





paragraph (2) of this Clause as the Executive Committee shall admit to membership and shall sign a written consent to become a member. An application for membership may be approved or rejected by the Executive Committee.

(2) Membership of the Charity shall be open to:-

(i) individuals who are interested in furthering the work of the Charity and who have paid any relevant ~~annual-membership~~ subscription or donation laid down from time to time by the Executive Committee; and

(ii) anybody corporate or unincorporated association which is interested in furthering the Charity's work and has paid any ~~annual-relevant membership~~ subscription or donation laid down from time to time by the Executive Committee (any such body being called in this constitution a "member organisation").

(3) With the exception of individuals under the age of 18 years every member or member organisation shall have one vote.

(4) Each member organisation shall notify from time to time the name of the representative appointed by it and of any alternate to the Secretary of the Executive Committee. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative or alternate (as the case may be) of the member organisation.

(5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend or adviser, before a final decision is made.



## **E Executive Committee**

(1) The Executive Committee shall consist of not more than ten members including: -

(a) those executive officers specified in Clause F;

(b) up to four other members;

and in each case being those persons elected at **an annual** general meeting who shall hold office from the conclusion of that meeting: and

(c) up to two co-opted members appointed under Clause E(2) below.

(2) The Executive Committee may in addition to those persons specified in Clause E(1)(a) and (b) above appoint not more than two co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause L and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the place becomes vacant.

(3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member, **subject to requirements of minimum EC members set out section J**



- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following paragraph.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- (7) The Charity may at any **special** general meeting by a resolution passed by a majority of the members present or (being member organisations) represented and voting at the general meeting remove any executive officer or other member of the Executive Committee from office and may appoint another person to be an executive officer or member of the Executive Committee with effect from the conclusion of such meeting.

## **F Executive Officers and Duties**

- President:** Act as leader of the Charity  
Ensure a smooth functioning of the Charity  
Guide Executive Committee members in their tasks  
Act as the liaison between the Executive Committee and the Non-Executive Committee
- Vice President:** Assist the President in executing his/her responsibilities  
Chief Co-ordinator for all events
- Secretary:** Ensure smooth running of all the Charity's activities
- Treasurer:** Responsible for keeping up to date accounting records and controlling the payments and receipts of the Charity's funds, however they rise.



## **G Powers of Executive Committee**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:-

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of law;
- (ii) power to buy, take on lease or in exchange or subscribe for any property (other than land or other real property or shares in any company holding or to hold land or other real property which is occupied by or to be occupied by or held for the benefit of the Charity and which is hereinafter together called “Trust Property”) necessary for the achievement of the objects and to maintain it and any Trust Property and equip it and any Trust Property for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity, other than Trust Property (as defined in Clause G(ii));
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity (other than Trust Property as defined in Clause G(ii)) with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee or Non-Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;



- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such and other lawful things (other than the sale or other disposal or charging of Trust Property as defined in Clause G(ii)) as are necessary for the achievement of the objects.

## **H The Non-Executive Committee**

- (1) The Non-Executive Committee will act in accordance with Clause Q in relation to Trust Property as defined in Clause G(ii).
- (2) The Non-Executive Committee shall consist of up to five members with a minimum of 3, elected at an annual general meeting. The ~~Chairman~~Chairperson of the Non-Executive Committee shall be appointed and may be removed by the members of the Non-Executive Committee acting by majority vote. The Co-Opt can be selected by the NEC at any time following election. Co-Opt Member are not eligible to vote at NEC meetings.
- (3) Each member (including the ~~Chairman~~Chairperson) of the Non-Executive Committee shall retire at the conclusion of the second annual general meeting after the date of his or her appointment but may be re-elected at such meeting or subsequently.
- (4) The proceedings of the Non-Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the



appointment or qualification of a member, **subject to the requirements of minimum NEC members set out in section H4**

- (5) Nobody shall be appointed as a member of the Non-Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following paragraph.
- (6) No person shall be entitled to act as a member of the Non-Executive Committee whether on a first or on any subsequent entry into office until signing in the minute book of the Non-Executive Committee a declaration of acceptance and of willingness to act in the **good faith** of the Charity.
- (7) The Charity may at any **special** general meeting by a resolution passed by a majority of the members present or (being member organisations) represented and voting at the general meeting remove any member of the Non-Executive Committee from office and may at the same time appoint another person to be a member of the Non-Executive Committee with effect from the conclusion of such meeting.

## **I Duties and Powers of Non-Executive Committee**

- (1) In furtherance of the objects but not otherwise the Non-Executive Committee shall have the following duties:
  - (i) to act in accordance with Clause H(1) hereof;
  - (ii) to act in accordance with Clause H(2) hereof.
- (2) In furtherance of the objects the Non-Executive Committee shall have the power subject to any consents required by law and with prior consultation with the Executive Committee and the prior approval of a resolution passed by a majority of the members present or (being member organisations) represented at and voting at a general meeting of the Charity to buy, take on lease or in exchange or subscribe for Trust Property as



defined in Clause G(ii) and to act in accordance with Clause Q in relation to such Trust Property.

## **J Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from four consecutive meetings and the Executive Committee resolve that his or her office be vacated;
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect); or is removed from office under Clause E(7).
- (5) If any executive officer resigns (i.e. President, Vice President, Treasurer or Secretary) the current EC should hold a special general meeting to elect the executive officer post for the current term

## **K Executive Committee Members not to be personally interested**

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee or the Non-Executive Committee) in any contract entered into by the Executive Committee or the Non-Executive Committee.





