

Company Number 3750674  
Charity Number 1075032

THE COMPANIES ACT 1985-89  
(‘ the Act’)

COMPANY LIMITED BY GUARANTEE  
and without having a share capital

**SPECIAL RESOLUTION**

of

THE NATIONAL FOUNDATION FOR YOUTH MUSIC  
(“the Foundation”)

At an Extraordinary General Meeting of the Foundation on 16<sup>th</sup> May 2000 the following  
Special Resolution was duly passed

“That the Articles of Association attached to this Resolution and marked for the  
purposes of identification ‘A’ be adopted in place of the Foundation’s existing  
Articles of Association from the end of this meeting ”

*Gavin Henderson*

Gavin Henderson, Chairman



\*ERGVC00S\*

EDX 21/5/07 90  
COMPANIES HOUSE



\*AAPYKPQ6\*  
A10 21/05/2007 375  
COMPANIES HOUSE

010-6-07

43

**“A”**

**Company No: 3750674**  
**Charity No : 1075032**

**THE COMPANIES ACT 1985 AND 1989**

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**NEW ARTICLES OF ASSOCIATION**  
**OF**  
**The National Foundation for Youth Music**

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**Incorporated on 8 April 1999**

Withers  
16 Old Bailey  
London  
EC4M 7EG



**COMPANIES HOUSE**

**Companies Act 1985 and 1989**  
**Company limited by guarantee and not having a share capital**

**ARTICLES OF ASSOCIATION OF**  
**The National Foundation for Youth Music**  
**(as adopted by Special Resolution dated 16<sup>th</sup> May 2000)**

**1. Interpretation**

In these Articles

1 1 'the Act' means the Companies Act 1985,

'the Acts' means the Act, the Charities Act 1993, the National Lottery Etc Act 1993 and the National Lottery Act 1998,

'AGM' means an annual general meeting of the Charity,

'these Articles' means these articles of association,

'Chairman' means the chairman of the Trustees,

'Charity' means the company governed by these Articles,

'charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993,

'clear day' means 24 hours from midnight following the relevant event,

'the Commission' means the Charity Commissioners for England and Wales,

'EGM' means an extraordinary general meeting of the Charity,

'member' and 'membership' refer to membership of the Charity,

'Memorandum' means the Charity's Memorandum of Association,

'month' means calendar month,

'Secretary' means the Secretary of the Charity;

'Trustee' means a director of the Charity and 'Trustees' means all of the Directors,

'year' means calendar year.

1 2 Expressions defined in the Act have the same meaning

- 1 3 References to an Act of Parliament are to the Acts as amended or re-enacted from time to time and to any subordinate legislation made under them or any one of them

## 2 **Membership**

- 2 1 The number of members with which the Company proposes to be registered is unlimited
- 2 2 The Charity must maintain a register of members
- 2 3 The members of the Charity are the Trustees from time to time
- 2 4 Membership is automatically terminated if the member concerned ceases, for whatever reason to be a Trustee
- 2.5 Membership of the Charity is not transferable

## 3 **General Meetings of the Members**

- 3 1 Members are entitled to attend general meetings either personally or by proxy. General meetings are called on at least 21 clear days written notice specifying the business to be discussed
- 3 2 There is a quorum at a general meeting if the number of members personally present is at least four
- 3 3 If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting if convened upon the requisition of the 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 to such other day and at such other time and place as the Trustees may determine
- 3.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 3 5 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast on a show of hands unless a poll is (before or upon the declaration of the result of the show of hands) demanded by
- (1) the Chairman, or
  - (2) by at least two members present in person or by proxy.

If a poll is demanded it shall be taken in such manner as the Chairman, acting reasonably directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration by the Chairman

of the result of the poll shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour against such resolution

- 3 6 Except for the chairman of the meeting, who has a second or casting vote, every member present in person has one vote on each issue. On a poll, votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing and shall be in such form and deposited with the Company at such time and in such way as the Trustees shall reasonably direct. If the appointor is an organisation then the proxy shall be appointed under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member.
- 3 7 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 3 8 The Charity may, to the extent permitted by law, elect to dispense with holding an AGM in every year.
- 3 9 Any general meeting which is not an AGM is an EGM.
- 3 10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least four members.

