

HARBOROUGH CHRISTIAN COUNSELLING SERVICE

Constitution (as at 27th May 1999)

A. Name

The name of the Charity (the Charity) is the Harborough Christian Counselling Service (the Service)

B. Statement of Faith

To affirm the central truths of the Christian faith, as expressed in the Bible and in the historic creeds. In particular, to affirm God as Triune, Father, Son and Holy Spirit and be committed to expressing the Lordship of Christ and the authority of Scripture in all areas of belief and practice.

C. Objects

The Charity's objects are:

- (a) To provide a Christian response to the needs of local people in Market Harborough and district for help, support and encouragement at times of crisis in their lives. In this, the aim is to empower and help people make their own decisions in appropriate ways to enable them to satisfactorily come through those crises.
- (b) To train and equip Christians to be involved in Christian Counselling and enable Christians to utilise the gifts that God has given them together with their past training and experience.
- (c) To work alongside the Churches in their caring ministries and with secular organisations that care for people.

in accordance with the principles of the Statement of Faith set out in Clause B of this Constitution.

D. Administration

Subject to the matters set out below:

- (a) the monitoring and oversight of the Objects specified in Clause C is provided by the Governing Body with specific powers and responsibilities as set out in Clause E.
- (b) the Service and its property is administered and managed in accordance with this constitution by the members of the Management Group with specific powers and responsibilities as set out in Clause F.
- (c) all the property held by or in trust for the Charity, which is not vested in the Official Custodian of Charities, and all investments held by or on behalf of the Charity, are to be vested in not less than three individuals as holding Trustees, with specific powers and responsibilities as set out in Clause G. The holding Trustees shall exercise their duties under the prevailing Charities legislation and associated regulations and codes of practice.

E. Governing Body

(a) Membership

The members of the Governing Body shall comprise of:

- (i) The Chairperson of Churches Together in Harborough, which is the sponsor of the Charity.
- (ii) Two persons appointed by Churches Together in Harborough
- (iii) Additional persons, of which there shall be not less than three and no more than six, appointed in the first instance by Churches Together in Harborough and subsequently appointed or reappointed by the Members of the Charity at each Annual General Meeting called in accordance with Clause Q.
- (iv) The Chairperson of the Management Group
- (v) The Charity's Treasurer, appointed in the first instance by Churches Together in Harborough and subsequently appointed or reappointed by the Members of the Charity at each Annual General Meeting called in accordance with Clause Q.

(b) Chairperson and Secretary

The Governing Body shall elect one of their members as Chairperson and another of their members as Secretary.

(c) Powers and Responsibilities

In furtherance of the Objects, but not otherwise, the Governing Body will exercise the following powers:

- (i) To appoint and determine the appointment of each member of the Management Group
- (ii) To approve the policies, procedures and codes of conduct of the service as developed by the Management Group.
- (iii) To supervise the policy for investment of non-current assets.
- (iv) To obtain regular reports from the Management Group on the management of the Service.
- (v) To take such steps as may be necessary for the employment (paid or otherwise) of such staff as may be required for the day-to-day management and running of the Service.
- (vi) To approve budgets provided by the Management Group.
- (vii) To approve any major structural alterations or repairs to property as proposed by the Management Group
- (viii) To buy, take on lease, or take in exchange any property to be used for the furtherance of the Objects.
- (ix) To sell, lease or dispose of any assets of the Charity, subject to any consents required by law.
- (x) To receive loans from individuals, charities or corporate bodies and to borrow or raise money in connection with the Charity.

- (xi) To obtain, collect and receive money and funds by way of contributions, donations, legacies, grants and any lawful method and accept and receive gifts and property of any description whether subject to special trust or not.
- (xii) To make gifts and loans with or without interest and with or without security for the purposes of the Charity.
- (xiii) To be the review body where there has been no satisfactory conclusion through normal operating procedures.
- (xiv) To do all such lawful things as are necessary for the achievement of the Objects within the Governing Body's function of providing monitoring and oversight of the Service.
- (xv) To take out such policies of insurance covering indemnity, public liability, fidelity guarantee, professional indemnity, employer's liability and building and contents as shall be deemed appropriate for the activities of the Charity.
- (xvi) To employ such advisers as are deemed appropriate to advise the Governing Body on matters of investment preparation of accounts or other areas where expert advice would assist in the furtherance of the Objects.

(d) Reporting

The Governing Body shall report on the Service to each Annual General Meeting of Churches Together in Harborough.

