

## CONSTITUTION OF

# Sample

adopted on the 14<sup>th</sup> day of February 2020

### A NAME

The name of the Association is \_\_\_\_\_ (the Association)

### B ADMINISTRATION

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by clause....G.... of this constitution ("the Committee").

### C OBJECTS/AIMS

The Association's objects ("the objects") are:

- To advance Education and Training to further educational advancement, career development, and increase entrepreneur skills and knowledge.
- Increase Adult Education enrolment rates
- Promote social and economic awareness
- Serve as a one-stop-shop where information can be accessed
- Increase retention of students in schools/colleges via exchange programs

### D POWERS

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

1. power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
2. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
4. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;

5. power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
6. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
7. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
8. power to appoint and constitute such advisory committees as the Committee may think fit;
9. power to do all such other lawful things as are necessary for the achievement of the objects.

#### **E Not-for-profit status**

The income and property of the Association shall be applied solely towards the promotion of its objects set out in this constitution, and no portion shall be transferred directly or indirectly by way of profit to members of the Association, provided that nothing shall prevent any payment in good faith by the Association:

1. of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent more than the base lending rate of the Association's bankers;
2. of reasonable and proper rent for premises demised or let by any member of the association;
3. of grants, loans, donations or any other kind of financial assistance to any member, or to any organisation, firm, company or society with which a member may be connected, provided that any such assistance is in respect of activities which are in furtherance of the objectives of the Association;
4. to any member of the Committee in respect of reasonable out-of-pocket expenses incurred while acting on behalf of the Association.

#### **F MEMBERSHIP**

Membership of the Association shall be open to:

- a. any person over the age of 18 years interested in furthering the works of the Association and who have paid any annual subscription laid down from time to time by the Committee, and
- b. anybody corporate or unincorporated association which is interested in furthering the Association's work and has paid an annual subscription (any such body being called in this

constitution a 'member organisation').

2. Every member shall have one vote.
3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend
4. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation
5. The Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

## **G Committee**

The Committee shall consist of not less than **3** members nor more than 9 members being:

- 1.1. The three honorary officers specified in the preceding clause;
- 1.2. Not less than **3** and not more than **9** members elected at the annual general meeting who shall hold office from the conclusion of the meeting.
2. The Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member, if as a result, more than one third of the members of the Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Committee called under clause J and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
3. All the members of the Committee shall retire from office together at the end of the Annual General meeting next after the date on which they came into office but they may be re-elected or re-appointed.
4. The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

6. No person shall be entitled to act as a member of the Committee whether on a first or subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the Association.

#### **H. DETERMINATION OF MEMBERSHIP OF COMMITTEE**

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

1. Is disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. Is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
4. Notifies the Committee, in writing, of his or her wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

#### **I. COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

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

#### **J MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21days' notice must be given.

1. The Chair shall act as Chair at meetings of the Committee. If the Chair is absent from any meeting, the members of the Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
2. There shall be a quorum when at least one third of the number of members of the Committee for the time being, or three members of the Committee, whichever is the greater, are present at a meeting.

3. Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
4. The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
5. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.
6. The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceeding of any such sub- committees shall be fully and promptly reported to the Committee.

#### **K        RECEIPTS AND EXPENDITURE**

The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee.

1. The funds belonging to the Association shall be applied only in furthering the objects.

#### **L.        PROPERTY**

Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to;

1. all land held by or in trust for the Association which is not vested in the Official Custodian for Charities; and
2. All investments held by or on behalf of the Association; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.
3. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Committee may permit any investments held by or in trust for the Association 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 Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **M. ACCOUNTS**

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

1. the keeping of accounting records for the Association
2. the preparation of annual statements of accounts for the Association;
3. the auditing or independent examination of the statements of account of the Association; and
4. the transmission of the statements of account of the Association to the Association Commission.

#### **N. GENERAL MEETING**

1. There shall be an annual general meeting of the Association, which shall be held in the month of February in each year or as soon as practicable thereafter.
2. The Committee shall call every annual general meeting. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chair of the meeting. The Chair of the Committee shall be the Chair of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.
4. The Committee shall present at each annual general meeting the report and accounts of the Association for the preceding year.
5. Nominations for election to the Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **O. SPECIAL GENERAL MEETINGS**

The Committee may call a special general meeting of the Association at any time. If at least nine members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### **P. PROCEDURE AT GENERAL MEETINGS**

1. The secretary, or other person specially appointed by the Committee shall keep a full record of proceedings at every annual general meeting of the Association.
2. There shall be a quorum when at least one tenth of the number of members of the Association for the time being, or ten members of the Association, whichever is the greater, are present at any general meeting.

#### **Q. NOTICES**

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Committee on any member either personally or by sending it through the post in a letter addressed to his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

#### **R ALTERATIONS TO THE CONSTITUTION**

Subject to the following provisions of this clause the Constitution may be altered by a resolution passed

1. by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of Association clause), clause C (the objects clause), clause I (Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Association cease to be a Association at law.
4. The Committee should promptly send to the Association Commissioners a copy of any amendment made under this clause.

#### **S. DISSOLUTION / WINDING UP**

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have the power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable

purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Association must be sent to the Association Commissioners.

#### **T. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

..... Chair

..... Secretary

..... Treasurer