

CONSTITUTION

Clause 1 NAME

The name of Association is Volunteer Centre Swindon (hereinafter called the Centre).

Clause 2 AREA

The Centre will serve the area of Swindon & the surrounding area of Wiltshire (hereinafter called the Area of Benefit).

Clause 3 ADMINISTRATION

Subject to the matters set out below the Centre and its property will be administered and managed in accordance with this constitution by the members of the Committee of Management (hereinafter called the Committee) constituted by Clause 8 of this constitution. All members of the Committee are the Charity Trustees of the Centre.

Clause 4 OBJECTS

The objects of the Centre are to promote any charitable purpose for the benefit of the community in the area of benefit by associating together volunteers and organisations in a common effort to advance education, enhance the environment, protect health, relieve poverty, sickness and distress and in furtherance of these objects but not otherwise the Centre shall

- (a) advise and support persons willing to volunteer;
- (b) promote volunteering and community involvement and provide a centre and
- (c) advise and support organisations which involve and are willing to involve volunteers in their charitable activities.

Clause 5

POWERS

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

- (1) to provide an information service for prospective volunteers giving them advice and guidance and referring them to organisations appropriately;
- (2) to act as a central volunteer recruiting agency for voluntary and statutory organisations;
- (3) to be a focal point for organisations using volunteers and encouraging the exchange of ideas and promoting specific projects when needed;
- (4) to provide a central information service to organisations to discuss the role of volunteers and their training and to undertake, or with other organisations undertake, the running of relevant training courses;
- (5) to employ and pay person or persons to supervise, organise and carry on the work of the Centre and make all reasonable and necessary provision for the payments of pensions and superannuation to or on behalf of employees and their dependants;
- (6) to hold and conduct, or assist in arranging and conducting, conferences, exhibitions, meetings, classes, seminars and enquiries;
- (7) to collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (8) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets, leaflets or other documents or films or recorded tapes (audio or visual or both) as shall further the objects;
- (9) to promote and carry out, or assist in promoting and carrying out, research, surveys and investigations and to publish the useful results and findings of such work;
- (10) to obtain, collect and receive monies and funds by way of contribution, donations, legacies, grants and any other lawful method always provided the Centre shall not undertake permanent trading activities in raising funds for the objects and conform to any relevant requirements of the law;
- (11) to purchase, take on lease or in exchange, or hire or otherwise acquire any property and any rights and privileges necessary for the achievement of the objects and maintain and equip it for use and make regulations for any property which may be acquired;
- (12) subject to any consents required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Centre;

(13) subject to any consents required by law, to borrow or raise money for the objects and accept and receive gifts of property of any description (whether subject or not to any special trusts) on such security as shall be deemed to be necessary;

(14) to provide trustee liability insurance as provided in Clause 8 (8) below and

(15) to do all such other lawful things as are necessary for the attainment of the objects.

Clause 6 MEMBERSHIP

(1) Membership of the Centre shall be open to:

(i) individuals (over the age of 18 years) who are interested in furthering the work of the Centre and who have paid any subscription laid down from time to time by the Committee

and

(ii) any body corporate or unincorporated association in the area of benefit which is interested in furthering the work of the Centre and has paid any annual subscription (hereinafter called a member organisation).

(2) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Centre; and may appoint an alternate to its appointed representative at any meeting of the Centre if the appointed representative is unable to attend.

(3) Each member organisation shall notify the name of the representative appointed by it and any alternate to the Centre. If the representative or alternate resigns from or otherwise leaves the member organisation, she or he shall forthwith cease to be the representative of the member organisation.

(4) The Committee will consider and approve or reject applications for membership and may *with a two thirds majority of those present* for good and sufficient reason terminate the membership of any individual or member organisation provided the individual concerned or the appointed representative of the member organisation concerned is given due notice and a right to be heard by the Committee, accompanied by a friend, before a final decision to terminate membership is made.

(5) The Committee will consider and approve associate membership to members under the age of 18. They will have no voting right. Any voting rights will be through the elected representative of the corporate body or unincorporated association (as per Clause 6 paragraph 2).

(6) Every member shall have one vote.

(7) The Centre shall maintain a register of the members.

Clause 7 HONORARY OFFICERS

At the Annual General Meeting of the Centre the members shall elect a chair, a vice-chair, a Treasurer and such other Honorary Officers as the Centre may from time to time decide. The Officers shall hold office from the conclusion of that meeting until the conclusion of the Annual General Meeting of the Centre next after their election but shall be eligible for re-election.

Clause 8 COMMITTEE OF MANAGEMENT

- (1) The Committee shall consist of not less than five members nor more than twelve members being
 - (a) the Honorary Officers specified in Clause 7
 - (b) not less than three and not more than eight members elected by and from the members of the Centre at the Annual General Meeting who shall hold office from the conclusion of that meeting.

The Committee shall from time to time determine the proportion of the elected members of the Committee who shall be nominated by and from individual members of the Centre.

