

Company Number: 3582739

NEWCASTLE UPON TYNE Y.M.C.A LIMITED

("the Company")

At an extraordinary general meeting of the Company duly convened and held on
...25th February...2007 the following resolution was duly proposed and passed
as a special resolution of the Company:

SPECIAL RESOLUTION

AMENDMENT TO ARTICLES AND MEMORANDUM OF ASSOCIATION

THAT the regulations contained in the documents attached to this resolution be and they are adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association of the Company.

John G. Pugh

SIGNED *M. S. [Signature]*

*On behalf of the Charity Commissioners
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*

*JADa1
15/2/07*



Company Number: 3582739

THE COMPANIES ACT 1985 and
1989

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM & ARTICLES OF
ASSOCIATION

OF

Newcastle upon Tyne YMCA

Incorporated the 17th day of June 1998

We certify this to be a true
copy of the original

S. J. Lewis
Solicitor
The Cube, Barrack Road
Newcastle Upon Tyne NE4 6DB

MSD.



THE COMPANIES ACT 1985 and 1989

A COMPANY LIMITED BY GUARANTEE AND
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MEMORANDUM OF ASSOCIATION

OF

Newcastle upon Tyne YMCA

1. The Company's name is Newcastle upon Tyne YMCA (hereinafter called "the Association").
2. The registered office of the Association is to be situated in England and Wales.
3. The objects of the Association arise from its acceptance of the Paris Basis of 1855 incorporated into the National Statement of the Aims and Purposes of the YMCA in England, adopted at the National Assembly of the English Young Men's Christian Associations in the year 2003, namely:

"The YMCA is a Christian 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.

It welcomes into its fellowship persons of all religious faiths and of none.

In accordance with its Christian values the YMCA stands for:

- a worldwide fellowship based on the equal value of all persons
- respect and freedom for all, tolerance and understanding between people of different opinions
- active concern for the needs of the community
- united effort by Christians of different traditions

As the expression of its Christian purposes the YMCA aims to:

- provide a welcome to its members for themselves in a meeting place which is theirs to share, where friendships can be made and counsel sought
- develop activities which stimulate and challenge members in an environment that enables them to take responsibility to find a sense of achievement
- involve all members in the care and work for others
create opportunities for exchanging views so that members can improve their understanding of the world, of themselves and of one another"

Accordingly the objects of the Association are:

- (A) 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.
- (B) To lead young people to the Lord Jesus Christ and to fullness of life in Him.
- (C) 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.

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- (D) To provide or assist in the provision of education for persons of all ages with the object of developing their physical, mental or spiritual capacities.
- (E) To relieve or assist in the relief of persons of all ages who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances.
- (F) To provide residential accommodation for persons of all ages who are in need, hardship or distress by reason of their social, physical or economic circumstances.

4. In furtherance of the objects but not otherwise the Association may exercise the following powers:

- (A) To acquire take over and assume apply and deal with *all* or any of the assets and liabilities of the unincorporated Charity known as the Newcastle Young Men's Christian Association (registered charity number 250203) and (without limiting the objects and powers stated in this Memorandum) to carry on the work done by it.
- (B) To apply for and thereafter maintain a Certificate of Affiliation to The National Council of Young Men's Christian Associations (Incorporated).
- (C) To establish and carry on new branches of the Association.
- (D) To promote, provide and carry on or assist in any way in the promotion, provision and carrying on of facilities, societies and clubs of any kind and to arrange and hold meetings, conferences, lectures and training courses.
- (E) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (F) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Association or of similar charitable purposes and to exchange information and advice with them.
- (G) To provide directly or in association with others a counselling and advice service for men and women of all ages
- (H) To raise funds and invite or receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Association shall not undertake any substantial permanent trading activities in *raising* funds for *its* charitable objects.
- (I) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and any rights or privileges and to construct, improve, manage, maintain, alter, fit, equip and furnish any buildings, erections, hostels, houses and residential accommodation and holiday and other camps.
- (J) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association subject to such consents as may be required by law.
- (K) To draw, make, accept endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Association.
- (L) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.
- (M) To solicit receive and accept financial assistance, donations, endowments, gifts (both inter vivos and testamentary), devises, bequests and loans of money, rents, hereditaments and other property whatsoever real or personal and subject or not to any specific charitable trusts or conditions.

