

Company number: 6226595

The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

**Memorandum
and
Articles of Association
of
The British Youth Council**

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The Companies Acts 1985 to 2006

Company Limited by Guarantee and not Having a Share Capital

Memorandum of Association

of

The British Youth Council

Name

1. The name of the Charity is The British Youth Council.

Registered office

2. The registered office of the Charity is to be in England.

Objects

3. The Objects are to: advance the spiritual, educational and physical welfare of young people in any manner which is now, or may be hereinafter deemed by law to be charitable, including maintaining contact with similar bodies working in the same field overseas.

Powers

4. The Charity has the following powers, which may be exercised only in promoting the Objects:
 - 4.1 To promote or carry out research.
 - 4.2 To provide advice.
 - 4.3 To provide training and informal education to young people.
 - 4.4 To campaign on behalf of young people.
 - 4.5 To develop and deliver programmes for young people.
 - 4.6 To work internationally.
 - 4.7 To publish or distribute information.
 - 4.8 To co-operate with other bodies.
 - 4.9 To support, administer or set up other charities.
 - 4.10 To raise funds (but not by means of taxable trading).

- 4.11 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 4.12 To acquire or hire property of any kind.
- 4.13 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.14 To make grants or loans of money and to give guarantees.
- 4.15 To set aside funds for special purposes or as reserves against future expenditure.
- 4.16 To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.17 To delegate the management of investments to a financial expert, but only on terms that:
- (1) the investment policy is set down in writing for the financial expert by the Trustees;
 - (2) every transaction is reported promptly to the Trustees;
 - (3) the performance of the investments is reviewed regularly with the Trustees;
 - (4) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (5) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (6) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (7) the financial expert must not do anything outside the powers of the Trustees.
- 4.18 To arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required.

- 4.19 To deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian, and to pay any reasonable fee required.
- 4.20 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 4.21 To pay for indemnity insurance for the Trustees.
- 4.22 Subject to clause 5, to employ paid or unpaid agents, staff or advisers.
- 4.23 To enter into contracts to provide services to or on behalf of other bodies.
- 4.24 To establish or acquire subsidiary companies to assist or act as agents for the Charity.
- 4.25 To pay the costs of forming the Charity.
- 4.26 To do anything else within the law which promotes or helps to promote the Objects.

5. Benefits to Members and Trustees

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members but:
 - (1) members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied;
 - (2) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - (3) members (including Trustees) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Charity; and
 - (4) Members (including Trustees) who are also beneficiaries may receive charitable benefits in that capacity.
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
 - (1) as mentioned in clauses 4.20 (indemnity insurance), 5.1(2) (interest), 5.1(3) (rent), 5.1(4) (charitable benefits) or 5.3 (contractual payments);
 - (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;

- (3) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
 - (4) payment to any company in which a Trustee has no more than a 1 per cent shareholding; and
 - (5) in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 5.3 A Trustee may not be an employee of the Charity, but a Trustee or a connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit if:
- (1) the goods or services are actually required by the Charity;
 - (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Trustees in accordance with the procedure in clause 5.4; and
 - (3) no more than fifty percent of the Trustees are interested in such a contract in any financial year.
- 5.4 For any transaction authorised by this clause 5, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Charity shall be disapplied provided the relevant provisions of clause 5 and of the Articles in relation to declaring and authorising Conflicts of Interest have been complied with.
- 5.5 This clause may not be amended without the written consent of the Commission in advance.

6. **Limited Liability**

The liability of members is limited.

7. **Guarantee**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while he or she was a member.

