

Register No: [ ]

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## **RULES OF YOUTH FIRST LIMITED**

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**REF: 1169 55019/2**

# Rules of

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# Youth First Limited

## NAME

- 1 The name of the Society shall be Youth First Limited.

## OBJECTS

- 2 The Society is formed for the benefit of the community. Its objects shall be to carry on for the benefit of the community (being young people in the United Kingdom, and in particular, but not limited to, those living in the London Borough of Lewisham):

2.1 advancing education; and

2.2 acting as a resource for young people by providing advice and assistance and organising programmes of physical, educational and other activities as a means of:

(a) advancing in life and helping young people by developing their skills, capacities and capabilities to enable them to participate in society as independent, mature and responsible individuals;

(b) relieving unemployment;

(c) providing recreational and leisure time activity in the interests of social welfare for people living in the area of benefit who have need by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances with a view to improving the conditions of life of such persons.

2.3 In this rule 4 "young person" shall mean a person aged up to and including the age of 19 or (for a person with special needs) the age of 25, and "young people" shall be construed accordingly.

## POWERS

3 The Society has power to do anything which furthers its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:

3.1 to co-operate with other bodies and persons and to exchange information and advice with them;

- 3.2 to establish or support any body formed for any of the charitable purposes included in the Objects;
- 3.3 to act as trustees of and execute any charitable trusts which may lawfully be undertaken by the Society and to establish, undertake, superintend or administer any charitable fund for the benefit of the local community and to support any such charitable fund;
- 3.4 to acquire, undertake, perform and discharge so far as may lawfully be done the assets, undertakings, duties, obligations and functions of any other body having objects similar to those of the Society;
- 3.5 to purchase, hire, take on lease or in exchange or otherwise acquire any property whether real or personal or any estate or interest therein and to construct, maintain and alter any buildings or erections;
- 3.6 to sell, lease, let or hire, manage, turn to account or otherwise carry on any business or undertaking in connection with property belonging to the Society;
- 3.7 to raise funds provided that, in doing so, the Society must not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- 3.8 subject to rule 76, to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 3.9 to acquire any other charity;
- 3.10 to enter into any partnership or joint venture arrangement with any body;
- 3.11 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.12 to employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only to the extent it is permitted to do so by rules 10 to 16 and provided it complies with the conditions in those rules;
- 3.13 to:
  - 3.13.1 (subject to rule 82) deposit or invest funds;
  - 3.13.2 engage a professional fund manager and to delegate the management of investments to such a manager; and
  - 3.13.3 arrange for the investments or other property of the Society to be held in the name of a nominee;

- 3.14 to provide indemnity insurance for the Trustees in accordance with rule 6;
- 3.15 to enter into contracts to provide services;
- 3.16 to establish or acquire subsidiary companies; and
- 3.17 to make donations or grants or loans.

#### **APPLICATION OF INCOME AND PROPERTY**

- 4 The income and property of the Society shall be applied solely towards the promotion of the Objects.
- 5 A Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society.
- 6 A Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 7 A Trustee and any other Officer may receive an indemnity from the Society in the circumstances specified in rule 88.
- 8 None of the income or property of the Society may be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Trustee, or a Connected Person to a Member who is not also a Trustee:
  - 8.1 receiving a benefit from the Society in the capacity of a beneficiary of the Society; or
  - 8.2 (being an Employee Member) being employed by the Society under a contract of employment; or
  - 8.3 receiving reasonable and proper remuneration for any goods or services supplied to the Society; or
  - 8.4 receiving reimbursement from the property of the Society of reasonable expenses properly incurred by him when acting on behalf of the Society; or
  - 8.5 receiving interest on money lent to the Society at a reasonable rate; or
  - 8.6 receiving rent for premises let by the Member or Connected Person to him to the Society if the amount of the rent and other terms of the lease are reasonable; or
  - 8.7 entering into a tenancy, licence or lease granted by the Society, or being interested in such an existing tenancy, licence or lease.

## **BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS**

- 9** Unless the payment is permitted by rules 10 to 16, no Trustee or Connected Person may:
- 9.1** buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
  - 9.2** sell goods, services, or any interest in land to the Society;
  - 9.3** be employed by, or receive any remuneration from, the Society;
  - 9.4** receive any remuneration from a Subsidiary of the Society for services provided by him in his capacity as a director of that Subsidiary or under a contract of employment except for the reimbursement of reasonable expenses properly incurred by him in carrying out his duties as a director; or
  - 9.5** receive any other financial benefit from the Society.
- 10** A Trustee or Connected Person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Trustees do not benefit in this way in any financial year of the Society.
- 11** Subject to rule 16, a Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, or of goods alone to the Society.
- 12** A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable rate.
- 13** A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society if the amount of the rent and the other terms of the lease are reasonable and provided that the Trustee concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 14** A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 15** The Society and the Trustees may only rely on the authority provided by rule 11 if each of the following conditions is satisfied:
- 15.1** the amount or maximum amount of the payment for the services or goods is set out in an agreement in writing between:
    - 15.1.1** the Society; and

