

REIGATE & BANSTEAD COUNCIL OF VOLUNTARY SERVICE

CONSTITUTION

(Registered Charity No. 1045949)

1. NAME

The Council shall be known as Reigate & Banstead Council of Voluntary Service (hereinafter called "the Council")

2. ADMINISTRATION

Subject to the matters set out below the Council and its property shall be administered and managed in accordance with this Constitution by the members of the Trustee Committee, (hereinafter called "the Committee") constituted by clause 7 of this Constitution ("the Trustee Committee").

3. OBJECTS

The Council's objects ("the Objects") are:

- a. to promote any charitable purposes for the benefit of the community in the borough of Reigate and Banstead and the neighbourhood thereof (hereinafter called "the Area of Benefit") and, in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness.
- b. to promote and organise co-operation in the achievement of the above purposes and to that end to bring together in Council representatives of the voluntary organisations and statutory authorities within the Area of Benefit,

provided that in carrying out these charitable purposes, the Council will seek to challenge all forms of oppression and inequality and give priority to working with people whose full participation in society is limited by economic, political and social disadvantage.

4. POWERS

In the furtherance of the above purposes, but not otherwise, the Council shall have power to:

- a. raise funds and to invite and receive contributions, financial or as property, provided that in raising funds the Committee shall not undertake any permanent trading activities and shall conform to any relevant requirements of the law;
- b. buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- c. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Council.
- d. subject to any consents required by law to borrow money and to charge all or any part of the property of the Council with repayment of the money so borrowed;
- e. to employ such staff, paid or voluntary, (who shall not be members of the Committee) as are necessary for the proper pursuit of the Objects
- f. 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;
- g. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- h. to appoint and constitute such sub-committees as the Committee may think fit;
- i) to do all such other lawful things as are necessary for the achievement of the Objects

5. MEMBERSHIP OF THE COUNCIL

- a. The members of the Council shall be the representatives of those voluntary organisations and statutory authorities operating in the Area of Benefit and pursuing any of the Objects, who are approved by the Committee, and such other persons as are referred to in Clauses 5(d) and 5(e) below who are invited from time to time by the Council to become members.
- b. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Council; and may appoint an alternate to replace its appointed representative at any meeting of the Council if the appointed representative is unable to attend.

In the event of any such individual person resigning or otherwise leaving the said organisation or authority (as the case may be) he or she shall immediately cease to be the representative of that organisation or authority.

- c. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary.
- d. The Council may from time to time invite any person holding office within the Area of Benefit to become an ex-officio member of the Council provided always that such person shall on leaving office cease to be a member
- e. The Council may co-opt persons having special knowledge or experience and for such period as the Council shall determine provided always that the number of co-opted members shall not exceed at any one time one-fourth of the representative members of the Council.
- f. Every member of the Council shall have one vote.
- g. The Council may invite any person to attend its meeting as an observer but without power to vote.
- h. The Committee, clause 7, shall have the right for good and sufficient reason to terminate the membership of
 - i. any voluntary organisation or statutory authority or
 - ii. any person being a member by virtue of sub-clauses (d) and (e) of this clause

provided that the individual person or persons representing such organisation or authority (as the case may be) and the person or persons being members by virtue of sub-clauses (d) and (e) hereof shall have the right to be heard by the said Committee before a final decision is made.

6. HONORARY OFFICERS

- a. At the Annual General Meeting of the Council the members shall elect from amongst themselves a Chairperson, a Treasurer, a Secretary and such other Honorary Officers as the Council may from time to time decide, who shall hold office from the end of that meeting.
- b. The Chairperson and Honorary Officers shall hold office until the end of the Annual General Meeting of the Council next after their election but shall be eligible for re-election provided that no Honorary Officer shall normally hold office for more than six consecutive years. On the expiration of such period one further year must elapse before any Honorary Officer shall be eligible for re-election. However the Council members at the AGM have discretion to waive this requirement if it would not be in the interests of the-Council for the services of an Honorary Officer to be lost by requiring the Honorary Officer to stand down.
- c. The Chairperson and Honorary Officers shall be ex-officio members of the Committee established by Clause 7 of this Constitution and of any other sub-committee.
- d. The Council shall appoint an independent professional to examine the annual accounts, to the degree required by current law, and may determine their remuneration (if any) at the Annual General Meeting.
- e. Nominations from members of the Council for Honorary Officers must be in writing and must be in the hands of the Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot. The Committee may fill any casual vacancy occurring in the offices of Honorary Officers elected by the Council, and may, subject to any conditions imposed by the Council, appoint any other Honorary Officers, but all such appointments shall be subject to confirmation by the Council at its next meeting.

