



Registered Charity 269132

Palgrave and District Community Centre

Constitution

PART 1

1. ADOPTION OF THE CONSTITUTION

Adopted on the 18th October 2017.

The Charity and its property will be administered and managed in accordance with the provisions of this Constitution.

2. NAME OF THE ORGANISATION

The Organisation shall be called the **Palgrave and District Community Centre** (hereafter called 'the Charity').

3. OBJECTS

The Charity is established:

3.1 for the benefit of the inhabitants of Palgrave in the County of Suffolk and its neighbourhood, with the purpose of advancing non- statutory education, providing facilities in the interests of social welfare for recreation and leisure-time occupation and with the object of improving the conditions of life for the said inhabitants.

3.2 to raise funds for the furtherance of the objectives of the Charity by subscription or otherwise.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Charity shall be applied solely towards furthering the objectives of the Charity.

a) a Charity Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

b) a Charity Trustee may benefit from indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions of, section 189 of the Charities Act 2011.

4.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee from receiving:

- a) a benefit from the Charity in the capacity of a beneficiary of the Charity; or
- b) reasonable and proper remuneration for any goods or services supplied to the Charity.

5. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

5.1 General provisions

No Charity Trustee or connected person may:

- a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- b) sell goods, services or any interest in land to the Charity;
- c) be employed by, or receive any remuneration from, the Charity;
- d) receive any other financial benefit from the Charity; unless the payment is permitted by sub-clause (5.2) of this clause, or authorised by the court or the Charity Commission (hereafter 'the Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Scope and powers permitting Trustees' or connected persons' benefits

- a) a Charity Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
- b) a Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- c) subject to sub-clause 5.3 of this Clause a Charity Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Charity Trustee or connected person.
- d) a Charity Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e) a Charity Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) a Charity Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

5.3 Payment for supply of goods only – controls

The Charity and its Charity Trustees may only rely upon the authority provided by sub-clause 5.2(c) of this Clause if each of the following conditions is satisfied:

- a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Charity Trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity;
- b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- c) the other Charity Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Charity Trustee or connected person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or connected person against the disadvantages of doing so;
- d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity;
- e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
- f) the reason for their decision is recorded by the Charity Trustees in the minute book; and
- g) a majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by Clause 5.

5.4 In sub-clauses 5.2 and 5.3 of this Clause:

- a) 'the Charity' includes any company in which the Charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more Trustees to the board of the company.
- b) a 'connected person' includes any person within the definition set out in Clause 21 (Interpretation).

6. DISSOLUTION

6.1 If the Trustees by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to discontinue the use of the Trust Property, in whole or in

part for the purposes indicated in Clause 3 (Objects), it shall call a meeting of the inhabitants of the age of 18 years or upwards of the said Parish, by giving not less than 21 days' notice (stating the terms of the Resolution that will be proposed) by posting in a conspicuous place or places on the Trust Property and advertising in a newspaper circulating in the parish of Palgrave.

6.2 If such decision shall be confirmed by a majority of such inhabitants present at such meeting, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this Clause.

6.3 The Trustees must collect all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

6.4 The Trustees must apply any remaining property or money:

- a) directly for the Objects (see Clause 3);
- b) by transfer to any charity or charities with objects the same or similar to those of the Charity; or

c) in such other manner as the Charity Commission for England and Wales (the Commission) may approve in writing in advance.

6.5 The members may pass a resolution before or at the same time as the Resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the Resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-section 6.4 above.

6.6 In no circumstances shall the net assets of the Charity be paid to or be distributed among the members of the Charity (except to a member that is itself a Charity).

6.10 The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must also send to the Commission the Charity's final accounts.

7. AMENDMENTS TO THE CONSTITUTION

7.1 The Charity may amend any provision contained in **Part 1** of this Constitution provided that:

- a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
 - c) no amendment may be made to Clause 3 (Objects), Clause 4 (Application of income and property), Clause 5 (Benefits and payments to Charity Trustees and connected persons), Clause 6 (Dissolution) or this Clause without the prior consent in writing of the Commission;
- and

- d) any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two-thirds of the members present and voting at a General Meeting.

