

Newcastle Upon Tyne
Annual General Meeting 21st November 2001

Agenda 3:14

Resolutions

The Board of Directors of Newcastle Upon Tyne YMCA seek to amend two articles of the Association. It is resolved that amendment should be made to article 32- Length of Membership and Article: Frequency of Meeting

Resolutions

1. The Board of Directors of Newcastle Upon Tyne YMCA resolve to amend:
Article 32 Length of Membership.

From,: Any member who has been a member of the Association for over one year and is over the age of eighteen shall be eligible to hold office as a member of the Board. Honorary Officers of the Association to be members of the Board ex-officio.

To-Any member who has been a member of the Association for over six months and is over the age of eighteen shall be eligible to hold office as a member of the Board. Honorary officers of the Association shall be members of the Board ex-officio

2. The Board of Directors of Newcastle Upon Tyne resolve to amend.

Article 35: Frequency of meetings,

From:Not more than three months shall elapse between each meeting of the Board.

To:The Board will meet at least four times a year.



THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF NEWCASTLE UPON TYNE Y.M.C.A.

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

"the Act"

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

"the Articles"

These Articles of Association.

"the Association"

The above-named Company.

"the Board"

The Board of Management for the time being of the Association.

"the Office"

The registered office of the Association.

"the Seal"

The common seal of the Association.

"the Secretary"

Any person appointed to perform the duties of secretary of the Association.

"the United Kingdom"

Great Britain and Northern Ireland.

"month"

Calendar month.

"year"

Calendar year.

"clear days"

In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number and vice versa. Words importing persons shall include corporations.

Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association.

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

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions hereafter contained shall be members of the Association.

MEMBERS

4. For the purposes of registration the number of members of the Association shall be unlimited.

5. Membership shall be open to men and women over the age of seventeen.

6. For the purposes of the Act there shall be only one class of membership. Other classes of membership may be established from time to time by the Board but persons admitted to those classes shall not be members for the purposes of the Act or the Articles. The Board shall also have power at its discretion to discontinue admission to any class of membership not conferring membership for the purposes of the Act or to close down any such class or classes. Particulars of persons admitted to such class or classes will not be entered in the register of members.

7. Members other than the subscribers to the Memorandum of Association shall be such persons as shall sign the declaration hereinafter mentioned, and be duly proposed by a member of the Association and elected members by the Board upon such evidence as the Board may deem satisfactory touching their suitability in all respects to be members of the Association. The discretion of the Board in this respect shall be absolute and they may postpone the matter for further consideration and refuse to elect any person proposed without giving any reason for such postponement or refusal.

8. Every proposal for election to membership of a member shall be made in writing, signed by the candidate and by the member proposing him or her. Each person desiring to become a member of the Association shall sign and hand to the Association the prescribed form of application for membership which shall include the following declaration namely:-

"I wish to be elected a member of [] Y.M.C.A. and hereby commit myself to and will co-operate in the objects and principles for which the Association stands".

9. Membership shall not be transferable and a member of the Association shall cease to be a member:

(a) if he or she resigns by giving one month's notice in writing of his or her resignation;

(b) if he or she is excluded from membership under Article 10;

(c) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

10. Any member may be excluded from membership of the Association for good and sufficient reason by resolution of at least three-fourths of the Board present and voting at a Board meeting at which not less than two-thirds of the total number of members of the Board shall be present. Such members shall have seven clear days notice sent to him or her of the Board meeting and the member shall be entitled to attend the meeting and be heard in defence but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Board shall permit.

GENERAL MEETINGS

11. The Association shall hold an Annual General Meeting not more than eighteen months after its incorporation and subsequently once in every year at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Board.

12. All General Meetings, other than Annual General Meetings, shall be called Extraordinary Meetings.

13. 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.

14. Twenty-one clear days notice in writing at least of an Annual General Meeting and of an Extraordinary General Meeting convened to pass a Special Resolution and fourteen days clear notice in writing at least of every other 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, but with the consent of all the 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.

15. The accidental omission to give 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

16. 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.

17. No business shall be transacted at any General Meetings unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided that two thirds of the Board (but not less than three members) personally present shall be a quorum.

18. 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 Board may determine.

19. 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 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.

20. 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 the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for twenty one 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.

21. 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 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 the members have 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.

22. Subject to the provisions 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 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.

23. A poll demanded on the election of a Chair of a meeting or on any question of adjournment shall be taken forthwith.

24. 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.

25. The demand of a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

26. 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

27. Subject as hereinafter provided, every member shall have one vote which shall be given personally and not by proxy.

28. No member other than a member duly registered who shall have 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 vote in any question at any General Meeting.

