

Company Number: 2685808

THE COMPANIES ACTS 1985 TO 2006

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum & Articles of Association
of
Sutton Coldfield Young Men's Christian Association
as amended by special resolution dated 7 October 2009

Incorporated the 10 day of February 2002

THE COMPANIES ACTS 1985 TO 2006

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

Memorandum of Association

of

Sutton Coldfield Young Men's Christian Association

1. The Company's name is "Sutton Coldfield Young Men's Christian Association" (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 people of all ages with the object of improving their conditions of life.
- (D) To provide or assist in the provision of education for people of all ages with the object of developing their physical, mental or spiritual capacities.
- (E) To relieve or assist in the relief of people of all ages who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances.
- (F) To provide, improve and manage houses and hostels providing residential accommodation for people of all ages upon terms appropriate to their means.

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 Sutton Coldfield Young Men’s Christian Association (registered charity number 250111 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 people 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.
 - (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 in 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.
 - (S) To enter into guarantees, contracts of indemnity and suretyships of all kinds and to become security for any persons, firms or companies.
 - (T) Subject to Clause 5 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.
 - (U) To pay all reasonable and proper premiums in respect of indemnity insurance effected in accordance with Clause 5(H).
 - (V) To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.
 - (W) To do all such other lawful things as are conducive to 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 and no member of the Board 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 of :
- (A) any benefit provided to any Member, member of the Board or Connected Person in their capacity as a beneficiary of the Association;
 - (B) any payments made to any member of the Board officer or auditor under the indemnity provisions set out at Article 100;

- (C) reasonable and proper remuneration to any Member, officer or servant of the Association (not being a member of the Board or a Connected Person) for any goods or services rendered to the Association so far as such payment would be permitted to a charity trustee under the conditions of Section 73A of the Charities Act 1993;
- (D) interest on money lent by any Member or member of the Board or Connected Person 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;
- (E) fees, remuneration or other benefit in money or monies worth to any company of which a Member, member of the Board or Connected Person may be a member holding not more than 1/100th part of the capital of that company;
- (F) to any member of the Board of reasonable out-of-pocket expenses;
- (G) reasonable and proper rent for premises demised or let by any Member, member of the Board or Connected Person; and
- (H) any premium in respect of any indemnity insurance to cover the liability of the members of the Board 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 including without limitation to any liability to make a contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:
 - i. any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
 - ii. any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her;
 - iii. any liability to pay a fine; or
 - iv. in relation to any liability to make a contribution to the Association's assets as specified in section 214 of the Insolvency Act 1986 any liability to make such a contribution where the basis of the Board member's liability is his or her knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation.
- (I) reasonable and proper remuneration to any member of the Board or Connected Person for any goods and services supplied to the Association on the instructions of the Board so long as such payment or transaction is:
 - i. permitted in accordance with, and is subject to the conditions in, 73A of the Charities Act 1993; or
 - ii. previously and expressly authorised in writing by the Charity Commission.

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) to be held in trust for a period of 25 years.
9. We, the Subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association.

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

Names and addresses of Subscribers

Howard O.P. Hodgson
19 Wilton Place
London
SW1X 8RL

Anthony R. Cadwallader
119 Beacon Street
Lichfield
WS13 7BJ

John Day
19 Pugin Gardens
New Oscott
Birmingham
B23 5YF

Graeme Beech
134 Westwood Road
Banner's Gate
Sutton Coldfield
West Midlands
B73 6UH

Alan G. Garnett
43 Alder Lane
Balsall Common
West Midlands
CV7 7DZ

Andrew A. Waters
21 Bracebridge Road
Four Oaks
Sutton Coldfield
West Midlands
B74 2SB

Alan M. Rudge
49 Goldleslie Road
Wylde Green

Sutton Coldfield
West Midlands
B73 5PF

Anthony D. Dixon
Newick Edge
1 Newick Avenue
Little Aston Park
Sutton Coldfield
West Midlands
B74 3DA

David H. Smith
50 Pitsford Drive
Loughborough
Leicestershire
LE11 0NY

John H. Wearing
25 Upper Holland Road
Sutton Coldfield
West Midlands
B72 1SU

Dated this 29th day of January 1992

Angela Beatrice Hall,
14 Florence Avenue,
Wylde Green,
Sutton Coldfield,
West Midlands
B73 5NQ.