7.2 Any provision contained in **Part 2** of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at an Annual General Meeting or a Special General Meeting.

7.3 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

PART 2

8. MEMBERSHIP

8.1 The Charity welcomes all residents of Palgrave and neighbourhood for their enjoyment of the facilities held under trust, including the Community Hall, Playing Field and Children's Play area. Full membership of the Charity (hereafter called 'ordinary members'), after payment of the subscription laid down from time to time by a General Meeting, shall be open to the following who are interested in furthering the work and supporting the vision and purpose of the of the Charity:

- a) individuals of 18 years and over (ordinary Members), and
- b) Member organisations, such as the Palgrave Parish Council, voluntary organisations, sports organisations and other clubs separate from the Charity.

A person seeking ordinary (individual) membership of the Charity shall necessarily be supportive of the aims and objectives of the Charity. In the case of a Member organisation, both it and its representative must be similarly supportive.

8.2 a) The Trustees may only refuse an application for membership by either an individual or an organisation if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

- b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

- c) The Trustees must consider any written representations the applicant may make about the decision. Their decision following any written representations must be notified to the applicant in writing but shall be final.

8.3 Each Member organisation shall appoint one individual person to represent it and (subject to sub-clauses 13.2 and 12.12) vote on its behalf at any meeting of the Charity that he or she is entitled under this Constitution to attend. Such individual, if an ordinary Member, shall also be entitled to vote in a personal capacity should the need arise. In the event of such individual person resigning or otherwise leaving a Member organisation, he or she shall cease to be a representative

thereof. Should any such Representative Member be unable to attend a particular meeting of the Charity, a substitute may be appointed in writing by the Member organisation to represent it at that particular meeting. The Trustees shall have the right, subject to the conditions laid down in 8.2 above, to ask a Member organisation to replace its representative within a specified period or be liable to termination of its membership.

8.4 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Charity and who may be approved by the Trustees. Junior members shall not be entitled to vote at any meetings of the Charity, or be Trustees or take any administrative rights and duties of full membership.

8.5 Honorary Members may be appointed at the discretion of the Trustees. Honorary Members shall not be entitled to vote at any meeting of the Charity.

8.6 Membership is not transferable to anyone else.

8.7 The Trustees must keep a register of names and addresses of the Members, which must be made available to any Member upon request to the Membership Secretary (subject to Clause 11.1(b)).

9. TERMINATION OF MEMBERSHIP

9.1 The Trustees shall have the right in their absolute discretion to terminate the membership of any individual or Member organisation, provided that the individual or Member organisation concerned (as the case may be) shall have the right to be heard by the Trustees before a final decision is made.

9.2 A Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:

- (a) the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
- (b) the Member or, at the option of the Member, the Member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

9.3 Subject to 9.1 above, membership is also terminated if:

- a) the Member dies or, if it is an organisation, ceases to exist; or
- b) the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members; or
- c) any sum due from the Member to the Charity is not paid in full within two months of it falling due.

10. TRUSTEES

10.1 Appointment of Trustees.

- a) The Trustees shall be elected by the Members present at an Annual General Meeting in accordance with the protocols of that meeting as laid out in Clause 12. All Members, whether ordinary or representative and elected as either Officers or Trustees' Committee members, shall be deemed Trustees similarly.
- b) Each of the Trustees shall retire with effect from the conclusion of the Annual General Meeting next after his or her appointment but shall be eligible for re-election at that Annual General Meeting.
- c) Any person nominated for election at an Annual General Meeting should, if not actually present, confirm in writing to the Chairman, prior to the meeting, his or her willingness to be appointed if elected.
- d) Should nominations exceed vacancies, election shall be by secret ballot at the Annual General Meeting.
- e) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

10.2 Duties of Trustees.

- a) Trustees must:
 - I. ensure the Charity is carrying out its purposes for the public benefit;
 - II. comply with the Charity's Constitution;
 - III. act in the Charity's best interest;
 - IV. manage the Charity's resources responsibly;
 - V. act with reasonable care and skill; and
 - VI. ensure the Charity is accountable.