- 15.1.2 the Trustee or Connected Person supplying the services or goods (“the supplier”) under which the supplier is to supply the services or goods in question to or on behalf of the Society.
- 15.2 the amount or maximum amount of the payment for the services or goods does not exceed what is reasonable in the circumstances for the supply of the services or goods in question.
- 15.3 the other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision, the Board of Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of doing so.
- 15.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of services or goods to the Society.
- 15.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 15.6 the reason for their decision is recorded by the Trustees in the minute book.
- 15.7 a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by rule 11.
- 16 A Trustee or Connected Person who is an employee of the Society may receive payment from the Society in the terms of their contract of employment, provided always:
- 16.1 that a majority of the Trustees do not benefit in this way in any financial year of the Society; and
- 16.2 that (to the extent that any matters are considered by the Trustees which relate to the terms of one or more of their contracts of employment or their remuneration) then all Trustees who are so employed by the Society shall:
- 16.2.1 absent themselves from any discussion and voting on the matter;
- 16.2.2 not count as part of the quorum for that part of the meeting; and
- 16.2.3 not vote on any resolution in relation to such a matter.

## **MEMBERS**

- 17 The Members of the Society are:

- 17.1 any employee of the Society who has successfully completed any probationary period required by their contract of employment with the Society (together 'the Employee Members'); and
- 17.2 the Young People's Representatives for the time being (together 'The Young People Members').
- 18 To be eligible as a Member a person must be:
- 18.1 aged sixteen years or older; and
- 18.2 an individual.
- 19 A Member shall be a person whose name is entered in the register of Members.
- 20 Each Member shall hold one share only in the Society.

#### **SHARE CAPITAL**

- 21 The share capital of the Society shall be raised by the issue of shares. Each share has the nominal value of one pound.
- 22 Shares shall be neither withdrawable nor transferable, shall carry no right to interest, dividend or bonus, and shall not be held jointly.
- 23 When a person ceases to be a Member for any reason the share of that Member shall be cancelled and the amount paid up on that share shall become the property of the Society.
- 24 Each share shall carry one vote.

#### **ISSUE OF SHARE**

- 25 Every applicant for Membership who meets the eligibility criteria shall forward to the registered office the sum of one pound.
- 26 Upon admission the name of the Member and the other necessary particulars shall be entered in the register of Members and one share in the Society shall be issued to the Member. The register of Members shall include a note as to those who are Employee Members and those who are Young People Members.

#### **TERMINATION OF MEMBERSHIP**

- 27 A Member shall cease to be a Member if:
- 27.1 he dies; or
- 27.2 he is expelled under rule 28; or

- 27.3 he withdraws from the Society by giving written notice to the Secretary (but only if the number of Members necessary for a quorum at a general meeting will remain in office when the notice of withdrawal is to take effect); or
- 27.4 he becomes subject to a bankruptcy order or interim order or makes any arrangement or composition with his creditors; or
- 27.5 he is convicted of an indictable offence, which is not, or cannot be, spent; or
- 27.6 he is removed as a Trustee pursuant to rule 53; or
- 27.7 (being an Employee Member) he ceases to be an employee of the Society for any reason; or
- 27.8 (being a Young People Member) he ceases to be a Young People's Representative for any reason.

## **28**

- 28.1 A Member may be removed from office by a resolution of the Members carried by two-thirds of the votes given at an annual or a special general meeting of which notice has been given specifying the intention to propose the resolution. A resolution to remove a Member in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that general meeting.
- 28.2 A person expelled from Membership shall cease to be a Member on the day at which the resolution to expel him was carried under rule 28.1.
- 28.3 No person who has been expelled from Membership or removed as a Trustee pursuant to rule 53 shall be re-admitted as a Member except by a resolution carried by the votes of two-thirds of the Members present in person and voting on a poll at any general meeting of which notice has been duly given.

## **YOUNG PEOPLE'S REPRESENTATIVES AND STAFF REPRESENTATIVES**

### **29**

- 29.1 The Trustees shall create a mechanism by which young people living in the London Borough of Lewisham (or such wider area as the Trustees may from time to time decide) are able to elect two Young People's Representatives. As soon as reasonably practicable following registration of the Society, the Trustees shall arrange for the election of the first two Young People's Representatives.



29.2 As soon as reasonably practicable following registration of the Society, the Trustees shall also create a mechanism by which up to three Employee Members may be elected by the Employee Members to be the Staff Representatives. The first Staff Representatives shall be:

29.2.1 Aminata Swaray; and

29.2.2 Nicola Lambell.

29.3 By virtue of rule 17.2, the Young People's Representatives for the time being shall be the same as the Young People Members.

