

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE

York Council for Voluntary Service

Company No. 493550

SPECIAL RESOLUTION 2

I declare that the following is a true copy of a Special Resolution duly passed at a General Meeting of the Company held on 27th September 2001.

"IT IS RESOLVED THAT:

The Articles of Association of the Company be deleted in their entirety and the attached articles marked @ be substituted therefor."

Name: COLIN MICHAEL STROUD

Signature: 

Capacity: ~~Director~~ / Secretary *

Date: 26 October 2001

*Delete as appropriate.



Articles of Association of
YORK
COUNCIL FOR VOLUNTARY SERVICE

A COMPANY LIMITED BY GUARANTEE

(as amended by Special Resolution on 27th September 2001)

Interpretations

1. In these articles:

"The Act" means the Companies Act 1985 as amended by the Companies Act 1989 (or any statutory re-enactment or modification of that Act).

"The CVS" means the above-named company.

"The memorandum" means the Memorandum of Association of the CVS.

"The articles" means these Articles of Association.

"The Board of Trustees" means all those persons appointed to perform the duties of directors of the CVS and "Trustee" means a director.

"Secretary" means any person appointed to perform the duties of the Secretary of the CVS.

"Employee" means anyone holding a current contract of employment with the CVS.

"The Seal" means the common seal of the CVS, if it should have one.

"The Commissioners" means the Charity Commissioners for England and Wales.

"In writing" shall be taken to include references to writing, printing, photocopying and other methods of representing words which are or can be reproduced on paper.

Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these articles shall bear the same meaning as in the Act.

Members

2. The Trustees may at their discretion admit organisations and individuals into Membership of the CVS as follows:
 - (a) Voluntary and community organisations with a presence in the CVS's area of benefit, and which represent or act for the benefit of the community, and which meet such other criteria as may be established by the CVS from time to time, may be admitted as Full Members. References to "Members" within the memorandum and articles shall be taken as references to Full Members only unless the context requires otherwise.
 - (b) Individuals and organisations which are supportive of the objects of the CVS but do not qualify for Full Membership may be admitted as Associate Members. Associate Members shall be entitled to receive notice of, attend and speak at all General Meetings of the CVS, but shall not be counted for the purpose of calculating quorums, shall not hold voting rights, and shall not be treated as Members of the CVS for any other purpose of the memorandum or articles except where specified.
3. No person or organisation shall be admitted to Membership of the CVS, either Full or Associate, unless he, she or it has paid (or has agreed to pay) the appropriate annual subscription for the time being in force, as prescribed by the Board of Trustees.
4. Each Member organisation shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the CVS all such rights and powers as the Member would exercise if it were an individual person. Each Member organisation shall notify the CVS of its choice of representative in such manner as the Trustees may from time to time direct.

Register of Members

5. The CVS shall maintain a Register of Members in which shall be recorded the name and address of every Member, indicating whether each is a Full or an Associate Member, and the dates on which they became a Member and on which they ceased to be a Member. In the case of a Member which is an organisation, a note shall be made in the Register entry indicating the authorised contact for that Member organisation. A Member shall notify the Secretary in writing within seven days of a change to its name or address.

Cessation of Membership

6. The rights and privileges of a Member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the Member ceasing to be such.

7. A Member shall cease to be a Member if he, she or it:
- (a) resigns in writing to the Secretary; or
 - (b) fails to pay the annual subscription within three months of its becoming due; or
 - (c) dies, if an individual person; or
 - (d) is wound up or goes into liquidation, if an organisation; or
 - (e) is expelled by the Trustees for conduct prejudicial to the CVS, provided that any Member whose expulsion is proposed shall have the right to make representation to the meeting at which the decision is to be made.

General Meetings

8. The CVS shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
9. The business of an Annual General Meeting shall comprise:
- (a) the consideration of the Report and Accounts presented by the Board of Trustees;
 - (b) the election of Trustees and of Honorary Officers;
 - (c) the appointment and the fixing of the remuneration of the auditor or auditors;
 - (d) such other business as may have been specified in the notices calling the meeting.
10. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
11. The Trustees may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the Members of the CVS, as provided by section 368 of the Act.

Proceedings at General Meetings

12. No business shall be transacted at a General Meeting unless a quorum is present. Unless and until otherwise decided by a General Meeting, ten Members or one-tenth of the total Membership, whichever is the greater, shall be a quorum.
13. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned until such time and place as the Trustees may decide, and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting. The

Members present at a meeting so adjourned shall constitute a quorum for that meeting only.

