

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company****12**Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in block type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

--	--	--	--

2484603
---------

Name of company

\* NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS

\* insert full  
name of CompanyI, JOHN MARK WHITTAKERof 62 Ecton Lane Sywell Northamptonshire NN6 0VA† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835

Declared at 8 Spencer Parade

Declarant to sign below

Northamptonthe 15<sup>th</sup> day of MarchOne thousand nine hundred and Ninetybefore me [Signature][Signature]

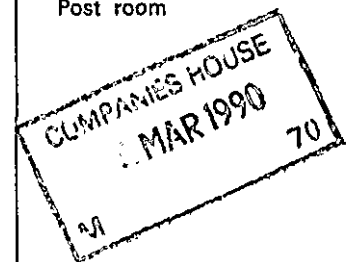
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):

HEWITSON BECKE+SHAW  
7 SPENCER PARADE  
NORTHAMPTON  
NN1 5AB  
REF: JES

For official Use  
New Companies Section

Post room



**G**

COMPANIES FORM No. 30(5)(a)

**Declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent****30(5)(a)**Please do not  
write in  
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering**Note**This declaration  
should accompany  
the application for  
the registration of  
the company\* Insert full name  
of company

For official use

--	--	--	--

Company number

--

Name of company

\* NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS

I, JOHN MARK WHITTAKER

of 62 ECTON LANE SYWELL NORTHAMPTONSHIRE NN6 0VA

† delete as  
appropriate

*HTB*  
a [Solicitor engaged in the formation of the above named company] [person named as director or secretary of the above company in the statement delivered under section 10 of the above Act]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declared at Penrhyndar

Declarant to sign below

5 Spencer ParadeNorthamptonthe 20<sup>th</sup> day of FebruaryOne thousand nine hundred and ninetybefore me H. J. Brown

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and  
reference (if any):

HEWITSON BECKE+SHAW  
7 SPENCER PARADE,  
NORTHAMPTON,  
NN1 5AB  
REF: JES

For official Use  
New Companies Section

Post room

COMPANIES HOUSE

5 MAR 1990

M

70

COLLECTED

22 FEB 1990

M

77

Oyez

The Solicitors Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

1985 LCM 1  
615/7 70  
\*\*\*\*\*

Companies G30 (5) (a)

**Statement of first directors  
and secretary and intended  
situation of registered office**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*Insert full name  
of company

Name of company

\* NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS

The intended situation of the registered office of the company on incorporation is as stated below

KINGS PARK	
KINGS PARK ROAD	
NORTHAMPTON	
NORTHAMPTONSHIRE	Postcode NN3 1LL

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

HEWITSON BECKE+SHAW	
7 SPENCER PARADE	
NORTHAMPTON	
	Postcode NN1 5AB

Number of continuation sheets attached (see note 1)

Presentor's name, address and  
reference (if any):

HEWITSON BECKE+SHAW  
7 SPENCER PARADE  
NORTHAMPTON  
NN1 5AB  
REF: JES

For official use

General Section

COMPANIES HOUSE

15 MAR 1990

M

70

Post room

COMMUNICATED  
22 FEB 1990

M

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3) JOHN MARK WHITTAKER		Business occupation CHIEF EXECUTIVE	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 62 ECTON LANE SYWELL		Date of birth (where applicable) (note 6)	
NORTHAMPTONSHIRE	Postcode NN6 0VA		
Other directorships†			
I consent to act as director of the company named on page 1			
Signature <i>JMK</i>		Date 20th February 1990	

Please do not write in this margin

†Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3) MICHAEL SAUNDERS-WATSON		Business occupation Landowner/Farmer	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) ROCKINGHAM CASTLE MARKET HARBOROUGH		Date of birth (where applicable) (note 6)	
LEICESTERSHIRE	Postcode LE16 8TH		
Other directorships†			
LAMFORD PRESERVATION TRUST LTD.		SONDES FARMING LTD.	
HERITAGE EDUCATION TRUST		WELLAND VALLEY TURF LTD.	
HISTORIC HOUSES ASSOCIATION			
NORTHAMPTONSHIRE ENTERPRISE AGENCY LTD.			
I consent to act as director of the company named on page 1			
Signature <i>MWS</i>		Date 20th February 1990	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable) (note 6)	
	Postcode		
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Please do not write in this margin

Please complete legibly, preferably in black type, or bold black lettering

Name (notes 3 & 7)		JOHN MARK WHITTAKER	
Previous name(s) (note 3)			
Address (notes 4 & 7)		62 ECTON LANE	
SYWELL			
NORTHAMPTONSHIRE		Postcode	NN6 0VA
I consent to act as secretary of the company named on page 1			
Signature		Date 20th February 1990	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Delete if the form is signed by the subscribers.