8. **Dissolution**

8.1 If the Charity is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects;
- (3) in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9. **Interpretation**

9.1 Words and expressions defined in the Articles have the same meanings in the Memorandum.

9.2 References to an Act of Parliament are references to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association:

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Daniel Wood
Address 37 Dumaine Avenue
 Stoke Gifford
 Bristol
 BS34 8XH



[Repeat for each subscriber]

Dated 11 August 2006

Witness to the above signatures

Name Kathleen Cronin
Address 115B Crystal Palace Road
 East Dulwich
 London
 SE22 9ES

Occupation BYC Chief Executive

Signature



The Companies Acts

Company Limited by Guarantee and not Having a Share Capital

Articles of Association

of

The British Youth Council

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

| Term | Meaning |
|-----------------------------------|---|
| 1.1 “address” | includes a number or address used for the purposes of sending or receiving documents by electronic means; |
| 1.2 “Articles” | these Articles of Association of the Charity; |
| 1.3 “Charity” | The British Youth Council; |
| 1.4 “circulation date” | in relation to a written resolution, has the meaning given to it in the Companies Acts; |
| 1.5 “clear days” | in relation to the period of a notice, 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; |
| 1.6 “Companies Acts” | has the meaning given to it in section 2 of the Companies Act 2006; |
| 1.7 “Conflict of Interest” | any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Charity; |
| 1.8 “Connected Person” | any person falling within one of the following categories and where payment to that person might result in the Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or |

- (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
- 1.9 **“Council Meeting”** a meeting convened in accordance with the Rule Book to consider the policy or other business of the Charity (which shall not be a general meeting of the members of the Charity for the purposes of the Companies Acts or the Articles);
- 1.10 **“electronic form” and “electronic means”** have the meanings respectively given to them in the Companies Act 2006;
- 1.11 **“financial expert”** an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.12 **“General Meeting”** a general meeting of the members of the Charity convened in accordance with the Companies Acts and the Articles;
- 1.13 **“hard copy” and “hard copy form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.14 **“Hour”** any full period of an hour but not including any part of a day that is a Saturday Sunday or Bank Holiday in England;
- 1.15 **“Memorandum”** the Memorandum of Association of the Charity;
- 1.16 **“Rule Book”** means the Rule Book of the Charity adopted by the Trustees in accordance with Articles 98 to 100 (and as varied from time to time);
- 1.17 **“Secretary”** the secretary of the Charity (if any);
- 1.18 **“Subsidiary Company”** any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to

appoint a majority of the board of the company;

1.19 **“Trustee” and “Trustees”** the director and directors as defined in the Companies Acts.

2. In these Articles and the Memorandum:

2.1 Subject to Article 2.2, 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.

2.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity.

Members

3. The subscribers to the Memorandum and such other persons as are admitted to membership by the Trustees in accordance with the Articles and the Rule Book shall be members of the Charity. The names of the members of the Charity shall be entered in the register of members.

4. Membership of the Charity is open to organisations interested in promoting the Objects which:

4.1 apply to the Charity in the form required by the Trustees;

4.2 are approved by the Trustees; and

4.3 sign the register of members or consent in writing to become a member.

5. The Trustees from time to time who have been appointed at a Council Meeting in accordance with the Rule Book (but not any Trustees appointed under Article 19) shall also be members of the Charity. A Trustee shall cease to be a member on ceasing to be a Trustee.

6. The Trustees shall have power to admit to membership and may in their absolute discretion decline to accept any organisation as a member and need not give reasons for so doing.

7. The Trustees may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept organisations fulfilling those criteria as members.

8. If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members. Subject to the Trustees' right to decline to accept any person as a member, the unincorporated association or body shall be entitled to replace the member who is its representative with another person by giving notice to the Charity and without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.

9. Except as provided in the Rule Book, every corporate member shall appoint an individual to represent it at meetings of the Charity and the name of such representative and the fact that he or she is the representative of such member shall be noted in the register of members. A corporate member shall be able to replace its representative with another individual by giving notice to the Charity.
10. Subject to Article 8, membership shall not be transferable and shall cease on death. A member shall cease to be a member:
 - 10.1 on the expiry of at least seven clear days' notice given by it to the Charity of its intention to withdraw;
 - 10.2 if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid at the end of the period of six calendar months beginning with the due date. The Trustees may re-admit to membership any organisation who ceases to be a member on this ground on its paying such reasonable sum as the Trustees may determine;
 - 10.3 if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an interim manager appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up;
 - 10.4 if, at a General Meeting a resolution is passed by a two-thirds majority of those present and voting that the member be expelled from membership; or
 - 10.5 if, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the member be expelled on the ground that its continued membership is harmful to or is likely to become harmful to the interests of the Charity.

