



THE GERMAN YMCA IN LONDON

Constitution

Adopted by the AGM of the
German YMCA in London
on 24th June 2003

GERMAN YOUNG MEN'S CHRISTIAN ASSOCIATION
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Founded in London 1860 - Registered Charity No. 250118

1. Name

The Association shall be called the

GERMAN YOUNG MEN'S CHRISTIAN ASSOCIATION IN LONDON
(hereinafter called "the Association").

2. Objects

2.1 The objects of the Association arise from its acceptance of the Basis of Union of the Young Men's Christian Associations of England, Ireland and Wales ("the YMCA Movement") adopted by the British Young Men's Christian Association Assembly held in Birmingham in the year 1973, that is to say:

"The Young Men's Christian Associations seek to unite those who, regarding Jesus Christ as their God and Saviour according to the Holy Scriptures, desire to be his disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom."

2.2 Any differences of opinion on other subjects, however important in themselves, shall not interfere with the harmonious relations of the Association with the YMCA Movement.

2.3 Accordingly the Objects of the Association are:

2.3.1 To lead young people to the Lord Jesus Christ and to fullness of life in Him.

2.3.2 To provide or assist in the provision in the interests of social welfare of facilities for recreation and other leisure time occupation for men and women with the object of improving their condition of life and/or their general circumstances.

2.3.3 To relieve or assist in the relief of persons of all ages who are in conditions of need, hardship or distress by reason of their social, physical or economic circumstances whether such assistance be through direct provision to such persons or through provision to other organisations, institutions and/or bodies having such a purpose as their objects or part of their objects.

2.3.4 To undertake any actions, make such donation(s), provide such assistance (whether financial or otherwise) which may in the reasonable opinion of the Board be ancillary to, incidental to or otherwise assist the Association in the obtaining of such aforementioned objects.

3. Affiliation

3.1 In order to enter into the fellowship of the YMCA Movement and to co-operate in its service, the Association undertakes to apply annually for the recognised certificate of affiliation. Such affiliation involves the acceptance of definite obligations in regard to the Basis of Union and the foregoing Objects.

3.2 The work of the Association shall not be given up, nor a meeting called for the purpose of giving up its work, without previous reference to the National Council of Young Men's Christian Association (Incorporated) ("the National Council").

3.3 The Association shall remit annually to the National Council such affiliation fee and comply with such rules relating to affiliation as shall be from time to time prescribed by the National Council.

4. Membership

There shall be three types of membership of the Association:

4.1 Full Membership

4.1.1 Full Membership of the Association is a fellowship of men and women over 17 years of age who

- a) have accepted the Basis of Union, set out in paragraph 2.1 above, and
- b) who are committed to the Christian Way of Life, and who desire to be disciples of the Lord Jesus Christ and
- c) who seek to associate themselves with others in Christian Service in and through the Association.

4.1.2 Full Members shall be entrusted with the task of:

- a) maintaining the Christian purpose of the Association, and
- b) seeking to make that purpose effective, and
- c) undertaking through the provision of this Constitution the direction of the Association's policy and the control of its affairs.

4.1.3 Full Membership shall be open upon written application to the Board to any man or woman over 17 years of age who,

- a) loyally accepts the challenge of Christ and is willing to take his or her part in the fellowship and service which the Association exists to promote and
- b) has been an Associate Member of the Association for a period of not less than three months, and

- c) as a condition of application for Full Membership shall accept the objects of the Association in a personal declaration: "I have read the Statement of the Aim and Purpose of the Young Men's Christian Associations. (The Statement is set out in the Application Form a copy of which is annexed to this Constitution). Accordingly I desire to make application for Full Membership of the German Young Men's Christian Association in London", and
- d) shall agree to abide by and be subject to the provisions of this Constitution.

4.1.4 Any person who shall comply with the provision of this Constitution may apply to the Board to be admitted as Full Member of the Association, in respect of which:

- a) applications for Full Membership shall be considered at the next following meeting of the Board when the agenda and available time shall permit, and
- b) approval of any application for Full Membership shall be determined by majority vote of the Board, and
- c) the decision of the Board as to any application for Full Membership shall be final and binding.

4.1.5 Full Members shall be eligible to attend and vote at either or both the Annual General Meeting and any Special Meetings of the Association.

