



## Age Concern Bishop's Stortford Constitution

### 1. Name

The name of the organisation shall be Age Concern Bishop's Stortford.

### 2. Object

The object of Age Concern Bishop's Stortford shall be to promote the health and well-being of all older people helping to make later life, a fulfilling and enjoyable experience, in an inclusive environment to the relief of older people in any manner which is or hereafter may be deemed by law to be charitable within and around Bishop's Stortford (hereinafter called "the area of benefit") regardless of race, gender, disability, sexual orientation, marital status, ethnicity or religious belief.

In addition to any powers which it has the charity may exercise the following activities are the core purpose of the charity and to be upheld and promoted by board members:

#### Activities:

- A) *To establish support within a connected community to support and reduce isolation for members within our older community and promote awareness of social isolation to our wider community.*
- B) *To provide an environment in which enjoyment through choice-based activities, that promote positive physical and mental well-being, can be accessed, and achieved by members of our older community.*
- C) *To provide services, publications and materials that support and educate for positive change to encourage users to become their 'best' self.*
- D) *To establish support, undertake or execute any charitable trusts, organisations or statutory bodies formed for all or any of our objectives.*
- E) *To arrange and provide for, or join in arranging and providing for, the holding of events, classes, and training.*
- F) *To appoint and constitute such advisory committees as the board of trustees.*

### 3. Articles of Association

Articles of the Association shall consist of:

- a) Any individual person aged eighteen or over living, working or active in benefit and being in sympathy with the object of the Articles of Association are invited to express their interest in becoming a member of the board.
- b) (i) Any person invited by the Board of Trustees (The Board, as they will be referred too) because they hold office upon approval by the board of Trustees.

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(ii) Any person co-opted by the Board because they have special knowledge or experience of older people. Save that the number of ex-officio members and co-opted members shall not exceed one third of the total members of the board of Age Concern Bishop's Stortford.

#### **4. Refusal or Termination of Association**

Age Concern Bishop's Stortford acting through The Board shall be entitled: a) Without giving any reason therefore, to refuse any application for association; b) For good and sufficient reason, to refuse renewal of any existing association or terminate any association, provided that the board member concerned shall have the right to be heard by the Board of Trustees before a final decision is made.

#### **5. General Meetings**

a) Annual General Meeting (i) The Annual General Meeting of Age Concern Bishop's Stortford shall be held in each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Board of Trustees shall determine. (ii) At the Annual General Meeting business shall include the consideration of the audited accounts of Age Concern Bishop's Stortford, a written report of the work done and the election of Honorary Officers.

b) Extraordinary General Meeting an Extraordinary General Meeting of the Association shall be called by the Chairperson upon their decision or upon the written demand of ten members or upon the decision of the Board of Trustees. Such a meeting shall take place within 28 days of receipt by the Chairperson or written notice of such demand or decision. The Meeting shall consider only items which are specified in the demand or decision.

c) Any co-opted members of the board shall be confirmed as a Trustee of the board.

d) Other General Meetings Other General Meetings of The Board may be held at any such times and places as the Board of Trustees may determine, save that at least one General Meeting shall be held in any period elapsing between two consecutive Annual General Meetings.

e) Notice of all General Meetings Twenty-one days' notice of any General Meeting shall be given by the Secretary to all trustees and notice displayed within the Age Concern Centre. The notice shall specify the business to be transacted.

f) Quorum The quorum at a meeting of Age Concern Bishop's Stortford shall be one fifth of the voting trustees or twenty such persons, whichever is the smaller number.

f) Rules of procedure Rules of procedure and voting rights shall be laid down in Standing Orders.

#### **6. Honorary Officers**

(i) The Honorary Officers of the Association shall consist of a Chairperson, and such other Honorary Officers as the Board of Trustees may from time to time determine. (ii) Any voting trustee may nominate a person for election as an Honorary Officer. (iii) All Honorary Officers shall be eligible for re-election. (iv) The Board of Trustees shall appoint to fill vacancies which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following.

