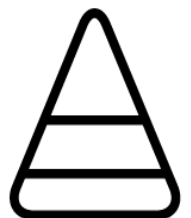
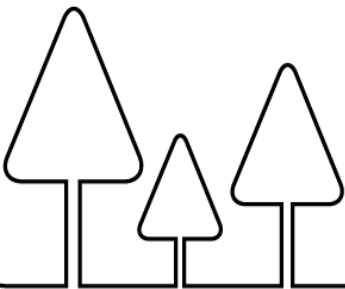


# Urdd Gobaith Cymru

ARTICLES OF ASSOCIATION



[urdd.org](http://urdd.org)

**Company Number: 00263310**

**Companies Act 1985, 1989 and 2006**

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**PRIVATE COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

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**CWMNI URDD GOBAITH CYMRU**  
**Charity No: 524481**

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## **Interpretation**

**1** In these articles:

"the Commission"	means the Charity Commissioners of England and Wales.
"the Directors"	means the directors of the Charity. The directors are charitable trustees as defined by the Charities Act 1993 Section 97.
"Address"	means a postal address, or for the purposes of electronic communication, a fax number, an e-mail address, or text message, in each case registered with the Charity.
"the Board"	means meetings of members who are Directors/Officers as noted in Articles 21 and 49.
"United Kingdom"	means Great Britain and Northern Ireland.
"Clear days"	in relation to the period of notice means a 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.
"the Act"	means the Companies Act 2006.
"the Charity"	means the company intended to be regulated by these Articles.
"the Memorandum"	means the Charity's Memorandum of Association.

"the Seal" means the common seal of the Charity, (if it has one).

"the Urdd" means the unincorporated body known as Urdd Gobaith Cymru and all parts of it.

Words indicating one gender shall include all genders and words in the singular include the plural and vice versa unless the context indicates otherwise.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act, but excluding any statutory modification not in force when this constitution becomes binding upon the Charity.

Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Individual Members and Voting Members**

- 2
- (1) In accordance with the Memorandum of Association, the purpose of the Urdd is to provide a range of activities for individual members. In these articles it is noted that there is another group of individuals, named as voting members, who have the right to attend and vote at meetings of the company. (see Appendix 1)
  - (3) Any member of the Charity's staff may be a voting member.
  - (4) Membership is not transferable to anyone else, and will end upon death or resignation.
  - (5) The Directors must keep a register of members' names and addresses.
  - (6) Any member who fails to observe any of the Charity's rules or regulations from time to time in force may be disqualified from the Charity on the decision of the Board of Trustees carried by votes of at least 75% of the Board members present. A member of this type will receive seven clear days' notice of the Board meeting, and may attend the meeting, and participate in the transactions as the Board allows, but may not be present when the vote is taken. A member excluded by such meeting shall within seven days of notice of his or her exclusion appeal the decision of the Board to the General Meeting of the Charity.
  - (7) The General Meeting referred to in article 7 shall have the power through the votes of not less than 75% of the members present to remove the exclusion, or to remove it subject to the fulfilment of any such conditions as the meeting considers should be taxed.

## **General Meetings**

- 4** (1) The Charity must hold an annual general meeting each year and no more than 15 months may elapse between successive annual general meetings, with such meetings to be held at a time and at a venue determined by the Board.
- (2) Every general meeting other than the annual general meeting is called a special general meeting.
- 5** The Board may convene a special general meeting at any time, and such a meeting shall be held in the manner set out in the Act.

## **Notice of General Meetings**

- 6** (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- (a) 21 clear days for an annual general meeting, and for a special general meeting called for the passing of a special resolution; and
- (b) 14 clear days for all other types of special general meetings.
- (2) A general meeting may be called by shorter notice, if it is so agreed:
- (a) in the case of an annual general meeting, by all members who are eligible to attend and vote; and
- (b) in the case of a special general meeting, by a majority in the number of members having a right to attend and vote at the meeting, being a majority who together hold no less than 75% of the total voting rights.
- (2) The notice must specify the date, time and place of the meeting (in person or on-line), and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all members, and to the Directors and auditors.
- 7** The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