A resolution under Article 10.4 or 10.5 shall not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying (in the case of expulsion under Article 10.5) the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees (or in the case of a resolution to be passed at a General Meeting, to the members). A member expelled by such a resolution shall nevertheless remain liable to pay to the Charity any subscription or other sum owed by it.
11. Subject to the Companies Acts, the Trustees may establish such classes or categories of membership as they think fit. The Trustees may at their discretion levy subscriptions on members of the Charity at such rate(s) as they shall decide and may levy subscriptions at different rates on different classes or categories of members.

Associate or Informal Members

12. The Trustees may establish such classes of associate or informal membership with such description and with such rights and obligations (including without limitation the

obligation to pay a subscription) as they think fit and may admit and remove such associate and informal members in accordance with such regulations as the Trustees shall make provided that no such associate or informal members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

Patrons

13. The Trustees may appoint and remove any individual(s) as patron(s) of the Charity and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any General Meeting of the Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

Trustees

Number of Trustees

14. There shall be at least nine Trustees and not more than thirteen.

Appointment, retirement, removal and disqualification of Trustees

15. The Trustees shall be appointed in accordance with the Rule Book.
16. No person may be appointed or re-appointed as a Trustee:
 - 16.1 unless he or she has attained the age of 16 years; or
 - 16.2 if he or she has attained the age of 26 years or more; or
 - 16.3 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.
17. Subject to the above Articles the Trustees may appoint a person who is willing to act to be a Trustee, either to fill a vacancy or as an additional Trustee, provided that the appointment does not cause the number of Trustees to exceed thirteen. A Trustee so appointed shall hold office only until the next following Annual Council Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such Annual Council Meeting, he or she shall vacate office at the end of the meeting.
18. Subject to the above Articles, a Trustee who retires at an Annual Council Meeting may, if willing to act, be reappointed. If he or she is not reappointed, he or she shall retain office until the end of the Annual Council meeting.
19. The office of a Trustee shall be vacated if:
 - 19.1 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
 - 19.2 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;

- 19.3 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 19.4 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
- 19.5 he or she resigns by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
- 19.6 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 19.7 at a General Meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited the views of the Trustee concerned and considered the matter in the light of such views;
- 19.8 a motion of no confidence relating to that Trustee is passed at a Council Meeting in accordance with the Rule Book; or
- 19.9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either, at the option of the Trustee being removed, being heard by or of making written representations to the Trustees.

Powers of Trustees

20. Subject to the Companies Acts, the Memorandum and the Articles and the Rule Book, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
21. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees or of summoning a General Meeting of the Charity.
22. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
23. Subject to the Articles and the Rule Book the Trustees may regulate their proceedings as they think fit.

Delegation of Trustees' powers

24. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
25. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

26. In the case of delegation to committees:
 - 26.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
 - 26.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
 - 26.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
 - 26.4 all delegations under this Article shall be variable or revocable at any time;
 - 26.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
 - 26.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
27. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
28. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

Delegation of day to day management powers

29. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
 - 29.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;

- 29.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
- 29.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Members' General Meetings

30. Articles 32 to 57 shall apply to Members' General Meetings.

General Meetings

31. The Trustees may call a General Meeting at any time. The Trustees shall call a General Meeting if an ordinary resolution is required by the Companies Acts to appoint auditors. The Trustees shall call a General Meeting on receiving a requisition to that effect, signed by members who represent at least 10% of the total voting rights of all 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

32. All General Meetings shall be called by either:
- 32.1 at least 28 clear days' notice; or
- 32.2 shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.

Contents of notice

33. 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 General Meeting of the Charity there must appear with reasonable prominence a statement informing the member of its rights to appoint proxies to exercise its rights at a General Meeting.

Service of notice

34. Notice of General Meetings shall be given to every member, to the Trustees, to any patron(s) and to the auditors of the Charity.

