

Gateshead African Community Association

Constitution

(Adopted 22nd March 2003)

1. NAME:

The name of the Association is **Gateshead African Community Association**

2. OBJECTS:

(a) To promote education and to provide leisure time facilities for individuals and families in the African Community of Gateshead and its surrounding area.

3. POWERS:

3.1 The association has the following powers, which may be exercised only in promoting the objects:

3.2 To promote or carry out research

3.3 To provide advice

3.4 To publish or distribute information

3.5 To co-operate with other bodies

3.6 To support, administer or set up other charities

3.7 To raise funds provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law

3.8 To acquire or hire property of any kind

3.9 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993, or any subsequent Act)

3.10 To set aside funds for special purposes or as reserves against future expenditure

3.11 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

- 3.12 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.13 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.14 To enter into contracts to provide services to or on behalf of other bodies
- 3.15 To do anything else within the law which promotes or to promote the objects

4. **MEMBERSHIP**

- 4.1 There shall be four classes of membership: full, junior, and associate and

Affiliation membership.

- 4.2 Full membership of the Association shall be open to individuals of African origin (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down by the Committee.
- 4.3 Junior membership of the Association shall be open to individuals of African origin (under the age of 18 years) who are interested in furthering the work of the Association and who have paid any annual subscription laid down by Committee.
- 4.4 Associate membership of the Association shall be open to individuals who
Are interested in furthering the work of the association and who have paid any annual subscription laid down by the Committee.
- 4.5 Affiliate membership of the Association shall be open to any body Corporate or unincorporated organisation, which is interested in furthering the Association's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").
- 4.6 Every full member shall one vote.
- 4.7 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

- 4.8 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 4.9 The Committee will keep a register of members
- 4.10 A member may resign by written notice to the Association
- 4.11 The executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Committee (or a sub-committee of the full Committee). Accompanied by a friend, before a final decision is made

5 GENERAL MEETINGS

- 5.1 All members are entitled to attend general meetings of the Association in person or, in the case of member organisations, through the authorised representatives.
- 5.2 General meetings are called by 14 clear days written notice to the members specifying the business to be transacted.
- 5.3 No decision may be taken at a General Meeting unless at least 20% of the members are present. If 20% of the members are not present then the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least five will mean that meeting can make decisions.
- 5.4 The Chair or (if Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Every issue at a general meeting is determined by a simple majority of the votes cast y the members, or in the case of member organisations, by the named representatives, present in person
- 5.6 Except for the chair of meeting, who has second or casting vote, member every named representative and other present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year **or as soon as possible afterwards**

5.8 At an AGM the members:

5.8.1 Receive the accounts of the Association for the previous financial year receive the report of the Committee on the Association's activities since the previous AGM

5.8.2 Elect from among the members the Chair, **Vice-Chair**, Treasurer and Secretary of the Association for the following year

5.8.5 Elect elected Committee members to replace those retiring from office

5.8.6 Appoint an auditor or independent examiner for the association where required

5.8.7 Discuss and determine any issues of policy or deal with any other business put before them

5.9 An Extraordinary General Meeting (EGM) may be called at any time by the committee

5.10 An EGM must be called within 7 days if at least one the Full embers write to the Committee requesting that an EGM be called the Committee.

6 THE COMMITTEE

6.1 The Committee as charity trustees have control of the Association and its Property and funds, and hold these in trust in order to further the objects of the Association only

6.2 The Committee when consists of at least three and not more than nine individuals, all of whom must be full members (but must not be aid employees) of the Association, made up as follows:

6.2.1 The Chair, Treasurer and Secretary

6.2.2 Up to 5 elected Committee members including a Vice-Chair

6.2.3 Up to two members co-opted by the Committee to hold office until the next AGM

6.2.4 Membership of the Committee should be drawn from a variety of African Countries and Cultures

6.3 All the members of the Committee shall retire from office together at the End of the AGM next after the date on which they came into office but they May be re-elected or reappointed.