#### **7. The Board of Trustees**

a) The Board shall have the general control and management of the administration of the charity and form the body of charity trustees as defined in the Charities Act, 1960. b) The Board shall

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comprise: (i) All Honorary Officers of The Board as determined under Clause 6 above. (ii) The Board shall not consist of more than nine people elected under c) below. c) Election to the Board of Trustees A person whose co-opted membership of the Board has terminated shall be eligible for co-optation again at any time. d) No member of the Board of Trustees shall receive any remuneration from Age Concern Bishop's Stortford— except for reasonable and proper out-of-pocket expenses as provided in 12c) below. Any Board Member shall declare any financial interest in the transactions of Age Concern Bishop's Stortford and shall not participate in any debate or vote concerning such transactions. e) The Board shall appoint one or more qualified auditors to audit annually the accounts of Age Concern Bishop's Stortford and shall determine their remuneration.

#### **8. The Procedure of the Board of Trustees**

Minutes of Meetings of The Board shall be kept by the Secretary and shall be provided to the accounts Auditors upon request.

#### **9. Standing Orders and Rules**

The Board of Trustees shall have the power to adopt, issue and vary Standing Orders and Rules for any matters concerned with the administration of Age Concern Bishop's Stortford and for the conduct of meetings and methods of election. Such Standing Orders and Rules shall come into operation immediately if they shall not be inconsistent with any of the provisions of this Constitution.

#### **10. Special and Standing Committees**

a) The Board may appoint any other such special or standing committees as it deems necessary from time to time and shall determine their of reference, powers, duration, quorum and membership provided: (i) That no committee appointed under this clause shall co-opt more than a quarter of its total membership; and (ii) That no committee appointed under this clause shall have the power to spend or commit the assets of Age Concern Bishop's Stortford without the prior approval of more than one-half of its members being voting members of the Board of Trustees.

b) The Secretary of The Board shall ensure that the proceedings of all committees are minuted and reported to the meeting next following of the Board meeting.

#### **11. Failure to appoint an irregularity in appointments.**

The proceedings of The Board shall not be invalidated by any failure to appoint or defect in the appointment or qualification of any member.

#### **12. Finance**

a) Age Concern Bishop's Stortford's financial year shall run from April 1 to March 31

b) Age Concern Bishop's Stortford shall have the power to obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by older people in direct furtherance of the object of Age Concern Bishop's Stortford, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its objects, including the sale of goods produced by older people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the objects of Age Concern Bishop's Stortford, but otherwise Age Concern Bishop's Stortford shall not undertake any permanent trading activities in raising funds for the object of Age Concern Bishop's Stortford.

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c) The income and property of Age Concern Bishop's Stortford when so ever derived shall be applied solely towards the promotion of the object of Age Concern Bishop's Stortford and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of The Board provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of Age Concern Bishop's Stortford or the repayment of reasonable and proper out-of-pocket expenses incurred and completed expense claims and documentation.

d) The Board shall appoint either a custodian trustee or a trust corporation of not less than three persons to hold any property held by or in trust for Age Concern Bishop's Stortford.

e) Bank accounts shall be opened in the name of Age Concern Bishop's Stortford on such terms as The Board decide. The Board of Trustees shall decide which of its members and staff may sign cheques on behalf of Age Concern Bishop's Stortford. This should be a minimum of two persons.

f) A member of The Board shall present to each meeting of The Board a written statement of the accounts which gives members a full and fair description of Age Concern Bishop's Stortford's financial position.

g) The Board shall have the power to pay the cost of purchasing and maintaining indemnity insurance in respect of any act or default of Age Concern Bishop's Stortford PROVIDED THAT such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

### **13. Alterations to the Constitution**

a) A resolution to alter this constitution may be passed at General Meeting provided that:

(i) The terms of the proposed resolution are received by the Secretary at least 28 days before the meeting at which the resolution is brought forward: and that

(ii) At least 21 days' notice (or 28 days' notice in the case of a resolution) shall be given in writing by the Secretary to all members of Age Concern Bishop's Stortford; and that

(iii) The quorum for the carriage of such a resolution shall be one-third of those entitled to vote; and that

(iv) Such a resolution shall receive the assent of two-thirds of those present and voting.

b) A resolution dissolving Age Concern Bishop's Stortford may give instructions for the disposal of any assets held by or for the Age Concern Bishop's Stortford provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of The Board but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of Age Concern Bishop's Stortford may after consultation with Age UK England (National Council on Ageing) and with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960 or other relevant legislation, determine.

c) No alteration of Clause 2 above or this clause shall be made without the prior approval of the Charity Commissioners or the High Court.

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