

HANHAM FOLK CENTRE

Registered Charity 301544

GOVERNING **DOCUMENT**

**Revised September 2010
and adopted 29th September 2010**

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HANHAM FOLK CENTRE GOVERNING DOCUMENT

Adopted by resolution on 13th December 2001
(under the provisions of a Charity Commission Scheme of 13th December 2001)
Amended by Resolution (under Clause T) on 14th October 2002
Amended by Resolution (under Clause T) on 26th September 2005
Amended by Resolution (under Clause T) on 29th September 2010

[A] Name

The name of the association is Hanham Folk Centre ("the Charity").

[B] Administration

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

[C] Objects

The Charity's objects ("the objects") are to permit the Charity to be used in perpetuity as a non-sectarian and non-party place of recreation and social intercourse under the name of Hanham Folk Centre for the advantage or benefit of the inhabitants of Hanham and the surrounding districts either gratuitously or in consideration of any money payment or on such terms as the Executive Committee may think fit.

[D] Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (1) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (5) power to employ or engage paid or unpaid staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (6) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

- (7) power to delegate to any one or more of the Charity Trustees (also known as Administrative Trustees) the transaction of any business or the performance of any act required to be transacted or performed in the execution of the trusts of the Charity and which is within the professional or business competence of such trustee or trustees: Provided that the trustees shall exercise reasonable supervision over any trustee or trustees acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them;
- (8) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (9) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (10) power to close the premises of the Charity for the purpose of repair, alterations or other similar work for such a period as is necessary;
- (11) power to buy indemnity insurance for the benefit of the Executive Committee members against the costs of a successful defence to a criminal prosecution brought against them as Executive Committee members or against personal liability insurance in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Executive Committee member concerned knew that or was reckless whether the act or omission was a breach of trust or a breach of duty);
- (12) power to permit the premises to be used for regulated entertainment and the sale or supply of alcohol. This shall be established and operated within the regulations concerning the sale of alcohol under the 2003 Licensing Act;
- (13) power to do all such other lawful things as are necessary for the achievement of the objects;
- (14) power to resolve or establish procedures to assist the resolution of disputes within the Charity and to exercise any powers of the Charity which are not reserved to a general meeting.

[E] Membership

- (1) Membership of the Charity shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee. The subscription must be readily affordable by the local inhabitants.
- (2) Every new member of the Charity shall be proposed by a member of the Charity and another member shall second the proposal.
- (3) Every member over the age of 18 years shall have one vote.
- (4) The Executive Committee may, by a two-third majority vote and for good reason, terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard, by the Executive Committee, accompanied by a friend, before a final decision is made.
- (5) The Executive Committee may require such subscriptions from all or any persons, members or bodies using the association as they may think desirable and proper.
- (6) The Executive Committee shall review and determine the membership structure of the Charity.
- (7) The Executive Committee must keep a register of members of the Charity.

- (8) A member whose subscription is 3 months in arrears ceases to be a member but may be re-admitted on payment of the sum owing.
- (9) A member may resign by written notice to the Charity.
- (10) Membership of the Charity is not transferable.

[F] Honorary Officers

- (1) At the annual general meeting of the Charity the members shall elect from amongst themselves a secretary and a treasurer, who shall hold office from the conclusion of that meeting, subject to the provisions of Clauses [G] 5-7.
- (2) Nominations for the posts of Honorary Officers shall be made to the Secretary 14 days before an AGM. The Executive Committee shall approve, by a majority, nominees for honorary posts. If a nominee is rejected, the individual concerned shall have the right to be heard, by the Executive Committee, accompanied by a friend, before a final decision is made.