- 6.4 Every Committee member must sign a declaration of willingness to act as Trustee of the Association before he or she is eligible to vote at any meeting of the committee
- 6.5 A Committee member automatically ceases to be a member of the Committee If he or she:
- 6.5.1 Is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 6.5.2 Is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.5.3 Is absent from three consecutive meetings of the Committee without the prior consent of the Chair
 - 6.5.4 Ceases to be a member of the Association
 - 6.5.5 Resigns by written notice to the Committee (but only if at least three Committee members will remain in office).
 - 6.5.6 Is removed by a resolution passed by the membership after inviting the views of the Committee member concerned and considering the matter in the light of any such views
 - 6.5.7 A technical defect in the appointment of a Committee Member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least three meetings each year.
- 7.2 A quorum at a Committee meeting is three members
- 7.3 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by members present presides at each Committee meeting
- 7.4 Every issue shall be determined by a simple majority of the votes cast at a Committee meeting
- 7.5 Except for the Chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue
- 7.6 The Committee may invite one or more advisors to attend any or all of their meetings who make part in discussions but who may not vote any issue

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1 To delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.2 To make Standing Orders consistent with this Constitution to Govern proceedings at general meetings
- 8.3 To make Rules consistent with Constitution about the Committee and sub-committees to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.4 To resolve or establish procedures to assist the resolution of disputes within the Association
- 8.5 To exercise any powers of the Association, which are not reserved to a general meeting

9 PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for Promoting the objects and do not belong to the members of the Association or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except:
 - 9.2.1 Reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association.
 - 9.2.2 In the case of an individual member, charitable benefits in his or her capacity as a beneficiary.
 - 9.2.3 In exceptional cases, other payment or material benefits (but only with the prior written approval of the Commission).
 - 9.2.4 Whenever a Committee member has a personal interest in a matter to be Discussed at a Committee meeting, the Committee member must
- 9.3 Declare an interest before discussion begins on the matter
 - 9.3.1 Withdraw from that part of the meeting unless expressly remain in order to provide information.
 - 9.3.2 Invited to not be counted in the quorum for that part of the meeting

9.3.3 In the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.

10 RECORDS & ACCOUNTS

10.1 The Committee must comply with the requirements of the Charities Act 1993 (or any later Act) as to the keeping of Financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

10.1.1 Annual reports

10.1.2 Annual returns

10.1.3 Annual statements of account.

10.2 The Committee must keep proper records of:

10.2.1 All proceedings at general meetings

10.2.2 All proceedings at Committee meetings

10.2.3 All reports of sub-committees

10.2.4 All professional advice obtained

10.2.5 Annual reports and statements of account relating to the Association

10.2.6 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities act 1993)

11 NOTICES

Notices under this Constitution shall be in writing and may be sent by hand, or by post or be published in any suitable journal, newspaper or newsletter, distributed by the Association. Any technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12 AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but:

12.1 The members must be given 21 clear days' notice of the proposed Amendments.

- 12.2 No amendment is valid if would make a fundamental change to the Name, objects or this clause or destroy the charitable status of the Association
- 12.3 Clauses 9.2 and 9.3 may not be amended without the prior written Consent of the Commission

13 INCORPORATION

The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and which the members of the association will be entitled to be members.

14 DISSOLUTION

- 14.1 If at any time the members at a general meeting decide to dissolve
The Association, the members of Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs
- 14.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds by transfer to one or more other bodies established for exclusively charitable purposes similar to the Objects of the Association
- 14.3 A final report and statement of account relating to the Association
Must be sent to the charity Commission

15 INTERPRETATION

In this Constitution:

- AGM' means an annual general meeting of the members of the Association
- Area of benefit' means Gateshead and its surrounding area
- The Association' means the charity comprised in this Constitution
- Authorised representative' means an individual who is authorised by a member organisation to act on it behalf at meetings of the Association
- Beneficiaries' means a refugee or asylum seeker living in the area of benefit
- The Chair' means the chair of the Association elected at the AGM
- Charity trustees' has the meaning prescribed by section 97(1), charities Act 1993

- 'The Commission' mean the charity Commissioners or England and Wales
- 'The Committee' is the governing body of the Association
- 'Co-opted Committee member' mean a member of the Committee appointed by the member of the Committee in accordance with clause 6.2.3
- 'EGM' means a general meeting of the members which is not an AGM
- 'Elected Committee member' means a member of the Committee elected at an AGM
- 'Fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association
- 'Holding trustee' means a individual or corporate body responsible for holding the title to property but not authorised to make any decision relating to its use, investment or disposal
- 'Independent examiner' has the meaning prescribed by section 43(3) of the Charities Act 1993
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to member of the association
- 'months' means calendar months
- 'The Objects' means the charitable objects of the Association set out in clause 2
- 'Refugee community organisation' means any group deemed by the committee to be eligible for admission as an organisational member
- 'Taxable trading' means carrying on trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
- 'Written' or 'in writing' refers to a legible document on paper including a fax message
- 'Year' means calendar year

15.2 References to an Act of Parliament are references to the Act as amended
Or re-enacted from time and any subordinate legislation made under it