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- (N) To borrow or raise money on such terms and on such security as may be thought fit subject to such consents as may be required by law.
- (O) To invest the moneys of the Association or upon such investments, security or property as may be thought fit.
- (P) To permit any money and investments of the Association to be held in the names or under the control of two or more persons or any company or other organisation as nominee or nominees of the Association and to pay such nominee or nominees reasonable and proper remuneration for acting as such.
- (Q) To delegate to any person company or other organisation any of the Association's powers of investment, administration or management of all or any part of the money and investments of the Association.
- (R) To lend any part of the moneys of the Association and to do so with or without interest or security, to enter into guarantees, contracts of indemnity and suretyships of all kinds and to become security for any persons, firms or companies.
- (S) Subject to Clause 5 (A) below to engage and pay any agents and employees and to make all reasonable and necessary provision for the payment of pensions and superannuation to employees, former employees and their dependants.
- (T) To pay all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 5(F) hereof.
- (U) To payout of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.
- (V) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

5. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Association and no member of its Board of Management shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in monies or money's worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:-

- (A) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of the Board) for any services rendered to the Association;
- (B) of interest on money lent by any member of the Association or of the Board at a reasonable and proper rate per annum not exceeding two per cent less than the published base lending rate of a clearing bank to be selected by the Board;
- (C) of fees, remuneration or other benefit in money or monies worth to any company of which a member of the Board may be a member holding not more than 1/100th part of the capital of that company;

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- (D) to any member of the Board of reasonable out-of-pocket expenses.
 - (E) of reasonable and proper rent for premises demised or let by any member of the Association or of the Board; and
 - (F) of any premium in respect of any indemnity insurance to cover the liability of the members of the Board (or any of them) 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 Association provided that any insurance shall not extend to any claim made by any member of the Board arising from any act or omission done or made by that member which that member knew to be a breach of trust or breach of duty or which was done or made by that member in reckless disregard of whether it was a breach of trust or breach of duty or not.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1.00) to the assets of the Association in the event of the same being wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the debts and liabilities of the Association contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to The National Council of Young Men's Christian Association (Incorporated) for its general purposes.

We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association.

Signatures, names and addresses of Subscribers

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ARTICLES OF ASSOCIATION

OF

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INTERPRETATION

1. In these Articles:

"The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association;

"The Association" means the Company intended to be regulated by the Articles;

"the Board" means the Board of Management for the time being of the Association;

"clear days" means in relation to the period of a notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is to take effect;

"the Members" shall mean the members of the Association;

"the Memorandum" means the Memorandum of Association of the Association;

"the National Council" means the National Council of Young Men's Christian Associations (Incorporated);

"the Office" means the registered office of the Association;

"the Seal" means the common seal of the Association;

"the Secretary" means the Secretary, General Secretary or Chief Executive of the Association or any other person appointed to perform the duties of the Secretary of the Association, including joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland.

2. Words importing the singular shall include the plural and vice versa, words importing persons shall include bodies corporated and incorporated and words importing the masculine gender only shall include the feminine gender.

3. Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act.

AFFILIATION

4. In order to enter into the fellowship of the Young Men's Christian Association Movement and to co-operate in its service, the Association will apply annually for the recognised certificate of affiliation and acknowledges that affiliation involves the acceptance of definite obligations in regard to the Basis of Union referred to and the objects expressed in the Memorandum.

5. The work of the Association shall not be given up, nor a meeting called for the purpose of giving up its work without previous reference to the National Council.
6. The Association shall remit annually to the National Council such affiliation fee and comply with such rules relating to affiliation as shall be from time to time prescribed by the National Council.

MEMBERSHIP

7. The Subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the Articles shall be the Members.
8. The number of members of the Association shall be unlimited.
9. The Board may establish other classes of membership subject to such rules as the Board may from time to time determine.

ELECTION OF MEMBERS

10. Members shall be men and women who, having been made aware of the aims and purposes of the Young Men's Christian Association Movement, indicate their desire to join it and accept the responsibilities involved.
11. Any such persons of eighteen years of age and over may be elected by the responsible committee of the Board as Members upon furnishing satisfactory references and upon signing an application requesting membership of the Association and, if elected, authorising the entry in the Register of Members of the Association of the particulars of such newly elected member.
12. The particulars of a newly elected member shall be entered in the register of members of the Association.
13. Members and other classes of members shall make such subscription payments to the funds of the Association as the Board shall from time to time determine.

TERMINATION OF MEMBERSHIP

14. The Board shall have power by majority vote to exclude from membership any Member whose conduct is found, in the reasonable opinion of the Board, to be inconsistent with the purpose of the Association and its rules, or whose general attitude and spirit is found to be prejudicial to the best interests of the Association and its membership. A person sought to be excluded from membership under this article shall be entitled to be given notice of the reason for his or her exclusion and to be heard by the Board (accompanied by a friend if he or she so chooses) before a final decision is made but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Board shall permit.
15. The right of suspension of any Member, until the next Board Meeting, is vested in the Secretary.
16. A Member shall cease to be a Member if the Board so determines (their discretion in this respect being absolute) if that Member fails to pay any subscription which becomes due.
17. Membership shall not be transferable and a Member shall cease to be a Member:

- (a) on giving one month's notice in writing to the Association of his or her resignation;

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- (b) if he or she is excluded from membership under Articles 14 or 16.

