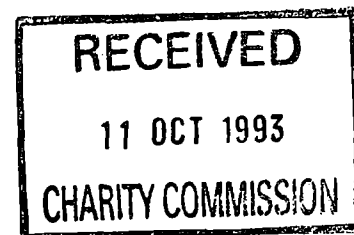




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CONSTITUTION OF FAVERSHAM UMBRELLA

(A Community Support Charity for Faversham and the surrounding Area)

1. The name of the Community Support Charity shall be Faversham Umbrella, referred to hereafter as 'Umbrella'.
2. The objects of Umbrella shall be:
 - (a) To promote (without distinction, of sex, sexual orientation, race or of political, religious or other opinions) any charitable purpose for the benefit of the inhabitants of Faversham, Kent and the neighbouring villages and neighbourhood (the Area of Benefit) and without prejudice to the generality of the foregoing in particular
 - (i) to relieve mental or physical sickness, disability or disorder, and to relieve the aged
 - (ii) to protect and preserve mental health
3. In order to further the above objects and to carry out the work of Umbrella but not otherwise Umbrella may, subject to such consents and conditions as may be required by Law:
 - (a) Provide community support centres supplying facilities for recreation, education, refreshment, companionship and general care, and residence, and manage and maintain such centres for such facilities so as to further the objects of Umbrella.
 - (b) Bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals.
 - (c) Arrange to provide for, whether solely or jointly with others, exhibitions, meetings, lectures, classes, seminars, training courses, and other leisure activities and to apply for such licences as may be required by law.
 - (d) Collect and distribute information on all matters concerning the objects, and circulate and exchange such information with other bodies having similar objects, wherever such bodies may be situated.
 - (e) Publish, write, print, produce and circulate, (whether free of charge or otherwise) any reports, pamphlets, advertisements, leaflets, films or recorded tapes.
 - (f) Purchase, lease, take, hire, take in exchange or otherwise acquire or use any property or rights, easements and privileges.
 - (g) Maintain, alter, build or make regulations for any property.
 - (h) Sell, let, mortgage, hire out or otherwise dispose of or turn to account all or any of the property of Umbrella.

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3. (i) Employ staff (not being members of the Committee hereof), and appoint Trustees to hold property in trust for Umbrella.
- (j) Raise funds and invite and receive contributions from any persons whatever by way of subscription and otherwise provided that Umbrella shall not undertake any permanent trading activities in raising funds for its charitable purposes.
- (k) Receive money on deposit or loan and borrow or raise money in such manner as Umbrella shall think fit.
- (l) Invest monies of Umbrella not immediately required for the said objects in or upon such investments, securities or property as may be thought fit by the Umbrella Committee.
- (m) Do all such lawful things as are necessary to obtain the objects of Umbrella.
4. Umbrella hereby states that it is non-sectarian in religion, and non-party in politics.
5. Umbrella shall have power to affiliate to other organisations with charitable objects similar to Umbrella.
6. Membership of Umbrella shall be of two kinds:
 - (a) Individual members.
 - (b) Group members.
7. Individual members shall be any persons who wish to identify themselves with the aims and objectives of Umbrella and shall include the members of Umbrella's Committee. Such members shall have the right to vote at members' meetings. Individual membership shall be open to all persons, irrespective of political party, nationality, religious opinion, race or colour. Any member, whether individual or representative of a group may be expelled from Umbrella by a two-thirds majority of members of Umbrella present and voting at a General meeting provided that such expelled member shall be given 21 days prior notice in writing of the resolution to expel and such notice shall contain brief details of the behaviour for which expulsion is being required.

Furthermore the Committee may expel any such member of Umbrella at any time for any of the following reasons:

- (a) Violent behaviour
- (b) Drunkenness
- (c) Defamation of Umbrella or its members
- (d) Dishonesty
- (e) Commission of a criminal offence.

Provided that such expulsion shall require a two-thirds majority of the Committee and the expelled member shall:

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- (i) be given 21 days prior notice in writing of the proposed expulsion, such notice to contain brief details of the alleged behaviour
- (ii) be given the opportunity to address the Committee at the meeting where the question of his expulsion is to be determined.

Group Members may include such voluntary and statutory organisations whose objectives are complementary or supplementary to the objects set out in paragraphs 2 and 3.

Each Group Member shall have the right to appoint one representative to be a member of Umbrella. Such appointment shall be notified to Umbrella's Secretary or to the Chairman of the Committee, and if revoked by the Group Member, notice of such revocation must also be given as aforesaid. Such representative or deputy shall have the right to attend and vote at general meetings of Umbrella.

8. Subject to the limitations contained in Clause 9 hereof, the policy and general management of Umbrella shall be carried out by a Committee which shall meet no less than once every quarter. The Committee shall consist of no more than 24 persons, shall include no more than one representative from each of the group members, and shall include such single representative as may be nominated by any Trustees that the Committee may from time to time appoint. Each Committee must contain a minimum of two thirds of its number taken from the representatives of Group Members. The first members of the Committee shall be those persons appointed at the first general meeting of Umbrella, and they shall appoint from their number a Chairman, Secretary and such other honorary officers of the Committee as the Committee shall think fit. In addition, the Committee may co-opt further members who shall be members of the association, but the number of co-opted members shall not exceed one-quarter of the total number of members of the Committee, and they shall not have the power to vote at Committee meetings or to speak at such meetings unless the Committee so decides. The Committee may also at its discretion invite observers to attend Committee meetings but such observers shall have no voting powers and may only speak if invited to do so by the Committee. The Committee may at any time expel any of its members for any of the following reasons:

- (a) Mental or physical incapacity
- (b) Failure to attend more than fifty percent of Committee meetings called in any one year
- (c) Drunkenness
- (d) The commission of a criminal offence
- (e) Bankruptcy.