[G] Executive Committee

- (1) The Executive Committee shall consist of up to 14 members being:
 - (a) the Honorary Officers (2) specified in the preceding clause;
 - (b) members elected to fill vacancies at the annual general meeting, who shall hold office from the conclusion of that meeting;
 - (c) nominated member appointed as follows (nominated members are considered Charity Trustees and have a right to vote).
 - Chairman of Hanham Folk Centre Social Club (1)
 - Designated Premises Supervisor (1)
- (2) The Executive Committee may in addition appoint not more than 5 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Members co-opted to fill a vacancy shall have a right to vote and shall remain on committee until the next AGM regardless of the remaining term of the person who has caused the vacancy. Members co-opted for a specific project or task will not normally have a right to vote.
- (3) One third of the Executive Committee shall retire from office at the end of the annual general meeting next after the date on which they came into office, but they may be re-elected. (i.e. this will give a nominal term in office of 3 years).
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clauses.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

- (7) No person shall be appointed as a member of the Executive Committee who has not been a member of the Charity for a period of 24 months directly preceding the AGM, or who does not reside within a 15-mile radius of the property of the Charity. The Executive Committee may (with a two-thirds majority and on a case-by-case basis) waive this clause if they consider it to be in the best interest of the Charity to do so.
- (8) No person shall hold the post of Chairman or Officer unless they have been a member of the Executive Committee for a period of 12 months. The Executive Committee may (with a two-thirds majority and on a case-by-case basis) waive this clause if they consider it to be in the best interest of the Charity to do so (see also para F2).
- (9) The Designated Premises Supervisor (DPS) is an important role under the 2003 Licensing Act, acting as a single point of contact for all licensable activities in the centre. As such:
 - The Board of Trustees, after seeking agreement from the Bar Management Committee, shall appoint the DPS.
 - Wherever possible the DPS shall be a Trustee and/or a long-standing member of the centre with a proven history of commitment.
 - To maintain a wide view of licensable activities throughout the centre, sports ground and social club, the DPS should not be an employee of either.
 - The DPS shall hold and maintain a Personal Licence.
 - The Board of Trustees may, by a two-thirds majority vote and for good reason, remove the DPS. The committee must have relevant and reasonable grounds for removal, and shall provide, to the DPS, their reasons within seven days before the committee meeting where a decision is made – the DPS shall be given an opportunity to be heard.
 - When a DPS resigns or is removed, the Committee must immediately appoint a replacement in order to continue to supply alcohol. An application must also be served on the licensing authorities, new DPS and police. Once approved the Committee must inform the old DPS.

[H] Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she-

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

[I] Executive Committee Members not to be Personally Interested

- (1) No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

[J] Meetings and Proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least four ordinary meetings each year and seven days notice of every meeting shall be given to each member. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted; (though shall normally be the Vice-Chairman).
- (3) At the first meeting following an Annual General Meeting, the Executive Committee, shall (from within the committee) elect a Chairman and Vice-Chairman. Should the Chairman resign during the year the Vice-Chairman will take the Chair and the Executive Committee shall re-elect a replacement Vice-Chairman. Should the Vice-Chairman resign during the year the Executive Committee shall re-elect a replacement.
- (4) There shall be a quorum when at least one third of the number of members of the Executive Committee (for the time being) are present at a meeting - noting G4. (This excludes Holding Trustees).
- (5) Holding Trustees may attend Executive Committee meetings, though will not normally influence the business of the committee and do not have a right to vote.
- (6) Every matter shall be determined by a majority (unless specified otherwise herein) of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (7) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (8) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (9) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- (10) The Executive Committee may delegate any powers or duties to a member or members of their committee as they see fit, provided that all acts and proceedings of such members shall be fully and promptly reported to the Executive Committee.

[K] Receipts and Expenditure

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be

signed by at least two members of the Executive Committee. The Executive Committee shall pay expenses in respect of carrying on the association by paying all rates, wages, taxes and other outgoings.

- (2) The funds belonging to the Charity shall be applied only in furthering the objects.
- (3) Charity Trustees (or Administrative Trustees) may recover reasonable expenses whilst they hold office in discharging of their duties (i.e. travel expenses to meetings way from centre premises). For this purpose every member shall keep records and corresponding vouchers and receipts and shall submit them to the Executive Committee for approval.