4.2 Associate Membership

4.2.1 Associate Member of the Association, while not accepting the responsibility of Full Membership, may avail himself or herself of the privileges which the Association offers, and at the same time link himself or herself as a partner in service with the membership of the Association.

4.2.2 Associate Membership is open on written application to the Board to any man or woman over 17 years of age who:

- a) furnishes satisfactory references in a form and of a nature determined from time to time by the Board, and
- b) affirms his or her sympathy with the basis on which the Association is formed.

4.2.3 The Board may from time to time constitute sub-Committees of the Association upon which Associate Members may be entitled (either solely or jointly with Full Members) to serve.

4.2.4 Associate Members shall not be entitled to serve on sub-Committees of the Association constituted solely of Full Members nor shall they be entitled to receive notice of or vote at any Annual General Meeting or Special Meeting of the Association.

4.3 Supporting Membership

Any person who is in sympathy with the objects of the Association can become a supporting member by paying an annual contribution.

5. Subscription

5.1 Full Members and Associate Members shall subscribe to the funds of the Association on a basis to be determined, from time to time, by the Board.

6. Discipline

6.1 The Board shall have power by majority vote to exclude any Full Member, Associate Member or Supporting Member, whose conduct is found, in the absolute discretion of the Board, to be inconsistent with the purpose of the Association and its rules, or whose general attitude and spirit are found to be prejudicial to the best interests of the Association and its membership.

6.2 Where a question concerning possible disciplinary action in respect of a member may arise, the General Secretary shall have the right to suspend any member, until the next meeting of the Board.

6.3 Any person whose membership of the Association is suspended under the foregoing provision shall not be entitled to vote at any Annual General Meeting or Special Meeting of the Association nor vote at any meeting of the Board or any sub-Committee, until such time as membership has been reinstated by the Board.

6.4 A person sought to be excluded from membership of the Association, or whose membership shall be suspended, shall be entitled to be given notice of the reason for his/her exclusion/suspension and to be heard by the Board. At any such hearing the Member may be accompanied by a friend. No final decision with regard to exclusion shall be made prior to the Member being afforded that chance of attending such a hearing (whether or not attendance actually occurs).

7. Management

7.1 General Secretary

7.1.1 The association shall employ a person of suitable qualification to act as General Secretary to the Association.

7.1.2 The Board shall delegate to the General Secretary such powers and duties as shall be necessary to enable the General Secretary's obligations under this Constitution to be properly performed.

7.1.3 The General Secretary shall be responsible to the Board and shall report to the Board on such basis and with such frequency as the Board shall from time to time determine.

7.1.4 Without limitation to the foregoing, the General Secretary shall attend (unless prevented by good reason) all meetings of the Board.

7.1.5 The General Secretary shall be responsible for the undertaking all functions of the General Secretary under this Constitution, together with the day to day administration of the running of, and attending to, the everyday responsibilities of the Association.

7.1.6 The General Secretary shall report to the Board in respect of all aspects of the General Secretary's duties and the actions undertaken by him/her.

7.2 Board of Management

7.2.1 The administration of the Association shall be controlled and/or directed by a governing body, the Board of Management ("the Board").

7.2.2 The Board shall consist of the President and Treasurer of the Association and not less than 8, nor more than 12, Full Members.

7.2.3 The Board shall elect its Chairman annually; such election shall continue for a period of 12 calendar months, but such person shall be eligible for re-election.

7.2.4 Election of Full Members to the Board and reappointment of retiring Board Members shall be determined at the Annual General Meeting of the Association or at a Special General Meeting called for such purpose, by a simple majority of Full Members present and entitled to vote.

7.2.5 Membership of the Board shall be open to Full Members who have attained the age of 18 years and shall have been members of the Association for not less than 12 months.

7.2.6 Any person being a Full Member and satisfying the qualifying criteria in paragraphs 4.1 and 7.2.5 shall be entitled to apply to the Full Members to become a member of the Board:

- a) upon the submission to the General Secretary of a written application and
- b) such application being supported by the signature of not less than three other Full Members of not less than 12 months standing, and
- c) upon such application being submitted to the General Secretary not less than 14 days prior to the Annual General Meeting or (in the case only of a Special Meeting called for the purpose of election of Board members) not less than 14 days prior to such Special General Meeting, and

- d) the General Secretary shall upon receipt of such nominations notify all Full Members and post notice of the nominations received on the notice board of the Association, prior to the meeting of the Association when such nominations will be determined.

