

## CONSTITUTION

### 1. NAME

The organisation shall be known as the Syston and District Volunteer Centre (hereinafter referred to as "the Centre")

### 2. OBJECTS

- (i) To develop and provide a programme of voluntary services relevant to the interests and needs of its membership and the local community
- (ii) To provide a centre from which the objects of the organisation can be effectively promoted and delivered
- (iii) To act as a focal point for organisations using volunteers, to encourage the exchange of ideas and to promote specific projects and services
- (iv) To undertake voluntary work in education, social services and similar charitable activities among those classes in need thereof
- (v) To advise, guide and train persons willing to undertake voluntary services in the delivery of the programme of approved services
- (vi) To extend, increase and disseminate knowledge of and facilitate the exchange of information and ideas in regard to all questions connected with voluntary community service

In furtherance of the above objects the Centre shall have power:

- (a) to obtain, collect and receive money and funds by way of contributions, donations, legacies, grants and any other legal method and to accept and receive gifts of property of any description (whether subject to any special Trusts or not);
- (b) to do all such other things as may be deemed incidental or conducive to the attainment of the Centre's objects or any of them.

### 3. MEMBERSHIP

- (a) Membership of the Centre shall be open to all persons irrespective of ethnicity, nationality, sexual orientation, religion or beliefs; or of age, sex or disability.
- (b) The Board of Trustees of the Centre may make such rules, bylaws and provisions for regulating admission to and removal from membership as may from time to time be deemed by them to be appropriate.
- (c) The Board of Trustees may admit to any approved grade of membership such other persons who, in their view are eligible in accordance with regulations for the time being in force.
- (d) Subject only to the provisions of Clause 3 (b) above, all volunteers involved in the provision and use of approved services provided by the Centre, all funding and grant donors to the Centre and all beneficiaries of the services provided by the Centre in the period since the previous Annual General Meeting shall be registered as Members of the Centre
- (e) The Board of Trustees may refuse membership or expel from membership only for good reason and sufficient cause, such as conduct or character likely to bring the Centre into disrepute. Appeal against such a decision may be made to the Centre's members in General Meeting and be decided on a majority vote.
- (f) No Member shall be entitled to any privileges other than those which attach to the specific grade of membership of the Centre to which he/she has been admitted.
- (h) Every member of whatever category shall be bound to further to the best of his/her ability the objects, interests and influence of the Centre and shall observe all regulations of the Centre and shall not abuse his/her connection with the Centre to further his/her own business interests.

### 4. THE BOARD OF TRUSTEES

- (a) The Centre will be governed by a Board of Trustees
- (b) At every Annual General Meeting the Members present shall elect Trustees up to the maximum number permitted by this Constitution to hold office until the next Annual General Meeting.
- (c) Unless otherwise determined by a Resolution passed in General Meeting the Board of Trustees shall consist of not more than twelve (12) Members.
- (d) At each Annual General Meeting of the Centre all Trustees shall retire with the option of standing for re-election
- (e) The Board of Trustees may from time to time appoint any Member of the Centre who is eligible to act as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum number of twelve (12) is not thereby exceeded. Any Member so appointed shall retain office only until the next Annual General Meeting but shall then be eligible for re-election.
- (f) The continuing members of the Board of Trustees may act notwithstanding any vacancy in their body provided always that in case the members of the Board of Trustees shall at any time be reduced in number to less than four (4), it shall be lawful for them to act as the Board of Trustees for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- (g) Within the notice specified in para 5(e) following, the Board of Trustees will notify Members of those Trustees who are willing to offer themselves for re-election together with any special role they have expressed a willingness to undertake (e.g. Chairman, Secretary, Treasurer etc) in accordance with the currently approved structure of the Board. This notice will not prevent any other Member from offering himself/herself for election to any of the specified posts at the General Meeting in accordance with this constitution.
- (h) Any person elected or appointed as a member of the Board of Trustees in accordance with this Constitution shall take office immediately after the conclusion of the meeting at which his/her election or appointment is confirmed.
- (i) The Board of Trustees may act on behalf of the Centre and do anything in pursuit of the objectives of the Centre that are not required by this Constitution to be done by Members in General Meeting.
- Proceedings of the Board of Trustees**
- (j) The Board of Trustees shall meet not less than six (6) times in every financial year.
- (k) At least seven (7) days' notice shall be given by the Chairman of each meeting of the Board of Trustees
- (l) Unless otherwise determined, four (4) shall be a quorum at meetings of the Board of Trustees.

- (m) Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (n) Unless absent or present but unwilling, the Chairman of the Board of Trustees will normally preside as Chairman at all meetings of the Trustees.
- (o) In the absence of the Chairman at any meeting of the Trustees, or in the presence of a Chairman who is unwilling to preside, the members of the Board of Trustees present shall choose one of their number to be Chairman for the purpose of that meeting.