14. At every General Meeting the Chairperson of the CVS shall preside, but if he or she is not present fifteen minutes after the time appointed for the commencement of the meeting the Deputy Chairperson shall preside, and in the event of his or her absence the Members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
15. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise—except in the circumstances described in article 13—it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

16. Decisions at General Meetings shall be made by passing resolutions:
 - (a) Decisions involving an alteration to the memorandum or articles of the CVS, or to wind up the CVS, and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of votes cast.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority of votes.
17. Only representatives of Member organisations, present in person, shall be entitled to cast a vote.
18. Only one vote may be cast on behalf of each Member organisation on any particular resolution.
19. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two Members' representatives present. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost, and an entry to that effect in the minutes of the proceedings of the CVS, shall be

conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

21. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each Member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a secret ballot may be withdrawn.
22. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question upon which a ballot has been demanded.
23. A secret ballot may not be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

Notices

24. An Annual General Meeting and any General Meeting which is to consider a Special Resolution or a resolution to remove the auditor or a Trustee shall be called by at least twenty-one clear days' notice. Any other General Meeting shall be called by at least fourteen clear days' notice, but a General Meeting may be called with shorter notice if it is agreed as follows:
 - (a) in the case of an Annual General Meeting, by all those entitled to attend and vote;
 - (b) in the case of any other General Meeting, by not less than 95 per cent of those entitled to attend and vote.
25. Notice of every General Meeting shall be given in writing to every Member of the CVS and to the auditors and to such other persons who are entitled to receive notice and shall be given personally or sent by post to each Member at the address recorded in the Register of Members and to other persons at their Registered Office.
26. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution or a resolution to remove a Trustee or the auditor, such resolution shall be specified in the notices calling that meeting, and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
27. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.

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

Board of Trustees

29. The CVS shall have a Board of Trustees comprising:
- (a) not less than eight and not more than fifteen persons elected by and from the Members' representatives at the Annual General Meeting, including the honorary officers; and
 - (b) in addition, no more than four other persons, who may but need not be connected with any organisation which is a Member of the CVS, co-opted by the Trustees.
30. Under no circumstances shall any of the following serve as Trustees:
- (a) employees of the CVS;
 - (b) persons aged under eighteen years;
 - (c) persons who are bankrupt or who are otherwise disqualified by law from serving as company directors;
 - (d) persons who have an unspent conviction involving dishonesty or deception or who are otherwise disqualified by law from serving as charity trustees.
31. At every Annual General Meeting, one-third of the elected Trustees shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The Trustees to retire shall be those longest in office since their last election. Where there are Trustees who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. Retiring Trustees shall be eligible for re-election.
32. At each Annual General Meeting the CVS shall elect as many Trustees as it may think fit, provided that the maximum size of the Board of Trustees, as specified in these articles, is not exceeded. Elections shall be conducted in such manner as the Trustees shall from time to time direct.
33. In the event of a casual vacancy occurring amongst the elected Trustees, the remaining Trustees may appoint any representative of a Member organisation to fill such vacancy until the following Annual General Meeting, when the Trustee so appointed may stand for election as a Trustee. Any person appointed to fill a casual vacancy shall be treated as an elected Trustee for the purposes of article 29.

34. Co-opted Trustees shall serve until the Annual General Meeting following their co-option, but may then stand for election to the Board of Trustees (if eligible) or may be again co-opted.
35. The Board of Trustees may act regardless of any vacancy in their body but, if and so long as their number is less than the minimum prescribed in these articles, the remaining Trustees may act for the purposes of increasing their number, or of summoning a General Meeting of the CVS, but for no other purpose.

Disqualification and removal of Trustees

36. The office of a Trustee shall be immediately vacated if he or she:
 - (a) resigns his or her office in writing to the CVS; or
 - (b) is the representative of an organisation which ceases to be a Member of the CVS; or
 - (c) in the opinion of a majority of the Trustees, fails to declare his or her interest in any contract as referred to in article 45; or
 - (d) fails to attend three consecutive meetings of the Trustees without good reason and the Trustees decide to remove him or her from office by reason of such absence; or
 - (e) becomes bankrupt or is in breach of any county court administration order; or
 - (f) is removed from office by resolution of the CVS in General Meeting in accordance with Section 303 of the Act; or
 - (g) is disqualified by law from serving as a director of a company or as a charity trustee.

Powers and Duties of the Board of Trustees

37. The business of the CVS shall be managed by the Trustees who may exercise all such powers of the CVS as may be exercised and done by the CVS and as are not by statute or by these articles required to be exercised or done by the CVS in General Meeting.
38. No regulation made by the CVS in General Meeting shall invalidate any prior act of the Trustees which would have been valid had that regulation not been made.
39. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the CVS shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Trustees shall from time to time direct, provided that all instruments of expenditure above a certain limit specified by the Trustees must be signed by at least two Trustees.
40. Without prejudice to its general powers, the Trustees may exercise all the powers of the CVS to borrow money and to mortgage or charge its undertaking and

property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the CVS, subject to such consents as may be required by law.