29.4 By virtue of rule 48.1, each of the Young People's Representatives shall also be a Trustee of the Society. By virtue of rule 48.2, each of the Staff Representatives shall also be a Trustee of the Society.

29.5 The Trustees shall have absolute discretion over the process for the election of the Young People's Representatives and the process for the election of the Staff Representatives and may update or amend the processes from time to time. Such discretion includes, but is not limited to:

29.5.1 the mechanism for the election itself;

29.5.2 the frequency of the elections';

29.5.3 the term of office of those elected; and

29.5.4 the ability (or otherwise) for a person who has served a term (as the case may be) as a Young People's Representative or a Staff Representative to stand again for re-election.

29.6 In the event that a Young People's Representative or a Staff Representative ceases for any reason to be a Young People's Representative or a Staff Representative (as applicable) part way through their term of office, then (at the discretion of the Trustees):

29.6.1 there shall be another election to elect a replacement; or

29.6.2 the Trustees may appoint a person as a Young People's Representative or Staff Representative to serve the remainder of the term of the person who has ceased to be a Young People's Representative or Staff Representative, and then hold an election in the usual way at that point.

## **GENERAL MEETINGS**

30 The Society shall within six months after the close of each financial year of the

Society hold a general meeting which shall be called the annual general meeting.

**31** The functions of the annual general meeting shall be:

31.1 to receive the annual report and accounts referred to in rule 92;

31.2 to appoint the Auditor pursuant to rule 90.3;

31.3 to transact any other general business of the Society set out in the notice convening the meeting.

**32** All general meetings other than annual general meetings shall be called special general meetings and shall be convened either upon an order of the Chair or the Board of Trustees or upon a written requisition signed by not less than six of the Members stating the business for which the meeting is to be convened. If within fourteen days after delivery of a requisition to the Society a meeting is not convened, the Members who have signed the requisition may convene a meeting in the manner provided for in rule 4. A special general meeting shall not transact any business which is not set out in the notice convening the meeting.

#### **NOTICE OF GENERAL MEETINGS**

**33** A general meeting shall be called by at least 14 clear days' notice given to every Member. The notice shall state whether the meeting is an annual general meeting or special general meeting, the time, date and place of the meeting, and the general nature for the business for which it is convened.

**34** A general meeting may be called by shorter notice if it is so agreed in writing by not less than 75 percent of the Members having the right to attend and vote at the meeting.

**35** The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

**36** No business shall be transacted at any general meeting of the Society unless a quorum of Members is present. Twenty members shall form a quorum.

**37** If within 30 minutes from the time appointed for the holding of a general meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall be adjourned to such day, time and place as the Chair, or the Board of Trustees, shall appoint.

If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for holding the meeting, the Members present shall be a quorum.

- 38 The Chair shall preside as a chair at every general meeting of the Society or if he shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice Chair (if any) shall, if present and willing to act, preside as chair failing which the Members present shall elect one of their number (who must be a Trustee if any Trustee is present and willing to act) to be chair of that meeting.
- 39 The chair of any general 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.
- 40 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.

#### **VOTING AT GENERAL MEETINGS**

- 41 Except where statute or these rules require a higher majority, a resolution of the Members at a general meeting is passed by a simple majority of the Members who, being entitled to do so, vote on the resolution at the meeting.
- 42 Subject to the provisions of these rules or of any statute, a resolution put to the vote at a general meeting shall, except where a poll is demanded or directed, be decided upon a show of hands.
- 43 On a show of hands every Member present in person shall have one vote. On a poll vote, the votes of all of the Employee Members (taken together) shall be weighted so that they form 70% of the total votes available and the votes of all of the Young People Members (taken together) shall be weighted so that they form 30% of the total votes available. In the case of an equality of votes (either on a show of hands or a poll) the chair of the meeting shall have a second or casting vote.
- 44 Unless a poll is demanded, a declaration by the chair of the meeting that a resolution on a show of hands has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry made to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the

fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

**45**

45.1 A poll may be demanded, either before or immediately after a vote by show of hands, by not less than one-tenth of the Members present at the meeting or may be directed by the chair of the meeting. A demand or direction for a poll may be withdrawn.

45.2 If a poll be demanded or directed it shall be taken at such time and in such manner as the chair of the meeting shall direct. The result of such a poll shall be deemed to be the resolution of the Society in general meeting.

45.3 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

**46** No objection shall be raised to the qualification of any voter except at the general meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

## **CHARITY TRUSTEES**

**47** The Trustees are charity trustees as defined by section 177 Charities Act 2011 as the persons having the general control and management of the administration of the Society.

## **BOARD OF TRUSTEES**

**48** The Board of Trustees shall consist of:

48.1 the two Young People's Representatives for the time being;

48.2 up to three Staff Representatives (provided always that the Staff Representatives form only the minority of the total number of Trustees);

48.3 the chief executive of the Society for the time being (or equivalent role); and

48.4 up to four others (none of whom may be employees of the Society and who must be aged at least 18 at the time of their appointment) appointed by the Trustees.