GENERAL MEETINGS

18. The Association shall hold an Annual General Meeting not more than 18 months after its incorporation and subsequently once in every year at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board.
19. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
20. The Board may whenever they think fit convene an Extraordinary General Meeting and on a requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition.
21. At least twenty-one clear days notice in writing shall be given of an Annual General Meeting and fourteen days clear notice of an Extraordinary General Meeting specifying the time and place of the meeting and in the case of special business the general nature of the business to be transacted shall be given in manner hereinafter mentioned to all Members and to the Auditors and shall be posted on the official notice board of the Association, but with the consent of all Members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those Members may think fit.
22. 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 the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. 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 appointment of Honorary Officers of the Association, the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
24. No business shall be transacted at any General Meetings unless a quorum is present when the meeting proceeds to business. There shall be a quorum when at least two thirds of the Board (but not less than three members) are present.
25. 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 other cases 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 Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
26. The President if any, shall preside as Chair at every General Meeting or if there is no such President or if he or she shall not be present within five minutes after the time appointed for holding the same or shall be unwilling to preside, the Chair of the Board if present and willing to act shall preside as Chair of the meeting, failing whom the Members present shall choose some other member of the Board or if no such member be present or if all members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
27. The Chair 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 left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty one

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days or more, at least seven days notice of the adjourned meeting shall be given in the same form as for an original meeting. Otherwise it shall not be necessary to give any such notice.

28. 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 Chair or by not less than five Members in person or by a Member or Members present in person and representing one-tenth of the total voting rights of all Members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
29. Subject to the provisions of Article 30, if a poll be demanded in manner aforesaid it shall be taken forthwith or at such time and place and in such manner as the Chair 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.
30. A poll demanded on the election of a Chair of a meeting or on any question of adjournment shall be taken forthwith.
31. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
32. The demand of a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question of which a poll has been demanded.
33. A resolution in writing signed by or on behalf of each Member for the time being entitled to receive notice of and to attend and vote at a General Meeting shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held and may consist of several instruments in like form each executed by or on behalf of one or more Members.

VOTES OF MEMBERS

34. Subject to the provisions of Article 35 every Member shall have one vote which shall be given personally and not by proxy.
35. No Member other than a Member who has paid every subscription and other sum, (if any) which shall be due and payable to the Association in respect of his or her membership shall be entitled to attend at any General Meeting and to vote on any question at any general Meeting.

BOARD OF MANAGEMENT

36. The Board shall consist of:
- (a) the President and any other Honorary officers (ex officio) other than the Treasurer if they shall respectively so elect in writing
 - (b) the Treasurer (ex officio)
 - (c) not less than five nor more than fifteen Members of the Association elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
37. The first members of the Board shall be the subscribers to the Memorandum.
38. In addition the Board may from time to time appoint any Member as a member of the Board, either to fill a casual vacancy or by way of co-option to the Board provided that those appointed by way of

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co-option do not exceed five in number. Any member of the Board so appointed shall retain his or her office only until the next Annual General Meeting, but shall then be eligible for re-election.

POWERS OF BOARD

39. Subject to the provisions of the Act, the Memorandum and the Articles and to any *directions given* by special resolution the business of the Association shall be managed by the Board who may exercise all the powers of the Association. No alteration of the Memorandum or the Articles and no such *direction* shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given. The Board shall *have* Powers to make regulations governing the proceedings of the Association.
40. The members for the time being of the Board may *act notwithstanding any vacancy* in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.
41. At least four meetings of the Board shall be held during each calendar year.
42. The members of the Board may be paid all reasonable travelling, and other expenses properly incurred by them in connection with their attendance at meetings of the Board or committees of the Board or General Meetings or otherwise in discharge of their duties.
43. Subject to the provisions of the Act and to Clause 5 of the Memorandum, the Board may appoint one or more of its number to any unremunerated executive office of the Association. Any such appointment may be made upon such terms as the Board may *determine*. Any appointment of a member of the Board to an executive office shall *terminate if he or she ceases to be a member of the Board*. A member of the Board holding any executive office shall not be subject to retirement by rotation.
44. Except to the extent permitted by Clause 5 of the Memorandum no member of the Board shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a member of the Board in any other contract to which the Association is party.