7.2.7 The Board shall, pending the next Annual General Meeting, have liberty to co-opt additional Full Members to the Board, provided such Members co-opted do not exceed one-third in number of the elected members of the Board.

7.2.8 The Board shall have power to fill a casual vacancy on the Board by appointing a Full Member to hold office until the next Annual General Meeting. Such person, subject to them being qualified, may be nominated to the next following Annual General Meeting as a candidate for election to the Board.

7.2.9 Elected members of the Board shall hold office for a term of three years, but shall be entitled to apply for re-election at the end of this period. Nothing in this paragraph shall prevent a member of the Board resigning during the continuing period of their election.

7.2.10 No member of the Board shall acquire any interest in property belonging to the Association (otherwise than as a Holding Trustee) or receive remuneration from or be interested in (otherwise than as a member of the Board) any contract entered into by the Board.

7.3 Function of the Board

7.3.1 The Board shall be responsible for:

- a) the promotion of the policy and programme of the Association in accordance with its Constitution.
- b) all matters of finance, buildings, property, employment and discipline and
- c) communication between the Association and the YMCA Movement's Regional and National Organisations, and
- d) co-operation with other charities and/or bodies with similar objects to the Association operating in furtherance of the Objects or of similar charitable purposes.

7.3.2 The Board shall have powers to appoint and delegate such of its powers to sub-Committees as in the opinion of the Board are necessary to assist in the proper day to day organisation and running of the Association. The Board shall delegate to the General Secretary such of its powers as shall correspond with the duties of the General Secretary under this Constitution together with such other powers as the Board may from time to time determine.

7.3.3 Each sub-Committee shall have power to co-opt additional members not exceeding one-third of its appointed members. Every sub-Committee shall report to the Board at the next meeting thereof any action taken by such sub-Committee.

7.3.4 Reference in this Constitution to “the Board” shall be deemed to include reference to such appropriate sub-Committee where the context shall require.

7.3.5 Sub-Committees shall meet at such intervals and with such frequency as the Board shall from time to time determine.

7.3.6 At least four meetings of the Board (as opposed to any sub-Committee) shall be held during each calendar year.

7.3.7 One-third in number of the members of the Board or the members of any sub-Committee shall constitute a quorum at meetings of the Board or a sub-Committee.

7.3.8 Every matter shall be determined by a majority of votes of the members of the Board or the sub-Committee (as the case may be) present and voting. In the case of equality of votes the Chair of the meeting shall have a second or casting vote.

7.3.9 The Annual General Meeting shall be arranged and convened by the Board, by direction of the General Secretary.

7.3.10 The Board shall receive at its meetings reports from the General Secretary together with such other employees of the Association as shall be requested by the Board to be in attendance at such meeting.

7.3.11 The Board shall comply with the obligations of the Association under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) including (but without limitation) with regard to:

- a) the keeping of accounting records for the Association;
- b) the preparation of annual statements of accounts for the Association;
- c) the auditing or other appropriate independent examination of the statements of accounts of the Association;
- d) the transmission of the statements of accounts of the Association to the Charity Commission and
- e) the preparation of an annual report and annual return and their transmission to the Charity Commission.

8. Annual and Special General Meeting

8.1 Annual General Meeting

8.1.1 The Annual General Meeting of the Association shall be held within 6 months of the end of the Association's financial year or as soon as practicable thereafter.

8.1.2 21 days' notice of the date and place of the Annual General Meeting shall be given to Full Members.

8.1.3 There shall be submitted to the Full Members, at the Annual General Meeting the Board's Annual Report and an Audited Statement of Accounts for the preceding financial year of the Association.

8.1.4 The Full Members shall in Annual General Meeting:

8.1.4.1 elect the President and the Treasurer of the Association.

8.1.4.2 appoint a professional qualified auditor, not being a Member of the Board whose duties shall include the examination of the income and expenditure of the Association, the production of the Association's accounts (audited where required) for the forthcoming year together with such other actions for the forthcoming year for which the Association shall require the services of such an auditor.