## **Proceedings at General Meetings**

- 8** (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A Quorum is:
- 25 members entitled to vote upon the business to be conducted at the meeting
- 9** (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting, a quorum ceases to be present
- the meeting shall be adjourned to such date and time as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting, stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present shall constitute the quorum for that meeting.
- 10** (1) The President of the Charity, or in his absence the Chair of the Board shall be the Chairperson at all general meetings of the Charity. If there is no President or Chair, or if neither the Presiding Officer nor the Chair of the Board are present at the time of the meeting, the members present will choose one of their number to Chair the meeting.
- (2) The Chair may, with the permission of the meeting, adjourn any meeting from time to time and from place to place, but no business may be conducted at a adjourned meeting other than the business not concluded at the adjourned meeting.
- 11** (1) Any vote at a meeting shall be decided by a show of hands, unless, before or on the declaration of the result of the show of hands, a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting shall be conclusive unless a poll is demanded.

- (b) The result of the vote must be recorded in the Charity's minutes, but the number or proportion of votes cast, need not be recorded.
- (3) (a) A demand for a poll may be withdrawn before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The results of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) In the case of an equality of votes, the Chair will, on a show of hands and on a poll, have a second or casting vote.

### **Votes of Members**

- 12** Each member shall have one vote.
- 13** Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 14** (1) The Urdd Regions(Rhanbarthau) may nominate any person to act as their representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of each representative. The representatives shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominees may continue to represent the relevant Region (Rhanbarthau) until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed.

### **Directors**

- 15** A Director must be a natural person aged 18 years or older.

- 16** The minimum number of Directors shall be three but (unless otherwise determined by a ordinary resolution) shall not be subject to any maximum.
- 17** A Director may not appoint alternate directors or anyone to act on his or her behalf at meetings of the Directors.

### **Powers of Directors**

- 18** (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions in the Act, in the Memorandum, in these articles or any special resolution, and the Directors may delegate the management of the business and exercise such power as they see fit from time to time in accordance with Article 34.
- (2) No alteration to the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Director.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

### **Retirement**

- 19** The provisions in these Articles in relation to the retirement of Directors shall not apply to the honorary Directors referred to in Article 26, who shall only be disqualified from acting as Directors or removed from office in accordance with Article 27. In the case of the Director or other Directors, the provisions of the remainder of these Articles shall apply in connection with their retirement or appointment. At each annual general meeting, one-third of the Directors (other than the Honorary Directors) or, if their number is not 3, or a multiple of 3, the number nearest to one-third must retire from office. If there is only one Director, he or she must retire.
- 20** (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became, or were appointed Directors on the same day, those who retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of these articles, the retirement shall take effect upon the conclusion of the meeting.
- (3) If, at the meeting at which a Director (other than an Honorary Director) retires by rotation, the Charity does not fill the post, the retiring Director may, if happy to do so, be re-appointed unless a resolution for reappointment is put before the meeting and lost. A Director will be able to serve for a period of three terms of three years and will not be eligible for further nomination unless five years have elapsed. An interim arrangement in place will have agreed amendments to these

articles, namely that Directors who have already served more than two terms of three years are considered for one additional term. In addition, in recognition of particular circumstances or skills, permission to extend may be granted

## **Appointment of Directors**

- 21** The Charity may, by ordinary resolution:
- (a) appoint a person who is willing to act, to be a Director; and
  - (b) determine the rotation in which any additional Directors are to retire.
- 22** No person other than a Director retiring by rotation may be appointed or reappointed as Director at any general meeting unless:
- (1) he or she has been recommended for re-election by the Director; or
  - (2) not less than fourteen or more than thirty five clear days before the date of the meeting, the Charity is given notice that:
    - (a) is signed by a member entitled to vote at the meeting;
    - (b) states the member's intention to propose the appointment of a person as Director;
    - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
    - (ch) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 23** All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.
- 24** (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting, and must not be taken into account in determining the Directors who are to retire by rotation.
- 25** The appointment of a Director, whether by the Charity in general meeting, or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 26** In accordance with a resolution at a General Meeting of the Charity honorary Director(s) of the Charity may be appointed for life, subject only to Article 27(1) to (5) below



## **Disqualification and Removal of Directors**

- 27** A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
  - (2) is disqualified from acting as Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of those provisions);
  - (3) ceases to be a member of the Charity;
  - (4) is unable, as a result of mental or physical illness or injury to manage and administer his or her personal affairs;
  - (5) retires as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

## **Remuneration of Directors**

- 28** The Directors must not be paid any remuneration unless it is authorised by Part 5 of the Memorandum.