Manner of serving notice

35. Notice of General Meetings shall be served in accordance with Articles 89 to 94.

Quorum

36. No business shall be transacted at any General Meeting unless a quorum is present. The quorum shall be as set out in the Rule Book.
37. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

38. The chair, if any, of the Trustees or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every General Meeting, but if neither the chair nor such other Trustee (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chair and, if there is only one Trustee present and willing to act, he or she shall be chair. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair.

Adjournment

39. The chair may, with the consent of a General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Poll

40. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
 - 40.1 by the chair; or
 - 40.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 40.3 by any person who, by virtue of being appointed proxy for one or more members having the right to vote at the meeting, holds two or more votes; or
 - 40.4 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.
41. Unless a poll is duly demanded a declaration by the chair 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 minutes of the meeting shall be

conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

42. The demand for a poll may, before the poll is taken, 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.
43. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
44. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
45. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes

46. Votes may be taken on a show of hands or on a poll and in either case the number of votes per member shall be as set out in the Rule Book.
47. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
48. No member shall be entitled to vote at any General Meeting unless all monies presently payable by it to the Charity have been paid.
49. 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 whose decision shall be final and binding.

Proxies

50. Members are entitled to appoint proxies to exercise their rights at General Meetings, but do not have any right to appoint proxies to attend Council Meetings and their representation at Council Meetings shall be as prescribed in the Rule Book. The maximum number of proxies each member is entitled to appoint shall be the same as the number of voting delegates the member is entitled to appoint in accordance with the Rule Book. Each proxy shall exercise one vote, unless the member appointing the proxy specifically authorises one person to exercise more than one vote.

51. The appointment of a proxies 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 Trustees may approve):-

“The British Youth Council

Name of member appointing the proxy:

Address:

We hereby appoint the following people as our proxies to vote in our name(s) and on our behalf at the meeting of the Charity to be held on [date], and at any adjournment thereof.

| Names of proxies: | Addresses of proxies: | Number of votes: |
|--------------------------|------------------------------|-------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

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

| Resolution No 1 | *for | *against | *abstain | *as the proxies think fit |
|--|-------------|-----------------|-----------------|----------------------------------|
| Resolution No 2 | *for | *against | *abstain | *as the proxies think fit |
| All other resolutions properly put to the meeting | *for | *against | *abstain | *as the proxies think fit |

***Strike out whichever is not desired.**

Unless otherwise instructed, the proxies may each vote as they think fit or abstain from voting.

Signed:

Dated:”

52. Unless the appointment of proxies indicates otherwise, it must be treated as:

- 52.1 allowing the people appointed under it as proxies discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 52.2 appointing those people as proxies in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 53. An appointment of a proxies and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
 - 53.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 Hours before the time for holding the meeting or adjourned meeting at which the people named in the instrument propose to vote; or
 - 53.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
 - 53.2.1 in the notice convening the meeting; or
 - 53.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting; or
 - 53.2.3 in any invitation to appoint proxies issued by the Charity in relation to the meeting which is sent by electronic means;

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;
 - 53.3 in the case of a poll taken more than 48 Hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 Hours before the time appointed for the taking of the poll; or
 - 53.4 where the poll is not taken forthwith but is taken not more than 48 Hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- 54. Proxies for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
- 55. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the registered office of the Charity or at such other place at which the appointment of the proxy was duly deposited or, where the appointment of the proxy was sent by electronic means, at the address at which such appointment was duly received, before the commencement of the meeting or adjourned meeting at

which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

56. An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice 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 at a meeting by a member in person or in the case of organisations which are members, through a delegate nominated in accordance with the Rule Book automatically revokes an appointment by that member of a proxy. In the case of a member which is entitled to appoint multiple delegates, the Chair of the meeting shall be entitled to determine (if any) of the proxies' appointments are revoked by the attendance of one or more delegates at the meeting in person such that the total number of votes exercised by the member concerned through delegates and/or proxies shall not exceed the number of votes which the member may exercise in accordance with the Rule Book.