**49** The Young People's Representatives and the Staff Representatives must also be Members for the time being of the Society. .

**50** No one may be a Trustee if he would be disqualified from holding office under the provisions of rule 52.

## **TERM OF OFFICE OF TRUSTEES**

### **51**

- 51.1 In the case of a Trustee who is a Staff Representative or a Young People's Representative, that person's term of office as a Trustee shall be coterminous with their term of office as set out in the process described at rule 29.1 (in the case of a Young People's Representative) or rule 29.2 (in the case of a Staff Representative). In default of such process being in place, their term of office shall be for three years for a Staff Representative and one year for a Young People's Representative and that person shall be eligible for re-election for one or more further terms.
- 51.2 In the case of a Trustee appointed under rule 48.4 above (who is neither a Staff Representative nor a Young People's Representative nor the Chief Executive of the Society for the time being), that person shall hold office for a term of three years from the date of his appointment, at the end of which he shall retire, and be eligible for re-election for one or more terms of three years.
- 51.3 For the avoidance of doubt, the Chief Executive of the Society for the time being shall not have a fixed term of office as a trustee but shall cease to be a trustee automatically if he or she ceases to be the Chief Executive of the Society for whatever reason.

## **DISQUALIFICATION, REMOVAL AND RESIGNATION OF TRUSTEES**

52 The office of a Trustee shall be vacated if:

- 52.1 (being a Member) he or she ceases to be a Member for any reason;
- 52.2 (being a Staff Representative) he or she ceases to be an employee of the Society for any reason;
- 52.3 (being a Staff Representative) the numbers of the remaining Trustees are such that the Staff Representatives would no longer form a minority of the total number of Trustees. In these circumstances, one or more Trustees who are Staff Representatives shall be deemed to have resigned immediately prior to the circumstance arising which led to the Staff Representatives no longer forming a minority of the total number of Trustees. The Trustee or Trustees who are deemed to have resigned shall be selected by the drawing of lots;
- 52.4 (being the Chief Executive of the Society) he or she ceases to hold that post for any reason;
- 52.5 he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;

- 52.6 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 52.7 by notice in writing to the Society he resigns his office (but only if the number of Trustees necessary for a quorum at a Board of Trustees' meeting will remain in office when the notice of resignation is to take effect);
- 52.8 he is disqualified from acting as a charity trustee or director of a company, or a member of a committee or officer of a society registered under the Act, under any statute or ceases to hold office by virtue of any statute or is prohibited by law from holding office;
- 52.9 he has been convicted of an indictable offence which is not, or cannot be, spent; or
- 52.10 he is removed from office pursuant to rule 53;
- 53 A Trustee may be removed from office by a resolution of the Board of Trustees at a meeting. A resolution to remove a Trustee in accordance with this rule shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is proposed, specifying the circumstances alleged to justify removal from office and inviting him to make oral and/or written representations to that meeting.

#### **CHAIR AND VICE CHAIR**

- 54 The Board of Trustees shall elect from their number a Chair and Vice Chair.
- 55 The Chair and Vice Chair shall hold office for a term of one year from the date of his election, at the end of which he shall retire but be eligible for re-election for one or more further terms of one year.
- 56 The Chair and Vice Chair shall vacate office if:
- 56.1 he ceases to be a Trustee; or
- 56.2 he is removed by a resolution passed by at least two thirds of the Trustees present at a Board of Trustees meeting for which the notice calling the meeting specified such a resolution.

#### **POWERS OF THE BOARD OF TRUSTEES**

- 57 Subject to the provisions of the Act and the rules, the business of the Society shall be managed by the Board of Trustees who may exercise all the powers of the Society. No amendment of the rules shall invalidate any prior act of the Board of Trustees which would have been valid if that amendment had not been made. The powers given by this rule shall not be limited by any special power given to the Board of Trustees by the rules and a

meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Board of Trustees.

## **PROCEEDINGS OF THE BOARD OF TRUSTEES**

**58** Subject to these rules, the Board of Trustees may regulate their proceedings as they think fit, including what notice is required of a meeting of the Board of Trustees.

**59** Unless otherwise resolved by the Board of Trustees, the Trustees shall meet at least six times each calendar year.

**60** The Chair or Vice Chair may, and on the request of two Trustees shall, at any time call a meeting of the Board of Trustees.

**61** The quorum necessary for the transaction of business of the Board of Trustees shall be five Trustees or at least 60% of the total number of Trustees (whichever is the lesser).

**62** Questions arising at any Board of Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

**63** The Chair shall be entitled to preside at all meetings of the Board of Trustees. If there shall be no Chair or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice Chair shall act as chair of the meeting and if no Vice Chair is elected or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.

