

CONSTITUTION OF THE BIRCHMEADOW (CENTRE) MANAGEMENT COMMITTEE

1. CHARITY NAME

The name of the charity shall be The Birchmeadow Centre Management Committee (hereinafter called the Committee) or such other name as the trustees may from time to time decide with the approval of the Charity Commissioners.

2. OBJECTS

The objects of the Committee are to:

- a) Promote the benefit of the inhabitants of the the Broseley and Jackfield area and the neighbourhood together defined by the ward boundaries (hereinafter called the “area of benefit”) without distinction of sex, sexual orientation or race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants, including the individual needs of the disabled;
- b) establish, or secure the establishment of, a Community Centre (hereinafter called “the Centre”) and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objectives;
- c) promote such other charitable purposes as may from time to time be determined.

The Committee shall be non-party in politics and non-sectarian in religion.

3. POWERS

In furtherance of the said objects, but not otherwise, the Committee shall have the power to:

- a) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- b) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- c) collect and disseminate information on all matters relating to its objectives, and to exchange such information with other bodies having similar objectives whether in the United Kingdom or elsewhere;
- d) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objectives, and to issue or circulate the same whether for payment or otherwise;
- e) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objectives, and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 15 hereof;
- f) make regulations for the proper supervision, control and management of any property which may be so required;
- g) sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law;
- h) raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED THAT the Committee shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;
- i) support any charitable trusts, associations or institutions formed for all or any of the objects;
- j) receive money on deposit or loan or overdraft, in such a manner as the Committee may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- k) invest money not immediately required for its objects in or upon such investments, securities or property as the Committee may think fit, SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;
- l) borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the

property of the Committee with the repayment of money so borrowed;
m) subject to Clause 11 hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
n) remunerate any member of the General Committee for services rendered to the Committee

PROVIDED THAT:

- i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
 - ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
 - iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the Committee;
 - iv) the other members are satisfied that the services rendered to the Committee are of special value to the Committee having regard to such member's ability, qualifications or experience and/or to the level of remuneration for which he/she has agreed to provide them;
 - v) the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the General Committee.
- o) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- p) provide indemnity insurance for the members of the General Committee (or any of them) out of the funds of the Committee PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the members of the General Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the General Committee (or any of them) in reckless regard of whether it was a breach of duty or breach of trust or not.
- q) affiliate to the National Federation of Community organisations (Community matters) and to other organisations with similar charitable objects.
- r) do all such other lawful things as shall further the charitable objects of the Committee.

4. CHARITY TRUSTEES

All members of the General Committee - this being restricted to a maximum of fifteen.

5. MEMBERSHIP

- a) Membership shall be open, irrespective of sex, sexual orientation, race, nationality, special needs or political, religious or other opinion to:
- i) fifteen individuals aged 18 or over who reside within the area of benefit and are representatives of named organisations (elected for one year only or longer, are all elected members to resign each year or only a proportion of them)
 - ii) one individual aged under eighteen years of age who resides within the area of benefit and is a representative of a named organisation - this representative shall not have the right to vote at General Committee meetings and cannot be appointed to a trustee position.
- b) each named organisation as set out in Clause 5 (a) (i) above shall appoint one individual person being a member thereof to represent it and vote on its behalf at meetings of the General Committee and may appoint an alternative being a member thereof to replace its appointed representative as an observer at such meetings if the appointed representative is unable to attend. In the event of such individual person resigning or leaving a named organisation he or she shall forthwith cease to be a representative thereof. The named organisation shall have the right to appoint a new representative, informing the Secretary in writing.
- c) if a named organisation ceases to appoint a re representative to the Committee, the Committee has the right to elect at the Annual General Meeting or co-opt in the interim an individual member of the public aged eighteen or over and resident in the area of benefit to serve as a trustee with full voting rights.

6. RESIGNATION AND TERMINATION OF MEMBERSHIP

- a) Any member of the Committee may resign his/her membership by giving to the Secretary of the Committee written notice to that effect.
- b) The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Committee, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

7. ANNUAL GENERAL MEETINGS OF THE COMMITTEE

- a) Once in each calendar year, an Annual General Meeting of the Committee shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. At least 14 clear days notice shall be posted in a conspicuous place or places in the area of benefit.

