

Company Number: 3561613

Charity Number: 1069810

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

YMCA Trinity Group

Incorporated 6 May 1998

Adopted by Special Resolution passed on 25th September 2017¹

¹ Articles previously amended by a special resolution dated 29 June 1999 and also 31 March 2004 (change of name only).

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PART 1: INTERPRETATION

1 DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

“Act”

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;

“Appendix”

means the appendix at the end of these Articles;

“Articles”

means the Association’s articles of association;

“Association”

means the company called YMCA Trinity Group;

“Board”

means the board of management for the time being of the Association and shall comprise the directors of the Association for the purposes of the Act and the charity trustees for charity law purposes.

“Chairman”

has the meaning given in Article 22;

“Charitable”

means charitable in accordance with the laws of England and Wales;

“Charities Legislation”

means the Charities Acts 1992, 1993, 2006 and 2011 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

“Clear Days”

means (in relation to a period of notice) the number of complete days specified in the notice period not including the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Electronic Communication”

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

“Honorary Officers”

means the officers appointed in accordance with Article 49;

“Member”

means the members of the Association for the purposes of these Articles and the Act and having the right to attend and vote at general meetings of the Association;

“Model Articles”

means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) and any amendment or replacement from time to time;

“National Council”

the National Council of Young Men’s Christian Associations with company number 73749 and charity number 212810

“Objects”

the Association’s objects as defined at Article 2;

“Ordinary Resolution”

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

“Proxy Notice”

has the meaning given in Article 41;

“Secretary”

means the company secretary (if any) and includes any joint, assistant or deputy secretary;

“SORP”

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement of it from time to time;

“Special Resolution”

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

“Statutes”

means the Act, the charities legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Association;

“writing”

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.3 The Model Articles shall not apply to the Association.

PART 2: OBJECTS

2 OBJECTS

The Association is a federated member of the Young Men's Christian Association movement in England and in accordance with its Christian values and its Corporate Values of Belief in Potential, Integrity, a Holistic Approach and Respect the Association exists to provide support to persons of all religions and of none, and accordingly the Objects of the Association are:

- 2.1 To advance the Christian faith for the benefit of the public;
- 2.2 To promote social inclusion for the benefit of the public by preventing people from becoming socially excluded and assisting those who have been socially excluded to integrate into society. (For the purpose of this clause 'socially excluded' means persons being excluded from society or parts of society by reason of their social, physical or economic circumstances);
- 2.3 To provide or assist in the provision in the interests of social welfare of facilities for recreation and other leisure time occupation for men and women with the object of improving their conditions of life;
- 2.4 To provide or assist in the provision of education for persons of all ages with the object of developing their physical, mental or spiritual capacities;
- 2.5 To relieve or assist in the relief of persons of all ages who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances; and
- 2.6 To provide improve and manage houses and hostels, flats and residential accommodation for young people, men and women who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances.

3 AFFILIATION

- 3.1 As part of the fellowship of the Young Men's Christian Association Movement the Association will apply annually to the National Council for the recognised certificate of affiliation.
- 3.2 The work of the Association shall not be given up, nor a meeting called for the purpose of giving up its work without previous reference to the National Council.
- 3.3 The Association shall remit annually to the National Council such affiliation fee and comply with such rules relating to affiliation as shall be from time to time prescribed by the National Council.
- 3.4 The Association acknowledges and accepts the "Basis of Union" of the Young Men's Christian Associations of England, Ireland and Wales adopted by the British Young Men's Christian Association Assembly held in Birmingham in 1973, contained in the Appendix to these Articles.

PART 3: APPLICATION OF INCOME AND PROPERTY AND BENEFITS

4 APPLICATION OF INCOME AND PROPERTY

The income and property of the Association shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the Members of the Association. This does not prevent:

- 4.1 a Member of the Association receiving a benefit from the Association in the capacity of a beneficiary of the Association; or
- 4.2 reasonable and proper remuneration to any Member of the Association who is not also a member of the Board of the Association for any goods or services provided to the Association.