## **Proceedings of Directors**

- 29**
- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
  - (2) Any Director may call a meeting of the Directors.
  - (3) The Chair must call a meeting of the Directors if requested to do so by a Director.
  - (4) Questions arising at a meeting shall be decided by a majority of votes.
  - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 30**
- (1) No decision may be made by a meeting of Directors unless a quorum is present at the time the decision is made.
  - (2) The quorum shall be four or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 31** If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 32** (1) The Directors shall appoint a Director to chair their meetings, and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 33** (1) A resolution in writing signed by all of the Directors entitled to receive notice of a meeting of the Directors or a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (if applicable) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution, in like form, to each of which one or more Directors has signified their agreement.

### **Delegation**

- 34** (1) The Directors may delegate any of their powers or functions to a Committee or Sub-Committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- (2) The Directors must impose conditions when delegating, including the terms that the relevant powers are to be exercised exclusively by the committee to whom they delegate.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees or sub-committees must be fully and promptly reported to the Directors.
- 35** A Director must excuse himself or herself from any Directors' discussions where there may be a conflict of interest between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to financial interests).

- 36** (1) Subject to article 36(2), all acts done by a meeting of Directors, the Board or of a committee of Directors shall be valid, notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (ch) the vote of that Director; and
  - (d) that director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- (2) Article 36(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 36(1), the resolution would have been void, or if the Director has not complied with Article 35.

### **Minutes**

- 37** The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
  - (2) meetings of the Directors and committees of Directors including:
    - (a) the names of the Directors present at the meeting;
    - (b) the decisions made at the meetings: and
    - (c) where appropriate, the reasons for the decisions.

### **Accounts**

- 38** (1) The Directors must prepare accounts for each financial year as required by the Act. The accounts must be prepared to show a true and fair view and follow the accounting standards of the Accounting Standards Board, or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Directors must keep accounting records as required by the Act, and such records shall be kept at the registered office of the Charity or

elsewhere to be determined by the Directors, and be available at all times for inspection by members of the Charity.

- (3) At least annually, the Board shall submit a report to the Charity at a general meeting setting out the operational state of the Charity, as well as the income and expenditure account for the previous year. A balance sheet should be drawn up annually on the same date as the income and expenditure account and submitted to the Charity at a general meeting.
- (4) A copy of the statement and balance sheet shall be available for inspection by each member at the Charity's Registered Office at least seven days before the General Meeting and will, upon request, be delivered to him.

### **Annual report and return and register of charities**

- 39** (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to the:
- (a) transmission of the statements of account to the Charity;
  - (b) preparation of an annual report and the transmission of it to the Commission; and
  - (c) preparation of an annual return and the transmission of it to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

### **Board**

- 40** The Board shall comprise the Officers of the Charity appointed in accordance with Article 49.
- 41** The Board will have the power to fill part-time posts among its officers only for the period of time that the officer or member appointed in his or her place would have held office had the vacancy not appeared.
- 42** (1) The post of Board member shall become vacant:-
- (a) If a receivership order is made against him or her if he/she makes an arrangement with the creditors;
  - (b) If, in the opinion of the Board, he/she is not of sound mind;
  - (c) If, by notice in writing to the Charity, he or she retires from office;
  - (d) If, for any reason, he or she ceases to be a member of the Board;

- (e) If he/she becomes a member of staff.

