

Age Concern Okehampton & Torrridge

Constitution

1 Name

The name of the Organisation shall be Age Concern Okehampton & Torrridge (hereinafter referred to as 'the Organisation').

2 Object

The object of the Organisation 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 Okehampton & Torrridge (hereinafter called 'the area of benefit').

3 Powers

In addition to any other powers which it has the Organisation may exercise the following powers in furtherance of its object but not further or otherwise:

Activities

- a) 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 hereunder.
- b) to promote and organise co-operation in the achievement of the above object, and to that end to support, join in with and co-operate with other charities, voluntary bodies, statutory authorities and other organisations operating in furtherance of the object or of similar charitable purposes and to exchange information and advice with them.
- c) to establish, support, undertake or execute any charitable trusts, associations or institutions formed for all or any of the object.
- d) to promote and carry out, or assist in promoting and carrying out, surveys, investigations and research.
- e) to provide food drink and refreshments as appropriate but only for persons participating in the activities of the Organisation.
- f) to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes and training courses.
- g) to publish books, pamphlets, reports, leaflets, journals, films, videos, tapes and other material.
- h) to appoint and constitute such advisory committees as the Board of Trustees (hereinafter referred to as 'the Board' and further described in Clause 6 a) may think fit.

Property

- i) to purchase, take on lease or in exchange hire or otherwise acquire any property and build, improve maintain and equip any building or buildings which may be necessary for any of the purposes of the Organisation.
- j) to sell, lease or otherwise dispose of all or any part of the Organisation'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.

Finance

- k) 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 elderly people in direct furtherance of the object of the Organisation, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its object, including the sale of goods produced by elderly people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the object of the Organisation, but otherwise the Organisation shall not undertake any substantial permanent trading activities in raising funds for the object of the Organisation.

- l) to borrow money for the purposes of the Organisation on such terms and on such security as may be thought fit including mortgaging all or any part of the Organisation'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.
- m) to operate a bank or building society account or accounts in the name of the Organisation.
- n) to pay out of the funds of the Organisation the costs, charges and expenses of and incidental to the formation and registration of the Organisation.

Employment, etc

to engage or employ such persons (whether as employees consultants advisers or however) as may be requisite to the promotion of the purposes of the Organisation and 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 and superannuation to or on behalf of employees and their dependants.

Investment

- p) to invest the monies of the Organisation not immediately required for its own purposes in or upon such investments, securities or property of whatsoever nature and wherever situate as may be thought fit (including, for the avoidance of debt but without limiting the effect of this power, shares in a private company) to the intent that the Organisation shall have the same full and unrestricted powers of investing and transposing investments as an absolute beneficial owner PROVIDED THAT the Board shall seek written professional advice from a person of standing who is authorised to give investment advice under the Financial Services Act 1986 or other relevant legislation, before exercising such powers.

Insurance

- q) to apply monies in insuring any buildings being the property of the Organisation at their full value.
- r) to insure and arrange insurance cover for and to indemnify the officers servants and voluntary workers of the Organisation and its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

Copyright

- s) to acquire copyrights, trade marks and other rights and privileges for the purposes of the Organisation and grant licences conferring the right to use the name of the Organisation or such other copyrights, trade marks, rights and privileges of the Organisation whether subject to a royalty or not and whether exclusive or non-exclusive or subject to other limitation AND
- t) to do all such other lawful things as shall further the attainment of the object of the Organisation.