Council Meetings

57. Except where the Trustees decide to call a General Meeting, or are required to call a General Meeting under the provisions of the Companies Acts or the Articles, the Charity shall dispense with convening General Meetings. Consideration of the policy of the Charity and any other business which does not require the passing of an ordinary or special resolution under the Companies Acts shall take place at Council Meetings convened in accordance with the Rule Book.

Written resolutions

58. Subject to Article 61, a written resolution of the Charity passed in accordance with these Articles 59 to 65 shall have effect as if passed by the Charity in General Meeting:
- 58.1 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.
- 58.2 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 special resolution.
59. In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution and the voting rights shall be calculated according to the number of delegates the members would be entitled to send to a General Meeting of the Charity.
60. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiry of his or her term of office may not be passed as a written resolution.

61. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify its 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 Charity's auditors in accordance with the Companies Acts.
62. A member signifies its agreement to a proposed written resolution when the Charity receives from it an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
 - 62.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature or the signature of a person authorised to sign on behalf of a member which is a company or on behalf of an unincorporated association or body (whether or not that person is the representative of the unincorporated association or body registered in accordance with Article 8).
 - 62.2 If the document is sent to the Charity by electronic means, it is authenticated if:
 - 62.2.1 it bears the member's signature or the signature of a person authorised to sign on behalf of a member which is a company or on behalf of an unincorporated association or body (whether or not that person is the representative of the unincorporated association or body registered in accordance with Article 8).
 - 62.2.2 if it is accompanied by a statement of the identity of the member and the authorisation of the person sending the document and the Charity has no reason to doubt the truth of that statement.
63. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
64. A proposed written resolution lapses if it is not passed within 56 days beginning with the circulation date.

Trustees' meetings

65. Articles 67 to 76 shall apply to Trustees' meetings.

Notice

66. Two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting, unless the Rule Book provides otherwise.
 - 66.1 A Trustees' meeting shall be called by at least seven clear days' notice, unless the Rule Book provides otherwise.
67. Notice of Trustees' meetings shall be given to each Trustee.
68. Every notice calling a Trustees' meeting shall specify the place, day and time of the meeting and the general particulars of all business to be considered at such meeting.
69. Notice of Trustees' meetings shall be given in accordance with Articles 89 to 94.

Quorum

70. The quorum for Trustees' meetings shall be as provided in the Rule Book.

Chair

71. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

Decision making by Trustees at meetings

72. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Virtual meetings

73. A Trustees' meeting may be held by telephone or using any televisual or other electronic or virtual method agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

74. The Trustees may take a unanimous decision without a Trustees' 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 Trustee or to which each Trustee has otherwise indicated agreement in writing.

Conflicts of interest

75. Whenever a Trustee finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the Trustees unless, or except to the extent that, the other Trustees are or ought reasonably to be aware of it already.

76. Whenever a matter is to be discussed at a meeting or decided in accordance with Article 76 and a Trustee has a Conflict of Interest in respect of that matter then, subject to Article 80, he or she must:

76.1 remain only for such part of the meeting as in the view of the other Trustees is necessary to inform the debate;

76.2 not be counted in the quorum for that part of the meeting; and

76.3 withdraw during the vote and have no vote on the matter.

77. If any question arises as to whether a Trustee has a Conflict of Interest, the question shall be decided by a majority decision of the other Trustees.

Trustees' power to authorise a conflict of interest

78. The Trustees may (subject to such terms as they may impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

78.1 any matter which would otherwise result in a Trustee infringing his or her duty to avoid a situation in which he or she has a Conflict of Interest; and

78.2 the manner in which a Conflict of Interest arising out of any Trustee's office, employment or position may be dealt with and, for the avoidance of doubt, they can decide that the Trustee with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum

provided that when deciding to give such authorisation the provisions of Article 78 shall be complied with and provided that nothing in this Article 80 shall have the effect of allowing the Trustees to authorise a benefit that is not permitted in accordance with the Memorandum.