- (2) In addition the Committee may appoint co-opted members having special knowledge or experience provided that the number of co-opted members shall not exceed one third of the total membership of the Committee at the time of co-option. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under Clause 9 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 the post becomes vacant until the end of the Annual General Meeting following the co-option.
- (3) One third of members of the Committee elected at the Annual General Meeting shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office. As between members who have been in office the same length of time those due to retire shall be chosen by lot.
- (4) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or defect in the appointment or qualification of a member.
- (5) A member of the Committee shall cease to hold office if he/she:
 - (a) is disqualified by virtue of s.45 of the Charities Act 1993;
 - (b) becomes incapable by reason of mental disorder, illness or injury, of managing and administering her/his own affairs;

- (c) is absent without permission of the Committee from all their meetings held within a period of 6 months and the Committee resolve that her/his office be vacated or
 - (d) notifies to the Committee a 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.
- (6) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the preceding provisions in Section (5) of this Clause.
 - (7) No person shall be entitled to act as a member of the 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 Centre.
 - (8) No member of the Committee shall acquire any interest in property belonging to the Centre (otherwise than as a trustee for the Centre) or receive remuneration or be interested (other than as a member of the Committee) in any contract entered into by the Committee provided that nothing shall prevent the reimbursement of all out of pocket expenses incurred in office or payment of any premium in respect of any insurance or indemnity to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default of duty or breach of trust which they may be guilty in relation to the Centre provided that any insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the Committee (or any of them).

Clause 9 PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

- (1) The Committee shall hold at least five ordinary meetings in each year and may hold other ordinary meetings as may be required. A special meeting may be called at any time by the Chair or by any two members of the Committee upon 7 days notice 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 21 days notice must be given.
- (2) The Chair of the Centre 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.
- (3) 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 the meeting.
- (4) 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 will have second or casting vote.

- (5) The Committee shall keep minutes of the proceedings at meetings of the Committee and any sub-Committee.
- (6) 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 the custody of documents. Any rules made by the Committee will be subject to review by the Centre in general meeting. No rule may be made which is inconsistent with this constitution.
- (7) The Committee may appoint one or more sub-Committees of two or more members of the Committee for the purpose of supervising or performing any function or duty which in the opinion of the Committee would be more conveniently carried out or undertaken by a sub-committee provided that all acts and proceedings of any sub-Committees shall be fully and promptly reported to the Committee.
- (8) The Committee may invite any person, including the nominated alternate for an elected member from a member organisation, to attend and speak at its meetings as an observer without the power to vote.

Clause 10

INCOME AND PROPERTY

- (1) The funds belonging to the Centre shall be applied only in furthering the objects provided that section (8) of Clause 8 of this constitution shall apply and nothing shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Centre.
- (2) All of the funds of the Centre shall be paid into an account operated by the Committee in the name of the Centre 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 authorised signatories.
- (3) The Centre shall appoint an independent auditor or examiner at the Annual General Meeting and determine remuneration (if any).
- (4) The Committee shall cause title to all land held by or in trust of the Centre and all investments held by or on behalf of the Centre to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the Committee as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Committee and may be removed by the Committee at their pleasure. 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.
- (5) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Centre the Committee may permit any investments held by or in trust for the Centre 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 as

nominee for the Committee and may pay such a nominee reasonable and proper remuneration for acting as such.

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

- (a) the keeping of accounting records for the Centre;
- (b) the preparation of annual statements of account;
- (c) the auditing or independent examination of the statements of account;
- (d) the preparation of an annual report;
- (e) the preparation of an annual return and
- (f) the transmission of the statements of account, the annual report and the annual return to the Charity Commissioners.

Clause 11 GENERAL MEETINGS OF THE CENTRE

(1) 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 Steering Committee/the persons whose signatures appear at the bottom of this document.

(2) There shall be an Annual General Meeting of the Centre which shall be held in the month of September in each year or as soon as practicable thereafter.

(3) Every Annual General Meeting shall be called by the Committee which shall give at least 21 days notice of the Annual General Meeting to all members of the Centre.

(4) All members of the Centre shall be entitled to attend and vote at the Annual General Meeting.

(5) 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 Centre shall be chair of the subsequent Annual General Meetings but if he/she is not present before any other business then the persons present shall appoint a chair of the meeting.

(6) Every matter shall except as in this constitution provided be determined by a majority of the members present and voting on the question. In the case of equality of votes the chair of the meeting shall have a second or casting vote.

(7) The Committee shall present to each Annual General Meeting the report and accounts of the Centre for the previous year.

- (8) Nominations for election to the Committee must be made by members in writing and handed to the Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies election shall be ballot.
- (9) The Committee may call a special general meeting of the Centre at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Committee shall call such a meeting. At least 21 days notice must be given and the notice must state the business to be discussed.
- (10) The secretary or other person specially appointed by the Committee shall keep a full record of proceedings and resolutions at every general meeting of the Centre.
- (11) There shall be a quorum when at least one tenth of the number of members of the Centre for the time being or ten members of the Centre, whichever is the greater, are present at any general meeting.

Clause 12 NOTICES

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

Clause 13 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 1, Clause 4, section (8) of Clause 8, Clause 14 or this clause (Clause 13) without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Centre cease to be a charity at law.
- (4) The Committee shall promptly send to the Commissioners a copy of any amendments made under this clause.

Clause 14 DISSOLUTION

If the Committee decides it is necessary or advisable to dissolve the Centre it shall call a meeting of all members of the Centre of which not less than 21 days notice stating the terms of 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 release any assets held by or on behalf of the Centre. 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 Centre as the members of the Centre may determine or failing that shall be applied for some charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Centre will be sent to the Commissioners.

This constitution was adopted on the day of2005

Signed