

The Companies Act 1985 to 1989

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
YELDALL CHRISTIAN CENTRES

Private Company Limited by Guarantee

Incorporated : 16th March 1990

Company Number: 2482048

As amended by Special Resolutions passed 11 April 2000

and on 24 June 2003 and on 22 September 2004

and on 4 March 2020.



THE COMPANIES ACT 1985
MEMORANDUM OF ASSOCIATION
OF
YELDALL CHRISTIAN CENTRES

1. The name of the Company is YELDALL CHRISTIAN CENTRES.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are
 - (1) To advance the Evangelical Christian Faith in all parts of the world by such means being charitable as the Company may determine.
 - (2) To advance the education of persons who are primarily within prisons, detention facilities, juvenile centres and drug and alcohol rehabilitation facilities within the United Kingdom and who may have addiction problems to drugs, alcohol, chemical solvents, eating disorders and/or are homeless and/or similar in day centres, residential homes and such other centres and facilities as may be maintained by or on behalf of or belong to the company from time to time.
 - (3) To educate and inform the Christian public of the needs and results of Christian evangelism and social action.
 - (4) To mobilise Christian believers to involvement in Christian evangelism and social action.
 - (5) To carry on such other charitable activities as the Company may determine
 - (6) With a view to the advancement of the preceding charitable objects but not further or otherwise to exercise the following powers :-
 - (i) To carry on and conduct activities and undertakings for the instruction and enlightenment of its members and persons in the criminal and social detention and

drug and alcohol rehabilitation facilities throughout the United Kingdom including but not limited to the assistance of those persons who may have addiction problems to drugs, alcohol, chemical solvents, eating disorders and/or are homeless and/or similar in day centres, residential homes and such other centres and facilities as may be maintained by or on behalf of or belong to the company from time to time

- (ii) To purchase hire take on loan receive as gifts or otherwise require any real or personal property and any rights or privileges;
- (iii) To construct maintain and to restore replace renew rebuild furnish equip and alter the property of the Company;
- (iv) To pay and discharge any rent rates taxes costs of insurance improvements repairs or other outgoings payable from time to time in respect of any property of the Company;
- (v) To obtain collect and receive money and funds by way of contributions donations subscriptions legacies endowments grants or any other lawful method and to accept and receive any gifts or property of any description whether subject to any special trust or not;
- (vi) To act as trustee and to undertake and execute any charitable trust which may lawfully be undertaken by the Company and may further the above objects and to perform any services in connection with the preceding objects gratuitously or otherwise;
- (vii) To take such steps by personal written broadcast or television appeals or advertisements public meetings exhibitions receptions entertainments film shows sales or booklets and advertising matter or by any other lawful means as is from time to time necessary for procuring contributions or donations or income for the

Company but so that the Company shall not undertake any permanent trading activity in raising such funds;

- (viii) To procure and print publish issue and distribute gratuitously or otherwise any newspapers periodicals books pamphlets leaflets advertisements appeals or other literature but so that the Company shall not undertake any permanent trading activity in pursuance of such powers;
- (ix) To acquire or become a member of any charities formed for objects similar to the preceding objects;
- (x) To associate by subscription and/or donation or otherwise with any other voluntary and/or charitable association or company having objects similar to its own and to amalgamate with acquire the undertaking or property of (or part of the undertaking or property of) such charitable society or company;
- (xi) To employ with or without remuneration such officers servants and other persons as the Company may think fit for the carrying out of its objects and to remunerate any person for services rendered and at the discretion of the Board to grant reasonable pensions to any person who has been in the employment or service of the Company or to the dependants of any such person;
- (xii) To deal with and dispose of its property of whatever kind in such manner as the Company may think fit;
- (xiii) To borrow and raise money in such manner as the Company shall think fit and in particular by mortgages debentures or debenture stock charged on any of the property both present and future of the Company;
- (xiv) To insure against loss or damage by fire or from any other risk any property of the Company to any amount