The powers, roles and responsibilities of the Trustees are detailed in Appendix III.

- b) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- c) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- d) There will be dedicated Trustee meetings at least twice a year.

10.3 Disqualification and removal of Trustees.

- a) A Trustee shall cease to hold office if he or she:
 - I. is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - II. ceases to be a Member of the Charity;
 - III. in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - IV. resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - V. is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

10.4 Proceedings of trustees.

- a) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- b) Any Trustee may call a meeting of the Trustees.
- c) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- d) Questions arising at a meeting must be decided by a majority of votes.
- e) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- f) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- g) The quorum shall be seven or the number nearest to one-third of the total number of trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- h) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- i) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
- j) The person elected as the Chairman shall chair meetings of the Trustees.
- k) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- l) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- m) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution, shall be as valid and

effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

- n) The resolution in writing may comprise several documents containing the text of the resolution in like form, each signed by one or more Trustees.

10.5 Conflicts of interests and conflicts of loyalties.

- a) A Charity Trustee must:

- I. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
- II. absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest). Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

10.6 Saving provisions.

- a) Subject to sub-section (b) of this sub-clause, all decisions of the Charity Trustees, or of a committee of the Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:
 - I. who is disqualified from holding office;
 - II. who had previously retired or who had been obliged by this Constitution to vacate office;
 - III. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- b) If, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.
- c) Sub-section (a) of this sub-clause does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for sub-section (a), the resolution would have been void, or if the Charity Trustee has not complied with sub-clause 10.5 (Conflicts of interests and conflicts of loyalties).

10.7 Delegation.

- a) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- b) The Trustees may impose conditions when delegating, including the conditions that:
 - I. the relevant powers are to be exercised exclusively by the committee to whom they delegate; and
 - II. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- c) The Trustees may revoke or alter a delegation.
- d) All acts and proceedings of any sub-committees must be fully and promptly reported to the Trustees.

10.8 Irregularities in proceedings.

- a) Subject to sub-section (b) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - I. who was disqualified from holding office;
 - II. who had previously retired or who had been obliged by the Constitution to vacate office;
 - III. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- b) if, without the vote of that Trustee; and
- c) that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- d) Sub-section (a) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- e) No resolution or act of
 - I. the Trustees or committee of Trustees,
 - II. any other committee of the Charity, or
 - III. the Charity in General Meeting,

shall be invalidated by reason of the failure to give notice to any Trustee or Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member or the beneficiaries of the Charity.

10.9 Minutes.

The Trustees must keep minutes of all:

- a) appointments of Officers and Trustees made by the Trustees;
- b) proceedings at meetings of the Charity; and

- c) meetings of the Trustees and committees of Trustees including:
 - I. the names of the Trustees present at the meeting;
 - II. the decisions made at the meetings; and
 - III. where appropriate the reasons for the decisions.

11. OFFICERS

11.1 At an Annual General Meeting:

- a) the Charity shall elect from amongst its ordinary Members the following honorary Officers: Chairman, Vice-Chairman, Secretary and Treasurer (hereafter called 'the Elected Officers').
- b) the Charity may also elect from amongst its ordinary Members such additional honorary Officers as it may from time to time require (e.g. Membership Secretary, Bookings Secretary and Publicity Officer), known as non-statutory Officers.

11.2 Both the elected Officers and the non-statutory Officers of the Charity shall hold office until the conclusion of the Annual General Meeting of the Charity next after their election but shall be eligible for re-election.

11.3 The Elected Officers shall be ex-officio members of the Trustees' Committee (as defined in Clause 13) and have the right to attend the meetings of any sub-committee.