5 BENEFITS TO MEMBERS OF THE BOARD

No member of the Board shall be appointed to any office of the Association, be employed by the Association or receive any remuneration or other benefit in money or money's worth from the Association unless the payment or benefit in question:

- 5.1 is permitted pursuant to Article 6; or
- 5.2 has been previously and expressly authorised in advance and in writing by the Charity Commission for England and Wales and any procedures prescribed by the said Charity Commission are fully adhered to.

6 PERMITTED BENEFITS

Subject to Article 7, nothing herein shall prevent the payment in good faith by the Association of:

- 6.1 reasonable and proper remuneration to a member of the Board for services rendered to the Association otherwise than any remuneration for services provided by a member of the Board in his capacity as a member of the Board or under a contract of employment;
- 6.2 monies for the supply of goods by a member of the Board to the Association, whether such goods are provided in connection with the provision of services referred to at Article 6.1 or otherwise;
- 6.3 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the members of the Board) on money lent to the Association by any member of the Board;
- 6.4 reasonable and proper rent for premises demised or let to the Association by any member of the Board;
- 6.5 fees, remuneration or other benefit in money or money's worth to any other company of which any member of the Board may also be a member holding not more than 1% of the issued share capital of that company;
- 6.6 reimbursement of reasonable out-of-pocket expenses actually incurred by any member of the Board in or about the affairs of the Association;

6.7 any payments made pursuant to Articles 23 and 24.

7 CONDITIONS RELATING TO BENEFITS TO MEMBERS OF THE BOARD

Save for the payments referred to in Articles 6.6 and 6.7, the Association and the members of its Board may only rely upon the authority provided by Article 6 in respect of payments or benefits to a member of the Board if each of the following conditions is satisfied:

- 7.1 the remuneration or other sums paid to the member of the Board does not exceed an amount that is reasonable in all the circumstances;
- 7.2 the member of the Board is absent from the part of any meeting at which there is discussion of:
 - 7.2.1 his contract or remuneration, or any matter concerning the contract;
 - 7.2.2 his performance in the employment, or his performance of the contract; or
 - 7.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 6;
- 7.3 the member of the Board does not vote on any such matter and is not counted when calculating whether a quorum of the Board is present at the meeting;
- 7.4 the remaining members of the Board are satisfied and agree that it is in the best interests of the Association to contract with that member of the Board rather than with someone who is not a member of the Board;
- 7.5 the reason for their decision is recorded by the members of the Board in the minute book;
- 7.6 the amount or maximum amount of any remuneration payable to a member of the Board is set out in an agreement in writing between the Association or Board and that member; and
- 7.7 the number of members of the Board then in office who have received remuneration or other benefits from the Association are in a minority.

8 CONFLICTS OF INTEREST

- 8.1 A member of the Board must declare to the other members of the Board any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Association unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 8.2 An interest of a member of the Board to be disclosed under Article 8.1 may be declared at a meeting of Board, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 8.3 If a conflict of interest arises for a member of the Board because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining members of the Board may authorise such a conflict of interest if each of the following conditions is satisfied:

- 8.3.1 the relevant member of the Board is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
 - 8.3.2 the relevant member of the Board does not vote on any such matter and is not to be counted when calculating whether a quorum of the Board is present at the meeting; and
 - 8.3.3 the remaining members of the Board are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.
- 8.4 A conflict of interest arising for a member of the Board because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 8.3 if such a conflict does not involve a direct or indirect benefit of any nature to a member of the Board.

