

THE COMPANIES ACT 1985

(Draft Resolution)

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

MEMORANDUM OF ASSOCIATION

-OF-

THE LIFETRAN TRUST



- 1 The name of the Charity is "The Lifetrain Trust" (and in this document it is called "the Charity")
- 2 The Registered Office of the Charity will be situated in England.
- 3 The primary Objects of the Charity ("the Objects") are:-
 - 3.1 To help young people especially but not exclusively through their leisure-time activities to develop their physical, mental, and spiritual capacities that they may grow to full maturity as individuals and fully contributing members of society.
 - 3.2 To relieve the needs of disabled persons by bringing such persons into closer association with non-disabled people and the provision of facilities for recreation or other leisure-time occupation, to advance education by bringing disabled people into closer association and integration with non-disabled people.
 - 3.3 In the interests of social welfare to provide, or assist in the provision of, facilities for recreation or other leisure-time occupation with the objects of improving the conditions of life for the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement, poverty or social and economic circumstances, provided nevertheless that such facilities shall be available to members of the public at large.
4. In furtherance of the Objects but not further or otherwise the Charity shall have power:-
 - 4.1 to advance education by enabling disabled people to be included with non-disabled people so that the former will have opportunities of overcoming their impairments and the latter will benefit from such association and inclusion.
 - 4.2 to provide, or assist in the provision of, facilities for recreation or other leisure-time occupation with the Objects of improving the conditions of life for the persons for whom such facilities are primarily intended being persons who have need of such facilities by reason of their youth, age, infirmity or disablement, social and economic circumstances, provided nevertheless that such facilities shall be available to members of the public at large.

- 4.3 to improve the lives of disabled persons residing in the area of Surrey especially, but not exclusively, by bringing such persons into close association with non-disabled people, and the provision of, or assistance in the provision of, facilities for recreation or other leisure-time occupation of such persons.
- 4.4 To bring together people who are willing to further these aims and to stimulate their interest in the work of youth and disabled and non-disabled people and / or groups. To assist the work of existing youth and groups of disabled people and to help in the formation and development of new youth groups and groups of disabled people;
- 4.5 To play its full part in joint partnership with the Educational Authorities and other organisations in the promotion and development of both youth work and work for groups of disabled people;
- 4.6 To unite those groups and associations in the County of Surrey (or in such areas as it may from time to time be agreed by the Executive Committee of the Charity shall be within the scope of the Charity) whose primary aims accord with those of the Charity and to be a centre of information to such groups;
- 4.7 To stimulate interest in the work of youth clubs and groups of disabled people, to help form Management Committees and assist in finding leaders and helpers;
- 4.8 To arrange and to assist in arranging conferences, residential courses and training courses for youth workers, club members, and other interested persons;
- 4.9 To fix and collect the fees payable in respect of the use of the Charity's services, such fees being the sum (if any) as may be determined by the Executive Committee from time to time as in their absolute discretion shall be necessary to recover and pay for the Charity's costs and other overheads incurred or which may be incurred in the future (including salaries and payments made for use of property and equipment) in the provision of the services and in the Charity's business generally;
- 4.10 To enter into agreements with any other person to carry out any work on its behalf and to purchase, rent or hire any accommodation, services, equipment, and other facilities necessary for any of the matters aforesaid;
- 4.11 To enter into arrangements for the receipt of grants, donations, or to obtain rights, concessions and privileges;
- 4.12 To cause to be written, and printed or otherwise, reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films, or recorded tapes;
- 4.13 To foster and undertake research into any aspect of the Objects of the Charity and its work and to disseminate the result of any such research;
- 4.14 To co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
- 4.15 To accept subscriptions, donations, charitable giving, devises and bequests, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the

Objects of the Charity and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;

- 4.16 To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise **PROVIDED THAT** the Charity shall not undertake any permanent trading activities in raising funds for the said Objects;
- 4.17 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate Bank accounts;
- 4.18 Subject to such consents as are required by law to borrow or raise money for the Objects of the Charity on such terms and on such security as may be thought fit;
- 4.19 To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the Objects of the Charity;
- 4.20 To invest the money of the Charity not immediately required for its Objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being be imposed or required by law and subject also as provided below;
- 4.21 To make any charitable donation either in cash or assets for the furtherance of the Objects of the Charity;
- 4.22 To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects of the Charity;
- 4.23 To employ and pay any person or persons to supervise, organise, carry on the work of and to advise the Charity;
- 4.24 To insure and arrange insurance cover, and indemnity for its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- 4.25 Subject to the provisions of Clause 4 below to pay at the discretion of the Executive Committee reasonable annual sums or premiums for or towards the provision of pensions for officers or servants of the Charity or their dependants;
- 4.26 To amalgamate with any other companies, institutions, societies or associations which are charitable at law and have Objects similar to those of the Charity and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments of distributions are prohibited in the case of members of the Charity by this Memorandum of Association;
- 4.27 To pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 4.28 To establish where necessary local branches (whether autonomous or not);

