

CONSTITUTION

LLANDOVERY YOUTH AND COMMUNITY CENTRE

Charity No: 1009238

Adopted: 14 August 2017

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To Charity Commission:

PART 1

1. Name:

- 1.1 The Charity shall be called the ***‘Llandovery Youth and Community Centre’*** (hereinafter called the Charity).

2. Objects:

- 2.1 The prevention or the relief of poverty, through the provision of a safe environment, where services can be provided that assist access to benefits, provision of access to computers and internet, to better access the workplace, and the relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage. To provide a safe social meeting place for the young people and children in the community.
- 2.2 To promote social inclusion for those who might be perceived as being excluded from society as a result of one or more of the following factors:
- Unemployment;
 - Financial hardship;
 - Youth, or old age;
 - Ill health (physical or mental)
 - Discrimination on the grounds of sex, race, ethnic origin, religion creed or sexuality;
 - Poor educational or skills attainment.
- 2.3 The advancement of community development, and the support of community infrastructure, through the promotion of the voluntary sector, and of volunteering, and the promotion of community capacity building. The provision of room hire facilities for community self-help groups and organisations.
- 2.4 To provide or assist, in the interest of social welfare, of facilities for recreation and other leisure time occupation for men and women with the object of improving their conditions in terms of health, wellbeing and spirituality; the centre being founded on Christian principles but open to other faiths and those of none.

3. Application of Income and Property:

- 3.1 The income and property of the Charity shall be applied solely towards the promotion of the objects.
- 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 trustee indemnity insurance cover purchased at the charity's expenses in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 3.2 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;
- b) Reasonable and proper remuneration for any goods or services supplied by the charity.

4. Benefits and payments to charity trustees and connected persons:

4.1 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 payments is authorised by the court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

4.2 Scope or 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 purpose may receive interest on money lent to the charity at a reasonable and proper rate, which must not be more than the Bank of England rate (also known as the base rate).
- c) 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. Dissolution:

5.1 If the members resolve to dissolve the charity 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.

5.2 The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

5.3 The trustees must apply any remaining property or money:

- a) Directly for the objects;
- b) By transfer to any charity or charities for purposes the same as, or similar to, the charity;
- c) In such other manner as the Charity Commission for England & Wales may approve in writing in advance;

- d) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity;
- e) The trustees must notify the Charity Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the charity's final accounts.

6. Amendment of constitution:

- 6.1 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 the Objects; Application of income and Property; Benefits and payments to charity trustees and connected people; Dissolution; or this clause without the prior consent in writing of the Charity Commission
 - d) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of members present and voting at a general meeting.
- 6.2 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 a general meeting.
- 6.3 A copy of any resolution amending this constitution shall be sent to the Charity Commission within Twenty one days of it being passed.

PART 2

7. Membership:

- 7.1 Membership is open to individuals over eighteen or organisations who are approved by the trustees. There will be a minimum of 30 members and a maximum of 50.
- 7.2
- a) The trustees may only refuse an application for membership 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 reasons for the refusal within twenty one days of the decision.
 - c) Trustees must consider any written representations the applicant may make about

the decision. The trustees' decision following any written representations must be notified to the applicant in writing and shall be final.

7.3 Membership is not transferrable to anyone else.

7.4 Trustees must keep a register of names and addresses of the members, which must be made available to any member upon request.

8. Termination of Membership:

8.1 Membership is terminated if:

- a) The member dies or, if it is an organisation, ceases to exist;
- b) The member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- c) Any sum due from the member to the charity is not paid in full within six months of falling due;
- d) The 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:
 - i. 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 proposed;
 - ii. The member has been allowed to make representations to the meeting.

9. General Meetings:

9.1 The charity must hold a general meeting within 12 months of the date of adoption of this constitution.

9.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive general meetings.

9.3 All general meetings other than annual general meetings shall be called special general meetings.

9.4 The trustees may call a special general meeting at any time.

9.5 The trustees must call a special general meeting if requested to do so 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 28 days of the request, the members may proceed to call a special general meeting, but in so doing they must comply with the provisions of this constitution.

10. Notice of Meetings:

10.1 The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which notice is deemed to have been given.

10.2 A general meeting may be called by shorter notice, if it is so agreed by all the members

entitled to attend and vote.

10.3 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 say so.

10.4 The notice must be given to all the members and to the trustees.

11. Quorum:

11.1 No business shall be transacted at any general meeting unless a quorum is present.

11.2 A quorum is:

- a) 10 members entitled to vote upon the business to be conducted at the meeting; or
 - b) One tenth of the total membership at the time,
- whichever is the greater.

11.3 The authorised representative of a member organisation shall be counted in the quorum.

11.4 If:

- a) A quorum is not present within half an hour from the time appointed for the meeting; or
- b) During a meeting a quorum ceases to be present,

The meeting shall be adjourned to such a time and place as the trustees shall determine.

11.5 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.

11.6 If no quorum is present at the re-convened meeting, within 15 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. Chair:

12.1 General meetings shall be chaired by the person who has been elected as Chair.

12.2 If there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a trustees nominated by the trustees shall chair the meeting.