BOARD OF MANAGEMENT

29. Until otherwise determined by ordinary resolution at a General Meeting, the number of members of the Board shall not be less than five but shall not be subject to any maximum.
30. The first members of the Board shall be the subscribers to the Memorandum of Association.
31. Subject to the provisions of Article 32 the Board may from time to time appoint any member of the Association as a member of the Board, either to fill a casual vacancy or by way of addition to the Board. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but the member shall then be eligible for re-election.
32. *Any person who has been a member of the Association for over six months and is over the age of eighteen shall be eligible to hold office as a member of the Board. Honorary Officers of the Association shall be members of the Board ex-officio.*

POWERS OF BOARD

33. Subject to the provisions of the Act, the Memorandum of Association of the Association and the Articles and to any directions given by special resolution the business of the Association shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit and may exercise all such powers of the Association. No alteration of the said Memorandum of the Articles and no such direction shall invalidate any prior act if the Board which would have been valid if that alteration had not been made or that direction had not been given.
34. 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 purposes 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.
35. *The Board will meet at least four times a year.*

ROTATION OF MEMBERS OF THE BOARD

36. At the first Annual General Meeting all 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, or if their number is not multiple of three then the number nearest to one third, shall retire from office.
37. The members of the Board to retire shall be those who have been the longest in office since their last election or appointment. As between members of equal seniority, 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.

38. 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.

39. No person 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 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 vote at the meeting for which such notice is given of his or her intention to propose such person for election and also notice in writing signed by the person to be proposed of his or her willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is given to the Secretary and the day appointed for the meeting, there shall be not less than fourteen nor more than twenty-eight intervening days. Copies of all nominations shall be posted by the Secretary on the notice board of the office not less than ten clear days before the meeting.

40. 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

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

(a) he or she become bankrupt or makes any arrangement or composition with his or her creditors.

(b) he or she becomes incapable by reason of mental disorder or exercising his or her functions as such member.

(c) he or she ceases to be a member of the Association.

(d) by notice in writing to the Association he or she resigns his or her office.

(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 is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

(g) he or she shall for more than 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.

(h) he or she fails to pay his or her subscription to the Association from time to time due after written request so to do and the Board resolve that his or her office be vacated.

PROCEEDINGS OF THE BOARD

42. 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, two-fifths but not fewer than three members of the

Board shall be a quorum. 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.

43. A member of the Board may, and on the request of a member 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.

44. The Board shall from time to time elect from one of their number 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 but 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.

45. The Board may delegate any of their powers to committees consisting of such member or members of the Board 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 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.

46. 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.

47. 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.

48. 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.

HONORARY OFFICERS

49. 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

50. Subject to 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 and any Secretary so appointed may be removed by them. Provided that no member of the Board may occupy the salaried position of Secretary. 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.

51. The right to suspend any member until the next meeting of the Board is vested in the Secretary.

THE SEAL

52. 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.

SUBSCRIPTION

53. Members shall subscribe to the funds of the Association on the basis to be determined by the Board.

ACCOUNTS

54. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.

55. 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.

56. 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 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.

57. 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. The Auditors' report shall be open to inspection and read before the meeting.

AUDIT

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

Names and Addresses of Subscribers

Dr. Ivor J.C. Frew
6, Wentworth Grange, The Grove
Gosforth, Newcastle Upon Tyne

Rev. James Breslin
21, The Riding, Kenton
Newcastle Upon Tyne, NE3 4LQ

Mr. John R. Bernasconi
37, Montague Court, Gosforth
Newcastle Upon Tyne, NE3 4JL

Mr. Haydn Davies Jones
155, Eastern Way, Darras Hall
Ponteland, NE20 9RH

Ms. Margaret Hunt
Hodgefield, 111 New Ridley Road
Stocksfield
Northumberland NE43 7EH

Mr. Harry Howell
60, Ladywell Way, Ponteland
Newcastle Upon Tyne NE20 9TE

Mrs Rosemary Jackson
184, Darras Road, Ponteland
Newcastle Upon Tyne NE20 9AF

Mr. William Drury
7, Langley More, Station Road
Forest Hall
Newcastle Upon Tyne NE12 0FN

Dated: 4th. February 1998

Witness to the above signatures:-

A.K. Walker
32 Portland Terrace
Newcastle upon Tyne

Solicitor

INDEMNITY

59. The members of the Board and other officers, employees and Auditors for the time being of the Association acting in relation to any of the Affairs of the Association shall be indemnified out of the assets of the Association from and against any liability incurred by them in the discharge of their duties to the extent permitted by the Act.

DISSOLUTION

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in the Articles.

NOTICES

61. 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.

62. 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.

63. 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.

64. 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.

65. 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.