4.29 To do all such other lawful things as shall further the above Objects or any of them;

4.30

4.30.1 To provide indemnity insurance to cover the liability of the directors:-

4.30.1.1 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;

4.30.1.2 to make contributions to the assets of the company in accordance with the provisions of section 214 of the *Insolvency Act 1986*.

4.30.2 Any such insurance in the case of (1)(a) shall not extend to:-

4.30.2.1 any liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not;

4.30.2.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors;

4.30.2.3 any liability to pay a fine.

4.30.3 Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of that company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

PROVIDED THAT:

(a) In case the Charity shall take or hold any property which may be subject to any trusts, the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

(b) The Objects of the Charity shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(c) In case the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Council of Management or governing body shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and, to the same extent as such Council would have been if no incorporation of the Charity existed, shall not diminish or impair any control or authority exercisable by the Chancery

Division of the High Court of Justice or the Charity Commissioners over such Council but it shall as regards any such property be subject jointly and separately to such control of authority as if the Charity were not incorporated.

- 5 The income and property of the Charity 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 members of the Charity and no director or member of its Executive Committee or governing body shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Charity:

- (a) of reasonable and proper remuneration to any member or officer or servant of the Charity who is not a member of its Executive Committee for any services rendered to the Charity;
- (b) of interest at a rate not exceeding 2% per annum less than the base lending rate for the time being of the Charity's bankers or 3% whichever is greater on money lent or reasonable and proper rent for premises demised or lent by any member of the Charity or of its Executive Committee.
- (c) To any director of right proper and reasonable out-of-pocket expenses;
- (d) To any other company of which a director or member of the Charity Executive Committee may also be a member holding not more than one-hundredth part of the capital or such other Company of fees remuneration or other benefit in money or money's worth.
- (e) With the prior written consent of the Charity Commission for England and Wales of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
- (f) 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 liability resulting from conduct which the directors knew, or must be assumed to have known, was not in the best interests of the company, or which the directors did not care whether it was in the best interests of the company or not and provided also that any such insurance shall not extend to any claim arising from liability for the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the directors.

- 6 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum and Articles of Association for the time being in force, which would have the effect that the Charity shall cease to be a company to which Section 30 of the Companies Act 1985 applied.
- 7 The liability of the members is limited.
- 8 Every member of the Charity undertakes to contribute to the assets of the Charity in the event of its 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 Charity 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 contributors among themselves, such amount as may be required not exceeding £1.
- 9 If upon the winding up or dissolution of the Charity there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed amongst the members of the Charity but shall be given or transferred to such other charity having objects similar to the Objects as shall be determined at a General Meeting by the members of the Charity before the time of dissolution.

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**COMPANY LIMITED BY GUARANTEE
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ARTICLES OF ASSOCIATION

-OF-

THE LIFETRAIN TRUST

- 1 In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS

MEANINGS

The Act	The Companies Act 1985 and every Statutory modification and re-enactment thereof for the time being in force.
The Articles	These Articles of Association, and the regulations of the Charity from time to time in force.
The Charity	The above named Charity.
The Executive Committee	The Board of Directors for the time being of the Charity.
The Office	The Registered Office of the Charity.
The Seal	The Common Seal of the Charity.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect.

Directors means the members of the Board of Directors who are the trustees of the Charity (and "director" has a corresponding meaning)

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

- 2 The Charity is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

3 :

- (a) The number of members with which the Charity proposes to be registered is 3 but the Executive Committee may from time to time register an increase of members;

- (b) The subscribers to the Memorandum of Association and such other persons as the Executive Committee shall admit to membership shall be members of the Charity. No person or body shall be admitted a member of the Charity unless his application for membership is approved by the Executive Committee

- (c) The following shall be deemed to be members of the Company:

The Patron, President, Vice-Presidents, Chairman, Deputy Chairman, Honorary Treasurer, Honorary Solicitor and members of the Executive Committee and of the sub-committees appointed by them (including co-opted members, excepting employees of the Charity whilst they are serving).