**64** Any of the Trustees, or any member of a committee of the Trustees, can take part in a Board of Trustees meeting or committee meeting by way of a:

**64.1** video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or

**64.2** series of video conferences or conference telephone calls from the Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Chair will be treated as taking place where the Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Board of Trustees decides otherwise.

**65** The Trustees for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum it shall be lawful for them to act for the purpose of:

- 65.1 arranging an election under rule 29.1 to elect one or more Young People's Representatives;
- 65.2 arranging an election under rule 29.2 by the Employee Members elect one or more Staff Representatives; or
- 65.3 appointing further Trustees under rules 29.6.2 or 48.4.

to fill the vacancies but not for any other purpose.

- 66 A resolution in writing sent to all Trustees or all members of a committee and signed or approved (including without limitation by Electronic Means) by a simple majority of all the Trustees or by a simple majority of all members of the committee entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by Electronic Means by one or more persons.
- 67 All acts bona fide done by any meeting of the Board of Trustees, or of any committee of the Board of Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:
  - 67.1 who was disqualified from holding office;
  - 67.2 who had previously retired or who had been obliged by these rules to vacate office;
  - 67.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees, or a majority of the members of the committee, at a quorate meeting.
- 68 Rule 67 does not permit a Trustee or a Connected Person to keep any benefit that may be conferred upon him by a resolution of the Board of Trustees or of a committee of the Board of Trustees if, but for rule 67, the resolution would have been void, or if the Trustee has not complied with rule 69.

#### **DECLARATION OF TRUSTEES' INTERESTS**

- 69 A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Trustee must absent himself from any discussions of the Trustees in which it is possible that a



conflict will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest). A Trustee absenting himself from any discussions in accordance with this rule must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

- 70 A Trustee shall be deemed not to have an interest or conflict of interest for the purposes of rule 69 by virtue of being a member of the committee or board of management, director, member or officer of a Subsidiary of the Society.

#### **COMMITTEES OF THE BOARD OF TRUSTEES**

- 71 The Board of Trustees may delegate any of its powers or functions to committees of the Board of Trustees or to Officers, which shall be governed by written terms of reference determined by the Board of Trustees which the Board of Trustees may alter at any time. The Board of Trustees may revoke any delegation under this rule.
- 72 All acts and proceedings of such committee or of such officers shall be reported promptly to the Board of Trustees.
- 73 The Board of Management shall determine the membership of its committees of whom at least one must be a Trustee.
- 74 Such number of committee members as specified by the Board of Trustees shall form a quorum.
- 75 The Board of Trustees shall appoint the chair of any committee of the Board of Trustees.

#### **BORROWING**

- 76 The Society shall have power to borrow money for the purposes of the Society provided that, at the time of borrowing, the sum of the amount remaining undischarged of monies borrowed and the amount of the proposed borrowing shall not exceed £1m (one million pounds) and that for this purpose:
- 76.1 the amount remaining undischarged of any deferred interest or index-linked monies or amounts on any deep discounted security previously borrowed by the Society shall be deemed to be the amount required to repay such borrowing in full if such borrowing became repayable in full at the time of the proposed borrowing;
- 76.2 the amount of any proposed borrowing intended to be on deferred interest or index-linked terms or on any deep discounted security shall be deemed to be the proceeds of such proposed borrowing receivable by the Society at the time of the proposed borrowing.

- 77 The rate of interest payable at the time terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which, in the opinion of the Board of Trustees, is reasonable having regard to the terms of the borrowing. The Board of Trustees may delegate the determination of the said interest rate (within limits specified by them) to an Officer or Trustee or committee of the Board of Trustees.
- 78 The Society shall not receive money on deposit.
- 79 The Society shall not issue loan stock.
- 80 Subject to the preceding provisions of rules 76 and 77 the Board of Trustees shall have power to determine from time to time the terms and conditions upon which money is borrowed and to vary such terms and conditions.
- 81 The Society may receive from any person, whether a Member or not, donations towards the work of the Society.

## **INVESTMENT**

- 82 The funds of the Society may be invested by the Board of Trustees in such manner as it determines.

## **REGULATIONS**

- 83 The Board of Trustees may from time to time make such regulations as they may deem necessary or expedient for the conduct and management of the Society and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Board of Trustees shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
- 83.1 any matters required or permitted by these rules to be set out in Regulations;
- 83.2 the procedure at general meetings and meetings of the Board of Trustees and its committees insofar as such procedure is not regulated by these rules;
- 83.3 generally all such matters as are commonly the subject of company rules or bye-laws
- PROVIDED that no regulation shall contravene any of the provisions of these rules or the Act.
- 84 The Society shall keep a copy of the Regulations available for inspection at the registered office during the normal opening hours of that office.