#### **4 The Trustees**

- 4 1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 4 2 The Trustees when complete consists of at least four members.
- 4 3 The Trustees in office on 1 January 2000 shall be deemed to have been appointed for a term expiring at the end of the first Trustees' meeting following the end of the third financial year of the Charity. One third (or the number nearest one third) of the Trustees in office on 1 January 2000 shall retire at the end of the first Trustees' meeting following the end of the first, second and third financial years of the Charity, the order for such retirement being determined by the alphabetical order of the Trustees' surnames. All such retiring Trustees shall be eligible for re-appointment in accordance with Article 4 4.
- 4 4 The Trustees may appoint (or re-appoint as the case may be) a person who is willing to act as a Trustee, either to fill a vacancy or as an additional Trustee for such term not exceeding three years as the Trustees shall determine.
- 4 5 A Trustee's term of office automatically terminates if he or she
  - (1) is disqualified under the Charities Act 1993 from acting as a charity

trustee,

- (2) is incapable, whether mentally or physically, of managing his or her own affairs,
- (3) is absent without consent from the Trustees from four consecutive meetings of the Trustees,
- (4) ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity),
- (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or
- (6) is removed in accordance with section 303 of the Act

4 6 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **5 Proceedings of Trustees**

5 1 The Trustees must hold at least four meetings each year

5 2 A quorum at a meeting of the Trustees is four Trustees

5 3 A meeting of the Trustees may be held either in person or by suitable electronic or telephonic means agreed by the Trustees in which all participants may communicate with all the other participants

5 4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

5 5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).

5 6 Except for the chairman of the meeting, who has a second or casting vote, every Trustee has one vote on each issue

5 7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **6 Powers of Trustees**

The Trustees have the following powers in the administration of the Charity

6 1 to appoint (and remove) any suitable person (who may, but need not, be a

member) to act as Secretary to the Charity in accordance with the Act,

- 6 2 to appoint a Chairman, Treasurer and other honorary officers from among their number,
- 6 3 to determine from time to time the terms and membership of the Charity's committees (which shall include but need not be limited to Trustees) and to delegate any of their functions to such committees, all proceedings of committees must be reported promptly to the Trustees, but any procedural defect of which the committee members are unaware shall not invalidate decisions take by such committee),
- 6 4 to make rules and regulations consistent with the Memorandum, these Articles and the Acts to govern proceedings at general meetings, their meetings and meetings of committees,
- 6 5 to make rules consistent with the Memorandum, these Articles and the Acts to govern the administration of the Charity and the use of its seal (if any);
- 6 6 to establish procedures to assist the resolution of disputes within the Charity,
- 6 7 to exercise any powers of the Charity which are not reserved to a general meeting,
- 6 8 to confer on any individual other than a Trustee (with the consent of that individual) the honorary title of patron, president or vice president (or such other honorary title as the Trustees may determine) of the Charity

## **7 Records and Accounts**

- 7 1 The Trustees must comply with the requirements of the Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commissioners of
  - (1) annual reports;
  - (2) annual returns,
  - (3) annual statements of account.
- 7 2 The Trustees must keep proper records of
  - (1) all proceedings at general meetings,
  - (2) all proceedings at meetings of the Trustees;
  - (3) all reports of committees;
  - (4) all professional advice obtained

7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours

7 4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or to any other person who makes a written request and pays the Charity's reasonable costs, within two months

## **8 Notices**

8 1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.

8 2 The only address at which a member is entitled to receive notices is the address shown in the register of members

8 3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address,
- (4) on the date of publication of a newspaper containing the notice,
- (5) on being handed to the member (or, in the case of a member organisation, its authorised representative) personally; or, if earlier,
- (6) as soon as the member acknowledges actual receipt

8 4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **9 Dissolution**

The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here



Company Number 3750674  
Charity Number 1075032

THE COMPANIES ACT 1985-89  
("the Act")

COMPANY LIMITED BY GUARANTEE  
and without having a share capital

**ELECTIVE RESOLUTIONS**

of

THE NATIONAL FOUNDATION FOR YOUTH MUSIC  
("the Foundation")

At an Extraordinary General Meeting of the Foundation held on 16<sup>th</sup> May 2000 the following Elective Resolutions were duly passed

**Elective Resolution 1** "That pursuant to Section 366A of the Act, the Foundation elects to dispense with the holding of Annual General Meetings "

**Elective Resolution 2** "That pursuant to Section 386 of the Act, the Foundation elects to dispense with the obligation to appoint auditors annually "

**Elective Resolution 3** "That pursuant to Section 252 of the Act, the Foundation elects to dispense with the laying of accounts and reports before the Foundation in General meeting "

*Gavin Henderson*

Gavin Henderson, Chairman

