

Rhymney Communities First Partnership

CONSTITUTION

Adopted on the ^{21st} October 2010

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A. Name

The name of the association is the Rhymney Communities' First Partnership incorporating the communities of Rhymney

B. Administration

Subject to the matters set out below the Partnership 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. Aims

The Partnership's aims are:

The promotion for the benefit of the public of urban and/or rural regeneration in areas of social and economic deprivation (and in particular in the wards of Twyn Carno and Moriah, the community of Rhymney) by all or any of the following means:-

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1. **The advancement of education, training or retraining, particularly among unemployed people, and providing unemployed people with work experience.**

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2. **The provision of financial assistance, technical assistance or business advice or consultancy in order to provide training and employment opportunities for unemployed people in cases of financial or other charitable need through help (i) in setting up their own business, or (ii) to existing businesses.**

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3. **The maintenance, improvement or provision of public amenities.**

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4. **The provision of recreational facilities for the public at large or those who by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, have need of such facilities.**

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5. **The protection or conservation of the environment.**

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6. **The promotion of public safety and prevention of crime.**

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7. **Such other means as may from time to time be determined subject to the prior written consent of the Charity Commission for England and Wales.**

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D. Powers

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

i. **Power to serve as a representative conduit of communication for consultation purposes between local and national authorities and the local population.**

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ii. **Power to promote the aims of the Communities First agreement for the duration of the programme where these fall within the objects as stated in clause C.**

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- iii. 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.
- iv. 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;
- v. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Partnership;
- vi. Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Partnership with repayment of the money so borrowed;
- vii. Power to employ such 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;
- viii. 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;
- ix. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- x. Power to appoint and constitute such advisory committees as the Executive Committee may see fit.
- xi. Power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership

- (1) The Partnership membership will comprise of local organisations, residents and local businesses.
- (2) Membership of the Partnership shall be open to associations, or organisations from within the locality. Any such body being called in the constitution a member organisation.
- (3) Organisations, residents and businesses shall apply in writing or by forms to become members of the Partnership. The Executive Committee will consider applications for membership at each Partnership Meeting.
- (4) A member organisation shall appoint an individual, or individuals to represent it and vote on its behalf at meetings of the Partnership. Alternates may be appointed to replace the appointed representative at any meeting of the Partnership if the appointed representatives are unable to attend.

Residents

- (5) To represent the views of the residents of the area and vote on their behalf there shall be resident members of the Partnership.

Businesses

- (6) To represent the views of businesses located in the area and vote on their behalf there shall be business members of the Partnership.
- (7) Each business member shall appoint an individual, or individuals to represent it and vote on its behalf at meetings of the Partnership. Alternates may be appointed to replace the appointed representatives at any meeting of the Partnership if the appointed representatives are unable to attend.
- (8) Each member organisation and business shall notify the name of the representatives appointed by it, or of any alternates, to the Secretary of the Partnership. If any of the representatives, or alternates resigns from, or otherwise leaves the member organisation, or business, he or she shall forthwith cease to be a representative of the Partnership organisation.

- (9) Member organisations, resident and business members shall be entitled to be represented equally on the Partnership.
- (10) Each member organisation, resident and business member shall have one vote at any meeting of the Partnership.
- (11) The Partnership is supported in its aims by a number of advisers who shall be entitled to attend meetings of the partnership, but have no voting rights.
- (12) The Executive Committee may by unanimous 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.
- (13) The Executive must keep a register of names and addresses of the members.

F. Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairperson, Vice Chair, Secretary and a Treasurer who shall hold office from the conclusion of that meeting.

G. Executive Committee.

- (1) The Executive Committee shall consist of not less than 4 members and not more than 10 members being:
 - a The honorary officers specified in the preceding clause:
 - b Not less than 4 and not more than 6 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may in addition appoint not more than 2 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.

- (3) All the members of the Executive Committee shall be elected for a period of two years. They will retire from their term of office at the annual general meeting two years after the date on which they came into office but they may be re-elected or re-appointed.
- (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 provision of the following clause.
- (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 Partnership.

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 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision) broadly that covers any of the following:
 - (i) An offence involving deception or dishonesty unless the conviction is spent.
 - (ii) Anyone who is an undischarged bankrupt.
 - (iii) Anyone who is under a disqualification order under the Company Directors Disqualification Act 1986.
- OR
- (2) become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs:
- (3) is absent without 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 the resignation is to take effect).

I. Executive Committee Members not to be personally interested

- (i) (Subject to the provisions of sub-clause (2 and 3) of this clause) no member of the Executive Committee shall acquire any interest in property belonging to the Partnership (otherwise than as a trustee for the Partnership) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (ii) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Partnership: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
- (iii) The members of the Executive Committee may use the Association's funds to provide themselves with indemnity insurance to cover the liability of the members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association: Provided that any such insurance shall not extend to any claim arising from any act or omission which the member knew to be a breach of trust or breach of duty or which was committed by the members in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members in their capacity as trustees of the Association.

J. Meetings and proceedings of the Executive Committee and Partnership

- (1) The Executive Committee shall hold at least three ordinary meetings each year and the full Partnership at least three meetings per year. A special meeting may be called at any time by the chairperson or by any 5 members of the Executive Committee upon not less than 14 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 Chairperson or Vice Chairperson shall act as chairperson at meetings of the Executive Committee and the

full Partnership. If the Chairperson and Vice chairperson is absent from any meetings, the members of the Executive committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.

- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or five members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) There shall be a quorum when at least one tenth (the number of the full Partnership for the time being) or ten members of the Partnership which ever is the greater, are present at any meeting.
- (5) Every matter shall be determined by a majority of votes of the members of the Executive Committee/Partnership present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- (6) The Executive Committee shall keep minutes, in books kept for the purpose of the proceedings of the Executive Committee, any sub-committees and full Partnership meetings.
- (7) 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.
- (8) 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-committee shall be fully and promptly reported to the Executive Committee and full Partnership.

K. Receipts and Expenditure

- (1) The funds of the Partnership, including all donations, contributions and bequests, shall be paid into an account by the Treasurer operated by the Executive Committee in the name of the Partnership 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, one being the Treasurer appointed.

- (2) The funds belonging to the Partnership shall be applied only in furthering the objects.

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 Partnership which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Partnership;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. 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.

- (2) If a corporation entitled to act as custodian trustees has not been appointed to hold the property of the Partnership, 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.

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 Partnership;
- (2) the preparation of annual statements of accounts for the Partnership;
- (3) the auditing or independent examination of the statement of account of the Partnership;

N. Annual Report

The Executive Committee shall produce an annual report which will be publicised to notify the wider community of the activities of the Partnership

O. Annual General Meeting

- (1) There shall be an annual general meeting of the Partnership which shall be held in the month of June 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 21 days notice of the annual general meeting to all the members of the Partnership. All the members of the Partnership shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first general meeting the persons shall appoint a chairperson of the meeting. The chairperson shall be the chairperson 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 chairperson of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Partnership for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Partnership in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) Members of the Partnership must be approved bonified members no later than three months before an Annual General Meeting, to have voting rights.

P. Special General Meetings

The Executive Committee may call a special general meeting of the Partnership at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

Q. 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 Partnership.
- (2) There shall be a quorum when at least one tenth of the number of members of the Partnership for the time being or ten members of the Partnership, whichever is the greater, are present at any general meeting.

R. Notice

Any notice required to be served on any member of the Partnership 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.

S. 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 T (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

T. Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Partnership it shall call a meeting of all members of the Partnership 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 Partnership. Any assets remaining after the satisfaction of any proper debts or liabilities shall be given or transferred to such other charitable institution or