## **L Meetings and proceedings of the Executive Committee**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the ~~chairman~~chairperson or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The President shall act as ~~chairman~~chair at meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be the ~~chairman~~chair of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the ~~chairman~~chair of the meeting shall have a second or casting vote. **Co-Opt Members are ineligible to vote as they are not elected by the membership.**
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of at least one member of the Executive Committee for the purpose of making any enquiry



or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of such sub-committees shall be fully and promptly reported to the Executive Committee.

#### **M Determination of Membership of Non-Executive Committee**

A member of the Non-Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Non-Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without permission of the Non-Executive Committee from four consecutive meetings and the Non-Executive Committee resolve that his or her office be vacated;
- (4) notifies to the Non-Executive Committee a wish to resign (but only if at least three members of the Non-Executive Committee will remain in office when the notice of resignation is to take effect);
- (5) is removed from office under Clause H(8).

#### **N Non-Executive Committee Members not to be personally interested**

No member of the Non-Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Non-Executive Committee or the Executive Committee) in any contract entered into by the Non-Executive Committee or the Executive Committee.



## **O Meetings and proceedings of the Non-Executive Committee**

- (1) The Non-Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the ~~Chairman~~Chairperson of the Non-Executive Committee or by any two members of the Non-Executive Committee upon not less than 4 days' notice being given to the other members of the Non-Executive Committee of the matters to be discussed.
- (2) The ~~Chairman~~Chairperson of the Non-Executive Committee shall act as ~~chairman~~chair at meetings of the Non-Executive Committee. If the ~~Chairman~~Chairperson of the Non-Executive Committee is absent from any meeting, the members of the Non-Executive Committee present shall choose one of their number to be the ~~chairman~~chair of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Non-Executive Committee for the time being or three members of the Non-Executive Committee, whichever is the greater, are present at a meeting. There may be two representatives of the Executive Committee present at all meetings to act as observers.
- (4) Every matter shall be determined by a majority of votes of the members of the Non-Executive Committee present and voting on the question but in the case of equality of votes the ~~chairman~~chair of the meeting shall have a second or casting vote.
- (5) The Non-Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Non-Executive Committee.
- (6) The Non-Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.



**P Receipts and expenditure**

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank and/or building society as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

**Q Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - (a) all Trust Property (as defined in Clause G(ii)) held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - (b) all investments (other than any bank or building society account referred to in Clause P(1)) held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three members of the Non-Executive Committee as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and the Non-Executive Committee may appoint members of the Non-Executive Committee as holding trustees in place of those resigning or who have been removed. Holding trustees shall act in accordance with the lawful directions of the Non-Executive Committee and provided they so act and in accordance with paragraph (3) of this Clause (where applicable), the holding trustees shall not be liable for the acts and defaults of its members. No person shall be appointed a trustee unless they have attained the age of 18 years.



- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the investments of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
- (3) The Official Custodian for Charities, any custodian trustee, and the holding trustees of any Trust Property (as defined in Clause G(ii)) shall be appointed on terms that they shall not sell or otherwise dispose of or charge any such Trust Property held by them except with the prior written authority of a decision of the Non-Executive Committee given with the prior approval of a resolution passed by a majority of the members present or (being member organisations) represented at and voting at a general meeting of the Charity in which case they shall be bound to act in accordance with such decision.

## **R Accounts**

The Executive Committee shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity;  
and
- (4) the transmission of statements of account of the Charity to the Commissioners.



## **S Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **T Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **U Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of **April** each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) The President shall be the chairman at annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee and/or Non-Executive Committee must be made by at least two members or member organisations of the



Charity. Nominations for elected posts can be made before the AGM either in writing to the secretary or at the time of the AGM itself

- (6) If a nominee is not present the returning officer must ascertain that any nomination has the approval of the nominee
- (7) The appointment of returning officers is agreed at the time of the AGM by majority vote. Returning officers must have been a previous ex-officio and be a current YJ member.
- (8) At least three out of four executive office bearers (President, Vice President, Secretary and Treasurer), must be elected at the AGM for a committee to be declared with the President and Treasurer position being mandatory.
- (9) If the AGM fails to elect the relevant office bearers a special GM must be called within 28 days for a re-election to take place. In this instance, the retiring committee will function as a caretaker committee (providing a minimal level of administration) until the process is completed. Clause Z (dissolution of charity) may be invoked if a committee cannot be elected and the likelihood of doing so remains poor but only after a minimum period of six months from the AGM.
- (10) AGM Process will be conducted with the following minimum agenda:
  - Reading & Approval of Previous Minutes
  - Presidents Report
  - Treasurers Report and Approval of Financial Statements
  - Appointment of accountant
  - Question and Answers from members
  - NEC Chairs reports
  - Any Other Business
  - Election of Returning Officers for AGM
  - Dissolution of Current Executive Committee



- Election of Posts. President, Vice President, Treasurer and Secretary followed by election of 4 further EC posts
- NEC dissolution (if applicable)
- NEC election (if applicable)

Returning Officer Role Completed and handover to President

- (11) The election process for Executive Committee and Non-Executive Committee will be carried out via a process of secret ballot (unless there is only one candidate)

## **V General Meetings**

- (1) There will be two types of members meetings called for decision making. The Annual General Meeting or Special General Meeting.
- (2) The Secretary of the Executive Committee or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (3) There shall be a quorum when at least ten members of the Charity are present or (being member organisations) represented at any general meeting.

## **W (Removed in Amendments in 2008)**

## **X Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received on the expiry of two days (not being a Saturday, Sunday or public holiday in England) of posting.





## **Y Alterations to the Constitution**

- (1) Subject to the following provisions of this Clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present or (being member organisations) represented and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to Clause A, Clause C, Clause K and N, Clause Z or this Clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this Clause.

## **Z Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present or (being member organisations) represented and voting the Executive Committee shall have power to realise or notwithstanding Clause Q to direct the realisation of any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.