### **Functions and Powers of the Board**

- 43** The Board has absolute control over the affairs and property of the Charity.
- 44** The Board has the following powers and responsibilities namely:-
- (a) To spend the Charity's funds in such manner as they consider to be in the best interests of the Charity's purpose, and to invest in the Charity's name or in the names of Directors such part as they consider appropriate and to direct the sale or conveyance of any such investments to spend the profit from such sales for the benefit of the Charity.
  - (b) To acquire, in the name of the Charity, or in the names of Directors, build upon, pull down, rebuild, add to, repair, improve, sell, dispose of or otherwise deal with in any land, buildings or premises for the use of the Charity.
  - (c) To agree contracts on behalf of the Charity.
  - (ch) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for a grant or the discharge of an obligation in relation to mortgages and otherwise encumbrance the Charity's property.
  - (d) To make local rules, regulations or laws, as referred to in article 56, subject to the restrictions and condition upon delegation given in article 34, and to delegate all or any of its powers to such committees of members of the Charity they see fit and to create rules as they see fit to regulate the power, accountability and procedure of all committees, and to appoint officers, servants, members of staff, freelance workers, consultants, part-time workers or other workers as required by the Charity from time to time, including for the avoidance of doubt of the Chief Executive Officer, and to terminate all such appointments if necessary, or if appropriate, subject to the final approval of the Directors.
  - (dd) To make, and from time to time, revoke or modify regulations relating to the duties of any officers, servants, members of staff, freelance workers, consultants, part-time workers or other employees of the Charity, and relating to the business of the Board or any committee, and relating to matters or items within the powers or control of the Board, provided that they would not be inconsistent with the Memorandum or Articles, and subject to the approval of the Director in accordance with article 34.
  - (e) To accomplish all things generally which are necessary, or which facilitate the implementation of the Charity's affairs not yet provided for in this document.
- 45** The Board may meet to discuss business, adjourn or otherwise manage their meetings as seen to be convenient. Notice of each meeting of the Board noting the general details of all business to be transacted will be delivered by post or electronic means at least seven days before the meeting.
- 46** All questions to be decided by the majority votes of Board members present and voting at a meeting of the Board.

- 47** The Board shall keep record books of the transactions of general meetings of the Charity and meetings of the Board, and shall cause all resolutions voted upon, and the result of the votes to be recorded.
- 48** Bankers shall be appointed and may be changed by the Board, and cheques will be signed by a person/persons specifically authorised to do so by the Board.

### **Officers**

- 49** The Charity at a General Meeting shall from time to time appoint from its members the following officers, namely, President, Vice Presidents, Chair, Vice-Chair, , Treasurer, , and the appointment period of the persons appointed shall be three years.

### **Notices and Meetings**

- 50** Any notice to be given to or by any person pursuant to the Articles
- (1) must be in writing; or
  - (2) must be given in electronic form.
- 51** (1) The Charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form, to the member's address.
- (2) A member who has not registered an address with the Charity, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Charity.
- 52** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 53** (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted notice shall be sufficient evidence that the notice was given.
- (2) Proof that notice was included in an electronic form of notice sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be sufficient evidence that notice has been given.
- (3) Notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic form of communication, 48 hours after it was sent.

**54** Any Director or any member of the Board may participate in a meeting of the Directors or a committee of the Directors or a meeting of the Council by means of a telephone conference, or a video conference or similar communication equipment at which each person participating in the meeting may hear one another, and participation in a meeting in this way shall be deemed to constitute attendance and, subject to the articles and the Act, shall have the right to vote and be counted in a quorum. Such a meeting shall be deemed to take place, in the place where the largest collection of participants has gathered, or, if no such group exists, at the location where the Chair of the meeting is.

### **Indemnity**

**55** The Charity shall indemnify all Directors or other officer or auditor of the Charity against any liability incurred by him or her in defending any proceedings, either civil or criminal, where a judgment is in favour of the Director or where the Director is exonerated or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Charity's affairs.

### **Rules**

- 56** (1) The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Charity, and also from time to time as they see fit, delegate the creation of the rules or regulations in accordance with article 34.
- (2) The bye-laws may regulate the following matters, but are not restricted to them:
- (a) the admission of members to the Charity and the rights and privileges of such members and other fees or payments by or to members;
  - (b) the conduct of the members of the Charity in relation to one other, and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

- (ch) the procedure at general meetings and meetings of the Directors, in so far as such procedure is not regulated by the Act or by the Articles; and
  - (d) generally, all such matters as are commonly the subject matter of company rules.
- (3) The Charity in general meeting has the power to alter, add to or repeal the bye-laws.
  - (4) The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
  - (5) The rules and bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or the Articles.

## **Appendix 1**

Members entitled to vote at a General Meeting.

1. Members of the Board of Directors (Trustees)
2. Honorary Presidents
3. President and Vice-President of the Urdd
4. Chairs of current Urdd National Eisteddfod Executive Committees
5. Members of the Business Board\*
6. Members of the Sports and Apprenticeships Board\*
7. Members of the Eisteddfod and the Arts Board\*
8. Members of the Human Resources Board\*
9. Members of the Gwersylloedd Board\*
10. Chairs of Regional (Rhanbarthau) Committees as well as two other members.

\*In addition to the members of these boards, members of any Sub-Committees who are approved will also have a vote. No individual may have more than one vote.