The business of each Annual General Meeting shall be:

- i) to receive the Annual Report of the General Committee, which shall incorporate the accounts of the Committee and give an account of the work of the Committee and its activities during the preceding year;
 - ii) to receive the accounts of the Committee for the preceding financial year;
 - iii) to elect the Honorary Officers of the Committee in accordance with Clause 8 hereof;
 - iv) to note the names of the persons appointed/elected to serve as members of the General Committee under clause 9 (a) (ii) - (iv) hereof;
 - v) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Committee in accordance with the Charities Act 1993 (or any statutory modification or re-enactment of that Act);
 - vi) to consider and vote on any proposals to alter this constitution in accordance with Clause 20 hereof;
 - vii) to consider any other business of which due notice has to be given;
- b) the Chair of the General Committee may at any time at his or her discretion and the Secretary, within 21 days of receiving a written request to so do signed by not less than 10 members with power to vote and giving reasons for the request, call a special general meeting of the Committee to consider the business specified on the notice of meeting and for no other purpose. At least 14 clear days notice shall be posted in a conspicuous place or places in the area of benefit.

8. HONORARY OFFICERS

- a) The members with power to vote present at the Annual General Meeting shall elect the Chairperson, Treasurer and Secretary of the Committee and other such Honorary Officers as the Committee may from time to time decide who shall serve in their respective capacities as Honorary Officers of the General Committee.
- b) an Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Committee in writing of his/her resignation.
- c) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Committee, the General Committee shall have the power to fill it from among its members.
- d) subject to sub-clause b) of this Clause. all Honorary Officers shall hold office until the conclusion of the next Annual general meeting of the Committee and shall be eligible for re-election.

9. THE GENERAL COMMITTEE

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Committee shall be directed by a General Committee which shall not meet less than seven times a year. As the Charity Trustees, the General Committee shall have the power to enter into contracts for the purposes of the Committee and may exercise any or all powers enumerated in Clause 3 hereof.

- a) The General Committee shall consist of:
 - i) one representative appointed by each of the fifteen named organisations, these to include the Honorary Officers elected under Clause 8 hereof;
 - ii) one Junior representative appointed in accordance with Clause 5 hereof;
 - iii) any individuals elected at the Annual Meeting or to-opted by the General Committee to replace the representative of any named organisation which ceases to appoint to the Committee. These persons shall serve on the General Committee until the conclusion of the next Annual General meeting PROVIDED THAT the number of co-opted members shall not exceed one quarter of the total number of members elected and appointed to the General Committee in accordance with the provisions of this sub-clause and enumerated above.
- b) All members of the General Committee shall retire from office together at the conclusion of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- c) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, condition or qualification of any member.
- d) A member of the General Committee shall cease to hold office if he or she
 - i) is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision) or,
 - ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
 - iii) is absent without the permission of the General Committee from all its meetings held within a period of six months and the General Committee resolves that he/she shall cease to hold office, or
 - iv) notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three members of the General Committee will remain in office when the notice of resignation is to take effect)

The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 15 (a) below.

10. GENERAL COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Except as provided for in sub-clauses 3 (n) and (p)

- a) no member of the General Committee (otherwise than a trustee for the Committee) shall acquire any interest in property belonging to the Committee;
- b) no member of the General Committee (otherwise than as a member of the General Committee) shall be interested in any contract entered into by the General Committee;
- c) no member of the General Committee shall receive remuneration

11. PAID EMPLOYEES

- a) The General Committee shall have the sole right in exercise of the power conferred by clause 3 (m) hereof of appointing, dismissing and determining the terms and conditions of service of all employees of the Committee.
- b) An employee of the committee shall not be eligible to be a member of the General Committee but may be invited to attend such committees as a non- voting adviser.

