

Company Number: 02512960

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of
Association of
YMCA West Kent

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Articles of Association of YMCA West Kent

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The Objects of the Association arise from its acceptance of its Christian Foundation, the Paris Basis of 1855 incorporated into the National Statement of the Aims and Purposes of the YMCA (Young Men's Christian Association) in England as it may be amended from time to time.

2.1.1 Consequently the Association is part of the Worldwide YMCA Movement which seeks 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 any other matter shall not interfere with the harmonious relations of the YMCA Movement.

2.2 The Association welcomes into its fellowship persons of all religious faiths and of none.

2.3 The objects for which the Association is established are:

2.3.1 To further the cause and work of the Young Men's Associations in all parts of the world and seeking 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.

2.3.2 To lead young people to the Lord Jesus Christ and to fullness of life in Him.

2.3.3 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.

2.3.4 To relieve or assist in the relief of need of persons of all ages who are in conditions of hardship or distress by reason of their social, physical or economic circumstances and upon terms appropriate to their means and in particular by providing, improving and managing houses or hostels that provide residential accommodation.

2.3.5 To advance education and relieve need to develop the physical, mental and spiritual capacities of persons of all ages by providing vocational training, advice and support.

3. Powers

To further its Objects the Association may:

- 3.1 provide indemnity insurance for the Directors or any other officer of the Association in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Director, the second and third references to 'charity trustees' in the said Section 189(1) shall be treated as references to officers of the Association);
- 3.2 raise funds (but not by means of taxable trading);
- 3.3 let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 3.4 make grants or loans of money and give guarantees;
- 3.5 operate a bank account; and
- 3.6 do all such other lawful things as may further the Association's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to the Governance Member

- 4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Governance Member of the Association. This shall not prevent any payment in good faith by the Association of:
 - 4.2.1 any payments made to the Governance Member in its capacity as a beneficiary of the Association;
 - 4.2.2 reasonable and proper remuneration to the Governance Member for any goods or services supplied to the Association (including services performed by the Governance Member under a contract of employment with the Association), provided that Articles 4.3 and 4.4 shall apply;
 - 4.2.3 interest at a reasonable and proper rate on money lent by the Governance Member to the Association;
 - 4.2.4 any reasonable and proper rent for premises let by the Governance Member to the Association; and
 - 4.2.5 any payments to a Director which are permitted under Articles 4.3 or 4.4.

Permitted benefits to Directors and Connected Persons

- 4.3 No Director may:
 - 4.3.1 sell goods, services or any interest in land to the Association;

- 4.3.2 be employed by, or receive any remuneration from, the Association; or
 - 4.3.3 receive any other financial benefit from the Association;
- unless the payment is permitted by Article 4.4 or authorised in Writing by the Charity Commission.
- 4.4 A Director may receive the following benefits from the Association:
 - 4.4.1 a Director or person Connected to a Director may receive a benefit from the Association in his, her or its capacity as a beneficiary of the Association;
 - 4.4.2 a Director or person Connected to a Director may be reimbursed by the Association for, or may pay out of the Association's property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Association;
 - 4.4.3 a Director or person Connected to a Director may be paid reasonable and proper remuneration by the Association for any goods or services supplied to the Association on the instructions of the Directors (excluding, in the case of a Director, the service of acting as Director and services performed under a contract of employment with the Association) provided that this provision may not apply only to fewer than half of the Directors in any financial year (and for these purposes this provision shall be treated as applying to a Director if it applies to a person who is a person Connected to that Director);
 - 4.4.4 a Director or person Connected to a Director may receive interest at a reasonable and proper rate on money lent to the Association;
 - 4.4.5 a Director or person Connected to a Director may receive reasonable and proper rent for premises let to the Association;
 - 4.4.6 the Association may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1; and
 - 4.4.7 a Director or other officer of the Association may receive payment under an indemnity from the Association in accordance with the indemnity provisions set out at Article 6;
- provided that where benefits are conferred under Article 4.4, Article 17 (Conflicts of Interest) must be complied with by the relevant Director in relation to any decisions regarding the benefit.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of the member

The liability of the member is limited to £1, being the amount that the member undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member or within one year after it ceases to be a member, for:

- 5.1 payment of the Association's debts and liabilities contracted before it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and

- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Subject to the provisions of the Companies Acts, every Director shall and every other officer, employee or auditor of the Association may be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment 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 Association.