F. Management Group

(a) Membership

The members of the Management Group shall comprise of:

- (i) The Charity's Treasurer
- (ii) Additional persons, of which there shall be not less than six and not greater than ten, appointed in the first instance by Churches Together in Harborough and subsequently appointed by the Governing Body, which also has the power of removal.

(b) Chairperson and Secretary

The Management Group shall elect one of their members as Chairperson and another of their members as Secretary.

(c) Powers and Responsibilities

In furtherance of the Objects, but not otherwise, the Management Group will exercise the following powers:

- (i) To lay down and administer policies, procedures and codes of conduct.
- (ii) To ensure all personnel operating in the Service are fully conversant and comply with the Constitution, policies, procedures and codes of conduct that have been laid down.
- (iii) To be responsible for the good maintenance and condition of the property assets and propose any structural alterations and repairs for the approval of the Governing Body.

- (iv) To manage the operation of the Service.
- (v) To provide administrative support for the function of the Governing Body and holding Trustees.

G. Holding Trustees

- (a) With effect from 12th May 1999 the holding Trustees will be:

Mrs Joan Addison
Mr Dennis Bower
Mr John Malcolm Farnsworth

- (b) Subject to the provisions of sub-clause (c) of this Clause the Governing Body shall cause the title to:

(i) all land held by or in trust for the Charity which is not vested in the official Custodian for charities; and

(ii) all investments held by or on behalf of the Charity;

to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed as holding Trustees. Holding Trustees may be removed by the Governing Body at their pleasure and shall act in accordance with the lawful directions of the Governing Body. Provided that they only act in accordance with the lawful directions of the Governing Body, the holding Trustees shall not be liable for the acts and defaults of its members.

- (c) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Governing Body may permit any investments held by or in trust for the Charity 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 such stockbroking company) as nominee for the Governing Body, and may pay such a nominee reasonable and proper remuneration for acting as such.

H. Consultants to the Charity

The Governing Body or the Management Group may appoint consultants to advise in specialised areas as the needs arise, subject to terms of engagement approved by the Governing Body.

Unforeseen Vacancies

Vacancies on the Governing Body under membership categories (a) (iii) or (a) (v) of Clause E shall be filled by co-option until the following Annual General Meeting.

J. Determination of Membership of Governing Body and Management Group

A member of the Governing Body or Management Group shall cease to hold office if he or she:

- (i) is disqualified from acting as a member by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of the provision)
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs
- (iii) is unable to uphold the principles as stated in the Statement of Faith in Clause B

- (iv) is absent without permission of the Governing Body or Management Group from all of their meetings held within a period of six months and the Governing Body resolves that his or her office should be vacated.
- (v) notifies to the Governing Body a wish to resign.

K. Personal Financial Interests of Members of the Governing Body and Management Group

Where a member of the Governing Body or Management Group has a financial interest (other than as a holding Trustee of the Charity) in any matter being considered by the Body or Group, that interest shall be declared and that member shall not speak or vote on the matter. A person that receives remuneration from the Charity may be a member of either the Governing Body or the Management Group but in a non-voting capacity.

L. Meetings and Proceedings of the Governing Body and Management Group

- (i) The Governing Body shall hold at least four ordinary meetings a year and the Management Group at least ten a year. At least seven days notice of all meetings shall be given to group members.
- (ii) If the Chairperson is absent from any meeting the members present shall choose one of their number to be the chairperson.
- (iii) A quorum for any meeting shall be one-third of the total number of the group, or three, whichever is greater.
- (iv) Where a vote is necessary to determine an item under discussion, the chairperson of the meeting shall have a second or casting vote in the event of an equality of votes.
- (v) Minutes shall be kept of the proceedings of all meetings in a book or file provided for the purpose.

M. Income and Expenditure

- (iv) The cash funds of the Charity shall be paid into accounts operated by the Management Group in the name of the Charity at such banks as the Management Group shall from time to time decide. All cheques drawn on any account must be signed by at least two members of the Management Group.
- (v) The funds belonging to the Charity shall be applied only in the furtherance of the Objects.

N. Accounts

The Management Group shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the Charity
- (ii) the preparation of annual statements of accounts for the Charity
- (iii) the audit or independent examination of the statements of accounts of the Charity
- (iv) the transmission of the statements of accounts of the Charity to the Charity Commission

O. Annual Report

The Management Group shall comply with the obligations under the Charities Act 1992 (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.

P. Annual Return

The Management Group shall comply with the obligations under the Charities Act 1992 (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.