8.1.5 No resolution dealing with business other than that arising out of the above-mentioned matters shall be submitted to the Annual General Meeting, unless 14 days' notice of the same in writing has been given to the General Secretary.

8.1.6 Any Full Member entitled to vote at the Annual General Meeting wishing to propose any other business to be determined at such Meeting shall (within the time period prescribed in paragraph 8.1.5) deliver written notice thereof to the General Secretary, supported in writing by three other Full Members entitled to vote, whereupon the General Secretary shall give notice thereof to the Full Members and such further business shall be added to the agenda for such Annual General Meeting.

8.1.7 Particulars of business to be transacted at the Annual General Meeting shall be sent to every Full Member prior to the date of such Meeting.

8.2 Special General Meeting

8.2.1 Special General Meetings of the Association may be convened by the General Secretary, either

8.2.1.1 by the direction of the Board or

8.2.1.2 at the request of at least six Full Members of the Association.

8.2.2 No business shall be transacted at any Special General Meeting except that for which the Meeting is convened.

8.2.3 21 days' notice of Special General Meetings shall be given by circular sent to all Full Members.

8.3 Meetings in general

8.3.1 One-third of the total number of Full Members of the Association present at any Annual or Special General Meeting shall form a quorum.

8.3.2 (Without limiting other provisions of this Constitution) a person shall not be entitled to vote at any Annual or Special Meeting unless his or her membership subscription has been paid to date.

9. Financial

9.1 The Board shall receive from the General Secretary, at the beginning of each financial year, a budget estimate of receipts and expenditure for the consideration and approval of the Board.

9.2 At each meeting of the Board the General Secretary shall present a statement of accounts to date, and an estimate of any extra expenditure considered necessary during the remainder of such financial year, together with a statement of liabilities and a certificate as to the position of the Association with its Bankers.

9.3 The Association shall be entitled to invest monies of the Association not immediately required for the purpose of its Objects at the discretion of the Board, in or upon such investments securities, property or other forms of investments of whatever nature as may in the absolute discretion of the Board be thought fit to the interest that the Board shall be empowered to invest and transpose investments of the Association in the same unrestricted manner as if they were the beneficial owners.

9.4 Without limitation to the above the Board shall have the power to accumulate funds of the Association not immediately required for the fulfillment of the Association's Objects in such an amount as shall be determined by the Board, to be held on account of anticipated or forthcoming expenditure or in anticipation of any other matter which is properly considered prudent by the Board.

9.5 The Board may from time to time appoint a bank, trust corporation or stock broking company (being a member of the Stock Exchange of London) or any subsidiary of such an institution to hold in their name, as nominee for the Association, such investments for the time being of the Association and to deal therewith as such nominee shall properly feel fit.

9.6 To assist in the performance and the obtaining of the Objects of the Association, the Association may create or otherwise hold shares in any private limited company, provided:

- 9.6.1 shares held in such company shall be registered either in the name of the Association, or in the name of such member or members of the Board, as the Board shall from time to time determine, and
- 9.6.2 the shares, where not registered in the name of the Association, but in the name of members of the Board shall be held solely as nominee for the Association, and
- 9.6.3 all Members of the Association who may from time to time be Directors of such a private limited company shall hold such office as nominee for the Association, and may be appointed or removed by the Board, and
- 9.6.4 those Members of the Association who shall hold office on the board of directors of such private limited company shall report to each meeting of the Board as to the affairs of such private limited company, and
- 9.6.5 such directors of such private limited company shall present the annual budget of the private limited company to the Board at the beginning of every financial year and produce financial statements including such information and on such basis as the Board shall require, to each Board Meeting, and
- 9.6.6 at the end of each financial year of such private limited company those members of the Association who shall be directors of such company shall present a written management report upon the financial standing of the company to the Board, and
- 9.6.7 the memorandum and articles of association of the private limited company shall include such further references to the relationship between the company and the Association as the Board shall from time to time require, and
- 9.6.8 as a condition of the holding of office of director within such company, or the holding of shares as nominee, each Member of the Association fulfilling such capacity shall agree to do so without any claim for compensation upon transfer of such shareholding in accordance with a direction from the Board, as provided herein, and without any claim for remuneration in respect of Director's fees or salary, and/or any claim for compensation for loss of office upon removal as a Director of such private limited company.

