

The Companies Acts 1985 & 1989
COMPANY LIMITED BY GUARANTEE

Articles of Association of
**SOUTH YORKSHIRE
FUNDING ADVICE BUREAU**



(amended by special resolution 18th November 1999)

Interpretations

1. In these Articles:
 "The Act" means the Companies Act 1985 as amended by the Companies Act 1989 and any other amendments from time to time in force.
 "The Management Committee" means all those persons appointed to perform the duties of directors of the Company.
 "Secretary" means any person appointed to perform the duties of the Secretary of the Company.
 "Employee" means anyone holding a contract of employment with the Company to perform at least eight hours of work per week for the Company.
 "The Company" means S.Y.F.A.B.
 "The Seal" means the common seal of the Company.
 "In writing" shall be taken to include references to printing, photocopying and other modes of representing or reproducing words in a visible form.
2. Words importing the singular number shall include the plural and vice versa unless a contrary intention appears. Words importing persons shall include bodies corporate and associations if not inconsistent with the context. Unless the context requires otherwise, words or expressions contained in these Articles shall bear the same meaning as in the Act.

Members

3. The first members of the Company shall be the Subscribers to the Memorandum of Association.
4. The Management Committee may at its absolute discretion admit to membership societies, companies and unincorporated associations which support the objects of the Company and operate within the voluntary sector of South Yorkshire, provided that any such organisation has paid or has agreed to pay the annual subscription for the time being in force.
5. A corporate body or association which is a member shall appoint a deputy who shall during the continuance of her/his appointment be entitled to exercise in any General Meeting of the Company all such rights and powers

as the corporate body or association would exercise if it were an individual person. Each member organisation shall send to the Secretary of the Company written notification of their choice of deputy. No person under eighteen years of age or who is prevented by law from being a company director shall be appointed as deputy of a member organisation. If the deputy of any member organisation ceases to be a member of the Management Committee for any reason whatsoever, then the organisation nominating her/him shall appoint a replacement deputy.

Register of Members

6. The Company shall maintain a Register of Members in which shall be recorded the name and address of every member organisation and the dates on which they became a member and on which they ceased to be a member. A member shall notify the Secretary in writing within seven days of a change to its name or address. All members shall be entitled to receive a copy of the Memorandum & Articles of Association of the Company on request.

Cessation of Membership

7. The rights and privileges of a member shall not be transferable nor transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
8. A member shall cease to be a member immediately that it:
 - (a) ceases to fulfil any of the qualifications for membership as specified by Article 4 or by the Management Committee from time to time; or
 - (b) resigns in writing to the Secretary; or
 - (c) is wound up or goes into liquidation; or
 - (d) is expelled from membership by a vote of at least two thirds of the Management Committee provided that any member to be so expelled shall have the opportunity to make representation to the Management Committee prior to the decision being made.

General Meetings

9. The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting; the first Annual General Meeting shall be held within eighteen months of incorporation.
10. The business of an Annual General Meeting shall comprise:
 - (a) the consideration of the Report and Accounts presented by the Management Committee;
 - (b) the election of Management Committee members;

- (c) the appointment of the Auditor or Auditors;
 - (d) the fixing of annual subscriptions;
 - (e) such other business as may have been specified in the notices calling the meeting.
11. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
12. The Management Committee may whenever they think fit convene an Extraordinary General Meeting, or an Extraordinary General Meeting may be convened by ten per cent of the members of the Company, as provided by section 368 of the Act.
13. Decisions at General Meetings shall be made by passing resolutions:
- (a) Decisions involving an alteration to the Memorandum or Articles of Association of the Company and other decisions so required from time to time by statute shall be made by a Special Resolution. A Special Resolution is defined as one passed by a majority of not less than three-fourths of those members of the Company present and voting at a General Meeting. No amendment may be made to the objects of the Company without the prior consent of the Charity Commission.
 - (b) All other decisions shall be made by Ordinary Resolution requiring a simple majority vote of members present and voting.

Notices

14. All General Meetings shall be called by at least twenty-one clear days notice.
15. Notice of every General Meeting shall be given in writing to every member of the Company and to the auditors and to such other persons who are entitled to receive notice and shall be sent by post to each member at the address recorded in the Register of Members and to other persons at their Registered Office.
16. Notice of all meetings shall be given exclusive of the day on which it is served and shall specify the exact time and place of the meeting. In the case of a General Meeting which is to consider a Special Resolution, such resolution shall be specified in the notices calling that meeting and in the case of all other General Meetings the general nature of the business to be raised shall be specified.
17. Where notice is sent by post, notice shall be deemed to have been served by properly addressing, prepaying and posting the notice and to have been served forty-eight hours after the notice has been posted.
18. The accidental omission to give notice of a meeting to or non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