11.4 The Charity shall appoint one or more Auditors and may determine their remuneration (if any).

11.5 The roles of members of the Trustees' Committee, sub-committee(s) and of the Officers are detailed in Appendix I. It is published on the Community Centre website, held by the Chairman and is available for viewing by the general public.

12. ANNUAL AND SPECIAL GENERAL MEETINGS (AND OTHER MEETINGS)

12.1. The Charity must hold a General Meeting within twelve months of the date of the adoption of this Constitution; an Annual General Meeting shall be held not later than two months after the end of each financial year, at such time and place as the Trustees shall decide.

12.2 An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.

12.3 At an Annual General Meeting the business shall include:

- I. Consideration of the Chairman's annual report;
- II. Consideration and adoption of the annual audited accounts;
- III. Consideration of the level of annual subscription payable by Members;
- IV. The election of Officers and Trustees;
- V. The appointment of an auditor;

- VI. Notice of approved Member organisations; and
- VII. such other matters as the Chairman shall deem necessary.

Should nominations exceed vacancies, election shall be by secret ballot at any General Meeting.

12.4 All General Meetings other than Annual General Meetings shall be called Special General Meetings.

12.5 The Trustees may call a Special General Meeting at any time, and must do so if it is requested in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the Members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.

12.6 Only ordinary Members and representatives of Member organisations shall be entitled to make representation or vote on any resolution at an Annual General Meeting or Special General Meeting. Non-members may attend, but will not have any voting rights nor be able to make representation, unless invited to do so by and at the discretion of the Chairman.

12.7 Notice:

- a) Notice of a General Meeting shall be posted in the Community Hall, and may be by other means including the web or social media, for at least fourteen days before the time appointed. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the Notice must indicate this.
- b) A Special General Meeting may be called by shorter notice, if it is so agreed by all Members entitled to attend and vote.
- c) The Notice must be given to all the Members, including Trustees.

12.8 Quorum:

- a) No business shall be transacted at any General Meeting unless a quorum is present.
- b) A quorum shall be:
 - I. 10 members entitled to vote upon the business to be conducted at the meeting; or
 - II. one tenth of the total membership at the time, whichever is the greater.
- c) The authorised representative of a Member organisation shall be counted in the quorum.
- d) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- e) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- f) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the Members present at that time shall constitute the quorum for that meeting.

12.9 Chairman:

- a) General meetings shall be chaired by the person who has been elected as Chairman.

- b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Trustee nominated by the Trustees shall chair the meeting.
- c) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- d) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present and entitled to vote must choose one of their number to chair the meeting.

12.10 **Adjournments:**

- a) The Members present at a meeting may resolve that the meeting shall be adjourned.
- b) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened, unless those details are specified in the resolution.
- c) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- d) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

12.11 **Voting:**

- a) Each member shall have one vote but if there is an equality of votes the chairman of the meeting shall have a casting vote in addition to any other vote he or she may have.
- b) A resolution in writing signed by each Member (or in the case of a Member that is an organisation, by its authorized representative) who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more Members.
- c) All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat (unless subject to Clause 7.1(d)). No person shall exercise more than one vote, notwithstanding that he or she may have been appointed to represent more than one interest, but in the case of an equality of votes the Chairman of the meeting shall have the casting vote.

12.12 **Representatives of other bodies:**

- a) Any organisation that is a Member of the Charity may nominate any person to act as its representative at a meeting of the Charity (subject to sub-clauses 8.1 and 8.3).
- b) The organisation must give written notice to the Secretary of the Charity of the name of its representative at least 48 hours before he or she can attend meetings. The nominee shall not be entitled to represent the organisation at any meeting unless due Notice has been received by the Charity. Once accepted, the nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- c) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

13. **COMMITTEES**

13.1 Subject as hereinafter mentioned the policy and general management of the affairs of the

Charity shall be directed by the Trustees' committee (hereto and hereafter called 'the Committee').