ROTATION OF MEMBERS OF THE BOARD

45. At the first Annual General Meeting all the members of the Board shall retire from office and at every subsequent Annual General Meeting one third of the members of the Board for the time being (ignoring for the purpose of this calculation the Honorary officers and co-opted Board members), or if their number is not a multiple of three then the number nearest to one third, shall retire from office.
46. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal duration on the Board, the members to retire shall in the absence of agreement be determined by lot. The length of time a member has been in office shall be computed from his or her last election or appointment. A retiring member of the Board shall be eligible for re-election.
47. The Association may, at the meeting at which a member of the Board retires in manner aforesaid fill the vacated office by electing a Member thereto and in default the retiring member shall, if offering himself or herself 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.
48. No member not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be elected to membership of the Board at any General Meeting unless not less than fourteen clear days before the day appointed for the meeting there shall have been given to the Secretary notice in writing by a Member of his or her intention to propose such person for election and also notice in writing signed by ~~One or more of the Charity Commissioners~~

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be elected.

Copies of all nominations shall be posted by the Secretary on the notice board of the Office not less than 14 clear days before the meeting.

49. The Association may from time to time in General Meeting increase or reduce the number of members of the Board 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.

DISQUALIFICATION OF MEMBERS OF THE BOARD

50. The office of a member of the Board shall be vacated if:-

- (a) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors;
- (b) he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) he or she ceases to be a Member;
- (d) by notice in writing to the Secretary he or she resigns his or her office; (But only if at least two Board Members remain in office when the notice of resignation is to take effect)
- (e) he or she ceases to be a member of the Board by reason of any provision of the Act or becomes prohibited by law from being a member of the Board;
- (f) he or she shall for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolve that his or her office be vacated;
- (g) he or she fails to pay his or her subscription to the Association after written request so to do and the Board resolve that his or her office be vacated.

PROCEEDINGS OF THE BOARD

51. The Board may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, there shall be a quorum when at least five members or one third of the number of members of the Board for the time being (whichever shall be greater) are present at the meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
52. The Chair or any two members of the Board may, and on the request of the Chair or any two members of the Board the Secretary shall, at any time, summon a meeting of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. The Board shall from time to time elect from amongst its members a Chair who shall be entitled to preside at all meetings of the Board at which he or she shall be present and the Board may determine for what period he or she is to hold office. If no such Chair be elected or if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting or, if present is unwilling to preside, the members of the Board present shall choose one of their number to be Chair of the meeting.

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54. The Board may delegate any of its powers to committees consisting of such members of the Board as it thinks fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. 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 Board so far as applicable and so far as the same shall not be superseded by any regulation made by the Board provided always that the actions and proceedings of any such committee shall be reported to the Board as soon as reasonably practicable. Unless the Board shall decide otherwise each committee shall have power to co-opt additional members of the committee not exceeding one third of its appointed members, such co-opted members being Members.
55. All acts done by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any member of the Board 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 and was qualified to be a member of the Board.
56. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board and all business transacted at such meetings.
57. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board or of such committee.
58. The meeting of the Board may be held either in person or by suitable electronic means agreed between members of the Board in which all participants may communicate simultaneously with all other participants.

HONORARY OFFICERS

59. The Association may at its Annual General Meeting in each year appoint as Honorary Officers of the Association a President Treasurer and such other Honorary Officers as it shall think fit, all of whom shall take office at the end of the Annual General Meeting at which they are appointed and shall hold office until the end of the Annual General Meeting next after the date on which they came into office but may be re-appointed.

SECRETARY

60. Subject to the provisions of the Act the Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit, provided that no member of the Board may occupy the salaried position of Secretary. Any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

61. The Seal shall be used only by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Board and by the Secretary or a second member of the Board.

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ACCOUNTS

62. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.
63. 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 Board shall think fit and shall always be open to the inspection of the members of the Board.
64. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of the Members not being members of the Board and no Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
65. At the Annual General Meeting in every year the Board shall in accordance with the provisions of the Act lay before the Association proper accounts, balance sheet and reports. Copies of such accounts, 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 thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served provided that this article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDITORS

66. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

ANNUAL REPORT AND ANNUAL RETURN

67. The Board shall comply with the obligations under the Charities Act 1993 (or any re-enactment or modification of that Act) with regard to the preparation of an annual report and annual return and their transmission to the Charity Commissioners.

NOTICES

68. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
69. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his or her address as appearing in the register of members.
70. Any Member with an address in the register of members not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address but save as aforesaid and as provided by the Act only those Members with an address in the register of members within the United Kingdom shall be entitled to receive notices from the Association.
71. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of forty-eight hours after the envelope containing it was posted.
72. A Member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

*On behalf of the Charity Commissioners
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*

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INDEMNITY

73. Subject to the provisions of the Act, every member of the Board or other officer, employee or auditor of the Association shall 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 judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

Signatures, names and addresses of Subscribers

Dated this day of 20

Witness to the above signatures:-

*On behalf of the Charity Commissioners
for England and Wales,
consent is hereby given under
section 64 of the Charities Act 1993
to these proposed amendments.*

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15/2/07