9 **PART 3 DEFINITIONS**

The following words in Articles 4, 5, 6, 7, and 8 (as the case may be) shall have the following meanings:

- 9.1 “Association” shall include any company in which the Association:
- 9.1.1 holds more than 50% of the shares;
 - 9.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 9.1.3 has the right to appoint one or more directors to the board of the company; and
- 9.2 “member of the Board” shall include the following:
- 9.2.1 a child, parent, grandchild, grandparent, brother or sister of a member of the Board;
 - 9.2.2 the spouse or civil partner of a member of the Board or of any person falling within Article 9.2.1;
 - 9.2.3 a person carrying on a business in partnership with a member of the Board or with any person falling within Articles 9.2.1 or 9.2.2;
 - 9.2.4 an institution which is controlled:
 - (a) by a member of the Board or by any person falling within Articles 9.2.1, 9.2.2 or 9.2.3, or
 - (b) by two or more persons falling within Article 9.2.4(a) when taken together; and
 - 9.2.5 a body corporate in which:
 - (a) the member of the Board or any person falling within Articles 9.2.1, 9.2.2 or 9.2.3 has a substantial interest, or

- (b) two or more persons falling within paragraph (a), when taken together, have a substantial interest.
- 9.3 Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used at Article 9.2 as follows:
 - 9.3.1 “child” includes a step-child and an illegitimate child;
 - 9.3.2 “civil partner” shall include a person living with a member of the Board as that member of the Board’s husband or wife and includes two persons of the same sex who are not civil partners but live together as if they were;
 - 9.3.3 a person controls an institution if he is able to secure that the affairs of the institution are conducted in accordance with his wishes;
 - 9.3.4 a person has a substantial interest in a body corporate if he is:
 - (a) interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
 - (b) is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.

PART 4: THE BOARD

POWERS AND RESPONSIBILITIES

10 THE BOARD’S GENERAL AUTHORITY

- 10.1 Subject to the Articles, including Article 10.2 below, the Board is responsible for the management of the Association’s business, for which purpose they may exercise all the powers of the Association and do on behalf of the Association all such acts as may be done by the Association and as are not by Statutes or by the Articles required to be done by the Association in general meeting.
- 10.2 The members of the Board may not do or permit any act or omission which would prejudice the charitable status of the Association.
- 10.3 Subject to the provisions of the Act and to Articles 4-7, the Board may appoint one or more of its number to any unremunerated executive office of the Association. Any such appointment may be made upon such terms as the Board may determine. Any appointment of a member of the Board to an executive office shall terminate if he or she ceases to be a member of the Board.

11 BOARD MAY DELEGATE

- 11.1 Subject to the Articles, the Board may delegate any of the powers which are conferred on it under the Articles:
 - 11.1.1 to such person or committee;
 - 11.1.2 by such means (including by power of attorney);
 - 11.1.3 to such an extent;

11.1.4 in relation to such matters or territories; and

11.1.5 on such terms and conditions;

as it thinks fit.

11.2 If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.

11.3 The Board may revoke any delegation in whole or part, or alter its terms and conditions.

12 COMMITTEES

12.1 Committees to which the Board delegates any of its powers must contain at least one member of the Board and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Board.

12.2 The Board may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.

13 APPOINTMENT OF INVESTMENT MANAGERS

The Board may appoint as the investment manager for the Association a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the Association in accordance with the investment policy laid down by the Board from time to time,

PROVIDED THAT where the Board make any such delegation they shall:

13.1 inform the investment manager in writing of the extent of the Association's investment powers and the terms of the delegation;

13.2 lay down a detailed investment policy for the Association and immediately inform the investment manager in writing of it and of any changes to it;

13.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;

13.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and

13.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Board shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Board.

14 INVESTMENTS HELD BY NOMINEE

The Board may:

- 14.1 make such arrangements as they think fit for any investments of the Association or income from those investments to be held by a corporate body as the Association's nominee; and
- 14.2 pay reasonable and proper remuneration to any corporate body acting as the Association's nominee in pursuance of this Article.

DECISION-MAKING BY THE BOARD

15 MEETINGS OF THE BOARD

- 15.1 Subject to the provisions of these Articles, the members of the Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 15.2 At any time any member of the Board may, and the Secretary on the requisition of a member of the Board shall, summon a meeting of the Board.
- 15.3 Any such summons shall specify where, when and how the meeting is to be held. Any member of the Board may waive notice of any meeting and such waiver may be retrospective.
- 15.4 All acts done in good faith by any meeting of the Board or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or member of the committee as the case may be.

