

CONSTITUTION OF THE ASSOCIATION OF **TEESDALE DAY CLUBS** **Registered Charity Number 1079248**

March 2017

A. NAME

The unincorporated organisation hereby constituted shall be known as The Association of Teesdale Day Clubs (hereinafter called "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 Board of Trustees, constituted in Clause G of this constitution ("The Board of Trustees").

C. OBJECTS

The Association's objects are the relief of, primarily (but not exclusively so), elderly and disabled people in Teesdale in any manner which is now or hereafter may be deemed by law to be charitable in particular by the provision of activities which meet their social, health and educational needs,

D. POWERS

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

- 1) to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities in raising funds for the said objects;
- 2) to employ and pay any person or persons to supervise, organise and carry out the work of The Association;
- 3) to provide a regular opportunity for Teesdale residents to socialise with others from the community;
- 4) to increase provision of activities, care and services to isolated and vulnerable residents of Teesdale;
- 5) to research and identify needs for caring services for isolated and vulnerable people living in Teesdale;
- 6) to use results of the above research to extend the service where and when a need is established;
- 7) to provide meals at an economical cost.

- 8) to develop a network of information and support to the members through a working partnership with the statutory bodies, other caring agencies and voluntary organisations;
- 9) to provide stimulation to members to increase their self esteem and confidence;
- 10) to offer all members and employees educational training and an opportunity to extend their skills;
- 11) to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip for use;
- 12) subject to any consents by law to sell, lease or dispose of all or any part of the property of the Charity;
- 13) 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;
- 14) whilst maintaining the confidentiality of The Association, 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;
- 15) to establish or support any charitable trust, association or institutions formed for all or any of the objects;
- 16) to appoint and constitute such advisory committees as the Board of Trustees may think fit;
- 17) to do all such lawful things as are necessary for the achievement of the said objects;

E MEMBERSHIP

- 1) Membership of The Association shall be open to all persons over the age of eighteen living within Teesdale
 - 1.1) who will benefit from the objectives of The Association.
 - 1.2) who is interested in furthering the objectives.
- 2) Every member shall have one vote.
- 3) The Board of Trustees may, by unanimous vote, and for good reason, terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.

F. HONORARY OFFICERS

- 1) At the annual general meeting of The Association the members shall elect from amongst themselves a Chair, a Vice-chair, a Secretary and a Treasurer, who shall hold office from the conclusion of the meeting and 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 to any Honorary position.
- 2) The above officers may be consulted in respect of minor, day to day queries or problems provided the matter is reported to the Board of Trustees at the next scheduled meeting.

G. THE BOARD OF TRUSTEES

- 1) The Board of Trustees shall consist of not less than 7 members being:
 - 1.1) the honorary officers specified in the preceding clause.
 - 1.2) not less than 3 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- 2) The Board of Trustees may in addition appoint not more than 2 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 Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Board of Trustees and shall take effect from the end of that meeting unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 3) All members of the Board of Trustees 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.
(Hon. Officers see Section F)
- 4) The proceedings of the Board of Trustees shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed a member of the Board of Trustees who is aged under eighteen or 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 Board of Trustees whether on the first or subsequent entry into office until they have signed a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. MEMBERS FEEDBACK

Members will be encouraged to provide feedback on the services provided by The Association either directly to trustees or through staff or volunteers.

Member satisfaction surveys will be performed regularly.

I. BOARD OF TRUSTEES; MEMBERS NOT TO BE PERSONALLY INTERESTED

- 1) (Subject to the provisions of sub-clause (2) of this clause) no member of the Board of Trustees 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 Board of Trustees) in any contract entered into by the Board of Trustees.
- 2) Any member of the Board of Trustees 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 Board of Trustees to act in a professional capacity on behalf of The Association provided that at no time shall a majority of the members of the Board of Trustees benefit under this provision and that a member of the Board of Trustees 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. DETERMINATION OF MEMBERSHIP OF THE BOARD OF TRUSTEES

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

- 1) is disqualified from acting as a member of the Board of Trustees by virtue of Section 45 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 Board of Trustees from all its meetings held within a period of 6 months and the Board of Trustees resolve that his or her office be vacated; or
- 4) notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

K. MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES

- 1) The Board of Trustees shall hold at least two ordinary meetings each year.
- 2) A special meeting may be called at any time by the Honorary Secretary at the request of two members of the Board of Trustees upon not less than four days' notice being given to the other members of the Board of Trustees on the matters to be discussed. If the matters include an appointment of a co-opted member then not less than twenty-one days' notice must be given.
- 3) The Chair shall act as Chair of the Board of Trustees. If the Chair is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to chair of the meeting before any other business is transacted.
- 4) There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees, whichever is the greater, are present at a meeting.
- 5) Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- 6) The Board of Trustees shall ensure that minutes of the proceedings of meetings of the Board of Trustees and any sub-committees are recorded and kept.
- 7) The Board of Trustees may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of its documents. No rule shall be made which is inconsistent with this constitution.
- 8) The Board of Trustees may appoint one or more sub-Committees consisting of three or more members of the Board of Trustees for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-Committee; provided that all acts and proceedings of any such sub-Committee shall be fully and promptly reported to the Board of Trustees.

L. RECEIPTS AND EXPENDITURE

- 1) The funds of The Association, including contributions and bequests shall be paid into an account operated by the Board of Trustees in the name of The Association at such a bank as the Board of Trustees shall from time to time decide. All cheques drawn of the account shall be signed by at least two of three signatories appointed by the Board of Trustees who shall not be from the same household.
- 2) The funds belonging to The Association shall be applied only in furthering the objects.

M PROPERTY

- 1) Subject to the provisions of sub-clause (2) of this clause, the Board of Trustees shall cause the title to:
 - 1.1) all land held by or in trust for The Association which is not vested in the Official Custodian for Charities; and
 - 1.2) all investments held by or on behalf of The Association to be invested 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 Board of Trustees at its pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided that they act only in accordance with the lawful directions of the Board of Trustees, 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 Association, the Board of Trustees may permit any investments held by the or in trust for The Association to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Board of Trustees, and may pay such a nominee a reasonable and proper remuneration for acting as such.

N. ACCOUNTS

The Board of Trustees shall comply with its 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 statement of account 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 for The Association to the Commissioners.

O. ANNUAL REPORT

The Board of Trustees shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its submission to the Commissioners.

P. ANNUAL RETURNS

The Board of Trustees shall comply with its 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 Commissioners.

Q. ANNUAL GENERAL MEETING

- 1) There shall be an annual general meeting of the Charity.
- 2) Every annual general meeting shall be called by the Board of Trustees. The Honorary Secretary shall give at least 21 days notice of the annual general meeting to all members of The Association. All members of The Association shall be entitled to attend and vote at the meeting.
- 3) The Board of Trustees shall present to each annual general meeting the report and accounts of The Association for the preceding year.
- 4) Nominations for election to the Board of Trustees must be made by members of The Association in writing and must be in the hands of the Secretary of the Board of Trustees at least seven days before the annual general meeting, should nominations exceed vacancies, election shall be by secret ballot.

R. SPECIAL GENERAL MEETINGS

The Board of Trustees may call a special general meeting of The Association at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Honorary Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.

S. PROCEDURE AT GENERAL MEETINGS

- 1) The Secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of The Association.
- 2) There shall be a quorum when at least one twentieth of the number of members of The Association for the time being or ten members of The Association, whichever is the greatest, are present at any general meeting.

T. NOTICES

Any notice required to be served on any member of The Association shall be in writing and shall be served by the Secretary on any member either personally 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 ten days of posting.

U. ALTERATIONS TO CONSTITUTION

- 1) Subject to the following provisions of this clause the Constitution may be altered by 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, Clause C, Clause I, Clause V or this clause without the prior consent in writing of the Commissioners.
- 3) No amendments may be made which would have the effect of making The Association cease to be a charity at law.
- 4) The Board of Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

V. DISSOLUTION

If the Board of Trustees 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 twenty-one 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 Board of Trustees shall have 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 statements of accounts, or account and statement, for the final accounting period of The Association must be sent to the Commissioner.

This version of the Constitution was approved by the Annual General Meeting held on the 16th March 2017.

Dr Peter Wood