

## **CONSTITUTION**

### **1. THE NAME**

The organisation's name is **DINAS POWYS VOLUNTARY CONCERN** hereinafter called DPVC.

### **2. 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 Management Committee constituted by Clause 12 of the Constitution (Management Committee). Members of the Management Committee are the trustees of DPVC.

### **3. THE OBJECTS**

DPVC is established for charitable purposes only. In particular DPVC is established to:-

- (i) promote any charitable purposes for the benefit of the community in DINAS POWYS and DISTRICT in the Vale of Glamorgan hereinafter called 'the area of benefit' and in particular the advancement of community education, the promotion of the preservation of good health, the relief of older people and those with disabilities and the relief of the effects of poverty; and to
- (ii) promote and encourage cooperation in the achievement of the Objects and to that end to bring together in council representatives of statutory authorities, voluntary organisations and individuals (over the age of 18) engaged in the furtherance of the Objects within the area of benefit.

### **4. POWERS OF THE TRUSTEES**

The Trustees must manage the business of DPVC and have the following powers in order to further the Objects but not for any other purpose:-

- (i) power to assist any charitable body or bodies, trusts, associations or institutions formed for any of the charitable Objects included in this Constitution;
- (ii) power to obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method, and accept and receive gifts of property of any description whether subject to any special trusts or not;
- (iii) power to buy, take on lease or exchange any property necessary for the achievement of the Objects;
- (iv) power, subject to any consent required by law, to sell, lease or dispose of all or part of the property of DPVC;
- (v) power to provide a 'first port of call' for those living in the area of benefit who seek advice or assistance;

- (vi) power to obtain and provide information and to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (vii) power to encourage the writing and printing, publishing, issuing and circulation of any reports or periodicals, books, leaflets or other documents;
- (viii) power to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures and classes;
- (ix) power to promote, encourage or undertake innovative work;
- (x) power to employ such staff, who shall not be members of the Management Committee, as are necessary for the proper pursuit of the Objects and to determine their remuneration, duties and conditions of service; and the
- (xi) powers to do all such other lawful things as are necessary to achieve the Objects.

## **5. DISSOLUTION**

- (i) DPVC may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a meeting of DPVC of which at least twenty-one clear days notice shall have been sent to all members of DPVC.
- (ii) Such resolution may give instructions for the disposal of any assets held by or in the name of DPVC, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of DPVC but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the Objects of DPVC as DPVC may, with the approval of the Charity Commissioners or other authority having jurisdiction, determine.
- (iii) A copy of the statement of accounts, or account and statement, for the final accounting period of DPVC must be sent to the Charity Commission.

## **6. AMENDMENTS**

DPVC may amend any provision contained in this Constitution provided that:

- (i) no amendment is made that would have the effect of making DPVC cease to be a charity at law;
- (ii) no amendment is made to alter the objects if the change is not within the reasonable contemplation of the members or donors to DPVC;
- (iii) resolution of the intention to alter the constitution shall be received by the Secretary of DPVC at least twenty-one clear days before the meeting at which the resolution is to be brought forward;
- (iv) at least twenty-one clear days notice in writing of such meeting shall be given by DPVC; and

- (v) any amendment is made by resolution passed by not less than two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting.

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

## 7. FINANCE

- (i) DPVC shall have the power to raise money by means of affiliation fees from participating authorities and organisations, subscriptions from individuals, donations or legacies, grants-in-aid from statutory authorities and other sources.
- (ii) The funds of DPVC including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of DPVC at such bank as the Management shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.
- (iii) The income and property of DPVC whence-so-ever derived, shall be applied solely towards the promotion of the Objects of DPVC as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Management Committee. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of DPVC, the repayment of reasonable out-of-pocket expenses may be considered.
- iv) No Trustee may be paid or receive any other benefit for being a Trustee.
- v) DPVC shall appoint one or more qualified auditors or independent examiners and may determine their remuneration if any.

## 8. ACCOUNTS

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

- (i) the keeping of accounting records for DPVC;
- (ii) the preparation of annual statements of account for DPVC;
- (iii) the auditing or independent examination of the statements of account of DPVC; and
- (iv) the transmission of the statements of account to the Charity Commissioners.

## 9. MEMBERSHIP

- (i) Any statutory authority, voluntary organisation or individual over the age of 18 years which *or who* may be pursuing any of the Objects in this Constitution, may be invited by DPVC to become members, to participate in its work and to appoint such number of representative members as the Management Committee may from time to time determine.
- (ii) DPVC may from time to time invite the person holding any office to become an ex-officio member of DPVC.

- (iii) DPVC may co-opt as members persons having special knowledge or experience provided that the number of co-opted members does not exceed one fourth of the total of representative and individual members of DPVC.
- (iv) Participating authorities and organisations may appoint deputies to replace representative members who are unable to attend any particular meeting of DPVC.
- (v) Other than in (iv) above membership is not transferable to anyone else.
- (vi) The Management Committee shall keep an up to date register of all of its members.

## **10. TERMINATION OF MEMBERSHIP**

- (i) A member may resign by giving written notice to the Chairman of DPVC.
- (ii) The Management Committee may by unanimous vote 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 Management Committee accompanied by a friend before a final decision is made.

## **11. OFFICERS**

- (i) At the Annual General Meeting DPVC shall elect a Chairman, Vice Chairman, Treasurer, Secretary, and such other honorary officers as DPVC may from time to time decide. Elected officers shall hold office from the conclusion of that meeting and until the conclusion of the Annual General Meeting next after their appointment.
- (ii) Officers shall stand down from their position following three years continuous service but may be re-elected.
- (iii) The Chairman and the honorary officers shall be ex-officio members of the Management Committee and any other committee including Working Groups.