Proceedings at General Meetings

19. On any resolution to be decided on a show of hands, only the deputy of an organisation which is a member, which shall have paid every subscription and other sum (if any) due and payable to the Company in respect of its membership, shall be entitled to vote. Members present by proxy may only vote on resolutions to be decided by secret ballot. Only one vote may be cast by or on behalf of each member on any particular resolution.
20. Any member may act as proxy for a deputy of an organisation which is a member who is absent from the meeting provided that any person claiming to act as proxy for any deputy shall produce written authorization signed by the deputy in question to act as proxy on her/his behalf. A proxy may be instructed by the deputy for whom s/he is acting to vote this way or that on a particular resolution, or may be authorised to vote in accordance with her/his own judgement.
21. No person shall debate or vote on any matter in which s/he has a personal material or financial interest.
22. No business shall be transacted at a General Meeting unless a quorum of members is present. Ten members or one tenth of the membership, whichever is the greater, shall be a quorum.
23. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and same place or otherwise as the Management Committee may direct and all members shall be given such notice as is practicable of the adjourned meeting. The members present at a meeting so adjourned shall constitute a quorum.
24. At every General Meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting the members present shall choose one of their number to be Chairperson of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
25. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

26. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least two persons present and eligible to vote.
Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the numbers or proportions of the votes recorded in favour or against such resolutions.
27. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that each member shall have only one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
28. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.
29. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson of the meeting shall have a second or casting vote.
30. Subject to the provisions of this Article, a resolution in writing signed on behalf of all the members for the time being shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several similar documents each signed on behalf of one or more members. A copy of any resolution passed in accordance with this Article shall be sent to the Company's auditors. If within seven days of receiving such copy the auditors inform the Company that the resolution concerns them and they require the question to be brought to a General Meeting, then the resolution shall not have effect but shall be brought to a General Meeting of the Company duly convened. If the auditors do not so inform the Company then the resolution shall have effect seven days after the copy was received by the auditors, or immediately upon the auditors informing the Company that they do not require a General Meeting to be called.
31. The Company may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Management Committee

32. The Company shall have a Management Committee comprising not less than five and not more than twelve persons.
33. The first Management Committee of the Company shall be appointed by the subscribers to the Memorandum of Association.

34. Following the first Annual General Meeting the Management Committee shall be made up as follows:
- (a) not more than one person elected from each of the following districts - Barnsley, Doncaster, Rotherham, Sheffield, Dearne Valley.
 - (b) not more than one person elected to represent South Yorkshire.
 - (c) not more than one person appointed to represent a funder's perspective.
 - (d) not more than five persons co-opted to the Management Committee.
35. (a) A member of the Management Committee subject to Article 39 below, shall hold office for two years from the Annual General Meeting following her/his election, appointment or co-option. Retiring Management Committee members shall be eligible for re-election, re-appointment or further co-option.
- (b) The Management Committee shall have power at any time to appoint any person to be a Management Committee member, either to fill a casual vacancy or as an addition to the existing members, but so that the total number shall not at any time exceed the maximum number fixed in these articles. Any Management Committee member so appointed shall hold office only until the next following AGM, and shall then be eligible for re-election or further co-option.
36. Under no circumstances shall any employee of the Company or any person aged less than eighteen years be a member of the Management Committee. A Management Committee member shall declare an interest in and shall not vote in respect of any contract in which s/he has a personal financial or material interest, either directly or indirectly.
37. Management Committee members may be paid all reasonable out-of-pocket expenses incurred by them in attending and returning from meetings of the Management Committee or General Meetings of the Company or in connection with the business of the Company.
38. Any Management Committee member, being a solicitor or other person engaged in any profession, shall be entitled to charge and be paid all usual professional or other charges for work done on behalf of the Company by her/him or her/his firm when so instructed by the Management Committee; provided that nothing shall authorise a Management Committee member or his/her firm to act as Auditor to the Company.
39. The office of Management Committee member shall be immediately vacated if s/he:
- (a) resigns her/his office in writing to the Company; or
 - (b) is the deputy of a member organisation and that organisation revokes her/his appointment as deputy or ceases to be a member of the Company; or

- (c) in the opinion of the Management Committee, fails to declare her/his interest in any contract as referred to in Article 34; or
- (d) is absent from three successive meetings of the Management Committee without special leave of absence from the Management Committee and they pass a resolution that s/he has by reason of such absence vacated office, provided that any member to be so expelled shall be first given the opportunity to make representation to the Management Committee; or
- (e) becomes bankrupt or, in the opinion of the Management Committee, incapable for any reason of carrying out the duties of a Management Committee member; or
- (f) is removed from office by resolution of the Company in General Meeting in accordance with Section 303 of the Act.