13.2 The Committee shall consist of sixteen members (excluding the Elected Officers), being at least eleven elected ordinary members and not more than five representative members. All shall be elected at the Annual General Meeting of the Charity in accordance with Clause 12 hereof, and shall serve for one year. Such members, as Trustees and Officers, shall share legal responsibility together and separately in accordance with charity law.

13.3 A representative Member shall ordinarily be appointed on behalf of a Member organisation not more than two months before the Annual General Meeting, provided that a Member organisation which fails to appoint a representative Member before such meeting shall make the appointment within 2 months of the date of the AGM. Each organisation shall notify the Secretary of the name of its representative. No representative Member shall represent more than one Member organisation.

13.4 Upon the occurrence of a vacancy, the Committee shall be duly notified. Such a vacancy may be filled by the Committee in such manner as it may think fit until the next Annual General Meeting.

13.5 The Committee may at any time co-opt not more than two additional Members, who shall be full Members of the Charity, whether individual or representative, and who shall serve until the conclusion of the next Annual General Meeting. Co-opted Members shall become Trustees and be entitled to vote at meetings of the Committee.

13.6 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, co-option or qualification of any Member.

13.7 The Committee may appoint such sub-committees as it may deem necessary from time to time, and shall determine their terms of reference, powers, duration and composition. Each sub-committee shall appoint a Chairman from within its own membership. It is the function of these sub-committees to bring reports of their activities, and recommendations for action, to the Committee at monthly meetings. These sub-committees may be given discretion to spend money up to a limit specified by the Committee but spending above such limit must be recommended to the Committee, and ratified by vote thereof.

13.8 The Committee shall meet at least ten times per year, of which at least two shall be dedicated to the consideration of the Trustees' duties and responsibilities.

13.9 Members of the Committee are expected to attend meetings on a regular basis. The Committee has the power to remove any member whose attendance record falls below 70% in a 12-months' period if he or she does not have a sufficient reason for absence.

14. PROPERTY

14.1 The Trustees must ensure the title to:

- a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- b) all investments held by or on behalf of the Charity, are vested either in a corporation entitled to act as Custodian Trustee or in not less than three individuals appointed by them as Holding Trustees.

14.2 The terms of the appointment of any Holding Trustees must provide that they may act only in accordance with the lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the Members of the Charity.

14.3 The Trustees may remove the Holding Trustees at any time.

14.4 The land specified in the 1962 Trust Deed shall be held upon trust for use as a recreation ground and a site for a village hall for the use of the inhabitants of the Parish of Palgrave and the neighbourhood in furtherance of the objects in Clause 3 of this Constitution.

14.5 From time to time the Trustees may grant permission for apparatus, equipment or facilities to be installed in the Community Hall or on the recreation ground by one or more third parties in order to help fulfil the aims and objectives of the Charity. Such third-party-owned assets shall remain the property of the third party(ies), and be so identified in a schedule maintained by the Treasurer and excluded from the assets of the Charity in the event of Dissolution or Transfer.

14.6 From time to time the Trustees may likewise jointly acquire apparatus, equipment or facilities with the financial assistance of one or more third party(ies). Such jointly owned assets shall also be identified in a schedule maintained by the Treasurer and dealt with separately from the assets of the Charity in the event of dissolution or transfer.

15. REPAIR AND INSURANCE

15.1 The Trustees must keep in repair and insure to their full value against fire and other usual risks, all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

16. ACCOUNTS, ANNUAL REPORT AND ANNUAL RETURN

16.1 The Trustees must comply with their obligations under the Charities Act 2011 with regard to:

- a) the keeping of accounting records for the Charity;
- b) the preparation of annual Statements of Account for the Charity;
- c) the transmission of the Statements of Account to the Commission;
- d) the preparation of an Annual Report and its transmission to the Commission; and

e) the preparation of an Annual Return and its transmission to the Commission.