16 QUORUM FOR MEETINGS AND VOTING

- 16.1 The quorum necessary for the transaction of business of the Board may be fixed from time to time by the Board and, unless so fixed at any other number shall be five.
- 16.2 A meeting of the Board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Board.
- 16.3 Questions arising at any meeting of the Board shall be determined by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

17 MEETINGS BY CONFERENCE TELEPHONE ETC

- 17.1 All or any of the members of the Board or any committee of the members of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 17.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

17.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman then is.

18 **RESOLUTIONS IN WRITING**

18.1 A resolution executed by a simple majority of the members of the Board, or by a simple majority of the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the Board, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

18.2 For the purposes of this Article 18:

18.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and Electronic Communication (if more than one) is to the same effect;

18.2.2 a written instrument is executed when the person executing it signs it;

18.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe;

18.2.4 the members of the Board, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or Electronic Communication;

18.2.5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 18; and

18.2.6 if no Secretary is appointed, the Chairman shall perform the functions of the Secretary under this Article 18.

19 **RECORDS OF DECISIONS TO BE KEPT**

The members of the Board must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Board.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD

20 **METHODS OF APPOINTING MEMBERS OF THE BOARD**

20.1 The Board shall consist of not less than 8 or more than 15 individuals elected by the members of the Board at an annual meeting of the Board to take place in January each year (the "Annual Board Meeting"). Those individuals elected at the meeting shall hold office from the conclusion of that meeting.

20.2 The members of the Board shall (subject to the provisions of Article 21) remain in office for a term of four years, after which each Board member is eligible to be re-elected to serve for one further term of four years in office. At the expiry of a second

consecutive term, a Board member is then only eligible to stand for further re-election after standing down from office for a period of at least one year. For the purposes of this Article a 'year' shall be the period between one Annual Board Meeting and the next Annual Board Meeting.

- 20.3 For the avoidance of doubt, the number of consecutive years served by a member of the Board prior to the date of the adoption of these Articles shall be counted when determining the length of time a member of the Board has been in office. However, any current term in office at the date these Articles are adopted shall be treated as a Board member's first term in office for the purpose of calculating whether or not he is eligible to stand for election for a further term.
- 20.4 In addition to the members of the Board appointed in accordance with Article 20.1 the Board may from time to time appoint person suitable and willing to act to be a member of the Board, either to fill a casual vacancy or by way of co-option to the Board provided that those appointed by way of addition do not exceed five in number. Any member of the Board so appointed shall remain in office only until the next Annual Board Meeting, where he or she shall then be eligible for re-election.
- 20.5 For a person (excluding an existing member of the Board retiring at the Annual Board Meeting) to be eligible for election to the Board, there shall have been given to the Secretary notice in writing by a member of the Board of his or her intention to propose such person for election and also notice in writing signed by the person to be proposed of his or her willingness to be elected. Such notice to be received not less than 14 Clear Days before the Annual Board Meeting.
- 20.6 No person may be appointed as a member of the Board:
- 20.6.1 unless he has attained the age of 19 years;
- 20.6.2 in circumstances such that, had he already been a member of the Board, he would have been disqualified from acting under the provisions of Article 21.

21 **TERMINATION OF A BOARD MEMBER'S APPOINTMENT**

The office of a member of the Board shall be vacated if:

- 21.1 he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 21.2 he or she ceases to be a Member;
- 21.3 by notice in writing to the Board he or she resigns his or her office, but only if at least two members of the Board remain in office when the notice of resignation is to take effect;
- 21.4 he or she ceases to be a member of the Board by reason of any provision of the Act or becomes prohibited by law from being a member of the Board;
- 21.5 he or she shall for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolves that his or her office be vacated; or
- 21.6 he or she fails to pay his or her subscription to the Association after written request so to do and the Board resolves that his or her office be vacated.