Mewitsen Becker & Shaw	
Signature of agent on behalf of subscribers	Date 13th March 1990

Delete if the form is signed by an agent on behalf of the subscribers.

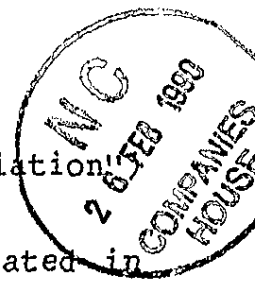
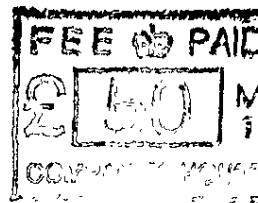
All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

THE COMPANIES ACT 1985  
COMPANY LIMITED BY GUARANTEE  
MEMORANDUM OF ASSOCIATION

2484-603

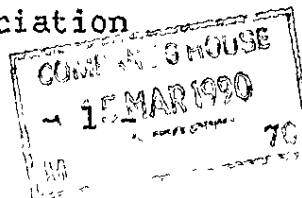
NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS



1. The name of the company (hereinafter called "the Association") is NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS
2. The registered office of the Association will be situated in England and Wales
3. The objects of the Association shall be to help and educate young people especially but not exclusively through their leisure time activities so to develop their physical mental and spiritual capacities that they may grow to full maturity as individuals and as members of society and that their conditions of life may be improved and for the purposes of carrying out the above objects but not otherwise the Association shall have the following powers as ancillary thereto :-

- (A) (i) To bring together people who are willing to further this aim, to stimulate interest in the work of youth groups and to assist in finding youth workers
- (ii) To unite those youth groups in the County of Northamptonshire whose aims are in accordance with those of the Association
- (iii) To assist the work of existing youth groups and to help in the formation and development of new youth groups
- (iv) To assist in organising conferences and training courses for youth workers members and others interested in the welfare of young people
- (v) To raise funds for the furtherance of the objects of the Association provided that the Association shall not undertake permanent trading activities in so doing

- (B) To purchase or otherwise acquire plant machinery furniture fixtures fittings and all other effects of every description necessary or convenient or usually or normally used in connection with or for the purpose of all or any of the objects of the Association



BB 50  
711968  
COMPANIES HOUSE  
225111

(C) Subject as hereinafter provided to retain or employ professional or technical advisers workers officers and other persons or bodies whose services are required or deemed expedient in connection with the objects of the Association and to pay reasonable and proper fees for their services

(D) To establish subsidise promote co-operate federate with affiliate or become affiliated to act as trustees or agents for or manage or lend money or other assistance to any association society or other body corporate or unincorporate established for charitable purposes only and having primary objects wholly or partly similar to those of the Association and for the purpose of promoting the primary objects of the Association to co-operate with manufacturers dealers or other traders and with the press and other sources of publicity

(E) To purchase take on lease or in exchange hire or otherwise acquire and to hold sell lease or otherwise dispose of any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Association and to construct maintain and alter any buildings or erections necessary or convenient for the work of the Association

(F) To obtain collect receive money and funds by way of contributions donations subscriptions legacies grants or any other lawful method and to accept and receive any gift of property whether subject to any trust or not for any one or more of the objects of the Association

(G) Subject to such consents as may be required by law to sell manage develop let mortgage dispose of or turn to account or otherwise deal with all or any of the property or assets of the Association as may be deemed expedient in the promotion of its objects

(H) To act as Trustee and to undertake and execute any charitable trusts or obligations having primary objects wholly or partly similar to those of the Association and which may lawfully be undertaken by the Association

(I) Subject to such consents as may be required by law to borrow or raise money for the objects of the Association on

such terms and on such security as may be thought fit and whether by the creation and issue of debentures or debenture stock or otherwise

(J) To invest the moneys of the Association not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided

(K) To establish promote or assist any company or companies with charitable objects all or any of which are similar to the objects of the Association for the purpose of acquiring all or any of the property rights and liabilities of the Association or for the purpose of carrying on any activity which the Association is authorised to carry on or for any other charitable purpose directly or indirectly calculated to benefit the Association in the furtherance of its objects

