

## Constitution

### 1 Name

The name of the association shall be Age Concern Bracknell Forest (hereinafter referred to as “the Charity”).

### 2 Object

The object of the Charity shall be to promote the relief of elderly people in any manner which now is or hereafter may be deemed by law to be charitable in and around the Districts of Bracknell Forest in the County of Berkshire (hereinafter called “the area of benefit”) in particular by the provision and operation of day care facilities for elderly people.

### 3 Powers

- a) In addition to any other powers which it has the Charity may exercise the following powers in furtherance of its object but not further or otherwise:
- b) to encourage, promote and organise direct services appropriate to the needs of individual elderly people or groups of elderly people and if thought fit to make reasonable charges for any services provided here-under.
- c) to co-operate with other organisations and support, administer or set up other charities.
- d) to publish or distribute information.
- e) to buy, take on lease or in exchange, hire or otherwise acquire any property and build, improve maintain and equip for use any buildings.
- f) to sell, lease or otherwise dispose of, all or any part of the Charity’s property, subject to complying with the restrictions on disposals imposed by section 36 of the Charities Act 1993, unless the disposal is excepted from these restrictions by section 36(9)(b) or section 36(10) of that Act.
- g) to raise funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods, grants, loans or any other lawful method and to trade in direct furtherance of its object, including the sale of goods produced by elderly people and otherwise to carry on trade which is temporary or ancillary to the object of the Charity, but otherwise the Charity shall not undertake any substantial permanent trading activities in raising funds.
- h) to borrow money and mortgage all, or any part of the Charity’s property, as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by section 38 of the Charities Act 1993.
- i) to operate a bank or building society account or accounts in the name of the Charity.

- j) to employ such persons as may be necessary on such reasonable terms and at such reasonable remuneration as may be thought fit and to make all reasonable and necessary provision for the payment of pensions to or on behalf of employees and their dependants.
- k) to invest the monies of the Charity not immediately required for its own purposes (including, for the avoidance of doubt but without limiting the effect of this power, shares in a private company) to the intent that the Charity shall have the same full and unrestricted powers of investing and Transposing investments as a absolute beneficial owner.
- l) to arrange appropriate insurance for any property of the Charity and for officers, servants and voluntary workers of the Charity and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- m) to do all such other lawful things as shall promote the object of the Charity.

#### 4 Membership of the Charity

- a) Membership of the Charity shall consist of:
  - (i) individuals of 18 years and over who are interested in furthering the work of the Charity;
  - (ii) one person appointed to be a member of the Charity by any voluntary organisation or Statutory authority being in sympathy with the object of the Charity as the Executive Committee may determine.
  - (iii) all persons under (i) and (ii) above having been added to the register of members subject to approval by the next General Meeting
- b) Any General Meeting shall be entitled:
  - (i) without giving any reason therefore, to refuse any application for membership;
  - (ii) for good and sufficient reason, to terminate any membership, provided that the member concerned shall have the right to be heard by a General Meeting before a final decision is made;
  - (iii) for good and sufficient reason, to require the replacement of any member by the appointing organisation concerned.

## 5 General Meetings

### a) Annual General Meeting

- (i) The Annual General Meeting (AGM) 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 Charity shall determine.
- (ii) At the Annual General Meeting business shall include consideration of the Annual Report and accounts as submitted or to be submitted to the Charity Commission; and the election of Honorary Officers.

### b) Special General Meetings

A Special General Meeting shall be called upon the decision of the Chairperson, or the Vice-Chairperson in the absence of the Chairperson, or upon the written demand of five members. Such a meeting shall take place within 28 days of receipt by the Chairperson of written notice of such demand or decision. The meeting shall consider only items which are specified in the demand or decision.

### c) General Meetings

- (i) General Meetings may be held at any such times and places as the Charity may determine, save that at least three other General Meetings shall be held in any period of time elapsing between two consecutive Annual General Meetings.
- (ii) Trustees may be elected to the Executive Committee at any General Meeting. Such Trustees must resign and be eligible for re-election at or before the third AGM following such election.
- (iii) The quorum at any General Meeting shall be five of the members.

