of the statements of account to the Charity Commission;

24.1.2 the preparation of an annual report and its transmission to the Commission; and

24.1.3 the preparation of an annual return and its transmission to the Commission.

24.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **25. Notices**

25.1 Any notice to be given to or by any person pursuant to the articles:

25.1.1 must be in writing; or

25.1.2 must be given using electronic communications.

25.2 The Charity may give any notice to a member either:

25.2.1 personally;

25.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address;

25.2.3 by leaving it at the address of the member; or

25.2.4 by giving it using electronic communications to the member's address.

25.3 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

25.4 A 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.

25.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent shall be conclusive where the Charity can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

25.6 A notice shall be deemed to be given:

25.6.1 48 hours after the envelope containing it was posted; or

25.6.2 in the case of an electronic communication, 48 hours after it was sent.

## **26. Indemnity**

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

## **27. Rules**

27.1 The Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

27.2 The bye laws may regulate the following matters but are not restricted to them:

27.2.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

27.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

27.2.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

27.2.4 the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;

27.2.5 generally, all such matters as are commonly the subject matter of company rules;

27.2.6 rules and regulations governing Advisory Councils, their composition, conduct of meetings, election of officers, and for those representatives who are elected or nominated to become members of the Charity;

27.2.7 rules that govern who can become affiliates to the Charity, and the level of support the Charity offers such affiliates.

27.3 The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws. The Trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity. The rules or bye laws shall be binding on all

members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

## **28. Disputes**

- 28.1 If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.