(L) To make any charitable donation either in cash or assets in furtherance of the objects of the Association

(M) To establish and support pension and superannuation schemes for the benefit of persons employed by the Association (not being members of the Association) and to grant pensions or retiring allowances to persons who have been employed by the Association or to their dependants (not being members of the Association)

(N) To purchase or otherwise acquire and undertake all or any of the property assets liabilities and engagements of any one or more of the charitable associations societies or bodies with which the Association is authorised to co-operate or federate

(O) To pay out of the funds of the Association the costs charges and expenses of and incidental to the formation incorporation and registration of the Association

(P) To arrange and provide for or join in arranging and providing for the holding of conferences, training courses, exhibitions, meetings, lectures and classes to further the objects of the Association or any of them



(Q) To procure to be written and printed published issued and circulated gratuitously or otherwise any reports or periodicals books pamphlets leaflets or other documents in furtherance of the objects of the Association or any of them

(R) To do all such other lawful things as are necessary for the attainment of the objects of the Association or any of them

PROVIDED that :

(i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts

(ii) The Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell mortgage charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the members of the Board of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as members of the Council have been if incorporation had not been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of the Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association

and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association and none of the members of the Council and the Board shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association PROVIDED THAT nothing herein shall prevent the payment in good faith by the Association

- (i) of reasonable and proper remuneration to any member officer or servant of the Association (not being a member of the Council or the Board) for any services rendered to the Association
- (ii) of interest on money lent by any member of the Association or of the Council or the Board to the Association at a rate per annum not exceeding two (2) per cent above Barclays Bank Plc base lending rate or three (3) per cent whichever is the greater
- (iii) of reasonable and proper rent for premises demised or let by any member of the Association or by any member of the Council or the Board
- (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council or the Board may be a member holding not more than 1/100th part of the capital of that company
- (v) to any member of the Council or the Board for reasonable and proper expenses

5. The liability of the members of the Association is limited by guarantee (not having a share capital)

6. Every member of the Association undertakes to contribute to the assets of the Association in the event of the Association being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1

7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any

property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object

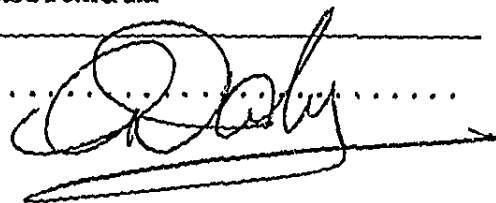
8. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the property credits and liabilities of the Association subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being. Such accounts shall be open to the inspection of the members of the Association and at least once in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditors

We, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Name, addresses and descriptions

Signatures of the Subscribers to the Memorandum

Cyril Plummer Darby  
71 Park Avenue South  
Northampton  
NN3 3AB



Retired Company Director

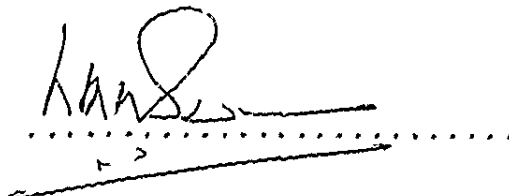
Dated 20<sup>th</sup> February 1990

Witness to the above signature

Signature  .....

Address 14, FIVE ALGES FORD .....  
HIGH PEARCE .....  
NORTHAMPTON. NN9 4TQ .....

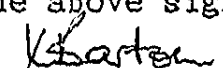
Michael Saunders-Watson  
Rockingham Castle  
Market Harborough  
Leicestershire  
LE16 8TH



Farmer/Landowner

Dated 2.2.1990

Witness to the above signature

Signature  .....

Address 13 Rockingham .....  
Market Harborough .....  
LE16 8TH .....