21.7 he or she is the subject of a resolution passed by at least two-thirds of the members of the Board eligible to vote requiring that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 7 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify the removal from office (by reference to particular policies applying to members of the Board where relevant), and has been afforded a reasonable opportunity of either (at his or her option) being heard by or making written representations to the members of the Board.

22 CHAIRING OF BOARD MEETINGS

22.1 The members of the Board may appoint one of their number to be the Chairman of the Board.

22.2 The person so appointed for the time being is known as the Chairman.

22.3 The Chairman shall serve a term of three years in the role and then shall be eligible for reappointment for a further term of three years. At the expiry of a second consecutive term, a Chairman shall only be eligible for reappointment after standing down for a period of at least one year. For the purposes of this Article a 'year' shall be the period between one Annual Board Meeting and the next Annual Board Meeting.

22.4 The Chairman shall immediately cease to hold such appointment upon ceasing to be a member of the Board.

22.5 The Chairman shall chair all Board meetings at which he is present and willing to act. If the Chairman is not participating in a meeting of the Board within ten minutes of the time at which it was to start, the participating members of the Board must appoint one of themselves to chair the meeting.

22.6 The members of the Board may also appoint one of their number to be Deputy Chairman of the Board, upon such terms as the Board may determine.

23 INDEMNITY

Subject to the provisions of the Act, and so far as may be consistent with the statutes:

23.1 every member of the Board and every other officer other than the Association's auditor or the reporting accountant may be indemnified out of the assets of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and

23.2 the Association may also provide funds to any member of the Board or any other officer (other than the Association's auditor or reporting accountant) or do anything to enable a member of the Board or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

24 INDEMNITY INSURANCE

24.1 Subject to the provisions of the Charities Legislation and to Article 24.2, the Association may pay the premium in respect of any indemnity insurance to cover the liability of any member of the Board, other officer (other than the auditor or reporting accountant) or Member of the Association:

24.1.1 which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty or any act or omission in the actual or purported execution and/or discharge of his or her duties and/or in the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the Association or any subsidiary of the Association; and

24.1.2 to make contributions to the assets of the Association or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by him or her in successfully contesting any such liability or alleged liability.

24.2 Any insurance purchased under Article 24.1 shall not:

24.2.1 extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not.

24.2.2 extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person in his or her capacity as a member of the Board or other officer or member of the Association and/or a sum payable to a regulatory authority by way of a penalty imposed on a member of the Board, other officer or Member of the Association, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising).

PART 5: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25 MEMBERSHIP

25.1 The members of the Board from time to time shall be the only Members of the Association for the purposes of the Act.

25.2 Each Member's details shall be entered into the Register of Members.

26 CLASSES OF MEMBERSHIP

26.1 The Board may establish, subject to Article 54, different classes of membership and prescribe and vary their respective rights, privileges and obligations.

27 OBLIGATIONS OF MEMBERSHIP

The Members and other categories of members as the rules established under Article 54 may prescribe shall make such subscription payments to the funds of the Association as the Board shall from time to time determine.

28 TERMINATION OF MEMBERSHIP

A person shall forthwith cease to be a Member (PROVIDED ALWAYS THAT at least one Member remains on the Register of Members thereafter):

- 28.1 if he ceases to be a member of the Board;
- 28.2 [if the Member is removed by notice in writing to the Association signed by a majority of the remaining Members;]
- 28.3 if by giving one month's notice in writing to the Association, the Member resigns his membership;
- 28.4 if in the case of the individual, he dies, he becomes bankrupt or makes any arrangement or composition with his creditors generally, or the Member being a corporation, an order is made or resolution is passed for its winding up or administration or distribution or it has a receiver appointed over all or some part of its assets;
- 28.5 if in the case of an individual, he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 28.6 if he fails to pay any subscription as soon as it is due and payable and the Board determines (at its discretion) that his or her membership should be terminated.

29 TRANSFER OF MEMBERSHIP

Membership of the Association is not transferable.

ORGANISATION OF GENERAL MEETINGS

30 GENERAL MEETINGS

- 30.1 The Board may whenever it thinks fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.