AFFILIATION

7. **Affiliation to the Young Men's Christian Association Movement**

The Association shall affiliate to the National Council and shall comply with the terms of affiliation set out in the National Council's byelaws as amended from time to time.

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

8. **Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Association's business, in keeping with its Charitable Objects in Article 2, and the National Statement of the Aims and Purposes of the YMCA in England, as it may be amended from time to time, for which purpose they may exercise all the powers of the Association.

9. Directors may delegate

- 9.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

- 9.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.

DECISION-MAKING BY DIRECTORS

10. Directors to take decisions collectively

Any decision of the Directors must be either:

- 10.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 15); or
- 10.2 a majority decision taken in accordance with Article 16.

11. **Calling a Directors' meeting**

- 11.1 Two Directors may call a Directors' meeting.

- 11.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:
 - 11.2.1 all the Directors agree; or
 - 11.2.2 urgent circumstances require shorter notice.
- 11.3 Notice of Directors' meetings must be given to each Director.
- 11.4 Notice of Directors' meetings need not be in Writing.
- 11.5 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.
- 12. **Participation in Directors' meetings**
 - 12.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
 - 12.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - 12.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
 - 12.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 13. **Quorum for Directors' meetings**
 - 13.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
 - 13.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is three or one-third of the total number of Directors, whichever is the greater.
 - 13.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors.
- 14. **Chairing of Directors' meetings**

The Chair or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.
- 15. **Casting vote**
 - 15.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
 - 15.2 Article 15.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Majority decisions without a meeting
- 16.1 A decision is taken in accordance with this Article 16 when a majority of the Directors indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter.
- 16.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
17. Director interests and management of conflicts of interest
- Declaration of interests
- 17.1 Unless Article 17.2 applies, a Director must declare the nature and extent of:
- 17.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Association; and
- 17.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Association or his or her duties to the Association.
- 17.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.
- Participation in decision-making
- 17.3 If a Director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Association, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 17.4 If a Director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Association, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 17.4.1 the decision could result in the Director or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Association (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Association;
 - (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1;
 - (c) payment under the indemnity set out at Article 6; and
 - (d) reimbursement of expenses in accordance with Article 4.4.2; or

- 17.4.2 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 17.5.

- 17.5 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 17.5, he or she must:

- 17.5.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;

- 17.5.2 not be counted in the quorum for that part of the process; and

- 17.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Association

- 17.6 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

- 17.6.1 the Director shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

- 17.6.2 the Director shall not be accountable to the Association for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

18. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

19. Appointment of Directors

Composition of the board

- 19.1 There shall be at least 5 and not more than 12 Directors of whom:

- 19.1.1 at least three quarters shall, on appointment, have delivered to the Association a declaration of their Christian commitment in such form as the Directors may require; and

- 19.1.2 the remainder shall, on appointment, have delivered to the Association a statement of their support for the Association in such form as the Directors may require.

- 19.1.3 All such appointed Directors shall commit to upholding the Christian Foundation of the Association as outlined in Articles 2.1 and 2.1.1

- 19.2 The composition of the board of Directors shall be as follows:
- 19.2.1 at least three Appointed Directors, appointed by the Governance Member;
 - 19.2.2 at least two Independent Directors, appointed by the Directors provided that the Governance Member has given its prior written approval to the appointment of each Independent Director; and
 - 19.2.3 up to two Co-opted Directors, appointed by the Directors provided that the number of Co-opted Directors is always less than the number of Appointed Directors.
- 19.3 Not used.
- 19.4 Not used.
- 19.5 Each Co-opted Director shall retire at the end of the next Annual Retirement Meeting following his or her appointment. A Co-opted Director may be reappointed as a Co-opted Director by the Directors and is not subject to any maximum length of time in office as a Co-opted Director.
- No alternates
- 19.6 A Director may not appoint anyone to act on his or her behalf at meetings of the Directors.
- Chair
- 19.7 The Directors shall appoint one of the Appointed Directors as Chair of the Association and may remove him or her from that office.
20. Disqualification and removal of Directors
- A Director shall cease to hold office if:
- 20.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
 - 20.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - 20.3 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - 20.4 a composition is made with his or her creditors generally in satisfaction of his or her debts;
 - 20.5 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
 - 20.6 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);
 - 20.7 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;

- 20.8 in respect of an Independent Director or a Co-opted Director (but not an Appointed Director to whom the provisions of this Article 20.8 shall not apply), at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors; and
- 20.9 he or she is removed by the Governance Member serving written notice on the Association.