4 Membership

- a) Membership of the Organisation shall be open to voluntary organisations, departments of central government or of the local statutory authorities, any body corporate or unincorporated association serving or operating in all or part of the area of benefit, and individual persons aged eighteen or over in sympathy with the aforesaid object and living and/or working or active in the area of benefit.
- b) Membership shall be open on such terms and conditions as the Organisation may from time to time determine in regulations adopted and issued in accordance with Clause 7.
- c) The Organisation may invite any person to attend its meetings as an observer but without the power to speak or vote.
- d) Such bodies or individual persons being in sympathy with the aforesaid object may apply to be associate members of the Organisation on such terms and conditions as the Organisation may from time to time determine in regulations adopted and issued in accordance with Clause 7.
- e) The proceedings of the Organisation or the Board shall not be invalidated by any failure to appoint or defect in the appointment or qualification of any member.
- f) The Board shall have the right for good and sufficient reason to terminate the membership of any member organisation or its representative or any individual person being a member provided that the person or persons representing a member organisation or individual person being a member shall have the right to

be heard by the said Board before a final decision is made and that there shall be a right of appeal against a decision to terminate membership at a General Meeting of the organisation.

5 Meetings

- a) An Annual General Meeting of the Organisation shall be held in each year at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Board shall determine. At least twenty-one clear days' notice shall be given in writing to members by a person authorised to do so by the Board. The business of the Annual General Meeting shall include the election of a Chair and members of the Board (when appropriate), the consideration of accounts and the appointment of auditors, and the receipt of a report of the work of the Organisation since the last Annual General Meeting.
- b) A special meeting of the Organisation shall be called upon the written demand of ten members or by the Chair of the Organisation or by the Board. At least fourteen days' notice of such a meeting shall be given in writing - to members by a person authorised to do so by the Board.
- c) Ordinary meetings of the Organisation shall be held at least three times in any year, one of which may be the Annual General Meeting. At these meetings ' of which at least fourteen days' notice shall be given in writing to members by a person authorised to do so by the Board, opportunity shall be given for the members to discuss the work of the Organisation and/or any matters relevant to the pursuit of its object.
- d) Rules of procedure at all meetings of the Organisation, of the Board and any other committees shall be decided in regulations adopted and issued from time to time in accordance with Clause 7.

6 Board of Trustees

- a) The Board of Trustees 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 1993.
- b) Membership of the Board shall consist of:
 - (i) The Chair elected by members of the Organisation;
 - (ii) Such other number of persons elected by the members of the Organisation as may from time to time be determined in regulations adopted and issued in accordance with Clause 7;
 - (iii) Those persons co-opted in accordance with Clause 6 d).
- c) The members of the Board need not be members of the Organisation at the time of their election, but will automatically become members from the time of their election, subject to the provisions of Clause 4.
- d) The Board shall have power to co-opt persons, whether or not being members of the Organisation, to serve as members of the Board until the next election of Board Members, or for such shorter period as the Board determines. Co-opted members shall have the power to vote but the total number of such members shall not exceed one-third of the total number of members.
- e) A representative of Age Concern Devon and the senior paid employee of the Organisation shall have the right to attend, to comment, advise, and make recommendations but not to vote at meetings of the Board, and also to have access to information and papers relevant to the business of the Board. Any such representative or staff member shall not be considered a Trustee as defined in Clause 6a.
- f) The Board may invite any person to attend and speak at its meetings as an advisor or observer but such person shall not be entitled to vote and shall not be considered a Trustee as defined in Clause 6a.
- g) The Board shall meet not less than four times a year.
- h) The Board shall comply with its obligations under Part VI of the Charities Act 1993 in regard to: the keeping of accounting records and the preparation of annual accounts for the Organisation; the preparation of an annual report; where applicable, the auditing or independent examination of the Organisation's statements of account., and, where applicable, the transmission of the statements of account and the annual report to the Charity Commissioners.
- i) The Board shall, where applicable, comply with its obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners.
- j) Elections for Board members appointed in accordance with Clause 6 b) (i) and (ii) shall take place at an Annual General Meeting at least once every three years or such other shorter period as may be

determined from time to time in regulations issued and adopted in accordance with Clause 7. All Board Members shall be eligible for re-election except that the Chair shall not be eligible to serve more than two consecutive terms of three years.