Chief Executive

THE COMPANIES ACTS 1985 TO 2006
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Articles of Association

of

Sutton Coldfield Young Men's Christian Association

INTERPRETATION

1. In these Articles and in the Memorandum:

“address” includes a number or address used for the purposes of sending or receiving documents by electronic means;

“Articles” means these Articles of Association;

“Association” means the company intended to be regulated by the Articles;

“Board” means the board of directors for the time being of the Association which shall comprise the directors of the Association as defined in the Companies Acts;

“circulation date” in relation to a written resolution has the meaning given to it in the Companies Acts;

“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;

“Code of Governance” means the code of governance as agreed by the Board from time to time

“Companies Acts” has the meaning given to it in section 2 of the Companies Act 2006;

“Connected Person” has the meaning given in section 252 of the Companies Act 2006;

“electronic form” and “electronic means” have the meanings respectively given to them in the Companies Act 2006;

“hard copy” and “hard copy form” have the meanings respectively given to them in the Companies Act 2006;

“Members” shall mean the members of the Association;

“Memorandum” means the Memorandum of Association of the Association;

“National Council” means the National Council of Young Men’s Christian Associations (Incorporated);

“Office” means the registered office of the Association;

“Secretary” means the company secretary (if any) including joint, assistant or deputy company secretary;

“United Kingdom” means Great Britain and Northern Ireland.

2. In these Articles and the Memorandum words importing the singular shall include the plural and vice versa, words importing persons shall include bodies corporate and unincorporated and words importing the masculine gender only shall include all genders.
3. Unless the context otherwise requires, words or expressions contained in the Articles shall bear the same meaning as in the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provision of the Companies Act 2006 for the time being in force.
4. Any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

AFFILIATION

5. 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.
6. 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.
7. 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

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

ELECTION OF MEMBERS

11. Members shall be people 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 including being bound by the Memorandum and Articles of Association.

12. Subject to Article 13 any such persons of 18 years of age and over may be elected by 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.
13. A person may not be elected as a Member if he or she would immediately cease to be a Member or a member of the Board under the Articles.
14. The particulars of a newly elected Member shall be entered in the register of members of the Association.
15. Members shall make such subscription payments to the funds of the Association as the Board shall from time to time determine.

TERMINATION OF MEMBERSHIP

16. The Board shall have power by majority vote to expel any Member whose conduct is found, in the reasonable opinion of the Board, to be inconsistent with the purposes of the Association and its rules, or inconsistent with the Code of Governance, 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 proposed 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.
17. The Secretary or, if no Secretary is appointed, such person as the Board may authorise for the purpose may suspend any Member until the next Board meeting on the same grounds as the Board may expel a Member.
18. 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.
19. Membership shall not be transferable and a Member shall cease to be a Member:
 - 19.1 on giving one month's notice in writing to the Association of his or her resignation;
 - 19.2 if he or she is expelled under Articles 16 or 18; or
 - 19.3 if he or she ceases to be a member of the Board.

GENERAL MEETINGS

20. The Board may call a general meeting at any time. The Board shall call a general meeting on receiving a requisition to that effect signed by at least 10% of the Members having the right to attend and vote at general meetings. In default the requisitionists may call a general meeting in accordance with the Companies Acts.

Length of notice

21. Unless Article 22 applies, all general meetings shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
22. A general meeting may be called by shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting and together representing at least 90% of the total voting rights at that meeting of all the Members.

Contents of Notice

23. Every notice calling a general meeting shall specify the place, day and time of the meeting and the general nature of the business to be transacted. If a special resolution is to be proposed the notice shall include the proposed resolution and specify that it is proposed as a special resolution. In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the Member of his or her right to appoint another person as his or her proxy at a general meeting.

Service of Notice

24. Notice of general meetings shall be given to every Member, to the Board, to any patron(s) and to the auditors of the Association.