GOVERNANCE MEMBER

21. Sole Governance Member
- 21.1 The Governance Member from time to time shall be the only member of the Association.
- 21.2 The Governance Member shall commit to upholding the Christian Foundation of the Association as outlined in Articles 2.1 and 2.1.1
22. Appointment and termination of membership
- 22.1 The Governance Member shall have the power to admit and appoint a replacement sole member of the Association by written notice to the Association.
- 22.2 In the event that the Governance Member ceases to exist or confirms by written notice to the Association that it no longer wishes to serve as sole member, a new sole member may be admitted by resolution of the Directors. Membership is not transferable.

DECISION-MAKING BY THE GOVERNANCE MEMBER

23. **Governance Member's meetings**
- 23.1 Decisions of the Governance Member in respect of the Association can be made:
- 23.1.1 by the Governance Member notifying the Association of a decision the Governance Member has made. Such notifications shall be in writing and made within 14 days of the date of the decision;
- 23.1.2 by passing a written resolution in accordance with Article 24; or
- 23.1.3 by passing a resolution at a general meeting convened and held in accordance with the provisions of the Companies Acts.
24. Written resolutions
- The Governance Member may pass written resolutions in accordance with the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

25. Communications by the Association

The provisions of the Companies Acts shall apply to communications by the Association.

26. Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association.

27. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

28. Exclusion of model articles as established under the Companies Act

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

29. Not used.

30. Not used.

31. Not used.

32. Not used.

WINDING UP

33. Winding up

At any time before, and in expectation of, the winding up or dissolution of the Association, the Governance Member or, subject to any resolution of the Governance Member, the Trustees may resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Association be transferred to the Governance Member subject to the condition that the Governance Member may use such assets only for the objects of the Association; or (if the Governance Member no longer exists or declines to receive the assets on this condition) then to a charitable Young Men's Christian Association that is a member of the National Council or, failing that (and provided that the National Council remains a charity), to the National Council itself, to be applied for the charitable purposes of the recipient.

AMENDMENTS TO THE ARTICLES

34. Amendments to the Articles

34.1 The following articles may not be changed as they form the founding principles of the governing document and collectively as a YMCA Movement: Clause 2, 7, 19.1, 19.5, 33 and 34.

Schedule 1 Interpretation

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	'Address'	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
1.2	"Appointed Director"	means a director appointed by the Governance Member (who, in the event that the Governance Member is a company, may also be a director of the Governance Member);
1.3	'Articles'	the Association's articles of association;
1.4	'Association'	YMCA West Kent;
1.5	'Chair'	means the individual appointed to that post in accordance with Article 19.4;
1.6	'Clear Days'	in relation to the period of a notice, that period excluding 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;
1.7	'Companies Acts'	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
1.8	'Connected'	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Director ; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or (d) any company, partnership or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
1.9	"Co-opted Director"	means a Director appointed by the Directors in accordance with Article 19.2.3;
1.10	'Director'	a Director of the Association, and includes any person occupying the position of Director, by whatever name called;
1.11	'Electronic Form' and 'Electronic Means'	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

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|------|------------------------|---|
| 1.12 | ‘Governance Member’ | means the sole member, YMCA Thames Gateway (company number: 06102037), or any successor member as appointed by the Governance Member or the Directors from time to time in accordance with Article 22; |
| 1.13 | “Independent Director” | means a Director of the Association appointed in accordance with Article 19.2.2 who is not a director, officer, shareholder, employee or paid consultant of the Governance Member nor Connected with such a person; |
| 1.14 | ‘National Council’ | means the National Council of Young Men’s Christian Associations (Incorporated), company number 73749, charity registration number 212810, and registered provider number LH2204; |
| 1.15 | ‘Social Housing’ | has the meaning given in section 68 of the Housing and Regeneration Act 2008; and |
| 1.16 | ‘Writing’ | 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. |
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2. Subject to paragraph 1.6 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

 3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association.