## **SECRETARY**

- 85** The Society shall have a Secretary who may be an employee of the Society and who shall be appointed and removed by the Board of Trustees. The Board of Trustees may also appoint and remove a deputy secretary, who may be an employee of the Society, to act as secretary in the Secretary's absence. The Board of Trustees shall determine the terms of appointment, including remuneration (if any), of the Secretary and deputy secretary.
- 86** The Secretary shall in particular:
- 86.1** summon and attend all general meetings of the Society and of the Board of Trustees and keep the minutes of those meetings;
- 86.2** keep the register of Members and other registers required to be kept by these rules and the Act;
- 86.3** prepare and send all returns on behalf of the Society required to be made to the Registrar;
- 86.4** have charge of the seal of the Society;
- 86.5** deliver all books, documents and property of the Society in his possession, whenever required so to do by a resolution of the Board of Trustees, to a person nominated by the Board of Trustees.

## **OTHER OFFICERS**

- 87** The Board of Trustees may appoint other officers, who may be employees of the Society, on such terms, including remuneration (if any), as the Board of Trustees determine, and may remove such officers.

## **OFFICER'S INDEMNITY**

- 88** Each Officer shall be indemnified by the Society against all costs, losses and expenses which he may reasonably incur in the discharge of his duties, including travelling expenses, and the amount for which such indemnity is provided shall immediately attach as a charge on the property of the Society.
- 89** No Officer shall be liable for any loss suffered by the Society as a result of, or in connection with, the discharge of his duties, unless the loss is the consequence of his own dishonesty or negligence.

## AUDITOR

### 90

90.1 There shall be appointed (if required by law) in each year of account a qualified auditor to audit the Society's accounts and balance sheet for that year. In this rule "qualified auditor" means a person who is a qualified auditor under Section 91 of the Act.

90.2 None of the following persons shall be appointed as Auditor of the Society:

90.2.1 an Officer or employee of the Society or a Member;

90.2.2 a person who is a partner of or employed by, or who employs, an Officer or employee of the Society or Member.

90.3 Save as provided in rule 90.4 every appointment of an Auditor shall be made by resolution at an annual general meeting of the Society.

90.4 The Board of Trustees may appoint an Auditor to fill any casual vacancy occurring between annual general meetings of the Society.

90.5 An Auditor appointed to audit the accounts and balance sheet of the Society for the preceding year of account shall be re-appointed as Auditor of the Society for the current year of account (whether or not any resolution expressly re-appointing him has been passed) unless:

90.5.1 a resolution has been passed at a general meeting of the Society appointing somebody instead of him or providing expressly that he shall not be re-appointed;

90.5.2 he has given to the Society notice in writing of his unwillingness to be re-appointed;

90.5.3 he is not a qualified auditor or is a person mentioned in rule 90.2; or

90.5.4 he has ceased to act as auditor of the Society by reason of incapacity,

provided that a retiring Auditor shall not be automatically re-appointed if notice of an intended resolution to appoint another person in his place has been give in accordance with rule 90.6 and the resolution cannot be proceeded with because of the death or incapacity of that other person or because that other person is not a qualified auditor or is a person mentioned in rule 90.2.

90.6 A resolution at a general meeting of the Society:

90.6.1 appointing another person as Auditor in place of a retiring auditor; or

90.6.2 providing expressly that a retiring Auditor shall not be reappointed

shall not be effective unless notice of the intention to move it has been given to the Society not less than twenty-eight days before the meeting at which it is to be moved. On receipt by the Society of notice of such an intended resolution the Society shall forthwith send a copy of the notice to the retiring auditor. If it is practicable to do so the Society shall give notice to its Members of the intended resolution at the same time and in the same manner as it gives notice in accordance with these rules of the meeting at which the resolution is to be moved or, if that is not practicable, by advertisement not less than fourteen days before the said meeting in a newspaper circulating in the area in which the Society conducts its business. Where the retiring Auditor makes representations with respect to the intended resolution or notifies the Society that he intends to make such representations, the Society shall notify the Members accordingly as required by Section 95 of the Act.

- 91** The Auditor shall, in accordance with Section 87 of the Act, make a report to the Society on the accounts examined by him and on the revenue account or accounts and the balance sheet of the Society for the year of account in respect of which he is appointed.

## **ACCOUNTS**

- 92** The Board of Trustees shall lay a revenue account and balance sheet which (if required by law) shall be duly audited and signed by the Auditor and incorporate the report of the Auditor thereon before each annual general meeting, accompanied by a report by the Board of Trustees on the position of the affairs of the Society signed by the chair of the Board of Trustees meeting at which the report is adopted. The account shall be made up to such date as the Board of Trustees shall determine to be the end of the financial year, or such other date as may be allowed by the Registrar.