12. RULES OF PROCEDURE AT ALL MEETINGS

- a) Voting: Subject to the provisions of Clause 20, any question arising at a meeting of the Committee shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote, but in case of an equality of votes the Chair shall have a second or casting vote.
- b) Quorum:
 - i) committee Meetings: one third the members with power to vote shall form a quorum at meetings of the general Committee

ii) General Meetings: one third of the members with the power to vote shall form a quorum at General Meetings of the Committee. In the event that no quorum is present at an Annual General Meeting of the Committee, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

c) Minutes: Minute books shall be kept by the Committee and the respective Secretary shall enter therein a record of all proceedings and resolutions.

13. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The General committee shall have the power to adopt and issue Standing Orders for the conduct of Association business and/or Rules for the use of the Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Committee in General Meetings and that they shall be consistent with the provisions of this constitution.

14. FINANCE

a) All money raised by or on behalf of the Committee shall be applied to further the objects of the Committee and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Committee or the repayment of reasonable out-of-pocket expenses incurred on behalf of the Committee by employees and volunteers.

b) All accounts shall be opened in the name of the Committee with the Broseley branch of the Lloyds bank, or with such other financial institutions as the General Committee may from time to time decide. The General Committee shall authorise in writing the Treasurer and three additional designated signatories to sign cheques on behalf of the Committee. All cheques must be signed by not less than two of the three authorised signatories.

c) The Committee's financial year shall be from April to March.

15. TRUST PROPERTY

a) Land and Buildings:

Subject to the provisions of sub-clause (b) of this clause, the General Committee shall cause the title to all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Committee to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the General Committee) appointed by the General Committee as holding trustees. Holding trustees shall act in accordance with the lawful directions of the General Committee. PROVIDED THAT they only act in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of members of the General Committee. Holding trustees may be removed by the General committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 9 (d) above

b) Investments:

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Committee, the General Committee may permit any investments held by or in trust for the Committee to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the General Committee and may pay such nominee reasonable and proper remuneration for acting as such.

16. ACCOUNTS

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to:

a) the keeping of accounting records for the Committee;

b) the preparation of annual statements of the accounts for the Committee;

c) the auditing or independent examination of the statements of account of the Committee

d) the transmission of the statements of account to the Charity Commission for England and Wales.

17. ANNUAL REPORT AND ANNUAL RETURN

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

18. INDEMNITY

In the execution of the trusts hereof no member of the General Committee shall be liable:

- i) for any loss to the property of the Committee by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- ii) for the negligence or fraud of any agent employed by him/her or by any other member of the General Committee in good faith (provided reasonable supervision shall have been exercised);

and no member of the General Committee shall be liable by reason of any mistake or omission made in good faith by any member of the General Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

19. DISSOLUTION

If the General Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Committee it shall call a meeting of all members with power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than 21 days clear notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales and the National Director of the National Federation of Community Organisations (Community Matters). If such decision shall be confirmed by a simple majority of those present and voting at such meetings the General Committee shall have power to dispose of any assets held by or in the name of the Committee. Any assets remaining after the satisfaction of any proper debts and liabilities, shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee shall decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

20. ALTERATIONS TO THE CONSTITUTION

Any proposals to alter this constitution must be delivered in writing to the Secretary of the Committee not less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:

- a) a simple majority of members of the General Committee present and voting at a General Committee meeting;
- b) a two-thirds majority of members with power to vote present and voting at a General Meeting.

At least 14 clear days notice shall be posted in a conspicuous place in the area of benefit and advertised in a newspaper circulating in the area of benefit, stating the wording of the proposers alteration.

No alteration shall be made to this constitution which would cause the Committee to cease to be a charity at law. No alteration to Clause 2 (Objects), Clause 10 (Personal Interests), Clause 19 (dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

ALTERATIONS TO THE CONSTITUTION

At the AGM of 20th July 2010, part of item 14 (b) was amended to read:

“The General Committee shall authorise in writing the Treasurer and three additional designated signatories to sign cheques on behalf of the Committee.”

Previously read:

“The General Committee shall authorise in writing the Treasurer, the Secretary and the Chairperson of the Committee to sign cheques on behalf of the Committee.”