- (d) The following may be admitted to membership by the Executive Committee:

- (i) any body (whether or not incorporated) being a club or similar organisation for young people and / or disabled and non-disabled people affiliated to the Charity, whose activities are within the boundaries of, or agreed for this purpose by the Executive Committee of the Charity to be connected with the County of Surrey but not exclusively. The affiliation fee shall be paid annually.

- (ii) any organisation which is a member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the

organisation could exercise if it were an individual member of the Charity.

- (iii) any individual who is not a member of a body which is a member of the Charity by virtue of sub-clause (i) of this clause and whose membership is approved by the Executive Committee.
- (e) An application for membership shall be in such a form as the Executive Committee shall from time to time prescribe and may be approved or rejected by the Executive Committee. In the case of rejection there is no obligation for the Executive Committee to give a reason but shall forthwith notify the applicant of the Executive Committee's decision.
- (f) Unless the members of the Executive Committee or the Charity in General Meeting shall make other provisions pursuant to the powers contained in Article 69

membership shall cease if:-

- (i) The member shall signify in writing to the Secretary his desire to retire from membership of the Charity, and the Executive Committee may in its absolute discretion permit provided that after such retirement the number of members is not less than 5.
- (ii) At a meeting of the Executive Committee of which the member shall have had not less than 21 days notice and at which the member shall have been given an opportunity of being heard the Executive Committee shall pass a resolution that it is undesirable in the interests of the Charity that such a member should remain a member.
- (iii) The member shall become of unsound mind, die or (as the case may be) be wound up.
- (iv) The member shall not have paid his affiliation fee in full within 90 days after the fee is due.
- (v) The member ceases to be a Director

- 4 The rights of every member shall relate only to that member and shall not be transferable, transmissible or chargeable by the member's own act, by operation of law or otherwise.
- 5 A register shall be kept by the Charity containing the names and addresses of all members and together with such other particulars as may be required by the Act.
- 6 Every member shall further to the best of his ability the Objects, interests and influences of the Charity, and shall observe all regulations and by-laws of the Charity lawfully made pursuant to the powers in that behalf hereinafter contained.

GENERAL MEETINGS

- 7 The Charity shall hold a General Meeting every calendar year as its Annual General Meeting at such time and place as may be determined by the Executive Committee, and shall specify the meeting as such in the Notices calling it, provided that every Annual General Meeting except the first shall be held not more than 15 months after the holding of the last preceding Annual General Meeting, and that so long as the Charity holds its first Annual General Meeting within 18 months after its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 8 All General Meetings other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 9 The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on a requisition, made in writing by 3 or more members or in default may be convened by such requisitionists, as provided by section 368 of the Act. Any requisition made by members shall express the Objects of the meeting proposed to be called and shall it be left at the registered office at least 48 hours before the meeting. The notice shall be given to all the members and to the directors and auditors.
- 10 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - (1) in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - (2) in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the members.
- 11 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 any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 12 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Executive Committee and of the Auditors, the election of members of the Executive Committee in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 13 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. 5 members personally present at the meeting shall be a quorum.

- 14 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive Committee may determine.
- 15 The Chairman of the Executive Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee, or if no such member be present, or if all members of the Executive Committee present decline to take the Chair, they shall choose some member of the Charity who shall be present to preside.
- 16 The Chairman of any meeting 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting, Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 17 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least 2 members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, not carried by a particular majority, and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number in favour of or against such resolution. The demand for a poll may be withdrawn.
- 18 Subject to the provision of Article 23, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 19 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 20 Except where otherwise provided by the Act every issue is decided by a majority of the votes cast.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second casting vote.
- 22 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

- 23 Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Charity duly convened and held.

VOTES OF MEMBERS

- 24 Save as hereinafter provided every individual member shall have one vote, and every club or similar organisation for young people and / or disabled and non- disabled people affiliated to the Charity shall have four votes provided that all monies then payable to the Charity have been paid.
- 25 Votes may be given on a poll or by a show of hands either personally or by proxy. In a club or similar organisation the votes shall be given by a person duly authorised, and previously notified to the Charity. Clubs or organisations shall decide their own procedures for selecting their authorised person. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.
- 26 The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 27 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy thereof shall be deposited at the Charity's office not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 28 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which proxy is used.
- 29 Any instrument appointing a proxy shall be in the following form, or as near there to as circumstances will permit:-

"I..... of.....
a member ofhereby appoint.....
ofand failing him/her.....
ofas my proxy to vote for me on my behalf at the

(Extraordinary) Annual General Meeting of the Charity to be held on, and at any adjournment thereof.