7. TRUSTEE COMMITTEE

- a. Subject to any conditions imposed from time to time by the Council and as hereinafter mentioned, the policy and general management of the affairs of the Council shall be directed by a Trustee Committee (herein called "the Committee") whose membership shall comprise the following:
 - i. ex-officio the Honorary Officers of the Council in accordance with clause 6 (c)
 - ii. not less than five and no more than fifteen elected ordinary members of the Committee.
- b. The Honorary Officers and the ordinary members will be elected by the members of the Council at each AGM, subject to clauses 6(b), 7(e) and 7(l) and others that apply.
- c. In addition to the members so elected and to those serving in accordance with clause 6 (c) hereof the Chair of the

Finance Committee hereinafter mentioned and of any sub-committee shall be ex-officio members of the Committee.

- d. In addition the Committee shall have power to co-opt persons whether or not being members of the Council to serve on the Committee and subject as hereinafter provided for such period as the Committee shall determine provided that the number of such co-opted members shall not exceed one-fourth of the total number of elected members serving on the Committee at any one time.
- e. Election (as opposed to co-option) to the Committee shall be for three years. One third of the elected members of the Committee shall retire annually but, subject to sub-clause (l) of this clause, shall be eligible for re-election, the members so to retire being those who have been longest in office since their last election, but not reckoning ex-officio or co-opted members. In the case of two or more members who have been in office the same length of time, those due to retire shall be chosen by lot.
- f. The Committee shall meet not less than three times a year.
- g. Every member of the Committee shall have one vote subject to sub-clause (i) hereof.
- h. Any casual vacancy on the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Council and shall be eligible for election at that meeting provided that the period before any such election shall not be taken into account when calculating a member's six yearly term under sub-clause (k) of this clause.
- i. Representatives of bodies giving substantial funding to the Council or to whom the Council (through its Committee) is contracted shall not be eligible to be voting members of the Committee, nor trustees. The Committee may invite such people to attend and speak at all or a part of their meetings.
- j. The proceedings of the Committee shall not be invalidated by any inability to appoint or any defect in the appointment, election, co-option or qualification of any member thereof, (subject to presence of a quorum of members given in sub-clause 10(c) hereof elected in accordance with the Constitution).
- k. The Committee shall appoint such staff, paid and voluntary, as shall in its opinion be necessary and shall determine his, her or their remuneration, duties and conditions of service.
- l. No elected representative or co-opted member of the Committee shall serve for more than six consecutive years. On the expiration of such period one further year must elapse before any such committee member shall be eligible for re-election. However the Council members at the AGM have discretion to waive this requirement if it would not be in the interests of the Council for the services of a Committee member to be lost by requiring the Committee member to stand down.

8. DETERMINATION OF MEMBERSHIP OF-TRUSTEE COMMITTEE

Membership of the Committee shall cease if a member:

- a. 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);
- b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c. is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that the member leave the Committee provided that a member faced with removal shall have the right to be heard by other members of the Committee before a vote is taken;
- 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); or
- e. fails to declare an interest under the provision of Clause 9(a) hereof.
- f. is subject to a vote of no confidence from the Committee as a result of actions which bring the Council into disrepute or are prejudicial to the Council or a failure to abide by the terms of the Constitution or decisions of the Committee.

9. TRUSTEE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- a. Subject to the provisions of sub-clause (b) of this clause no member of the Committee, or anyone connected to them, shall acquire any interest in property belonging to the Council (otherwise than as a trustee for the Council) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee (for this clause, a connected person is a close family member or close business associate).
- b. Any member of the Committee, or anyone connected to them, 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 Committee to act in a professional capacity on behalf of the Council; provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee may be asked by the Committee to withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10. MEETINGS AND PROCEEDINGS OF THE TRUSTEE COMMITTEE