Manner of serving notice

25. Notice of general meetings shall be served in accordance with Articles 85 to 89.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

26. No business shall be transacted at any general meetings unless a quorum is present when the meeting proceeds to business. 5 persons entitled to vote on the business to be transacted, each being a Member or a proxy for a Member shall be a quorum.
27. 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.

Chair

28. 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 meeting 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, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed chair of the meeting.

Adjournment

29. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as for an original meeting. Otherwise it shall not be necessary to give any such notice.

Poll

30. 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:
 - 30.1 by the chair of the meeting; or
 - 30.2 by any person who, by virtue of being appointed proxy for one or more Members, entitled to attend and vote at the meeting, holds two or more votes; or
 - 30.3 by at least two Members present in person or by proxy and having the right to vote at the meeting; or
 - 30.4 by a Member or Members present in person or by proxy representing at least one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
31. 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 of the meeting 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.
32. Subject to the provisions of Article 33, if a poll is demanded 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.
33. A poll demanded on the election of a chair of a meeting or on any question of adjournment shall be taken forthwith.
34. 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.

Votes of Members

35. On a show of hands and on a poll every Member present in person or by proxy shall have one vote.

- 36. 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 or to vote on any question at any general meeting.
- 37. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and binding.

Proxies

- 38. The appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“Sutton Coldfield Young Men’s Christian Association”

Name of Member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Association to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1	*for	*against	*abstain	*as the proxy thinks fit
Resolution No. 2	*for	*against	*abstain	*as the proxy thinks fit
All other resolutions properly put to the meeting	*for	*against	*abstain	*as the proxy thinks fit

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed

Dated.....

- 39. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Board shall be served in any of the following ways:
 - 39.1 In the case of an appointment in writing, it shall be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or specified in any instrument of proxy sent by the Association in relation to the meeting and shall be so deposited at least 48 hours before the time for holding

the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- 39.2 In the case of an appointment sent by electronic means, it shall be sent to an address that has been specified for the purpose of receiving documents or information by electronic means and must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 39.3 In the case of a poll taken more than 48 hours after it is demanded, the appointment shall be so deposited or received after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 39.4 Where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, the appointment shall be delivered at the meeting at which the poll was demanded to the chair of the meeting or to the Secretary (if any) or to any member of the Board;
- 39.5 and a proxy appointment which is not deposited, delivered or received in a manner so permitted shall be invalid.
40. A proxy appointment may be revoked by delivery to the Association of a notice given by or on behalf of the person by whom or on whose behalf the appointment was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a Member in person at a meeting automatically revokes any appointment by that Member of a proxy.

WRITTEN RESOLUTIONS

41. Subject to Article 45 a written resolution of the Association passed in accordance with these Articles 41 to 51 shall have effect as if passed by the Association in general meeting.
42. A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members.
43. A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
44. In relation to a resolution proposed as a written resolution of the Association, the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
45. A Members' resolution under the Companies Acts removing a member of the Board or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
46. A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Association's auditors in accordance with the Companies Acts.

47. A Member signifies agreement to a proposed written resolution when the Association receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
48. If the document is sent to the Association in hard copy form, it is authenticated if it bears the Member's signature.
49. If the document is sent to the Association by electronic means, it is authenticated if it is from an e-mail address specified by the Member to the Association for the purposes of receiving documents or information by electronic means.
50. A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
51. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

BOARD

Composition of the Board

52. Unless the Board decides otherwise the minimum number of members of the Board is 5 and there is no maximum.
53. The number of members of the Board must always be same as the number of Members.
54. The appointment of a member of the Board is not to take effect until he or she has signed the prescribed Companies House form. The appointment of any person as a member of the Board who has not done so within one month of appointment is to lapse unless the Board resolves that there is good cause for the delay.
55. No person may be a member of the Board:
 - 55.1 unless he or she is a Member;
 - 55.2 unless he or she has indicated his or her acceptance of the responsibilities involved including being bound by the Memorandum and Articles of Association and Code of Governance; or
 - 55.3 if he or she would immediately cease to hold office under Article 66.
56. Subject to Articles 54 and 55 each of the Members is to be a member of the Board.
57. Since each Member is also to be a member of the Board and the Board recognises the need to have a range of skills represented amongst the members of the Board, the Board will whenever possible seek to ensure that Members are elected who will add to the skills of the Board as a whole.
58. The Association may from time to time in general meeting increase or reduce the number of members of the Board.
59. Subject to the provisions of the Companies Acts 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.