Signed on:20..

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

- 30 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting, at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

MANAGEMENT AND CONTROL

- 31 The management of the Charity shall be vested in the Executive Committee who shall have general control of all the business of the Charity and may exercise all such powers of the Charity, and do on behalf of the Charity all such acts as may be exercised and done by the Charity, except only such as under the Statutes or the Memorandum of Association or these presents are expressly required to be exercised by the Charity in General Meeting, subject nevertheless to any regulations of these presents to the provisions of the statutes for the time being in force and affecting the Charity and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Charity in General Meeting, but so that no regulation made by the Charity in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

EXECUTIVE COMMITTEE

- 32 The number of Directors shall not be less than 5 nor until otherwise determined by a General Meeting more than 20.
- 33 The first Directors shall be as named in the statement delivered to the registrar of Companies pursuant to section 10 of the Act. Other Directors shall be appointed as provided in the Articles.
- 34 The Executive Committee may from time to time and at any time appoint a person as a Director to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any director so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 35 The following shall be Directors and accordingly a member of the Executive Committee:
- (a) The Chairman of the Charity who shall be elected at the Annual General Meeting shall also be Chairman of the Committee.
 - (b) The Honorary Treasurer of the Charity.

- (c) The Honorary Solicitor of the Charity.
- (d) The Chairman of the following sub-committees:
 - Finance Sub-Committee
 - Fund Raising Sub-Committee
- (e) One representative of UK Youth affiliated clubs.
- (f) One representative of Disability affiliated clubs.
- (g) Two representatives nominated by Surrey County Council:
 - (i) A councillor
 - (ii) An employee concerned with youth and disabled people.
- (h) One or more (but not to exceed the total of 20 of Executive Committee members) elected from general membership. The members will be appointed for a three year term of office.
- (i) Up to 3 co-opted members (but not to exceed the total of 20 Executive Committee members)
- (j) A Deputy Chairman who should be elected by the Executive Committee. The Deputy Chairman may only hold office for 3 years after which he may be re-elected as Deputy Chairman by the Executive Committee.

PROVIDED THAT:

No member of the Charity shall be eligible to be a Director until he has reached the age of 18 years.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

36 The office of Director shall be vacated -

- (a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (b) If by reason of mental disorders illness or injury he becomes incapable of managing and administering his own affairs.
- (c) If he ceases to be a member of the Charity.
- (d) If by notice in writing to the Charity he resigns his office.
- (e) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Charity.

- (f) If he does not attend at least one of three consecutive meetings without good reason and does not respond positively to at least 1 of 2 consecutive postal enquiries asking if he/she wishes to continue to be a member.
- (g) If he is disqualified under the Charities Act 1993 from acting as a charity director.

ROTATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

- 37 At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Directors for the time being, or if their number is not a multiple of 3 then the number nearest to one-third, shall retire from office.
- 38 The Directors to retire shall be those who have been longest in office since their last election or appointment. As between Directors of equal seniority, the Directors to retire shall in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election.
- 39 The Charity may, at the meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
- 40 Save in the case of a Director who is a member of the Executive Committee retiring at the meeting no Director shall, unless recommended by the Executive Committee for election, be eligible for election to membership of the Executive Committee at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than 4 nor more than 28 intervening days.
- 41 Subject to Article 27 the Charity may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 42 In addition and without prejudice to the provisions of section 303 of the Act, the Charity may by Extraordinary Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 43 The Executive Committee shall meet together not less than 3 times in every calendar year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, which shall not be less than 5 including at least one Honorary Officer. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of vote the Chairman shall have a second or casting vote.
- 44 A Director may, and on the request of a Director the Company Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 45 The Chairman of the Charity shall preside at all meetings of the Executive Committee at which he shall be present, but if at any meeting the Chairman be not present within 5 minutes of the time appointed for holding the meeting and willing to preside then the Deputy Chairman (if present) shall preside, otherwise the Directors present shall choose 1 of their number to be Chairman of the meeting.
- 46 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion's by or under the regulations of the Charity for the time being vested in the Executive Committee generally.
- 47 The Executive Committee may delegate any of the powers to committees consisting of such Directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee.
- 48 All acts bona fide done by any meeting of the Executive Committee or of any committee of the Executive Committee, or by any person acting as a member of the Executive Committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, 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 was qualified to be a member of the Executive Committee.
- 49 The Executive Committee shall cause proper minutes to be made of:-
- (i) all meetings of the Charity and the Executive Committee and of sub-committees of the Executive Committee
 - (ii) all appointments, removals and retirements of Directors from time to time
 - (iii) all appointments, removals and retirements of Officers from time to time

- (iv) All names of the Directors and of committees of the Executive Committee present at every meeting.