COMPANIES ACT 1985  
ARTICLES OF ASSOCIATION

- of -

NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS

INTERPRETATION

1. These Articles shall be construed with reference to the provisions of the Companies Act 1985 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act

2. In the interpretation of these Articles except where excluded by the context "Association" means Northamptonshire Association of Youth Clubs and "Council" means the Council of the Association

MEMBERSHIP

3. The number of members with which the Association proposes to be registered is 250 but the Council may from time to time register an increase or decrease of the number of members of the Association

4. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Association

5. Membership shall be open to any corporate or unincorporated body being a club or youth group or similar organisation

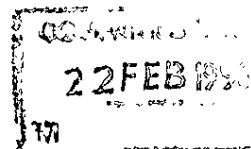
(1) which is eligible for membership of the National Association of Youth Clubs and which complies with the conditions of affiliation for the time being in force and

(2) whose area of activity is mainly within the boundaries of or connected with the County of Northamptonshire and such other counties in which the Association has affiliated groups and

(3) which is approved by the Council

6. The following shall be deemed to be members of the Association The Honorary Officers (as hereinafter defined) and members of the Council (including co-opted members) whilst they are serving on the Council and Members of the Board whilst they are serving on the Board.

7. The Honorary Officers of the Association shall consist of the President, a Vice-President, (if any) Chairman of the Council,



Vice-Chairman (if any) and the Honorary Treasurer.

8. A member may at any time withdraw from the Association by giving at least seven clear days notice to the Association. Membership shall not be transferable and shall cease on death

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

#### REGISTERS

10. The Council shall cause the following registers to be kept at the Registered Office of the Association

(a) a Register of members of the Association

(b) a Register of the interests of the members of the Board in debentures of the Association or its associated Companies

11. The Board shall cause such Registers as are kept under the provisions of regulation 10 hereof to be completed and made available for inspection in accordance with the provisions of the Companies Act 1985

#### GENERAL MEETINGS

12. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next provided that so long as the Association holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint

13. The following business shall be transacted at Annual General Meetings of the Association

(a) The consideration and adoption of the Annual Report and the audited accounts of the Association

(b) The appointment of suitably-qualified Auditors to the Association

(c) The election of the President, Vice-President, (if any) Honorary Officers and Patrons (excluding the Chairman of the Council and Vice-Chairman (if any) ) who shall hold office for one year and be eligible for re-election

- (d) The election to the Council of members nominated by the Board from groups who are members of the Association.
  - (e) The re-appointment of co-opted members as recommended by the Board
  - (f) The election of the Directors of the Association to the Board
14. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings
15. Annual General Meetings and Extraordinary General Meetings called for the passing of a special resolution shall be called by giving at least twenty-one days notice in writing and an Extraordinary General Meeting of the Association called for the passing of an Ordinary Resolution shall be called by giving at least fourteen days notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place the day and the hour of the meeting and in the case of special business the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting to all the members and to the members of the Council and Auditors PROVIDED THAT a meeting of the Association shall notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed by
- (a) in the case of a meeting called as the Annual General Meeting all the members of the Association entitled to attend and vote thereat; and
  - (b) in the case of any other meeting a majority in number of the members of the Association having a right to attend and vote at the meeting being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members of the Association
16. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting
17. No business shall be transacted at any general meeting unless a quorum of members of the Association is present at the time when the meeting proceeds to business. Save as herein otherwise provided

three members of the Association present in person or by proxy shall be a quorum

#### PROCEEDINGS AT GENERAL MEETINGS

18. All business that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting shall be deemed Special with the exception of the consideration of the accounts balance sheets and the reports of the Board and Auditors the election of members of the Council and the Board in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

19. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members of the Association shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine

20. The President of the Association shall preside as Chairman at every General Meeting of the Association or if there is no such President or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Council present shall elect one of their number to be Chairman of the meeting

21. If at any meeting no member of the Council is willing to act as Chairman or if no members of the Council or the Board are present within fifteen minutes after the time appointed for holding the meeting the members of the Association present shall choose one of their number to be Chairman of the meeting

22. The Chairman 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting



23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded (a) by the Chairman or (b) by at least two members of the Association present in person or by proxy or (c) by any member or members of the Association present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Association having the right to vote at the meeting. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may before the poll is taken be withdrawn but only with the consent of the Chairman 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

24. Except as provided in Article 23 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded

25. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote

26. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs not being more than thirty days after the poll is demanded and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll

27. Subject to the provisions of the Companies Act 1985 a resolution in writing signed by all the members of the Association for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if

the same had been passed at a general meeting of the Association duly convened and held

28. If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected the error shall not vitiate the result of the voting unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting

#### VOTES OF MEMBERS OF THE ASSOCIATION

29. On a show of hands every member of the Association present in person shall have one vote and on a poll every member of the Association present in person or by proxy shall have one vote