- k) All Board members shall hold office until the conclusion of the Annual General Meeting at which they must retire or seek re-election, unless a member:
 - (i) resigns by notice to the Board. or
 - (ii) fails to attend three consecutive meetings of the Board without reasonable excuse and the Board resolves that her/his office of Trustee 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 of the Organisation.
- l) Casual vacancies on the Board may be filled by the Board and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Organisation and shall be eligible for election at that meeting.
- m) The Board shall appoint a deputy-Chair, Honorary Financial Adviser and any other honorary officers it thinks fit from amongst its own members. The Secretary to the Board, who shall also act as Secretary to the Organisation, may be a member of the Organisation's staff.
- n) The Board shall establish a Committee (called the Liaison Committee or some other appropriate name) to bring together in discussion those appointed to represent the Organisation on other bodies, and representatives of other bodies in membership of the Organisation. The (Liaison) Committee shall meet at least twice a year, prior to ordinary meetings of the Organisation, to receive written reports from its members and to conduct its business as determined by the Board in accordance with the provisions of Clause 6 o).
- o) The Board shall establish such other committees, task groups or advisory groups as may be deemed necessary, and shall determine their terms of reference, powers, duration and membership, provided that no committee, task group or advisory group appointed under this Clause may be given power to co-opt more than one-third of its total membership and provided that all such committees, task groups or advisory groups shall report fully and promptly to the Board and shall operate within financial budgets set by the Board.
- p) The Board shall prepare, adopt and regularly review policies on equal opportunity, health and safety, confidentiality, handling complaints, and financial management, and such other policies as recommended from time to time by Age Concern England, or as required for membership of the National Council on Ageing.
- q) The Board may appoint such staff as may in its opinion be necessary and shall determine appropriate terms and conditions of service, provided always that no member of the Board be appointed to any salaried office in the Organisation.
- r) No member of the Board, except with the prior written approval of the Charity Commissioners, may receive any benefit in money or in kind from the Organisation, or have a financial interest in the supply of goods or services to the Organisation, or acquire or hold any interest in property of the Organisation (except in order to hold it as a Trustee of the Organisation). Members of the Board shall declare any financial interest in the transactions of the Organisation and shall not participate in any debate or vote concerning such transactions.

7 Regulations

The Board shall have the power to adopt and issue regulations for any matter concerned with the administration of the affairs of the Organisation, and in particular for the conduct of meetings, the nomination of members of the Organisation and the Board, and the method of election to the Board. These regulations shall come into operation immediately, provided always that they shall be subject to review by the Organisation and shall not be inconsistent with the provisions of this constitution. Regulations may be rescinded or changed in the same manner as they are made.

8 Finance

- a) The income and property of the Organisation whencesoever derived shall be applied solely towards the purposes of the Organisation as set forth in this constitution and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise whatsoever by way of profit to any member of the Organisation, provided that nothing herein shall prevent the payment in good faith of reasonable

and proper remuneration to any servant of the Organisation or the repayment of reasonable out of pocket expenses to any member, Trustee, officer or servant of the Organisation.

- b) A bank or building society account shall be operated in the name of the Organisation with such bank or building society as the Board shall from time to time decide. The Board shall decide which of its members and staff may sign cheques on behalf of the Organisation. Every cheque in excess of £200 must be signed by two persons, one of whom shall be a member of the Board, unless the Board agrees to vary this sum from time to time in which case this variation must be reported to the next following Annual General Meeting.
- c) The financial year runs from 1 April to 31 March.
- d) The Honorary Financial Adviser or a person duly appointed by the Board shall present to each meeting of the Board, a written statement of accounts which gives the Board a full and fair description of the financial position of the Organisation.
- e) The Board may appoint a custodian Trustee or a trust corporation or not less than three individuals to hold any property held by or in trust for the Organisation.

9 Dissolution

The Organisation may at any time be dissolved by a resolution passed by a two-thirds majority of the members of the Organisation present and voting at a General Meeting of the Organisation of which at least twenty-one clear days' notice shall have been sent to all members of the Organisation.