## **DISPUTES**

- 93** Any dispute on a matter covered by the rules shall be referred by either party to a suitably qualified independent mediator for settlement. The mediator shall be appointed by agreement between the parties or, in default of agreement, by the Centre for Effective Dispute Resolution (or if it ceases to exist, by another organisation approved by the Board of Trustees) whether the disagreement be as to the qualifications, the identity of the mediator or otherwise. The mediation will be conducted in accordance with the requirements of the mediator. Both parties will be obliged to comply and co-operate with this procedure at each stage and to share equally the costs of appointment of the relevant mediator as referred to above. Costs thereafter will be borne as the mediator will determine. Where the dispute is not resolved by mediation, any claim shall be dealt with in the county court which shall have sole jurisdiction over any dispute arising under the rules.

## **MINUTES, SEAL AND REGISTERS**

- 94** Minutes of every general meeting and of every meeting of the Board of Trustees shall be kept and such minutes shall be read at the next of such meetings respectively and signed by the chair of the meeting at which they are so read. All minutes so signed shall be conclusive evidence of any fact stated therein.
- 95** The Society may have a Seal. If it does have a seal, it shall be kept in the custody of the Secretary and shall be used only under the authority of a resolution of the Board of Trustees. The Seal shall be affixed by the signature of either any two Trustees or by the signature of one Trustee and the Secretary.
- 96**
- 96.1** The Society shall keep at its registered office:
- 96.1.1** the register of Members showing:
- (a) the names and postal addresses of the Members;
  - (b) a statement of the share held by each Member and the amount paid for it;
  - (c) a statement of other property in the Society, whether in loans or otherwise, held by each Member;
  - (d) the date at which each person was entered in the register as a Member, and the date at which any person ceased to be a Member.
- 96.1.2** a duplicate register of Members showing the names and addresses of the Members and the date they were entered in the register of Members and ceased to be a Member. The inclusion or omission of the name of any person from the original register of Members shall, in the absence of evidence to the contrary, be conclusive that such person is or is not a Member of the Society;
- 96.1.3** a register of the names and postal addresses of the Officers with the offices held by them respectively and the dates on which they assumed office;
- 96.1.4** a register of mortgages and charges on land of the Society.
- 96.2** Where a Member or Officer has notified to the Society an electronic address for the purpose of receiving notices or documents under the Act, the registers kept under rules 96.1.1(a) and 96.1.3 must show that electronic address and the purposes for which it has been notified.

## **ACCOUNTING RECORDS**

**97** The Society shall keep proper books of account of its transactions, assets and liabilities in accordance with Sections 75 and 76 of the Act.

**98** The Society shall establish and maintain a satisfactory system of control of its books of account, its cash and all its receipts and payments.

#### **REGISTERED OFFICE AND NAME**

**99** The registered office of the Society is:

Bellingham Gateway Youth And Community Centre, 185 Brookehowse Road, Bellingham, SE6 3TT

**100** The Society's registered name must:

100.1 be placed prominently outside every office or place of business;

100.2 be engraved on its seal; and

100.3 be stated on its business letters, notices, advertisements, official publications, cheques, orders, invoices, website and any other formal corporate communication whether electronic or otherwise.

#### **ANNUAL RETURNS AND BALANCE SHEETS**

**101** Every year not later than the date provided by the Act the Secretary shall send to the Registrar the annual return in the form prescribed by the Registrar relating to the Society's affairs for the period required by the Act to be included in the return together with:

101.1 (if required by law) a copy of the report of the auditor on the Society's accounts for the period included in the return; and

101.2 a copy of each balance sheet made during that period and (if required by law) of the report of the Auditor on that balance sheet.

**102** The Society shall supply free of charge upon application to every Member or person interested in the funds of the Society a copy of the last annual return of the Society together with such Auditors report (if any) on the accounts and balance sheet contained in the return.

**103** The Society shall display at its registered office a copy of its last account and balance sheet and (if required by law) the Auditor's report thereon.

## **INSPECTION OF BOOKS AND COPIES OF RULES**

### **104**

104.1 Any Member or person having an interest in the funds of the Society shall be allowed to inspect all particulars in the duplicate register of Members, at all reasonable hours at the registered office of the Society or at any place where the same are kept subject to such conditions as to the time and manner of such inspection as may be made from time to time by the Board of Trustees.

104.2 The Secretary shall deliver a copy of the rules of the Society on demand:

104.2.1 free of charge, to any Member to whom a copy of the rules has not previously been given; and

104.2.2 to any other person who pays such reasonable sum as permitted by law.

## **STATUTORY APPLICATIONS TO THE REGISTRAR**

105 Any ten Members each of whom has been a Member of the Society for not less than twelve months immediately preceding the date of the application may apply to the Registrar to appoint an accountant or actuary to inspect the books of the Society and to report thereon.

106 One-tenth of the whole number of Members may apply to the Registrar:

106.1 for the appointment of an inspector or inspectors to examine into the affairs of the Society and to report thereon; or

106.2 for the calling of a special general meeting of the Society.