Q. Annual General Meeting

- (i) There shall be an annual general meeting of the Charity which shall be held in the month of September in each year or as soon as practicable thereafter.
- (ii) Every Annual General Meeting shall be called by the Management Group. The Secretary of the Management Group shall give at least 21 days notice of the Annual General Meeting to the Members of the Charity, who shall consist of:
 - (1) The holding Trustees
 - (2) The Governing Body
 - (3) The Management Group
 - (4) Up to four representatives appointed by each church which belongs to Churches Together in Harborough (these may be the nominated representatives for the Churches Together in Harborough Forum) whose names have been notified to the Secretary of the Management Group at least seven days before the notice of the Annual General Meeting.
 - (5) Individual subscribers who have registered to the Secretary of the Management Group their support of the Service through prayer, practical or financial help and whose membership has been approved by the Governing Body.
- (iii) The Chairperson of the Annual General Meeting will be the Chairperson of the Governing Body or, in his or her absence, such person as is elected by the meeting before any other business is transacted.
- (iv) The Management Group shall present to each Annual General Meeting the report and accounts for the preceding year.

R. Special General Meetings

The Governing Body, Management Group or a quorum of no fewer than twelve Members of the Charity may call a Special General Meeting of the Charity at any time. At least 21 days' notice must be given and the notice shall state the business to be discussed.

S. Alterations to the Constitution

- (i) Subject to the following provisions, this Constitution may be altered by a resolution passed by a quorum of twelve Members of the Charity and a two-thirds majority endorsement from Churches Together in Harborough. The notice of the Special General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to Clause A (Name of the Charity), Clause C (Objects), Clause K (Personal Financial Interests of Members of the Governing Body and Management Group), Clause T (Dissolution) or this Clause without the prior consent in writing from the Charity Commission.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) Amendments under this Clause shall be sent promptly to the Charity Commission.

T. Dissolution

If the Governing Body decides that it is necessary or desirable to dissolve the Charity it shall call a meeting of all the Members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those eligible to vote the Governing Body shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after payment of debts and liabilities shall be given or transferred to such other charitable institutions having objects similar to the Objects of the Charity as the Members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Charity must be sent to the Charity Commission.

U. Exemption Clause

In the absence of proof of dishonesty or the wilful commission of an act known to be in breach of trust no member of the Governing Body shall be personally liable for any loss or damage which may happen to the assets of the charity from an improper investment or purchase made in good faith.

V. Adoption of Constitution

This Constitution is as that adopted by the Governing Body on 25th January 1999 and altered by a resolution passed by the Members on 12th May 1999 and endorsed by Churches Together In Harborough on 27th May 1999.

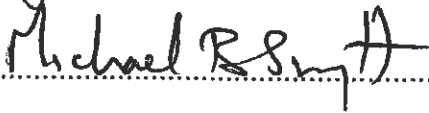
Signed(John Sparks)..... *John D. Sparks*(Chairperson of the Governing Body)
Signed.....(Alison Phillips)..... *Alison Phillips*(Secretary of the Governing Body)
Signed.....(Brian Pavis)..... *Brian Pavis*(Chairperson of Churches Together in Harborough)
Signed.....(Joan Addison)..... *Joan Addison*(Secretary of Churches Together in Harborough)

27th May 1999

HARBOROUGH CHRISTIAN COUNSELLING SERVICE

We confirm that at a Special General Meeting held on 12th May 1999 the following Resolution was passed unanimously with 15 votes.

Signed...(John Sparks)..........(Chairperson of the Governing Body)

Signed...(Michael Smyth)..........(Secretary of the Meeting)

Resolution to amend the Constitution of the Harborough Christian Counselling Service as follows:

1. To delete sub-clause (a) (vi) of Clause E
2. To replace Clause G with the following:

G. Holding Trustees

- (a) With effect from 12th May 1999 the holding Trustees will be:

Mrs Joan Addison
Mr Dennis Bower
Mr John Malcolm Farnsworth

- (b) Subject to the provisions of sub-clause (c) of this Clause the Governing Body shall cause the title to:

(i) all land held by or in trust for the Charity which is not vested in the official Custodian for charities; and

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to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed as holding Trustees. Holding Trustees may be removed by the Governing Body at their pleasure and shall act in accordance with the lawful directions of the Governing Body. Provided that they only act in accordance with the lawful directions of the Governing Body, the holding Trustees shall not be liable for the acts and defaults of its members.

- (c) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Governing Body may permit any investments held by or in trust for the Charity 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 such stockbroking company) as nominee for the Governing Body, and may pay such a nominee reasonable and proper remuneration for acting as such.