Such resolution may give instructions for the disposal of any assets held by or in the name of the Organisation, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed among the members of the Organisation but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Organisation as the Board, after consultation with Age Concern Devon may, with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1993 or other relevant legislation, determine, or failing that shall be applied for some other charitable purpose.

10 Alterations to the Constitution

The provisions of this constitution may be altered by a resolution passed by not less than two-thirds of the members of the Organisation present and voting at a meeting held in accordance with the provisions of this Clause. A resolution for the alteration of the constitution shall be received by the Board at least twenty-one clear days before a meeting at which the resolution is to be brought forward. At least fourteen days' notice in writing of such a meeting shall be given to the members by a person authorised to do so by the Board, and shall include notice of the alterations proposed, provided no alteration in Clauses 2, 6 r), 8 a), 9, or this Clause shall be made without the approval of the Court or the Charity Commissioners or authority having jurisdiction under the Charities Act 1993 or other relevant legislation. For the purposes of a resolution to alter the constitution individual members of the Organisation shall have the right to appoint a proxy to attend the meeting and to vote on the resolution on their behalf and the notice of the meeting sent to members shall notify such members of their right to appoint a proxy and shall specify the form of the proxy and requirements for the submission of the proxy as shall be approved by the Board. No amendment shall be made which would cause the Organisation to cease to be a charity in law. The Trustees must promptly send to the Commissioners a copy of any amendment made, and keep a copy of any such amendment with this constitution.

Amended at the AGM of 26 April 2010.

Chief Officer: Barrie Duke.

Regulations

Membership

- a) The Board shall have the power to approve or reject applications for membership subject to the right of all applicants to appeal against rejection at a General Meeting of the Organisation.
- b) Voluntary organisations, statutory authorities and other public or private institutions as defined in Clause 4 a) shall each be invited to appoint one representative with voting powers at meetings of members of the Organisation; each individual member shall have one vote at meetings of members of the Organisation.
- c) Associate members shall have the right to speak but not to vote at meetings of the members of the Organisation.
- d) A record of membership shall be maintained at the office of the Organisation and shall be available for scrutiny at all meetings of members.

1 Meetings

- a) A quorum at meetings of members of the Organisation shall be one-third of the recorded current membership; a quorum at meetings of the Board shall be one-half plus one of the current membership as defined in regulations; a quorum at all other committees shall be one-third of the total membership of the committee.
- b) Subject to the provisions of Clauses 9 and 10, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote; in case of an equality of votes the Chair shall have a second or casting vote.
- c) Minute books shall be kept by the Board for all meetings of the Organisation, the Board and other committees.
- d) The Chair of the Organisation shall be the Chair of the Board, shall preside at all meetings of the Board and of members, shall have the right to attend all meetings of committees, task groups or advisory groups, and be authorised to speak in public in the name of the Organisation. The deputy-Chair may act in the absence of the Chair.

3 Nomination and Election Procedure

- a) Any bona fide member of the Organisation may nominate a person as Chair or member of the Board. In the event of no nominations being received in advance, nominations may be accepted from the floor at the Annual General Meeting at which voting is to take place. All nominations must be seconded and be in writing.
- b) The Board may nominate a person or persons as Chair or members of the Board but in this case such nomination must be sent to members of the Organisation at the same time as the notice of the meeting at which voting for Board Members is to take place.
- c) If nominations exceed vacancies, an election shall take place by ballot among the members of the Organisation. The Board will have power to decide whether this ballot should be postal, or held at the meeting called for the purpose or a combination of the two.

4 Board of Management and other Committees

The total number of members of the Board elected under Clause 6 b) (ii) shall be six.

This constitution was agreed and accepted on 10th December 1998.

The item 6 g : was amended at the AGM on 26th April 2010.

Barrie Duke
Chief Officer