

Constitution of the West Northumberland Community Buildings Consortium

Adopted on 9th June 2016

A Name

The Name of the Association is the West Northumberland Community Buildings Consortium ('the Charity').

B Administration

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

C Objects

The Charity's objects (the "objects") are the promotion of the voluntary sector in Northumberland and the surrounding areas (the area of benefit) in particular by building the capacity of charitable and voluntary organisations operating within area of benefit and providing them with the necessary advice, support, information, training and services to enable them to pursue their charitable purpose and improve the efficiency and management of their resources.

For the purposes of this clause, "the voluntary sector" means charities and voluntary organisations defined as follows: "Charities" are organisations, which are established for exclusively charitable purposes in accordance with the law of England and Wales. "Voluntary Organisations" are independent organisations, which are established for purposes that add value to the community as a whole, or a significant section of the community, and which are not permitted by their constitution to make a profit for private distribution. Voluntary organisations do not include local government or other statutory authorities.

D Powers

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

- i. power to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. 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;
- iii. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- iv. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- v. Power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi. Power to 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;
- vii. 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;
 - viii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - ix. power to appoint and constitute such advisory committees as the Management Committee may think fit;
 - x. power to bring together in conference representatives of voluntary and community organisations, statutory authorities and individuals;
 - xi. power to arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, seminars and training courses;
 - xii. power to collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
 - Xiii. Power to write, publish or print, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or not;
 - xiv. Power to insure the members of the management committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
 - xv. Power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- (1)
 - i Membership of the Charity shall be open to all community buildings in the area of benefit who have paid any annual subscription laid down from time to time by the Management Committee (*The term 'community building' is used generically for a range of rural buildings, including church and village halls, in which community activity takes place*).
 - ii. Application for Membership may be made by other organisations or individuals (over the age of 18 years) who reside or work within the area of benefit or who are interested in furthering the work of the Charity. Members appointed in this way will be liable for any annual subscriptions laid down from time to time by the Management Committee
- (2) Each 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 Charity; an alternative representative may be appointed if the original 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 Management Committee may by unanimous vote 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 Management Committee, accompanied by a friend, before a final decision is made.*

F Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

G Management Committee

- (1) The Management Committee shall consist of not less than 5 members or more than 15 being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than 2 and not more than 12 members elected at the annual general meeting, (of which the majority shall be community building representatives) and who shall hold office from the conclusion of that meeting.
- (2) The Management 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 Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Management Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Management 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 Management 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 Management 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 Management Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the Charity.
- (7) The Management Committee may invite any person to attend its meetings as observers or advisers, but without the power to vote.

H Determination of Membership of the Management Committee

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

- (1) is disqualified from acting as a member of the Management 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 Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or
- (4) notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

I Management Committee Members not to be personally interested

(1) [Subject to the provisions of sub-clause (2) of this clause] no member of the Management Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by Management Committee.

(2) Any member of the Management Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Committee to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J Meetings and proceedings of the Management Committee

- (1) The Management Committee shall hold at least two ordinary meetings each year.
- (2) The Chairman shall act as Chairman at meetings of the Management Committee. If the Chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or 3 members of the Management Committee, whichever is the greater are present at a meeting.
- (4) Every matter shall be determined by the majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (5) The Management Committee shall keep minutes of the proceedings at meetings of the Management Committee and any sub-committee.
- (6) The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- (7) The Management Committee may appoint and determine the terms of reference of one or more sub-committees consisting of three or more members of the Management Committee for the purposes of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee.

K Receipts and expenditure

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Charity at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the approved signatories.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Property

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

M Accounts

The Management Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and

- (4) the transmission of the statements of account of the Charity to the Charity Commission.

N Annual Report

The Management Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

O Annual Return

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of November in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity 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 Chairman of the meeting. The Chairman of the management committee shall be the Chairman 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 Chairman of the meeting.*
- (4) The Management Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) *Nominations for election to the Management Committee should be made by members of the Charity in writing and must be in the hands of the Secretary of the Management Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. Should vacancies exceed nominations, the Chairman may invite nominations from the floor during the meeting.*

Q Special General Meetings

The Management Committee may call a special general meeting of the Charity at any time. If at least ten 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.

R Procedure at General Meetings

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

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Management Committee on any member either personally or by receipted e-mail or by sending it through the post in a prepaid letter addressed to such member at 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.

T Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed 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 charity clause), clause B (the objects clause), clause I (Management Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Charity Commission.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Management Committee should promptly send to the Charity Commission a copy of the amendment made under this clause.

U Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Management Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purposes. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

V 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 Management 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

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Mike Wood
Chair of meeting

Date