31 CALLING GENERAL MEETINGS

- 31.1 A general meeting of the Association shall be called by at least 14 Clear Days' notice.
- 31.2 The Association may give such notice by any means or combination of means permitted by the Act.
- 31.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent of the total voting rights.

31.4 Only the Members and others permitted by the Act are entitled to receive notice of and attend general meetings.

32 NOTICE OF GENERAL MEETINGS

32.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.

32.2 There shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a Member of the Association.

32.3 The text of each Special Resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a Member to understand the purpose of, each Ordinary Resolution shall be set out in the notice.

32.4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate the proceedings at that meeting.

33 MEETINGS BY CONFERENCE TELEPHONE ETC.

33.1 If the Board so directs all or any of the Members or persons permitted to attend under Article 36 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to communicate effectively with other throughout the meeting.

33.2 A Member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

33.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting then is.

34 PROCEEDINGS AT GENERAL MEETINGS

34.1 If the Association only has one Member that Member shall be a quorum. In any other case five Members entitled to vote upon the business to be transacted shall be a quorum. A proxy or an authorised representative of a Member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

35 CHAIRING GENERAL MEETINGS

35.1 The Chairman shall preside as the Chair at every general meeting but if there is no such Chairman or if he or she shall not be present within five minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Members present shall choose another member of the Board present to preside.

35.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

36 **ATTENDANCE AND SPEAKING BY MEMBERS OF THE BOARD AND NON-MEMBERS**

36.1 The chairman of the meeting may permit other persons who are not:

36.1.1 Members of the Association; or

36.1.2 otherwise entitled to exercise the rights of members in relation to general meetings;

to attend and speak at a general meeting.

37 **ADJOURNMENT**

37.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

37.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

37.2.1 the meeting consents to an adjournment; or

37.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

37.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

37.4 When adjourning a general meeting, the chairman of the meeting must:

37.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board, and

37.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

37.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

37.5.1 to the same persons to whom notice of the Association's general meetings is required to be given, and

37.5.2 containing the same information which such notice is required to contain.

37.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

38 VOTING: GENERAL

- 38.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 38.2 Every Member shall have one vote except that the chairman of the meeting (if he or she is also a Member) shall be entitled to a second or casting vote.

39 ERRORS AND DISPUTES

- 39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 39.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

40 POLL VOTES

- 40.1 A poll on a resolution may be demanded:
 - 40.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 40.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 40.2 A poll may be demanded by:
 - 40.2.1 the chairman of the meeting;
 - 40.2.2 a member of the Board;
 - 40.2.3 two or more persons having the right to vote on the resolution; or
 - 40.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 40.3 A demand for a poll may be withdrawn if:
 - 40.3.1 the poll has not yet been taken; and
 - 40.3.2 the chairman of the meeting consents to the withdrawal.
- 40.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

41 CONTENT OF PROXY NOTICES

- 41.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
 - 41.1.1 states the name and address of the Member appointing the proxy;

- 41.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 41.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 41.1.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 41.2 The Association may require Proxy Notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 41.3 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.
- 41.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 41.4.1 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
 - 41.4.2 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.

42 DELIVERY OF PROXY NOTICES

- 42.1 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 Notice has been delivered to the Association by or on behalf of that person.
- 42.2 An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 42.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 42.4 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.

43 AMENDMENTS TO RESOLUTIONS

- 43.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 43.1.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

- 43.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 43.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - 43.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 43.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 43.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

44 **RESOLUTIONS IN WRITING**

- 44.1 A resolution executed by such number of Members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the Members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.
- 44.2 For the purposes of this Article 44:
 - 44.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more Electronic Communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - 44.2.2 a written instrument is executed when the person executing it signs it;
 - 44.2.3 an Electronic Communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe;
 - 44.2.4 the Members need not execute the same written instrument or electronic communication;
 - 44.2.5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 44;
 - 44.2.6 if no Secretary is appointed, the Chairman shall perform the functions of the Secretary under this Article 44;
 - 44.2.7 the resolution must be accompanied by a statement informing the Member how to signify his agreement to it and the date by which this is to be done; and
 - 44.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

45 LIABILITY OF MEMBERS

The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for:

- 45.1 payment of the Association's debts and liabilities contracted before he or she ceases to be a Member;
- 45.2 payment of the costs, charges and expenses of winding up; and
- 45.3 adjustment of the rights of the contributories among themselves.