79. If a matter, or office, employment or position, has been authorised by the Trustees in accordance with Article 80 then, even if he or she has been authorised to remain at the meeting by the other Trustees, the Trustee may absent himself or herself from meetings of the Trustees at which anything relating to that matter, or that office, employment or position, will or may be discussed.

80. A Trustee shall not be accountable to the Charity for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Trustees in accordance with Article 80 (subject to any limits or conditions to which such approval was subject).

81. When a Trustee has a Conflict of Interest which he or she has declared to the Trustees, he or she shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

Register of Trustees' interests

82. The Trustees shall cause a register of Trustees' interests to be kept. A Trustee must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.

Irregularities

83. 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 a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

General

Secretary

84. A Secretary may be appointed by the Trustees 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:
- 84.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 84.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

85. The Trustees shall cause minutes to be made in books kept for the purpose:
- 85.1 of all appointments of officers made by the Trustees;
- 85.2 of all resolutions of the Charity and of the Trustees; and
- 85.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' 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 Trustee of the Charity, 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.

Records and accounts

86. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 86.1 annual reports;
- 86.2 annual returns;
- 86.3 annual statements of account.

Communications by and to the Charity

87. Subject to the provisions of the Companies Acts and these Articles:

- 87.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form, in electronic form or (in the case of communications by the Charity) by making it available on a website;
- 87.2 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
- 87.3 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.
88. 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 Charity'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:
- 88.1 a member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to it, or an address to which notices may be sent by electronic means, shall be entitled to have notices given to it at that address, but otherwise no such member shall be entitled to receive any notice from the Charity; and
- 88.2 the Charity 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.
89. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
- 89.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or
- 89.2 in the case of documents in electronic form, by sending them by electronic means to an address notified to the members for that purpose.
90. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
91. Where a document or information is sent or supplied under the Articles:
- 91.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiry 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.
- 91.2 Where 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.

91.3 Where the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when:-

91.3.1 the material is first made available on the website; or

91.3.2 (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website.

92. Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:

92.1 if the document or information has been sent to a member and is notice of a General Meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

92.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.

92.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

93. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Trustees' indemnity insurance

94. The Trustees shall have power to resolve pursuant to clause 4.21 of the Memorandum to effect Trustees' indemnity insurance, despite their interest in such policy.

Winding-up

95. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

Rule Book

96. The Trustees shall on the adoption of these Articles, adopt such reasonable and proper rules, known as the Rule Book as they may deem necessary or expedient for the proper conduct and management of the Charity. Thereafter the Trustees may amend or add to the Rule Book by a resolution passed by a two-thirds majority of those present and voting at a meeting of the Trustees provided that they have followed any requirements for consulting the members set out in the Rule Book.
97. The Rule Book may (subject to the Articles) regulate the following matters but are not restricted to them:
- 97.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the, subscriptions and other fees or payments to be made by members;
 - 97.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 97.3 the representation of members at General Meetings of the Charity and at Council Meetings, including different voting rights for member organisations;
 - 97.4 other issues relating to procedure at General Meetings, Council Meetings and meetings of the Trustees in so far as such procedure is not regulated by the Companies Acts or by these Articles;
 - 97.5 generally, all such matters as are commonly the subject matter of company Rule Book.
98. The Charity in General Meeting by ordinary resolution also has the power to alter, add to or repeal the Rule Book or bye laws.
- 98.1 The Trustees must adopt such means as they think sufficient to bring the Rule Book and bye laws to the notice of members of the Charity.
 - 98.2 The Rule Book or bye laws shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Act, the Memorandum, the Articles or any rule of law.

Exclusion of Model Articles

99. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

NAMES & ADDRESSES OF SUBSCRIBERS SUBSCRIBERS' SIGNATURES

Name Daniel Wood
Address 37 Dumaine Avenue
 Stoke Gifford
 Bristol
 BS34 8XH



[Repeat for each subscriber]

Dated 11 August 2006

Witness to the above signatures

Name Kathleen Cronin
Address 115B Crystal Palace Road
 East Dulwich
 London
 SE22 9ES

Occupation BYC Chief Executive

Signature