## **PROCEEDINGS ON DEATH OR BANKRUPTCY OF A GOVERNOR**

107 Upon a claim being made by the personal representative of a deceased Member or the trustee in bankruptcy of a bankrupt Member to any property in the Society belonging to the deceased or bankrupt Member the Society shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

## **AMENDMENT TO RULES**

108 The rules of the Society may be amended by a resolution put before the Members by the Board of Trustees and carried by two-thirds of the votes given at any general meeting of which notice has been given specifying the intention to propose the amendment.

109 Application for the registration of every amendment of rules shall be made to the Registrar as soon as practicable after the same has been made and a copy shall be issued to every



Member and supplied with every copy of the rules issued after the registration thereof. No amendment of rules is valid until registration.

## **DISSOLUTION**

- 110** The Society may be dissolved by a three-fourths majority of the Members who sign an instrument of dissolution in the prescribed form or by winding-up under the Act.
- 111** If on the winding-up or dissolution of the Society 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 but shall be given or transferred to some other charitable institution having objects similar to the Objects determined by the Members at or before the time of dissolution, or if there is no such charitable institution to some other charitable object.

## **NOTICES**

- 112** Any notice to be given to or by any person pursuant to the rules (other than a notice calling a meeting of the Board of Trustees or any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 113** The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his Address or by leaving it at that Address or by giving it in Electronic Form to an Address for the time being notified to the Society by the Member.
- 114** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Form, at the expiration of 48 hours after the time it was sent.
- 115** Notwithstanding any other provisions of these rules, the Society may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Society under the Act or pursuant to these rules or the Regulations by making it available on a website to Members in accordance with procedures set out in the Regulations.

## **INTERPRETATION OF TERMS**

- 116** In these rules, including this rule, unless the subject matter or context is inconsistent:
- 116.1** words importing the singular or plural include the plural and singular respectively;
- 116.2** words importing gender include the male and female genders;

116.3 all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time;

116.4 the following words shall have the following meanings:

<b>Words</b>	<b>Meanings</b>
<b>the Act</b>	the Co-operative and Community Benefit Societies Act 2014;
<b>Address</b>	a postal address or, for the purposes of communication in Electronic Form, a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the Society;
<b>amendment of rules</b>	includes the making of a new rule and the rescission of a rule, and "amended" in relation to rules shall be construed accordingly;
<b>Auditor</b>	the auditor appointed to audit the Society's accounts and balance sheet pursuant to rule 90;
<b>Board of Trustees</b>	the Board of Trustees comprised in accordance with rule 48;
<b>clear days</b>	in relation to a period of 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;
<b>Connected Person</b>	(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
	(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
	(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) and (b) above;
	(d) an institution which is controlled:

- (i) by the Trustee or any connected person falling within sub-clauses (a), (b) or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which:
- (i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Sections 350 to 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition.

Where Connected Person is used in rule 8, in this definition "Trustee" shall mean "Member";

<b>Electronic Form and Electronic Means</b>	have the meanings respectively given to them in Section 148 of the Act;
<b>Employee Member</b>	means a Member who is an employee of the Society and who meets the requirements set out at rule 17.1 and 18;
<b>Member</b>	a member of the Society, being either an Employee Member or a Young People Member;
<b>Objects</b>	the objects of the Society as defined in rule 2;
<b>Officer</b>	the Chair, Vice Chair, Secretary and any Trustee for the time being and such other Officers as the Board of Trustees may appoint under rule 87;
<b>persons claiming through a Member</b>	include their personal representatives and also their nominees where a nomination has been made;

<b>property</b>	includes all real and personal estate (including books and papers);
<b>the Registrar</b>	The Financial Conduct Authority or any statutory successor to or any assignee of any or all of its relevant functions from time to time;
<b>register of Members</b>	the register kept in accordance with rule 96;
<b>Regulations</b>	the regulations of the Society made by the Board of Trustees pursuant to rule 83;
<b>Secretary</b>	the Officer appointed by the Board of Trustees to be the secretary of the Society or other person authorised by the Board of Trustees to act as the secretary's deputy;
<b>Society</b>	Youth First Limited of which these are the registered rules;
<b>Staff Representative</b>	means a person elected as a staff representative in accordance with the process described at rule 29.

**Subsidiary of the Society**

any company or registered society which is deemed to be a subsidiary of the Society under the terms of Sections 100 or 101 of the Act;

**these rules**

the registered rules of the Society for the time being;

**Trustee**

a member of the Board of Trustees for the time being;

**writing**

the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise;

**Young People Member**

means a Member who is a young person and who meets the requirements set out at rule 17.2 and 18;

**Young People's Representative**

means a person elected as a young people's representative in accordance with the process described at rule 29.

Signatures of 3 Members

1. *N. Lambell*.....)

2. .....)

3. .....)

..... Secretary