- (xv) To provide indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company.
- (xvi) To invest the money of the Company not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such covenants (if any) as may for the time being be imposed or required by law
- (xvii) To assist and/or relieve those persons who may have addiction problems to drugs alcohol chemical solvents eating disorders and/or are homeless and/or similar
- (xviii) To set up a programme that teaches and helps combat and/or overcome addiction problems in prisons and outside prisons including but not limited to the supply of suitable reading and study material
- (xix) To do all or any of the above things in any part of the world as principal agent trustee or otherwise and by or through trustees nominees agents or otherwise and;
- (xix) To do all such other things as further or are ancillary to the attainments of its objects or any of them

PROVIDED always that the Company is established for charitable purposes only and its property and income shall be held and applied for those purposes only and all the objects and powers of the Company as set forth in this clause shall be construed as limited by the foregoing terms of this proviso which shall be treated as over-riding in effect and as governing all the provisions of this Memorandum of Association notwithstanding anything expressed or implied therein to the contrary.

4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2)
 - (a) A director is 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.
 - (b) A director 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.
 - (c) Nothing in this Memorandum of Association shall prevent the payment in good faith by the company of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a

criminal prosecution brought against the directors in their capacity as directors of the company.

(d) A director may not receive any other benefit or payment unless it is authorised by article 5.

(3) Subject to article 5, 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 director receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

5. Benefits and payments to charity directors and connected persons

(1) General provisions

No director or connected person may:

(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit from the charity;

unless the payment is permitted by sub-clause (2) of this article, or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may 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.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.
- (d) A director or connected person 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).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) The charity and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director 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.
 - (b) 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.
 - (c) The other directors 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 director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) 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.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 5.
- (4) In sub-clauses (2) and (3) of this article:
- (a) '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.
 - (b) 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
- (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;.
- (4) an institution which is controlled –
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together
- (5) a body corporate in which –
 - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

- 6. No addition alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force unless the same has been previously submitted to and approved by the Department of Trade and Industry
- 7. The fourth and sixth clauses of this Memorandum contain conditions to which a licence granted by the Department of Trade and Industry to the Company in pursuance of Section 30 of the Companies Act 1985 is subject
- 8. The liability of the members is limited

9. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Company contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributions any themselves such amount as may be required not exceeding £1.00
10. If on the winding up or dissolution of the Company any property remains after the satisfaction of all its debts and liabilities it shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which prohibits the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 4 of this Memorandum such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to this provision then to some Christian charitable object.

THE COMPANIES ACT 1985
ARTICLES OF ASSOCIATION
OF
YELDALL CHRISTIAN CENTRES

PRELIMINARY AND INTERPETATION

1. (1) Except as mentioned in these articles the regulations contained in or made applicable by Table C ("Table C") in the schedule to The Companies (Tables A to F) Regulations 1985 S.I. No. 805 as amended by S.I. 1985 No. 1052 shall apply to the Company
- (2) The expression "Table A" means Table A in those regulations.
- (3) In Regulation I of Table A between the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting them".
- (4) References in Tables A and C to "the Company" shall be read as references to Yeldall Christian Centres
- (5) Regulations 54 to 63 inclusive and 65 to 69 inclusive of Table A shall not apply to the Company
2. (1) In Regulation 3 of Table C there shall be added after the last word "and sign a declaration of faith in the form prescribed from time to time by the Directors"
- (2) A person shall cease to be a member of the Company and his name removed from the Register of Members upon the happening of any one of the following events
 - (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- (b) if he is or may be suffering from any mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs; or
- (c) If he resigns in accordance with Regulation 4 of Table C; or
- (d) If a special resolution is passed at a General Meeting of the Company removing him as a member of the Company

PROCEEDINGS AT GENERAL MEETINGS

- 3. (1) In Regulation 40 of Table A the word “Two” shall be deleted and there shall be inserted in its place the words “Whichever is greater of three or One quarter of the number of”.
- (2) In Regulation 41 of Table A:
 - (i) The words “or if during a meeting such a quorum ceases to be present” shall be deleted; and
 - (ii) There shall be added after the last word the following sentence : “If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present if not less than two shall be a quorum”

- (iii) In Regulation 49 of Table A after the words “and he may” and before the words “appoint scrutineers” there shall be inserted the words “(and if so directed by the meeting shall)”