## 6 Failure to appoint and irregularity in appointments

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

## 7 Charity Trustees

- a) The charity trustees shall manage the affairs of the Charity and may for that purpose exercise all of the powers of the Charity. The charity trustees collectively comprise the Executive Committee.
- b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- c) The maximum number of charity trustees is 10. Charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.
- d) The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed or the

person appointed is unwilling to preside or is not present within 10 minutes after the start time of the meeting, the charity trustees present may appoint one of their number to chair the meeting.

- e) All charity trustees shall hold office until the conclusion of that Annual General Meeting at which they must retire, be re-appointed or seek re-election, unless a member:
  - (i) resigns by notice to the Executive Committee; or
  - (ii) fails to attend three consecutive meetings of the Executive Committee without reasonable excuse and the Executive Committee resolves that the office of that member be vacated; or
  - (iii) ceases to be eligible to act as a charity Trustee; or
  - (iv) is removed from office by resolution of the members at a General Meeting provided that a fair procedure is followed.
- f) The Executive Committee shall meet not less than four times a year. The work of the Executive Committee may be progressed by the exchange of electronic mail between all relevant parties and decisions may be effected thereby based on explicit agreement provided that such decisions are ratified and recorded in the minutes of a subsequent meeting.
- g) The quorum for a meeting of the Executive Committee is one more than the number nearest one third of the current total number of trustees.
- h) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
  - (i) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
  - (ii) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- i) Members of the Executive Committee shall declare any financial interest in the transactions of the Charity and shall not participate in any debate or vote concerning such transactions.

## 8 Regulations

The Executive Committee shall have the power to adopt and issue regulations for any matter concerned with the administration of the affairs of the Charity including the conduct of meetings, nomination and election procedures. Such regulations may come into operation immediately, provided that they shall be subject to review by the Charity and shall not be inconsistent with the provisions of this constitution. Regulations may be revoked or changed in the same manner as they are made.

## 9 Committees

The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation. This is subject to the following requirements:

- a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## 10 Finance

- a) The Charity's financial year shall run from April 1 to March 31
- b) The income and property of the Charity whencesoever derived shall be applied solely towards the promotion of the object of the Charity as set forth in Clause 2, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way or profit too any member of the Charity provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Charity (not being a Trustee of the Charity) or the repayment of reasonable and proper out-of-pocket expenses to any member officer or servant of the Charity.
- c) The Charity shall appoint either a custodian trustee or a trust corporation or not less than three persons to hold any property held by or in trust for the Charity.
- d) Bank accounts shall be opened in the name of the Charity on such terms as the Charity shall decide. Every cheque must be signed by two of the signatories from time to time appointed by the Executive Committee. Electronic banking, standing orders or direct debits may be used under the control of a single specifically authorised person for certain regular transactions as determined by the Executive Committee
- e) The Treasurer of the Charity, or the Chairperson in the absence of the Treasurer, shall present to each General Meeting a statement of accounts which gives members a full and fair description of the Charity's financial position.

## 11 Annual Return

The Trustees shall, where applicable, comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

## 12 Accounts and Annual Report

The Trustees shall comply with their obligations under Part VI of the Charities Act 1993 with regard to:

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

## 13 Alterations to the Constitution and dissolution of the Charity

- a) A resolution to alter this constitution or to dissolve the Charity may be passed at any General Meeting provided that:
  - (i) the terms of the proposed resolution are received by the Secretary at least 21 days (or 28 days in the case of a resolution to dissolve the Charity) before the meeting at which the resolution is brought forward; and that
  - (ii) at least 14 days' notice (or 21 days' notice in the case of a resolution dissolving the Charity) of the proposed resolution shall be given in writing by the Secretary to all members of the Charity; 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 the Charity may give instructions for the disposal of any assets held by or for the Charity 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 Charity but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the Executive Committee may after consultation with Age Concern Berkshire determine.
- c) No alteration of Clause 2 of this constitution or of this Clause or any alteration to any other Clause of this constitution which will confer benefit upon the charity Trustees of the Charity or any of them shall take effect without the written consent of the Court or the Charity Commissioners for England and Wales or other authority having jurisdiction under the Charities Act 1993 (or any statutory re-enactment or modification of that Act).