12.3 If there is only one trustee present and willing to act, he or she shall chair the meeting.

12.4 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.

13. Votes:

- 13.1 Each member shall have one vote, but if there is an equality of votes, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14. Representatives of other bodies:

- 14.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- 14.2 The organisation must be given written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting, unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.
- 14.3 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.

15. Officers and trustees:

- 15.1 The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.
- 15.2 The charity shall have the following officers:
- a) A Chair
 - b) A Secretary
 - c) A Treasurer
- 15.3 A trustee must be a member of the charity or the nominated representative of an organisation that is a member of the charity.
- 15.4 No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 18.
- 15.5 The number of trustees shall be not less than five but shall not exceed twelve [number to include the officers of the charity].
- 15.6 For day-to-day business meetings of the trustees, a quorum shall be no less than 4 trustees, or a third of the appointed trustees, whichever is the greater.
- 15.7 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

16. Appointment of trustees:

- 16.1 The charity in general meeting shall elect the officers and the other trustees.

- 16.2 The trustees may co-opt any person who is willing to act as a trustee. Subject to sub-clause 16.5b) of this clause, with any such co-option lasting only to the date of the next annual general meeting, when any such co-opted person may be appointed by the annual general meeting.
- 16.3 All persons so elected or co-opted shall have attained the age of eighteen years.
- 16.4 No-one may be elected a trustee or an officer any annual general meeting unless prior to the meeting the charity is given a notice that:
- a) Is signed by a member entitled to vote at the meeting;
 - b) States the members intention to propose the appointment of a person as a trustee or as an officer;
 - c) Is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 16.5
- a) The appointment of a trustee, whether by the charity in general meeting, or co-opted by other trustees, must not cause the number of trustees to exceed the number fixed in 15.5 above, as the maximum number of trustees.
 - b) 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.

17. Powers of trustees:

- 17.1 The trustees must manage the business of the charity and have the following powers in order to further the objects of the charity (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 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 section 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 acquire, merge with or enter into any partnerships or joint venture arrangement with any other charity formed for any of the objects;
 - g) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- h) To obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- i) To open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate 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 to exercise reasonable and appropriate internal controls so as to safeguard the property and assets of the charity;
- j) To do all such other lawful things as are necessary for the achievement of the objects.

17.2 No alteration of this constitution or any special resolution shall have the retrospective effect to invalidate any prior act of the trustees.

17.3 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.

18. Disqualification or removal of trustees:

18.1 A trustee shall cease to hold office if he or she:

- a) 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 modifications of that provision);
- b) Ceases to be a member of the charity;
- c) 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;
- d) Resigns as a trustee by notice to the charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
- e) 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.
- f) Is the subject of a vote of no confidence.

19. Proceedings of trustees:

19.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution, and provided that they meet at least six times in each 12 month period.

19.2 The trustees should ensure that all policies and procedures adopted by the charity are fully implemented and adhered to, and that sufficient systems of internal control are put in place to ensure the effective management of the property and assets of the charity.

19.3 Any trustee may call a meeting of the trustees.

19.4 Questions arising at a meeting must be decided by a majority vote of votes

19.5 In the case of an equality of votes, the person who chairs the meeting shall have a second

casting vote.

- 19.6 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.
- 19.7 The quorum shall be four, or a third of the total number of trustees, whichever is the greater.
- 19.8 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.
- 19.9 If the number of trustees is less than the number fixed as the quorum, the continuing trustees may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.10 The person elected as the Chair shall chair meetings of the trustees.
- 19.11 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees may appoint one of their own number to chair that meeting.
- 19.12 The trustees may delegate any of their powers or functions to a committee of 3 or more trustees, but the terms of any such delegation must be recorded in the minutes. All acts and proceedings of any committees must be fully and promptly reported to the trustees.

20. Conflicts of interests and conflicts of loyalties:

- 20.1 A charity trustee must:
 - a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or agreement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
 - b) 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.

21. Minutes:

- 21.1 The trustees must keep minutes of all:
 - a) All appointments of officers and trustees made by the trustees;
 - b) Proceedings at meetings of the charity
 - c) Meetings of the trustees and any 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 decision.

22. Accounts, Annual Report, Annual Return:

22.1 The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- a) The keeping of the 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 Charity Commission;
- d) The preparation of an Annual Report and its transmission to the Charity Commission;
- e) The preparation of an Annual Return and its transmission to the Charity Commission.

22.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

23. Registered Particulars:

23.1 The trustees must notify the Charity Commission promptly of any changes to the charity's entry on the Central Register of Charities.

24. Property:

24.1 The trustees must ensure the title to:

- a) All land held by or in trust for the charity that it not vested in the Official Custodian of Charities; and
- b) All investments held by or on behalf of the charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

24.2 The terms of the appointment of any holding trustees must provide that they act only in accordance with 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.

24.3 The trustees may remove the holding trustees at any time.

25. Repair and insurance:

25.1 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), and also any vehicles owned by the charity. They must also insure suitably in respect of public liability and employer's liability.