30. No member of the Association shall be entitled to vote at any general meeting if all moneys presently payable by him to the Association have not been paid

31. On a poll votes may be given either personally or by proxy

32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Association

33. The instrument appointing a proxy and the power of attorney or other authority if any under which it is signed or a notarily certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid

34. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit :-

"NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS"

I/WE

of  
in the County of being a  
Member/Members of the above-named Association hereby appoint  
of  
or failing him  
of  
as my/our proxy to vote for me/us on my/our behalf at the (Annual or  
Extraordinary as the case may be) General Meeting of the Association  
to be held on the day of 19  
and at any adjournment thereof

Signed this day of 19 "

35. The instrument appointing a proxy shall be deemed to confer  
authority to demand or join in demanding a poll

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

36. Any corporation which is a member of the Association may by  
resolution of its directors or other governing body authorise such  
persons as it thinks fit to act as its representative at any meeting  
of the Association and the person so authorised shall be entitled to  
exercise the same powers on behalf of the corporation which he  
represents as that corporation could exercise if it were an  
individual member of the Association

THE COUNCIL OF THE ASSOCIATION

37. The Council shall act as an advisory body to the Board.

38. (a) The Council shall (unless otherwise determined by a  
general meeting) consist of :-

- (1) The Honorary Officers of the Association.
- (2) Up to 10 representatives selected by the Council from  
nominations received from groups who are members of the  
Association, including not less than 2 representatives  
aged between 18 and 25 years.
- (3) 1 representative nominated by the Local Education  
Authority
- (4) 1 representative nominated by the National Association.

- (5) 1 representative nominated by each of the Church of England, Roman Catholic and Free Churches.
  - (6) Up to 12 co-opted members (only 4 of whom shall count in a quorum)
  - (b) The elected members of the Council shall be appointed by the Association in general meeting and serve for a period of three years and will be eligible to be re-elected for a further period of three years
  - (c) All other members shall retire at the Annual General Meeting following their appointment, but shall be eligible for re-appointment
39. (a) No person shall be appointed a member of the Council at any general meeting unless notice has been given to the Association of not less than fourteen or more than thirty-five clear days before the date appointed for the general meeting such notice having been executed by a member of the Association qualified to vote at the general meeting of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed
- (b) Subject to sub-paragraph (a) above the Association may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a member of the Council either to fill a vacancy or as an additional member of the Council
40. The Council shall have power at any time and from time to time to appoint any person to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council but so that the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles.
41. No person who is not a member of the Association shall be entitled to hold office as a member of the Council
42. No member of the Council shall vacate his office or be ineligible for re-appointment as such a member nor shall any person be ineligible for appointment as such a member by reason only of his having attained any particular age

DISQUALIFICATION AND REMOVAL OF  
MEMBERS OF THE COUNCIL

43. The office of a member of the Council shall be vacated if
- (a) he becomes prohibited by law from being such a member; or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he is or may be suffering from mental disorder and either
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonis or other person to exercise powers with respect to his property or affairs; or
  - (d) he resigns his office by notice to the Association; or
  - (e) he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated

POWERS AND PROCEEDINGS OF THE COUNCIL

44. The Council may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Council shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Council has been informally elected or is not properly qualified

45. The Council shall :-

- (a) assist by advising the Board on matters of the Association specifically put to it by the Board but any decision or assistance given by the Council shall be advisory only and shall not bind the Board in any way whatsoever
- (b) be empowered to co-opt members to the Council and select nominated members from groups affiliated to the Association
- (c) elect the Chairman and his Vice-Chairman (if any) annually on the first meeting of the Council after the Annual General Meeting

(d) nominate certain leading members of the community who have shown an interest in the Association to be appointed Patrons of the Association at the Annual General Meeting

46. The Council may meet for the dispatch of business adjourn and otherwise regulate their meetings as they may think fit and as business requires and one third in number of the total membership of the Council (excluding Honorary Officers) shall be a quorum. A member of the Council may at any time and the Secretary shall upon the request in writing of any of the Council summon a meeting of the Council. Notice of every meeting of the Council stating the general particulars of all business to be considered at such meeting shall be sent by post to each member of the Council at least three days before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars

47. All questions shall be decided by the votes of the majority of the Council present and voting thereon at a meeting of the Council

48. The Council shall elect a Chairman. In his absence from any meeting of the Council a Chairman shall be elected by the meeting. In case of equality of votes the Chairman shall have a second or casting vote