Powers of Board

60. Subject to the provisions of the Companies Acts, 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 direction by special resolution 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.
61. The Board shall have power to make, repeal and alter regulations governing the proceedings of the Association provided that such regulations shall not be inconsistent with the Memorandum and the Articles.
62. The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that if there are fewer members of the Board 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 Members or of summoning a general meeting but not for any other purpose.
63. 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.
64. The Board may delegate any of its powers to committees consisting of one or more 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.
65. 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.

Disqualification of Members of the Board

66. The office of a member of the Board shall be vacated if:-
 - 66.1 he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 66.2 he or she ceases to be a Member;
 - 66.3 by notice in writing to the Board he or she resigns his or her office, but only if at least two members of the Board remain in office when the notice of resignation is to take effect;

- 66.4 he or she ceases to be a member of the Board by reason of any provision of the Companies Acts or becomes prohibited by law from being a member of the Board;
- 66.5 he or she shall for three consecutive meetings of the Board have been absent without permission of the Board and the Board resolves that his or her office be vacated; or
- 66.6 he or she fails to pay his or her subscription to the Association after written request so to do and the Board resolves that his or her office be vacated.

Proceedings of the Board

- 67. The Board may conduct its proceedings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, there shall be a quorum when at least 5 members 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 of the meeting shall have a second or casting vote.
- 68. The Chair or any two members of the Board may, and on the request at any time, of the Chair or any two members of the Board the Secretary (if any) shall, summon a meeting of the Board.
- 69. At least four meetings of the Board shall be held during each calendar year.
- 70. 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. 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.
- 71. 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, or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and was entitled to vote.

Virtual Meetings

- 72. A meeting of the Board may be held by telephone or other electronic or virtual means agreed by resolution of the Board in which all participants may communicate simultaneously with all other participants.

Decisions without a Meeting

- 73. The Board may take a unanimous decision without a Board meeting by indicating to each other by any means, including without limitation by electronic means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each member of the Board or to which each member of the Board has otherwise indicated agreement in writing.
- 74. The Board may take a majority decision without holding a Board meeting if:

- 74.1 a member of the Board has become aware of a matter on which the Board needs to take a decision;
- 74.2 that member of the Board has made the Board aware of the matter and the need for a decision;
- 74.3 the members of the Board have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- 74.4 a majority of the members of the Board indicate their agreement by any means to a particular decision on that matter.

Conflicts of Interest

75. If a member of the Board is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association, he or she must declare the nature and extent of that interest to the other members of the Board.
76. In accordance with the Companies Act 2006, the declaration may be made at a meeting of the members of the Board or by written notice.
77. If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
78. Any required declaration of interest must be made before the Association enters into the transaction or arrangement.
79. A declaration is not required in relation to an interest of which the member of the Board is not aware or where the member of the Board is not aware of the transaction or arrangement in question. For this purpose a member of the Board is treated as being aware of matters of which he or she ought reasonably to be aware.
80. A member of the Board need not declare an interest:-
 - 80.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
 - 80.2 if, and to the extent that, the other members of the Board are already aware of it (and for this purpose the other members of the Board are treated as being aware of anything of which they ought reasonably to be aware).
81. A member of the Board may enter into a transaction or arrangement with the Association only if and to the extent that such an arrangement is authorised by Clause 5 of the Memorandum.
82. Where, for whatever reason, a member of the Board has any form of indirect interest in relation to a transaction or arrangement with the Association (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Memorandum or the Articles then it may be authorised by those members of the Board not having a conflict provided that:-
 - 82.1 the member of the Board with the conflict (and any other interested member of the Board) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

- 82.2 the members of the Board who do not have a conflict in relation to the matter in question consider it is in the best interests of the Association to authorise the transaction.
83. The members of the Board who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the member of the Board with the conflict and/or any other interested member of the Board should absent themselves from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