Any minutes of any meetings of the Charity or of the Executive Committee or of any committee of the Executive Committee if purporting to be signed by the Chairman of such meetings or by the chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. Minutes shall be distributed to members of the committees not more than 14 days after the meeting.

Agendas for meetings shall be issued not less than 7 days before the meeting.

- 50 Every issue may be determined by a simple majority of votes cast as a meeting of the Executive Committee but a resolution in writing signed by all the Directors for the time being or of any committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.
- 51 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Executive Committee or other sub-committee the Director concerned must:
- Declare an interest at or before discussion begins on the matter;
 - Withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - Not to be counted in the quorum for that part of the meeting;
 - Withdraw during the vote and have no vote on the matter;

This clause may not be amended without the prior written consent of the Charity Commission

- 52 A meeting of the Executive Committee may be held either in person or by a suitable electronic or telephonic means agreed by the Directors in which all participants may communicate with all the other participants.

DIRECTORS' EXPENSES

- 53 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

DIRECTORS' APPOINTMENTS

- 54 Except to the extent permitted by clause [5] of the memorandum, no director shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a director in any other contract to which the Charity is a party.

POWERS OF THE EXECUTIVE COMMITTEE

55 The business of the Charity shall be managed by the Executive Committee who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Charity as they think fit, and may exercise all such powers of the Charity, and do so on behalf of the Charity all such acts as may be exercised and done by the Charity, and as are not by the Act or by the Articles required to be exercised or done by the Charity in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Charity in General Meeting; but no regulation made by the Charity in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

56 The Executive Committee will appoint specific members to liaise and report on the following areas of responsibility:

Youth Work Services
Disability Services
Felbury Centre
Fundraising and Marketing

57 The Executive Committee delegates responsibility for the day to day operation of the Charity through the Chairman to the Chief Executive and the Management Team.

The work of the Charity is organised into four operating units:

- (i) Youth Work Services supports and trains young people, and those who work with them, through youth clubs and projects, and a number of training schemes for both workers and young people.
- (ii) Disability Services supports the empowerment of disabled people individually or through clubs, training courses for both those who are disabled and those who support them and residential experiences.
- (iii) The Felbury Centre provides a fully accessible residential and training venue, which facilitates the core department's training courses. It also runs personal development courses including the use of outdoor education. It is available for other organisations to run their own training courses and provide residential experiences.
- (iv) Marketing and Fund Raising in respect of General Funding and Restricted Funding for the activities in clauses 52 (i),(ii) and (iii).

58 The members for the time being of the Executive Committee act notwithstanding any vacancy in their body; provided always that in case the members of the Executive Committee shall at any time be or be reduced in numbers to less than the minimum prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Executive Committee for the purpose of admitting persons to membership of the

Charity, filling up vacancies in their body, or for summoning a General Meeting, but not for any other purpose.

SUB-COMMITTEES

59 The Executive Committee may delegate such powers as it thinks appropriate to (inter alia) the following Sub-Committees. The Sub-Committees will be informed of their power in writing. The Executive Committee shall exercise all reasonable supervision of all Sub-Committees.

(a) Finance Sub-Committee: There shall be a Finance Sub-Committee whose membership shall be as follows:

- (i) A member nominated by the Executive Committee who shall be Chairman of the Committee;
- (ii) The Honorary Treasurer;
- (iii) 2 members nominated by the Fund Raising Sub-Committee;
- (iv) An elected member of Surrey County Council.
- (v) Up to 6 co-opted members.
- (vi) Accountant / BookKeeper and Chief Executive (both ex-officio).

The duties of the Finance Sub-Committee shall be the control and investment of the monies of the Charity and the preparation of the accounts for audit and for presentation to the Annual General Meeting of the Charity, together with the general supervision of the expenditure of the Charity.

(b) Fund Raising Sub-Committee: There shall be a Fund Raising Sub-Committee whose membership shall be as follows:

- (i) A member nominated by the Executive Committee of the Company shall be Chairman of the Committee.
- (ii) Co-opted members as required.
- (iii) Marketing / Fund Raising Executive and Chief Executive (both ex-officio).