#### THE BOARD

49. (a) The Management of the Association shall be vested in the Board

(b) Responsibility for the day to day running of the Association shall be vested in the Chief Executive the Senior paid official who may consult the chairman of the Board or other Board members as the occasion demands and who will make regular reports to the Board

(c) The Board shall consist of the Honorary officers plus other members appointed annually by the Members of the Association at the Annual General Meeting who shall not exceed [ ] in number and the Chairman of the Council shall also be the Chairman of the Board

(d) The first Board Members will be appointed by the subscribers

(e) The elected members of the Board shall serve for a period of three years and will be eligible to be re-elected for a further period of three years

(f) No person shall be appointed a member of the Board at any General Meeting unless notice has been given to the Association of not less than fourteen or more than thirty five clear days before the date appointed for the general meeting such notice having been executed by a member of the Association qualified to vote at the general meeting of the intention to process that person for appointment together with notice executed by that person of his willingness to be appointed

(g) Subject to sub paragraph (e) above the Association may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member of the Board

(h) No person who is not a member of the Association shall be entitled to hold office as a member of the Board

(i) No member of the Board shall vacate his office or be ineligible for re-appointment as such a member nor shall any person be ineligible for appointment as such a member by reason only of his having attained any particular age

(j) The Board shall have the power to co-opt members to the Board

#### DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

50. The Office of a member of the Board shall be vacated if:
- (a) he ceases to be a member of the Board by virtue of any provision of the Companies Act 1985 or he becomes prohibited by law from being such a member or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally or
  - (c) he is or may be suffering from mental disorder and either
    - (i) he is committed to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or in Scotland an application for admission under the Mental Health (Scotland) Act 1960 or

- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver curator bonus or other person to exercise powers with respect to his property or affairs or
- (d) he resigns his office by notice to the Association or
- (e) he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that his office be vacated

POWERS AND PROCEEDINGS OF  
THE BOARD

51. The Board may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that any member of the Board has been informally elected or is not properly qualified

52. The business general policy and overall management of the Association and the property and affairs thereof shall be under the control and management of the Board who may exercise all the powers of the Association as are not by the Companies Act 1985 or by these articles required to be exercised by the Association in general meeting subject nevertheless to the provisions of the Companies Act 1985 or those articles and to such regulations being not inconsistent with the aforesaid provisions as may be prescribed by the Association in general meeting but no regulation of the Association in general meeting shall invalidate any prior act of the Council which would have been valid but for such regulation

53. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the last preceding or any other article the Board shall have the following powers namely

- (a) to take such steps as they shall consider most beneficial for the purpose of raising funds on behalf of the Association
- (b) to expend the funds of the Association in such manner as they shall consider most beneficial for the purpose of the Association or in the names of not less than three trustees



- such part thereof as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purposes of the Association
- (c) subject to such consents as may be required by law to acquire in the name of the Association or in the names of the trustees build upon pull down rebuild ~~add~~ to alter repair improve sell or dispose of or otherwise deal with any land buildings or premises for the use of the Association
  - (d) to enter into contracts on behalf of the Association
  - (e) subject to such consents as may be required by law to borrow money upon the security of any of the property of the Association and to grant or direct to be granted mortgages for securing the same
  - (f) to make and from time to time to repeal or alter regulations as to the management of the Association and the affairs thereof and as to the duties of any officers or servants of the Association and as to the conduct of business by the Board and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these articles
  - (g) generally to do all things necessary for the due conduct of the affairs of the Association not herein otherwise provided for

54. The Board shall meet for the dispatch of business adjourn and otherwise regulate their meetings as they think fit and in any case not less than four times every year and one third in number of the total membership of the Board (excluding Honorary Officers) shall be a quorum. A member of the Board may at any time and the Secretary shall upon the request in writing of any of the Board summon a meeting of the Board. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent by post to each member of the Board at least three days before such meeting unless urgent circumstances require shorter notice but the proceedings of any Meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars

55. All questions shall be decided by the votes of the majority of the Board present and voting thereon at a meeting of the Board

56. The Board shall cause minute books to be kept of the proceedings of general meetings of the Association and of meetings of the Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairman or by a member of the Board present at the meeting shall be sufficient evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof

57. A resolution in writing signed by all the Members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held

#### OFFICERS

58. There shall be an Honorary Treasurer of the Association. The first Honorary Treasurer shall be Cyril P Darby, Esq. and future Honorary Treasurers shall be appointed by the Board. The Honorary Treasurer may at any time be removed by the Board and he shall perform such functions as shall be assigned to him by the Board. The Board shall have the power to fill any vacancy in this position that may arise from time to time.