46 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the Association by Articles 4 and 5 above and having Charitable objects identical with or similar to the Objects of the Association, as the Members of the Association shall resolve at or before the time of dissolution and if that cannot be done to some other Charitable object or objects.

PART 7: ADMINISTRATIVE ARRANGEMENTS

47 MEANS OF COMMUNICATION TO BE USED

- 47.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Board shall be in writing and may be delivered or sent by post facsimile or using Electronic Communications to an address for the time being notified for that purpose to the person giving the notice. In this Article "address" in relation to Electronic Communications, includes any number or address used for the purpose of such communications.
- 47.2 Subject to the Articles, any notice or document to be sent or supplied to a member of the Board in connection with the taking of decisions by the Board may also be sent or supplied by the means by which that member of the Board has asked to be sent or supplied with such notices or documents for the time being.
- 47.3 A member of the Board may agree with the Association that notices or documents sent to that member of the Board in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 47.4 Subject to Article 47.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted.

A notice or other document sent by facsimile or contained in an Electronic Communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and Electronic Confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the Association's website was already on the Association's website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Association's website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

48 WEBSITE COMMUNICATION

48.1 The Association may send any notice, document or other information to Members by making them available on the Association's website provided that:

48.1.1 each Member has been asked individually by the Association to agree to communication via the Association's website (either generally or in relation to a specific notice, document or information);

48.1.2 the Association's request states clearly that if the member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent; and

48.1.3 the Association's request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.

48.2 The Association must notify each Member who has agreed to receive communications through the Association's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.

48.3 Any notice, document or information posted on the Association's website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Association's website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Act.

49 HONORARY OFFICERS

The members of the Board may appoint at the Annual Board Meeting a President, and such other Honorary Officers as they think fit, all of whom shall take office at the end of the Annual Board Meeting at which they are appointed and shall hold office until the end of the next Annual Board Meeting but may be re-appointed. For the avoidance of doubt, Honorary Officers are not members of the Board.

50 SECRETARY

A Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

51 ACCOUNTS

- 51.1 The Board shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the Charities Legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.
- 51.2 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Act, at such other place or places as the Board shall think fit and shall always be open to the inspection of any member of the Board.
- 51.3 The Association must, pursuant to section 423 of the Act, send a copy of its annual accounts and reports for each financial year to every Member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Act.
- 51.4 The Association must, pursuant to section 424 of the Act, comply with the obligations set out at Article 51.3 not later than:
- 51.4.1 the end of the period for filing accounts and reports to the Registrar of Companies, or
 - 51.4.2 if earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

52 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the Board or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

53 AUDIT

- 53.1 The accounts of the Association shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if so required by the Statutes.
- 53.2 The appointment or re-appointment (as appropriate) of the auditor shall be determined by the members of the Board at the Annual Board Meeting.

54 RULES AND BYE-LAWS

The Board may from time to time make (and vary) such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The Members shall have power to alter, add to or repeal any such rules or bye-laws and the Board shall adopt such means as they think sufficient to bring to the notice of the Members all such rules or bye-laws, which shall

be binding on all members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

APPENDIX

The Basis of Union of the Young Men's Christian Associations of England, Ireland, and Wales was adopted at the British Young Men's Christian Association Assembly held in Birmingham in the year 1973, that is to say:

“The Young Men's Christian Associations seek to unite those who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be His disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom. Any difference of opinion on other subjects, however important in themselves, shall not interfere with the harmonious relations of the Associations of the Young Men's Christian Association Movement in England, Ireland and Wales.” (“The Basis of Union”)