***Disqualification and removal of members of the Board of Trustees***

The office of Trustee shall be vacated:

- (a) If a receiving order is made against him or if he makes any arrangement or composition with his creditors.
- (b) If he is found to be suffering from a "mental disorder" within that meaning in the Mental Health Act.
- (c) If by notice in writing to the Board he resigns his office.
- (d) If he ceases to hold office by reason of any provision of the current Companies Act or he becomes prohibited by law from being a Trustee.
- (e) In addition the Board may by special resolution passed by a simple majority vote remove any officer or Trustee before the expiration of his period of office and may by an ordinary resolution appoint another duly qualified member in his stead; but any person so appointed shall retain his office so long only as the officer or member in whose place he is appointed would have held the same if he had not been removed.

**5. GENERAL MEETINGS**

- (a) The Centre shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notice calling it.
- (b) Every Annual General Meeting shall be held not more than fifteen months after the end of the preceding Annual General Meeting.
- (c) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (d) The Board of Trustees may whenever they think fit convene an Extraordinary General Meeting. Extraordinary General Meetings shall also be convened on receipt by the Board of Trustees of a request signed by not less than ten (10) Members of the Centre
- (e) At least fourteen (14) days' notice shall be given of every Annual General Meeting and every other General Meeting specifying the place, the day and the hour of the meeting and the general nature of the business to be discussed. Such notice shall be displayed in some conspicuous part of the premises occupied by the Centre, on public notice boards available to and accessible for use by the Centre and, where possible, in the local press and other publicity media.

***Proceedings at General Meetings***

- (f) At every Annual General Meeting, the Board of Trustees shall present a report of the Trustees for the previous financial year, accounts of the income and expenditure and balance sheet of the Centre and the report thereon of the independent Examiner(s). The Agenda will also include the election of Trustees and the appointment of independent Examiner(s) for the following year.
- (g) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Unless otherwise agreed under the provisions of this Constitution, twenty (20) Members personally present shall be a quorum.
- (h) If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned for at least fourteen (14) days at the same time and place or at any other time and place that the Board of Trustees may determine. If at any such adjourned meeting a quorum is not present within half-an-hour, those Members present shall be a quorum.
- (i) The Chairman or, in his/her absence, such member of the Board of Trustees as the Members present shall elect, shall preside as Chairman at every General Meeting. But if the Chairman shall not be present within 15 minutes of the time appointed for holding the same or, if present, shall be unwilling to preside, the Members present shall choose another Member of the Centre who is present to preside.
- (j) The Chairman of the meeting may, with consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than such business that would have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as that of an original meeting.

***Voting***

- (k) At any General Meeting, a Resolution put to the vote of the meeting shall normally be decided by simple majority on a show of hands, unless a secret ballot is demanded by the Chairman, or by a majority of Members present and voting.
- (l) Every Member shall be entitled to one vote on a show of hands or in a ballot. Non-members and members of the public may attend any General Meeting but have no rights to vote thereat on a show of hands or in a ballot.
- (m) In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
- (n) Votes must be given personally by Members in attendance at the meeting. There shall be no requirement to make provision for voting by proxy.

**6. MINUTES**

The Board of Trustees shall cause proper Minutes to be made of all decisions and appointments made by them and of the proceedings of all their meetings and the committees set up by them and all business transacted at such meetings. Any such minutes of such meetings if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated. The Minutes of every meeting of the Trustees shall be made available for inspection and approval at the following next meeting.

**7. ACCOUNTS**

- (a) The Board of Trustees shall cause full accounting records to be kept in accordance with laws for the time being in force.
- (b) The accounting records shall always be open to inspection by any of the Trustees.
- (c) The Board of Trustees in their absolute discretion shall decide on the rights of any Member, other than a Trustee, to inspect any account book or financial document of the Centre except as authorised by the Members of the Centre in General Meeting.
- (d) A copy of every balance sheet and Profit and Loss account together with a copy of the Independent Examiner's report thereon and the report of the Trustees, shall be provided to every member of the Centre in attendance at the Annual General Meeting.
- (e) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by two (2) Trustees

**8. INDEMNITY OF TRUSTEES**

- (a) Every member of the Board of Trustees or other officer of the organisation shall be indemnified out of the assets of the Centre against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, including any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted. No member of the Board of Trustees or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Centre in the lawful execution of the duties of his/her office or in relation thereto.
- (b) The Board of Trustees shall have power to purchase and maintain for any Trustee or other officer of the Centre insurance against any such liability.

**9. DISSOLUTION**

- (a) The Centre may at any time be dissolved by a Resolution passed by two-thirds majority of those present and voting at a General Meeting of the Centre convened for that purpose for which not less than twenty one (21) days' notice, in writing, shall have been given and duly published in the manner required by this Constitution for all General Meetings
- (b) In the event of the dissolution of the Centre, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Centre, but shall be given or transferred to a registered charitable body or bodies having similar aims and objectives to those set out in this Constitution.

**10. ALTERATIONS TO THE CONSTITUTION**

Any alterations to the Constitution must receive the assent of not less than two thirds of the Members of the Centre present and voting at a General Meeting. The Board of Trustees must provide the membership with due notice as required by this Constitution, such notice to include full details of all changes being proposed **provided that** no alterations to Clauses 2 (*Objects*), 9 (*Dissolution*) or 10 (*Alterations to the Constitution*) shall take effect until the approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

***Approved and adopted by Members in General Meeting May 2014***