[L] Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Charity;to be vested either in a corporation entitled to act as Custodian Trustee or in not less than two and not greater than four individuals appointed by them as Holding Trustees.
- (2) Holding Trustees shall be nominated and appointed by the Executive Committee. Holding Trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the Holding Trustees shall not be liable for the acts and defaults of its members.
- (3) Holding Trustees may not hold the position of any Official of the Charity (these being: Chairman, Vice-Chairman, Secretary, Treasurer and Administrator), and will nominally serve for a maximum period of 10 years.
- (4) Any one of the Holding Trustees may, when there are more than three, retire on giving two months notice in writing of his intention so to do to the Executive Committee. Upon the termination of the two months of the trustee giving notice he shall cease to be a Holding Trustee.
- (5) The Holding Trustees shall have the power to buy or sell any land with or without buildings as required for the purpose of the association or its activities as may be decided by the Executive Committee. The Holding Trustees do not have any authority to act alone, but must act as directed by the Executive Committee.
- (6) If a corporation entitled to act as Custodian Trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.
- (7) The Executive Committee may, by a two-thirds majority vote, transfer the vestment of the land to the Official Custodian for Charities.

[M] Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

[N] Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

[O] Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

[P] Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of September in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 14 days' notice of the annual general meeting to all the members of the Charity by placing a notice upon the principal outer door of the association. All the paid-up members (over the age of 18 years) of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. Nominees shall be proposed by at least two members after first securing their consent to stand. Names of nominees and their proposers shall be posted on the principal outer door of the association for at least seven days prior to the election.

[Q] Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten percent or 50 members (whichever is the greater) request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 14 days' notice must be given. The notice must state the business to be discussed.

[R] Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one sixtieth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

[S] Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

[T] Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (the name of Charity clause) clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause X (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

[U] Paid Officers

The Executive Committee may appoint or dismiss and fix the remuneration of such staff as may in its opinion be necessary. No paid member of the Charity's staff may be a member of the Executive Committee. The Administrator shall be an official of the Charity.

[V] Equal Opportunities

The Charity recognises that everyone in society has a contribution to make with a right to equal treatment. Its aim is to ensure that no member, job applicant, staff member, volunteer or individual to whom it provides a service will, in any way, be discriminated against on the grounds of:

- Race, Nationality or Ethnic Origin
- Gender
- Marital Status
- Age
- Different abilities in relation to physical and mental health
- Political or Religious Belief
- Class or Social Background
- Employment Status
- Unrelated Criminal Convictions

[W] Incorporation

- (1) The Executive Committee may apply to the Commission under the Charities Act 1993 for a Certificate of Incorporation in relation to the Executive Committee but only after consulting the members at a General Meeting.
- (2) The members at a General Meeting may authorise the Executive Committee to transfer the assets and liabilities of the Charity to a limited company established for exclusively charitable purposes with the same or similar Objects and of which the members of the Charity will be entitled to be members.
- (3) On the transfer undertaken under sub-clause (2) above the Executive Committee must ensure that all necessary steps are taken as to:
 - (i) the transfer of land and other property
 - (ii) the novation of contracts of employment and transfer of pension rights; and
 - (iii) the trusteeship of any property held for special purposes.

[X] Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose for the benefit of the inhabitants. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

[Y] Adoption

This constitution was adopted by a resolution at an Annual General meeting of the membership held on 13th December 2001 and as amended by resolution of the Annual General meeting of the membership held on 14th October 2002, and as amended by resolution of the Annual General meeting held on 26th September 2005, and as amended by resolution of the Annual General meeting held on 29th September 2010 and is duly signed by the presiding chairman.

Signed: *K M Lawrence* _____

Date: 29th Sept 2010_____

Print: K M Lawrence_____