10. Trustees Property

10.1 All property of any kind belonging to the Association shall be held by four holding Trustees of which one shall be the National Council (“the Holding Trustees”).

10.2 The Holding Trustees shall be duly appointed in accordance with the declaration of Trust of 12th May 1969.

10.3 The Holding Trustees or any of them,

10.3.1 may be removed by the Board at their discretion and

10.3.2 shall not bring any claim for compensation or other loss from such removal and

10.3.3 shall act in accordance with all lawful directions of the Board in relation to such Property.

10.4 Provided the Holding Trustees act in accordance with foregoing provisions of this paragraph 10, they shall not be liable for any loss arising from their capacity as Holding Trustees and shall be fully and effectively indemnified by the Association in respect of all or any liability (including any costs and expenses properly incurred by them) which they may personally incur as a consequence of the holding of such property as aforesaid.

11. Alteration of Constitution

11.1 The Constitution of the Association shall not be altered:

11.1.1 in any way inconsistent with the Objects of the Association, or

11.1.2 in such a way as to cause the Association to cease to be a Charity.

11.2 Without limitation to the foregoing, this Constitution may be altered:

11.2.1 by resolution passed at an Annual General Meeting or Special General Meeting by not less than two-thirds of Full Members present and entitled to vote at such meeting, where,

11.2.2 such proposal to amend this Constitution shall have been resolved prior to such Annual or Special General Meeting by the Board, or

11.2.3 the General Secretary shall have received a written request for such amendment signed by not less than 12 Full Members, setting out the proposed amendment and,

11.2.4 not less than 28 days prior written notice of such proposal and the date of the Annual or Special General Meeting at which such proposal shall be determined, has been given to all Full Members and to the National Council.

11.3 Notwithstanding the above, no amendment may be made to:

11.3.1 paragraph 1 (the name of Association),

11.3.2 paragraph 2 (the Objects),

11.3.3 paragraph 7.2.10 (Board members not to be personally interested),

11.3.4 paragraph 12 (dissolution) or

11.3.5 this paragraph 11 without the prior consent in writing of the Charity Commissioners.

11.4 The Board should promptly send to the Charity Commissioners a copy of any amendment made to this Constitution in accordance with this paragraph 11.

12. Dissolution

12.1 Subject to the provisions of paragraph 3.2 being implemented if the Board decides that it is necessary or advisable to dissolve the Association:

12.1.1 the Board shall direct the General Secretary to call a Special General Meeting of all Full Members, of which not less than 28 days' notice (stating the terms of the resolution to be proposed) shall be given, and

12.1.2 if at such Special General Meeting such proposal to dissolve the Association shall be confirmed by three quarters of the Full Members attending such meeting and able to vote, then

12.1.3 the Board shall have power to dissolve the Association, subject to the provision of paragraph 12.2.

12.2 If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities (including the costs and expenses of dissolution), any property or other assets of whatsoever nature, the same shall not be paid or distributed among the Members of the Association, but shall be transferred to the National Council for its general purposes.

APPLICATION FORM FOR FULL MEMBERSHIP

STATEMENT OF AIMS AND PURPOSES

The YMCA is a Christian Movement:

At its centre are Christians who, regarding Jesus Christ as Lord and Saviour, desire to share their faith with others, make Him known, believed, trusted, loved, served and exemplified in all human relationships. It welcomes into its fellowship persons of other religious faiths and of none.

Accordingly the YMCA stands for:

- A world-wide fellowship based on the equal value of all persons.
- Respect and freedom for all, tolerance and understanding between people of different opinions.
- Active concern for the needs of the community.
- United effort by Christians of different traditions.

The YMCA aims to:

- Provide a welcome to members for themselves, in a meeting place which is theirs to share, where friendships can be made and counsel sought.
- Develop activities which stimulate and challenge its members in an environment that enables them to take responsibility and find a sense of achievement. Involve all members in care and work for others.
- Create opportunities for exchanging views, so that its members can improve their understanding of the world, of themselves and of one another.

DECLARATION

I have read the foregoing Statement of the Aim and Purpose of the Young Men's Christian Associations. Accordingly I desire to make application for Full Membership of the German Young Men's Christian Association in London.

Date:

Signature:

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