16.2 All the monies raised by or on behalf of the Charity shall be applied to further the purposes of the Charity and not otherwise, provided that nothing herein contained, shall prevent the payment in good faith of reasonable and proper remuneration of any employee of the Charity or the repayment of reasonable out-of-pocket expenses.

16.3 The Treasurer shall keep proper accounts of the finances of the Charity.

16.4 The financial year of the Charity shall end on the 30th September each year.

16.5 The accounts shall be independently audited annually and an audited Statement for the last financial year shall be submitted to the Committee and to each Annual General Meeting.

16.6 As a registered charity, the Charity must prepare annual accounts and make them available to the public on request and produce an Annual Account and Trustees' Annual Report to the Commission.

16.7 A bank account(s) shall be opened in the name of the Charity with Lloyds Bank Plc, or with such other Bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer to sign cheques on behalf of the Charity.

17. REGISTERED PARTICULARS

17.1 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

18. NOTICES

18.1 Any Notice required by this Constitution to be given to or by any Member, person or Member organisation must be:

- a) in writing; or
- b) given using electronic communications.

18.2 The Charity may give any Notice to a Member either:

- a) personally; or
- b) by sending it by post in a prepaid envelope addressed to the Member at his or her address;
or
- c) by leaving it at the address of the Member; or
- d) by sending it to the Member's address using electronic communications.

18.3 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any Notice from the Charity.

18.4 A Member present in person at any meeting of the Charity shall be deemed to have received Notice of the Meeting and of the purposes for which it was called.

18.5

- a) proof that an envelope containing a Notice was properly addressed, prepaid and posted shall be conclusive evidence that the Notice was given.
- b) proof that a Notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the Notice was given.
- c) a Notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

19. RULES

19.1 The Committee may from time to time make rules for the conduct of their business.

19.2 The rules may regulate the following matters but are not restricted to them:

- a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- b) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- d) the procedure at General Meetings and meetings of the Trustees, Committee and sub-committees in so far as such procedure is not regulated by this Constitution;
- e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee or Elected Officer to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

19.3 The Charity in General Meeting has the power to alter, add to or repeal the rules.

19.4 The Trustees and Committee must adopt such means as they think sufficient to bring the rules to the notice of Members of the Charity.

19.5 The rules shall be binding on all Members of the Charity. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

20. DISPUTES

20.1 If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

21. INTERPRETATION

In this Constitution a 'connected person' means:

21.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee.

21.2 the spouse or civil or common-law partner of the Trustee or of any person falling within sub-clause (1) above;

21.3 a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (1) or (2) above;

21.4 an institution, which is controlled –

(a) by the Trustee or any connected person falling within sub-clauses 21.1, 21.2, or 21.3 above; or

(b) by two or more persons falling within sub-clause 21.4(a), when taken together.

21.5 a body corporate in which –

(a) the Charity Trustee or any connected person falling within sub-clauses 21.1, 21.2 or 21.3 has a substantial interest; or

(b) two or more persons falling within sub-clause 21.5(a) who, when taken together, have a substantial interest.

21.6 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

Date of Revision:

This Constitution was adopted by the Palgrave and District Community Centre at a Special General Meeting held on 18th October, 2017, and amended at a further SGM on 4th July, 2018. All previous Constitutions of the Palgrave and District Community Council are hereby revoked.

Signed:



Chairman, Palgrave and District Community Centre

Date: 30th August 2019 (as amended)

APPENDIX 1- PALGRAVE & DISTRICT COMMUNITY CENTRE: ROLES OF COMMITTEES AND OFFICERS

The Trustees' Committee (hereafter called 'the Committee') and its Officers are elected by ordinary and representative members at the Annual General Meeting. Committee Members elected to become Trustees of the Palgrave & District Community Centre take on the collective responsibility to run the affairs of the Charity.