Powers and Duties of the Management Committee

- 40. The affairs of the Company shall be managed by the Management Committee who may authorise all payment expenses of the formation of the Company as they think fit and may exercise all such powers of the Company as may be exercised and done by the Company and as are not by statute or by these Articles required to be exercised or done by the Company in General Meeting.
- 41. No regulation made by the Company in General Meeting shall invalidate any prior act of the Management Committee which would have been valid had that regulation not been made.
- 42. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct, provided that all instruments of expenditure above a certain limit set from time to time by the Management Committee must be signed by at least two members of the Management Committee.
- 43. Without prior prejudice to its general powers, the Management Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part of them and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company subject to such consents as may be required by law.

Proceedings of the Management Committee

- 44. Members of the Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.

45. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
46. A Management Committee member may, and the Secretary on the requisition of a Management Committee member shall summon a meeting of the Management Committee by giving seven days notice to all Management Committee members. It shall not be necessary to give notice of a meeting of the Management Committee to any of its members for the time being absent from the United Kingdom.
47. The quorum necessary for the transaction of the business of the Management Committee shall be four members.
48. The Management Committee may act regardless of any vacancy in their body, but, if and so long as their number is less than the minimum prescribed in these Articles, the Management Committee may act for the purposes of increasing the number of Management Committee members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
49. At every Management Committee meeting the Chairperson of the Company shall preside, but if s/he is not present within twenty minutes after the time appointed for the commencement of the meeting, the Management Committee members present shall choose one of their number to be Chairperson of the meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
50. The Management Committee shall cause accurate records to be made, in books provided for that purpose, of:
 - (a) the name, details, and date of appointment of all persons appointed to office;
 - (b) the names of the Management Committee members, officers, members and other persons present at all General, Management Committee and Sub-Committee meetings of the Company;
 - (c) minutes of all proceedings and resolutions at all General, Management Committee and Sub-Committee meetings of the Company;
 - (d) all applications of the Seal to any document.
51. All such records and minutes shall be open to inspection during normal working hours by the deputy of any member of the Company and by any person authorised by the Company in General Meeting.
52. The Management Committee may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit; any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Management

Committee which regulations shall always include provision for regular and prompt reports to the Management Committee.

53. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, should it be afterwards discovered that there was some defect in the appointment of any such Management Committee member or person acting as such, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.
54. A resolution in writing, signed by all the Management Committee members who for the time being are entitled to vote, shall be valid and effective as if it had been passed at a meeting of the Management Committee, and may consist of several similar documents signed by one or more Management Committee members.
55. The Management Committee may at its discretion invite other persons to attend its meetings, with or without speaking rights, and without voting rights.

Secretary

56. The Management Committee shall appoint a Secretary of the Company for such term at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.
57. No remuneration may be paid to a Secretary who is also a member of the Management Committee.
58. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting in both capacities.

The Seal

59. If the Company has a Seal, it shall only be used by the authority of the Management Committee and every instrument to which the Seal shall be applied shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member. Every such application of the Seal shall be minuted.

Accounts

60. The Management Committee shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:
 - (a) all sums of money received and expended by the Company and the matters in which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company;

(c) the assets and liabilities of the Company.

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Company's affairs and explain its transactions.

61. The accounts shall be kept at the Registered Office of the Company or, subject to section 222 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of all members and officers and by other persons authorised by the Company in General Meeting.
62. The Management Committee shall from time to time, in accordance with sections 227 and 241 of the Act, cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets, and any reports referred to in those sections.
63. A copy of every balance sheet (including every document required by law to be annexed thereto) which is laid before the Company in General Meeting, together with a copy of the Auditor's report and Management Committee's report shall not less than twenty-one days before the date of the meeting, subject nevertheless to the provisions of section 240(4) of the Act, be sent to every member of and every holder of debentures of the Company; provided that this regulation shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures. The Auditor's report shall be open to inspection and shall be read before the meeting.

Audit

64. Subject to such statutory regulations as may be for the time being in force, unless the Management Committee have determined to apply the small company audit exemptions, once at least in every year the accounts of the Company shall be subject to audit.
65. Auditors shall be appointed and their duties regulated in accordance with sections 237 and 384 of the Act.

Application of Surplus

66. Clause 6 of the Memorandum of Association relating to the not-for-profit nature of the Company shall have effect as if the provisions thereof were repeated in these Articles. Any surplus of the Company shall be applied as follows, in such manner and in such proportion as may be decided by the Company in General meeting:
 - (a) to creating a general reserve for the continuation and development of the Company;
 - (b) to making payments for charitable purposes which are compatible with and in furtherance of the objects of the Company.

Indemnity

67. Subject to section 310 of the Act, in the execution of the objects of the Company no member of the Management Committee or the Secretary or other officer of the Company shall be liable for any loss to the property of the Company arising by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary by reason of any mistake or omission made in good faith by any of the above persons or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the person(s) in question.

Dissolution

68. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if its provisions were repeated in these Articles.