Proceedings of the Board of Trustees

41. The Board of Trustees may meet together for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit.
42. The Secretary on the requisition of two or more Trustees shall summon a meeting of the Board of Trustees by giving reasonable notice to all its members. It shall not be necessary to give notice of a meeting of the Trustees to any of its members for the time being absent from the United Kingdom.
43. The quorum necessary for the transaction of the business of the Board of Trustees shall be five Trustees.
44. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote on each question to be decided. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
45. A Trustee shall declare an interest in and shall not speak or vote in respect of any matter in which he or she has a personal material or financial interest or any matter arising from it.
46. At every meeting of the Board of Trustees the Chairperson of the CVS shall preside, but if he or she is not present twenty minutes after the time appointed for the commencement of the meeting the Deputy Chairperson shall preside, and in the event of his or her absence the Trustees present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
47. The Trustees may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Trustees, which regulations shall always include provision for regular and prompt reports to the Board of Trustees.
48. All acts done by the Board of Trustees or by any person acting as a Trustee shall, even if it be afterwards discovered that there was some defect in the appointment of any such Trustee or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Trustee.

49. The Trustees shall cause accurate records to be made of:
- (a) the name, details and date of appointment of all persons appointed to office;
 - (b) the names of the Trustees, officers, Members, representatives and other persons present at all General, Trustees' and Sub-Committee meetings of the CVS;
 - (c) minutes of all proceedings and resolutions at all General, Trustees' and Sub-Committee meetings of the CVS;
 - (d) all applications of the Seal to any document.
50. All such records and minutes shall be open to inspection at any reasonable time by any Trustee and by any person authorised by the CVS in General Meeting. Minutes of General Meetings shall be available for inspection by any Member of the CVS at any reasonable time.
51. A resolution in writing, signed by all the Trustees for the time being entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Board of Trustees, and may consist of several documents in the same form, each signed by one or more Trustees.

Honorary Officers

52. The CVS shall have a Chairperson, Deputy Chairperson, Treasurer and such other officers as the CVS may see fit, elected at the Annual General Meeting by the Members' representatives present from amongst the Trustees.
53. In the event of a casual vacancy occurring in any officer post, the Trustees may appoint one of their number to fill such vacancy until the next Annual General Meeting.

Secretary

54. The Trustees shall appoint a Secretary of the CVS upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
55. No remuneration may be paid to a Secretary who is also a Trustee.
56. A provision of the Act or these articles requiring or authorising a thing to be done by or to a Trustee and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

57. If the CVS should have a Seal, it may only be used by the authority of the Board of Trustees and every instrument to which the Seal shall be applied shall be signed by a Trustee and shall be countersigned by the Secretary or by a second Trustee. Every such application of the Seal shall be minuted.

Accounts

58. The Trustees shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - (a) all sums of money received and expended by the CVS and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the CVS;
 - (c) the assets and liabilities of the CVS.
59. Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the CVS's affairs and explain its transactions.
60. The accounts shall be kept at the Registered Office of the CVS or, subject to section 222 of the Act, at such other place or places as the Trustees think fit.
61. The Trustees shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the CVS in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
62. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the CVS in General Meeting, together with a copy of the auditor's report and Trustees' report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every Member of and every holder of debentures of the CVS; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the CVS is not aware or to more than one of the joint holders of any debentures. The auditor's report shall be open to inspection and shall be read before the meeting.
63. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the transmission of the statements of account of the CVS to the Commissioners.

Audit

64. In accordance with the law for the time being in force the CVS may—if it is eligible to do so—apply the small company audit exemptions. Otherwise once at least in every year the accounts of the CVS shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Annual Report

66. The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Indemnity

67. Subject to the provisions of the Act every Trustee or other officer or auditor of the CVS shall be indemnified out of the assets of the CVS 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 his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the CVS.

Regulations

68. The CVS in General Meeting or the Board of Trustees may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the CVS and the proceedings and powers of the Board of Trustees and Sub-Committees, provided that such regulations are not inconsistent with the memorandum and articles, and do not amount to an addition or alteration such as could only legally be made by an alteration to the memorandum or articles. All Members of the CVS and Trustees shall be bound by such regulations whether or not they have received a copy of them.

Dissolution

69. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the CVS shall have effect as if its provisions were repeated in these articles.