- a. The Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chairperson 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 21 days' notice must be given.
- b. The Chairperson shall act as chair at meetings of the Committee. If the Chairperson 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.
- c. There shall be a quorum when at least one third of the number of voting members of the Committee for the time being, or three members of the Committee, whichever is the greater, are present at a meeting.
- d. 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.
- e. The Committee shall keep minutes of the proceedings at meetings of the Committee and any Sub-Committee.
- f. 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. No rule may be made which is inconsistent with this Constitution.
- g. The Council, or, failing the Council, the Committee, may appoint a Finance Committee and such other sub-Committees as may be deemed necessary and may determine their terms of reference, powers, duration and membership provided that:
 - i. The Finance Committee shall consist only of persons who are representative members of the Council by virtue of Clause 5 (a) and (b) hereof, but the other sub-Committees may include persons who are not members of the Council; and
 - ii. No Committee appointed under this Clause may be given power to co-opt more than one-fourth of its total membership.
 - iii. All acts and proceedings of any such sub-Committees shall be fully and promptly reported to the Committee.

11. ANNUAL GENERAL MEETING

- a. There shall be an Annual General Meeting of the Council at such time and place as the Committee shall determine in each year, subject to no meeting being more than 15 calendar months after the preceding Annual Meeting.
- b. Every Annual General Meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Council. All the members of the Council shall be entitled to attend and vote at the meeting.
- c. The Chairperson shall be the Chair of the Annual General Meetings (in line with clause 6 (b)), but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- d. The Committee shall present for consideration and approval to each Annual General Meeting the annual report and accounts of the Council for the preceding year.
- e. The Council shall appoint an independent professional to examine the accounts for the next year.
- f. Nominations for election to the Committee must be made by members of the Council in writing and must be in the hands of the secretary of the Committee at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot. The meeting shall elect the officers and members of the Committee as specified in Clause 7(a). The new Committee shall assume its role from the end of this meeting.
- g. The quorum at an Annual General Meeting shall be one tenth of the voting members of the Council, or ten members, whichever number is greater. If a quorum is not present within 30 minutes of the start of the meeting, a new meeting will be called for a later date, with the same period of notice. If at the new meeting a quorum is not present within 30 minutes those present will constitute a quorum.

12. SPECIAL GENERAL MEETING

The Committee may call a Special General Meeting of the Council 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. Procedure will correspond to that specified in clauses 11(c) and 11(g).

13. RECEIPTS AND EXPENDITURE

- a. The funds of the Council, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Council at such bank as the Committee shall from time to time decide. All cheques and other negotiable instruments drawn on the account above a certain figure to be determined from time to time by the Committee must be signed by at least two members of the Committee designated by the Committee. Those below the predetermined figure may be signed by one staff member and one Committee member or two staff members so designated by the Committee.
- b. The funds belonging to the Council shall be applied only in furthering the Objects.

14. PROPERTY

- a. Subject to the provisions of sub-clause (b) of this clause, the Committee shall cause the title to:
 - i. all land held by or in trust for the Council which is not vested in the Official Custodian for Charities; and
 - ii. all investments held by or on behalf of the Council;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 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.
- b. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Council, the Committee may permit any investments held by or in trust for the Council 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.

15. 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

- a. the keeping of accounting records for the Council;
- b. the preparation of annual statements of account for the Council;
- c. the independent examination of the statements of account of the Council as required by current legislation; and
- d. the transmission of the statements of account of the Council to the Commissioners.

16. ANNUAL REPORT

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 the preparation of an annual report and its transmission to the Commissioners.

17. THE COUNCIL'S FINANCIAL YEAR END

- a. The Council's year shall run from April 1 to March 31. Once at least in every year the accounts of the Council shall be examined, as in clause 15, by persons appointed under clauses 6 and 11 hereof.
- b. 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 the preparation of an annual return and its transmission to the Commissioners.

18. DISSOLUTION

If the Committee decides that it is necessary or advisable to dissolve the Council it shall call a Special General Meeting as in clause 12. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Council. 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 Council as the members of the Council 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 Council must be sent to the Commissioners.

19. ALTERATIONS TO THE CONSTITUTION

- a. 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 alterations proposed.
- b. No amendment may be made to clause 1 (Name), clause 3 (Objects), clause 9 (Personal interest), clause 18 (Dissolution) or this clause without the prior consent in writing of the Commissioners.
- c. No amendment may be made which would have the effect of making the Council cease to be a charity at law.
- d. The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

20. NOTICES

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

21. INTERPRETATION

The Interpretation Act 1978 applies for the interpretation of this Constitution as it applies for the interpretation of an Act of Parliament.

END