THE ROLE OF THE CHAIRMAN

The Chairman has a strategic role to play in representing the vision and purpose of the organisation. The Chairman ensures that the Committee functions properly, that there is full participation at meetings, all relevant matters are discussed and that effective decisions are made and carried out. It is the responsibility of the Chairman to represent the organisation positively at functions and to outside agencies. He or she will also:

- a) communicate effectively the vision and purpose of the organisation;
- b) report on the Committee's activities at the Annual General Meeting and to the Annual Parish Meeting;
- c) ensure the Committee and its sub-committees function(s) properly;
- d) plan and run meetings in accordance with the Constitution; ensure matters are dealt with in an orderly, efficient manner; bring impartiality and objectivity to meetings and decision-making; facilitate change and address conflict within the Committee; plan for recruitment to and renewal of the Committee; co-ordinate the Committee to ensure responsibilities are met and specialist expertise is employed as required; and
- e) be aware of current issues that might affect the organisation.

THE ROLE OF THE TREASURER

GENERAL FINANCIAL OVERSIGHT:

- a) oversee and present budgets, accounts and financial statements to the Trustees' committee;
- b) ensure that appropriate financial systems and controls are in place;
- c) ensure that record-keeping and accounts meet the conditions of funders or statutory bodies; and
- d) ensure compliance with relevant legislation.

FUNDING, FUNDRAISING AND SALES:

- a) Ensure use of funds complies with conditions set by funding bodies;
- b) ensure fundraising and sales comply with relevant legislation and are bound by effective financial systems and controls;
- c) ensure effective monitoring and reporting of financial planning and budgeting;
- d) prepare and present budgets for new or ongoing work;
- e) advise on financial implications of strategic and operational plans;
- f) present revised financial forecasts based on actual spend.

FINANCIAL REPORTING:

- a) present monthly reports for Trustees' committee meetings on the organisation's financial position;
- b) prepare accounts for audit and liaise with the auditor, as required;
- c) present accounts at the AGM;
- d) advise on the organisation's reserves and investment policy; and
- e) banking, book- and other record-keeping as necessary.

MANAGE BANK ACCOUNTS:

- a) set up appropriate systems for book-keeping, payments, lodgements & petty cash;
- b) ensure everyone handling money keeps proper records and documentation for the control of fixed assets and stock;
- c) ensure proper records are kept; and
- d) ensure required insurances are in place.

In all of these areas the Treasurer is responsible for ensuring that effective financial systems and procedures have been established, are being consistently followed and are in line with best practice and legal requirements.

THE ROLE OF THE SECRETARY

The Secretary will:

- a) liaise with the Chair to plan meetings, ensuring they are effectively organised and minuted;
- b) circulate agendas and reports;
- c) take and circulate minutes;
- d) check that agreed actions are carried out;
- e) maintain effective records and administration;
- f) keep up-to-date contact details (i.e. names, addresses, telephone numbers & e-mail addresses) for the Committee and (where relevant) ordinary members of the organisation;
- g) file minutes and reports;
- h) compile lists of names and addresses that are useful to the organisation, including those of appropriate officials or officers of voluntary organisations;
- i) keep a record of the organisation's activities, upholding legal requirements;
- j) act as custodian of the organisation's governing documents and check that a quorum is present at meetings;
- k) ensure elections are in line with stipulated procedures;
- l) deal with correspondence and other written communications;
- m) respond to all committee correspondence;
- n) file all committee correspondence received and copies of replies sent; and
- o) report the activities of the Committee and future programmes to Members, the press and the public (if not the responsibility of other officers).

THE ROLE OF SUB-COMMITTEES

It is the function of sub-committees to bring reports of their activities, and recommendations for action, to the Trustees' committee at monthly meetings.

Sub-committees may be given discretion to spend money up to a certain limit by the Committee. All spending above these limits must be recommended to and ratified by a vote of the Committee.

The Trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):

- a) to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
- d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
- e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
- h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- j) to open and operate such bank and other accounts as the Trustees consider necessary, to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000; and
- k) to do all such other lawful things as are necessary for the achievement of the objects.