59. The Board may appoint or engage on such terms and to discharge such duties as they may think fit a Secretary and such other officers and servants and may dismiss any Secretary other officer or servant so appointed or engaged

60. A provision of the Companies Act 1985 or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as the Secretary

#### SEAL

61. The Board shall provide a common seal for the purposes of the Association which shall be kept under such custody and control as the Board shall from time to time determine. The seal of the Association shall not be affixed to any instrument except pursuant to a resolution of the Board and in the presence of two members of

the Board or one such member and the Secretary who shall sign every instrument to which the seal is affixed in their presence

#### ACCOUNTS

62. The Board shall cause true accounts to be kept of

- (i) all monies received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and
- (ii) the assets and liabilities of the Association and in such accounts assets held upon any special trust and receipts and payments on account of such trust shall be entered separately and apart from all other assets receipts and payments; and
- (iii) all sales purchases and supplies of goods and services by the Association

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions

64. The Board shall lay before the Annual General Meeting of the Association in each year an income and expenditure account of the Association and a balance sheet for the year ending on the previous Thirty first day of March. Such account and balance sheet shall be accompanied by a report of the Board as to the state of affairs of the Association and a report of the Auditors and the balance sheet shall comply with the provisions of Schedule 4 of the Companies Act 1985. A copy of every balance sheet together with copies of the said reports shall not less than twenty-one clear days before the date of the meeting before which such balance sheet and reports are to be laid be sent to all persons entitled to receive notices of general meetings of the Association

#### AUDITORS

65. Auditors shall be appointed and their duties regulated in accordance with sections 384 to 386 of the Companies Act 1985

#### NOTICES

66. A notice may be served upon any member of the Association either personally or by sending it through the post in a prepaid letter addressed to such member at his usual address. In the latter case it shall be deemed to have been served at the time when the

letter containing the same would have been delivered in the ordinary course of post except in the case of a notice of a meeting when it shall be deemed to have been served at the expiration of twenty-four hours after the posting of such notice and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted

#### WINDING UP

67. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles

#### INDEMNITY

68. Subject to the provisions of the Companies Act 1985 but without prejudice to any indemnity to which a member of the Board may otherwise be entitled every such member or other officer or Auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Association

FIRST MEMBERS OF THE COUNCIL

Name, addresses and  
descriptions

Signatures, addresses and  
descriptions of the First Elected  
Members of the Council  
including subscribers to the  
Memorandum

Cyril Plummer Darby  
71 Park Avenue South  
Northampton  
NN3 3AB

Retired Company Director

DATED 20th February 1990  
Witness to the above signature

Signature  .....

Address 14, FIVE ACRES FOLD  
HEMPFELD, NORTHAMPTON, NN9 4TD .....

Michael Saunders-Watson  
Rockingham Castle  
Market Harborough  
Leicestershire  
LE16 8TH

Farmer/Landowner

DATED 2.2 1990  
Witness to the above signature

Signature  .....

Address 13 Rockingham  
Market Harborough  
Leics. LE16 8TH .....

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2484603

I hereby certify that

**NORTHAMPTONSHIRE ASSOCIATION OF YOUTH  
CLUBS**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the 23 MARCH 1990

*VJ - flowers*  
MISS V. J. FLOWERS

an authorised officer



COMPANIES FORM No. 224

224

**Notice of accounting reference date**  
(to be delivered within 6 months of incorporation)

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

Please complete  
legibly, preferably  
in black type, or  
bold black lettering

--	--	--	--	--	--

2484603

Name of company

NORTHAMPTONSHIRE ASSOCIATION OF YOUTH CLUBS

Please insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important  
the accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

01.04

April  
Day Month

05.04

3 June  
Day Month

3.06

\* December  
Day Month

1.12

Print  
Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
Scotland as  
appropriate

Signed

Designation:

Director

Date

29.3.1990

Presentor's name address and  
reference (if any):

HEWITSON BECKE+SHAW,  
7 SPENCER PARADE,  
NORTHAMPTON,  
NN1 5AB  
REF. JES

For official Use  
General Section

Post received

29.3.1990