All members of the Committee shall retire at each of Umbrella's annual general meetings (excluding special and extraordinary general meetings) but shall be eligible to be appointed or co-opted again.

The Committee may appoint such sub-committees as they may from time to time decide, and shall determine their powers and terms of reference.

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8. The Committee shall appoint a person or persons to act as Co-ordinators for each Umbrella centre on such terms as the Committee shall decide and may pay such salary or honorarium to such Co-ordinators as the Committee shall think fit.

At Committee meetings all members of the Committee shall be entitled to one vote save for the Chairman of the meeting who shall have a second casting vote only to be used should there be equality of voting. Such votes will be recorded by a show of hands and may only be made in person at a Committee meeting. All matters arising shall be decided by a simple majority of those present and entitled to vote. No proxy voting will be permitted unless the Committee otherwise decide, in which event the Committee shall lay down the conditions thereof. There must be present at Committee meetings no less than one-third of the members of the Committee in order to constitute a quorum, provided that such quorum shall be no less than five in number.

All officers so elected shall be members of the Committee with voting rights thereon.

9. Within 12 months of the date of the first general meeting and of subsequent annual general meetings (not being either special or extraordinary) the Committee shall convene an annual general meeting of Umbrella which all Individual and Group Members of Umbrella shall be entitled to attend for the purposes:

- (a) to read the minutes of the last general meeting (not being special or extraordinary)
- (b) to receive the Committee's annual report
- (c) to receive the annual audited statement of accounts
- (d) to appoint honorary officers of Umbrella and to appoint members of the Committee
- (e) to accept resignations of honorary officers and Committee members
- (f) to appoint an auditor
- (g) to vote on any proposals to amend this Constitution in accordance with Clause 17 hereof
- (h) to discuss any other business

10. The Chairman of the Committee or the Secretary of Umbrella may at any time at their discretion, and shall within 28 days of receiving a written request so to do signed by not less than one quarter of the members of Umbrella having voting rights and giving reasons for the request, call a special general meeting of Umbrella for the purpose of altering the constitution in accordance with Clause 17 hereof or of considering any matter referred to Umbrella by the Committee or for any other purpose.

11. Notices of every annual general meeting (not being special or extraordinary) shall be published at least seven days before the date fixed for the meeting and notices of every special general meeting of Umbrella shall be published at least 21 days before such date by advertisement in such newspaper serving the Area of Benefit and in such other public places as the Committee may decide. Written notice of such meetings shall be given to every Committee member, and to co-opted Committee members.

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12. Subject to the provisions of Clause 17 hereof all questions arising at any annual meeting of Umbrella shall be decided by a simple majority of those present and entitled to vote. In case of equality of voting the Chairman of the Committee (or of his deputy) shall have a second or casting vote. 12 members of Umbrella or such other number as the Committee shall from time to time decide shall form a quorum at all general meetings of Umbrella.
13. Minutes shall be kept of all Committee meetings and general meetings of Umbrella and the appropriate officers shall enter therein a true and proper record of all proceedings and resolutions.
14.
 - (a) All monies raised by or on behalf of Umbrella shall be applied to further the objects of Umbrella and for no other purpose.
 - (b) The Honorary Treasurer shall keep proper account of the finance of Umbrella
 - (c) The accounts shall be audited at least once a year by a qualified auditor who shall be appointed at each annual general meeting (not being special or extraordinary).
 - (d) An audited statement of accounts for the last financial year shall be submitted by the Committee to the annual general meeting (not being special or extraordinary).
15. The title of any real property which may be acquired by, or for the purpose of Umbrella, shall be vested in Trustees being at least two, and no more than four, in number, who shall be appointed by the Committee. The Trustees shall enter into a Deed of Trust setting out the purposes and conditions under which they hold such property upon trust for Umbrella. Such Trustees shall retire if they are in the opinion of the Committee unsuited for their tasks due either to infirmity or because they reside and carry on business outside Faversham and the neighbouring villages.
16. If the Committee by a simple majority decides at any time that for whatever reason it is necessary or advisable to dissolve Umbrella it shall call an extraordinary general meeting of all the members of Umbrella holding voting rights, and of the inhabitants of the Area of Benefit being over the legal age of majority. Of such meeting no less than 28 days notice (stating the terms of the resolution proposed) shall be posted in conspicuous places in the Area of Benefit, advertised in a newspaper circulating in that area, and given in writing to the Charity Commissioners for England and Wales. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or in the name of Umbrella. Any assets remaining after the satisfaction of any prior debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the Area of Benefit as the Committee may decide and as the said Charity Commissioners may approve.

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17. Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual or a Special General Meeting . A resolution for the alteration of the constitution must be received by the Secretary of Umbrella at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed: Provided that no alteration to clause 2 (objects), clause 16 (dissolution) or this clause, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing Umbrella to cease to be a charity in law.

THIS CONSTITUTION was adopted as the Constitution of Umbrella at a public meeting duly convened on the 16th day of SEPTEMBER 1993.
at
Faversham, Kent.

Clifford C. Young (signed) CLIFFORD C. YOUNG Chairman

Gillian A. Clayton (signed) GILLIAN A. CLAYTON Secretary