Irregularities

84. The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

COMMUNICATIONS BY AND TO THE ASSOCIATION

85. Subject to the provisions of the Companies Acts and these Articles:
- 85.1 a document or information (including any notice) to be given sent or supplied to any person pursuant to these Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Association) by making it available on a website.
- 85.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 85.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner, or if the recipient is deemed to have so agreed in accordance with the Companies Acts.
86. Any document or information (including any notice) sent to a Member under the Articles may be sent to the Member's postal address as shown in the Association's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the Member, provided that:
- 86.1 a Member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him or her or an address to which notices may be sent by electronic means, shall be entitled to have notices given to him at that address but otherwise no such Member shall be entitled to receive any notice from the Association; and
- 86.2 the Association is not required to send notice of a general meeting or a copy of its annual report and accounts to a Member for whom it no longer has a valid address.
87. Any document to be served on the Association or on any officer of the Association under the Articles may only be served:

- 87.1 in the case of documents in hard copy form, by sending or delivering them to the Office or delivering them personally to the officer in question; or
- 87.2 in the case of documents in electronic form, by sending them by electronic means:
- 87.2.1 to an address notified to the Members for that purpose; and
- 87.2.2 from an address previously notified to the Association by the Member (other than by electronic means) for the purpose of sending and receiving documents and information.
88. A Member present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
89. If a document or information is sent or supplied under the Articles:
- 89.1 If the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
- 89.2 If the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 89.3 If the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:
- 89.3.1 the material is first made available on the website; or
- 89.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

HONORARY OFFICERS

90. The Association may in general meeting or by written resolution 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 general meeting at which they are appointed and shall hold office for such period as may be determined at the time of their appointment. At the end of his or her term of office an Honorary Officer may be re-appointed for a further term.

SECRETARY

91. Subject to the Companies Act 2006, a Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 91.1 anything authorised or required to be given or sent to or served on the Association by being sent to its Secretary may be given or sent to, or served on the Association itself and if addressed to the Secretary shall be treated as addressed to the Association; and

- 91.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to a member of the Board or a person authorised generally or specifically in that behalf by the Board.
92. 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.

MINUTES

93. The Board shall cause minutes to be made in books kept for the purpose:
- 93.1 of all appointments of officers made by the Board;
- 93.2 of all resolutions of the Association and of the Board; and
- 93.3 of all proceedings at meetings of the Association and of the Board, and of committees of the Board, including the names of the members of the Board present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Board meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or member of the Board, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

ACCOUNTS

94. The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Acts and of the Charities Act 1993.
95. The accounting records shall be kept at the Office or, subject to the provisions of the Companies Acts, 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.
96. 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.
97. Annual accounts and reports must be circulated in accordance with the requirements of the Companies Acts.

AUDITORS

98. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

ANNUAL REPORT AND ANNUAL RETURN

99. 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 Commission.

INDEMNITY

100. Subject to the provisions of the Companies Acts, 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.

TRUSTEES' INDEMNITY INSURANCE

101. The Board shall have power to resolve pursuant to Clause 5(H) of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

Names, Addresses and Description of Subscribers

Names & Addresses of Subscribers	Category	Signed	Witnesses
Graeme Beech 134 Westwood Road Banner's Gate Sutton Coldfield B73 6UH			
Anthony R Cadwallader 119 Beacon Street Lichfield WS13 7BJ			
John Day 19 Pugin Gardens New Oscott Birmingham B23 5YF			
Anthony D Dixon Newick Edge 1 Newick Avenue Little Aston Park Sutton Coldfield B74 3DA			
Alan G Garnett 43 Alder Lane Balsall Common West Midlands CV7 7DZ			
Howard O P Hodgson 19 Wilton Place London SW1X 8RL			
Alan M Rudge 49 Goldleslie Road Wylde Green Sutton Coldfield B73 5PF			
David H Smith 50 Pitsford Drive Loughborough LE11 0NY			

Andrew A Waters
21 Bracebridge Road
Four Oaks
Sutton Coldfield
B74 2SB

John H Wearing
25 Upper Holland Road
Sutton Coldfield
B72 1SU