The duties of the Fund Raising Sub-Committee shall be the raising of funds, in co-operation with the Finance Sub-Committee, through various fund raising events from time to time agreed.

(c) Minutes of all Sub-Committee Meetings shall be distributed to committee members and members of the Executive Committee with full reports of their decisions and recommendations not more than 14 days after the meeting. The Chairman of each Sub-Committee shall have an additional casting vote. The quorum shall be 4.

HONORARY OFFICERS

- 60 The Honorary Officers of the Charity shall be the Chairman, Deputy Chairman, Honorary Treasurer and Honorary Solicitor.

CHIEF EXECUTIVE

- 61 Subject to the Provisions of the Act the Chief Executive (who shall not be a director unless Article 62 applies) shall be appointed by the Executive Committee for such a time at such remuneration and upon such conditions as they think fit, and any Chief Executive so appointed may be removed by them. The provisions of section 283 and 284 of the Act shall apply and be observed. The Executive Committee may from time to time by resolution appoint an assistant or Deputy Chief Executive and any person so appointed may act in place of the Chief Executive if there be no Chief Executive or no Chief Executive capable of acting.
- 62 Subject to the provisions of the Act and to Clause 4 of the memorandum, the Executive Committee may appoint one or more of their number to the unremunerated office of managing director or to any other unremunerated executive office under the Charity. Any such appointment may be made upon such terms as the Executive Committee shall determine. Any appointment of a trustee to an executive office shall terminate if he ceases to be a director. A managing director and a director holding any other executive office shall not be subject to retirement by rotation.
- 63 The Chief Executive will act as Secretary of the Charity.

SEAL

- 64 The seal of the Charity shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two Directors or one director and the Secretary of the Charity, and the said Director/s and Secretary shall sign every instrument to which the seal shall be as affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Charity such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

ACCOUNTS

- 65 The Executive Committee must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of
- Annual reports
 - Annual returns
 - Annual statements of account
- 66 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the officers of the Charity.

- 67 The Executive Committee shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to inspection of members not being officers of the Charity, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Charity except as conferred by statute or authorised by the Executive Committee or by the Charity in General Meeting.
- 68 At the Annual General Meeting in every year the Executive Committee shall in accordance with the provisions of the Act lay before the Charity an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Charity together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto shall not less than 21 clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to be available to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241 (2) of the Act.

AUDIT

- 69 In accordance with the provisions of the Act and requirements of the Charities Commission, once at least in every year, the accounts of the Charity 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.
- 70 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Executive Committee being treated for all purposes as the Directors mentioned in those provisions.

INDEMNITY

- 71 Every Member of the Executive Committee and Officer and Auditor of the Charity shall be indemnified out of the funds and assets of the Charity against all liabilities incurred by him as such a Member, Officer or Auditor in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court.

NOTICES

- 72 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Charity.

The only address at which a member is entitled to receive notices is the address shown in the register of members.

Any notice given in accordance with these Articles is to be treated for all purposes as having been received.

- 24 hours after being sent by electronic means or delivered by hand to the relevant address;
- two clear days after being sent by first class post to that address;
- three clear days after being sent by second class or overseas post to that address;
- on the date of publication of a newspaper containing the notice;
- on being handed to the member personally or, if earlier, as soon as the member acknowledges actual receipt.

A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

DISSOLUTION

- 73 Clause 8 of the Memorandum of Article of Association relating to the winding up and dissolution of the Charity shall have effect as if its provisions were repeated in these Articles.

RULES OR BYE-LAWS

74 :

- (a) The Executive Committee may from time to time make such rules or bye-laws as it may deem necessary or convenient for the proper conduct and management of the Charity and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the above, it may by such rules or bye-laws regulate:
- (i) The admissions and classifications of members of the Charity, and the rights and privileges of such members, and conditions of membership and the terms on which the members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by the members;
 - (ii) The conduct of members of the Charity in relation to one another, and to the Charity's employees;
 - (iii) The setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (iv) The procedure at General Meetings of the Executive Committee and any sub-committees thereof insofar as such procedure is not regulated by these Articles; and
 - (v) Generally all such matters as are commonly the subject matter of Charity rules.
- (b) The Charity in General Meeting shall have power to alter or repeal the rules or bye-laws and to make additions to them, and the Executive Committee shall adopt such means as they deem sufficient to bring to the notice of members of the Charity all such rules or bye-laws, which so long as they shall be in force, shall be binding on all members of the Charity provided nevertheless that no rules or bye-laws shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles of Association.