## **12. MANAGEMENT COMMITTEE**

- (i) There shall be a Management Committee comprising the Honorary Officers and ten members of DPVC whose duty it shall be to carry out the policies of DPVC and, subject to any conditions imposed from time to time by DPVC, to provide for the administration, management and control of the affairs and property of DPVC.
- (ii) The Chairman of the Finance Committee and of any standing committee or Working Group shall be ex-officio members of the Management Committee.
- (iii) The Management Committee shall have the power to co-opt persons whether or not being members of DPVC to serve on the Management Committee provided that the number of such co-opted members shall not exceed one fourth of the total number of elected members serving on the Management Committee.
- (iv) The members of the Management Committee shall retire annually but shall be eligible for re-election.

- (v) The Management Committee may invite any official or any statutory or relevant voluntary organisation to attend its meetings as an observer but without power to vote.
- (vi) The Management Committee shall meet not less than five times a year.
- (vii) Any casual vacancy on the Management Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of DPVC and shall be eligible for re-election at that meeting.
- (viii) The proceedings of the Management Committee shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any member.
- (ix) Each member of the Management Committee shall upon election or appointment to the Committee receive a copy of DPVC's Constitution. No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into the office until after signing in the Minute Book of the Management Committee a declaration of acceptance and of willingness to act in the interests of the charity.

### **13. MEETINGS**

- (i) The Annual General Meeting of DPVC shall be held in each year at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Management Committee shall determine. At least twenty-one clear days notice shall be given in writing by the Secretary to the members. Other meetings of DPVC shall be held at such times as may be determined by DPVC.
- (ii) At all meetings of DPVC and/or its sub-committees members present shall have one vote. In the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (iii) DPVC may invite any person to attend its meetings as an observer but without power to vote.
- (iv) At the Annual General Meeting the business shall include the election of a Chairman and Honorary Officers, the election of persons to fill vacancies on the Management Committee, the appointment of auditors or independent examiners, the consideration of an Annual Report of the work done by or under the auspices of DPVC, and consideration of the audited/examined accounts.
- (v) A Special General Meeting of DPVC may be called at twenty-one days clear notice in writing on demand of five members, or by the Chairman of DPVC or by the Management Committee.
- (vi) Any other business of which due notice has been given may be considered at meetings of DPVC.

### **14. QUORUM**

No business shall be transacted at any General Meeting unless a quorum is present. The quorum at a General Meeting of DPVC shall be not less than twelve members and at a meeting of the Management Committee shall be one quarter of the Committee, or such number as DPVC may from time to time determine.

## **15. NOMINATIONS OF OFFICERS AND MEMBERS OF THE MANAGEMENT COMMITTEE**

- (i) Nominations from members of DPVC for either Honorary Officers or members of the Management Committee must be in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting.
- (ii) Should nominations exceed vacancies election shall be by ballot.
- (iii) The Management Committee may fill any casual vacancy occurring in the offices of Honorary Officers appointed by DPVC and may, subject to any conditions imposed by DPVC, appoint any other Honorary Officers but all such appointments shall be subject to confirmation by DPVC at its next meeting.

## **16. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

A member of the Management Committee (Trustee) shall cease to hold office if he or she:-

- (i) is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
- (ii) ceases to be a member of DPVC;
- (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs;
- (iv) is absent without the permission of the Management Committee from all of their meetings held within a period of six months and the Management Committee resolves that his or her office is vacant ; or
- (v) notifies the Management Committee a wish to resign but only then if three members of the Management Committee will remain in office when the notice of resignation is to take effect.

## **17. CONFLICTS OF INTEREST**

No member of the Management Committee shall acquire any interest in property belonging to DPVC otherwise than as a Trustee for DPVC or receive remuneration or be interested other than as a member of the Management Committee in any contract entered into by the Management Committee.

## **18. APPOINTMENT OF SUB-COMMITTEES AND WORKING GROUPS**

DPVC or the Management Committee may appoint a Finance Committee and such other Working Groups as may be deemed necessary and may determine their terms of reference, powers, duration and membership provided that:-

- (i) a Finance Committee shall consist only of members of DPVC but that other sub-committees may include people who are not members of DPVC; and that
- (ii) all existing Working Groups shall report to the Management Committee at each of its meetings.
- (iii) Working Groups shall have power to co-opt but the number of co-options must be less than the number of appointed members.

## **19. ANNUAL REPORT**

The Management 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 Charity Commission.

## **20. ANNUAL RETURN**

DPVC's year shall run from April 1<sup>st</sup> to March 31<sup>st</sup>. Once at least in every year the statements of accounts of DPVC, having been examined by one or more auditors *or* independent examiners, shall be forwarded to the Charity Commission as part of the Annual Return.

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THIS CONSTITUTION WAS FIRST ADOPTED AT THE ANNUAL GENERAL MEETING OF DPVC ON MONDAY 16 NOVEMBER 1998 AND WAS AMENDED BY SUBSEQUENT ANNUAL GENERAL MEETINGS OF DPVC PRIOR TO THE DATES GIVEN BELOW.

**This Constitution was examined for accuracy and re-adopted by the Management Committee at its meetings held on the following dates.**

DATE: \_\_\_\_\_ SIGNED: \_\_\_\_\_ CHAIRMAN.

DATE: \_\_\_\_\_ SIGNED: \_\_\_\_\_ CHAIRMAN

**A copy of the Constitution was sent to the Charity Commission on the following dates.**

DATE SENT: \_\_\_\_\_ SIGNED: \_\_\_\_\_ SECRETARY

DATE SENT: \_\_\_\_\_ SIGNED: \_\_\_\_\_ SECRETARY

DATE SENT: \_\_\_\_\_ SIGNED: \_\_\_\_\_ SECRETARY

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