

# **Hull and East Riding Interfaith Constitution**

Amended and adopted on the .....

## **PART 1**

### **1. Adoption of the Constitution**

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### **2. The Name**

The association's name is,

...**Hull and East Riding Interfaith** (and in this document it is called the Association).

### **3. The Objects**

The Association's objects (the Objects) are to develop mutual respect, understanding and cooperation amongst people of all faiths (and of none) in Hull and East Riding area of Yorkshire, by

a) providing a forum for dialogue between the faith communities and for the exploration of issues relating to them;

b) giving leadership with regard to raising common issues with the main public organisations, and providing a collective response;

c) supporting the work of the local Standing Advisory Councils for Religious Education (SACREs) in Hull and the East Riding of Yorkshire.

### **4. Application of the Income and Property**

(1) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(2) A Committee Member may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:

(a) a member who is not also a Committee Member from receiving reasonable and proper remuneration for any goods or services supplied to the Association;

(b) a Committee Member from:

(i) buying goods or services from the Association upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Association in the capacity of a beneficiary of the Association, provided that the Committee Members comply with the provisions of sub clause (6) of this clause, or as a member of the Association and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Committee Members against any liability that by virtue of any rule of law would otherwise attach to a Committee Member or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:

(i) fines;

- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Committee Member or other officer;
- (iii) liabilities to the Association that result from conduct that the Committee Member or other officer knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.
- (4) No Committee Member may be paid or receive any other benefit for being a Committee Member.
- (5) A Committee Member may:
  - (a) sell goods, services or any interest in land to the Association;
  - (b) be employed by or receive any remuneration from the Association;
  - (c) receive any other financial benefit from the Association, if:
  - (d) he or she is not prevented from so doing by sub-clause (4) of this clause;
 and
  - (e) the benefit is permitted by sub-clause (3) of this clause;
 or
  - (f) the benefit is authorised by the Committee in accordance with the conditions in sub-clause (6) of this clause.
- (6) (a) If it is proposed that a Committee Member should receive a benefit from the Association that is not already permitted under sub-clause (3) of this clause, he or she must:
  - (i) declare his or her interest in the proposal;
  - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (iii) not be counted in determining whether the meeting is quorate;
  - (iv) not vote on the proposal.
 (b) In cases covered by sub-clause (5) of this clause, those Committee Members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Committee Member rather than with someone who is not a Committee Member and they must record the reason for their decision in the minutes. In reaching that decision the Committee Members must balance the advantage of contracting with or employing a Committee Member against the disadvantage of doing so (especially the loss of the Committee Member's services as a result of dealing with the Committee's conflict of interest).
- (c) The Committee may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Committee comprises a majority of Committee Members who have not received any such benefit.
- (d) If the Committee fail to follow this procedure, the resolution to confer a benefit upon the Committee Member will be void and the Committee Member must repay to the Association the value of any benefit received by the Committee Member from the Association.
- (7) A Committee Member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, "Committee Member" shall include any person firm or company connected with the Committee Member.

## **5. Dissolution**

- (1) If the members resolve to dissolve the Association the Committee Members will remain in office as Committee Members of the Association and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The Committee Members must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (3) The Committee must apply any remaining property or money:
  - (a) directly for the Objects;

- (b) by transfer to any charity or charities or associations for purposes the same as or similar to the Association;
- (c) in such other manner as the Charity Commission for England and Wales (“the Commission”) may have approved in writing in advance of any distribution.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Committee Members are to apply the remaining property or assets of the Association and the Committee must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association.
- (6) The Committee must notify the Charity Commission promptly that the Association is to be dissolved for advice as to the distribution. If the Committee are obliged to send the Association’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association’s final accounts.

## **6. Amendments**

- (1) The Association 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 Association cease to be lawful and be in conflict with its Objects;
  - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Association;
  - (c) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (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.
- (3) A copy of any resolution amending this constitution shall be sent to the whole membership within twenty one days of it being passed.

## **Part 2**

### **7. Membership**

- (1) Membership is open to individuals over eighteen of age by one attendance at a Forum Meeting within the period between the forthcoming Annual General Meeting and inclusive of the previous Annual General Meeting, and as confirmed by the Committee. (The right to vote at General Meetings is consequent of attendance and confirmed membership).
- (2) (a) The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
  - (b) The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Committee must consider any written representations the applicant may make about the decision. The Committees decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Committee must keep a register of contact details of the members who are entitled to vote which must be password protected. To be made available to any member only upon specific written request. Such use and undertaking to be used only for the fulfilment of this constitution.

### **8. Termination of Membership**

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Association Chair or Secretary unless, after the resignation, there would be fewer than two members;
- (3) any sum due from the member to the Association is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Committee that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

### **9. General meetings**

- (1) The Association must hold a General Meeting within twelve months of the date of the adoption of this constitution.
- (2) An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
- (3) All general meetings other than Annual General Meetings shall be called Special General Meetings.
- (4) The Committee may call a Special General Meeting at any time.
- (5) The Committee 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 Committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this Constitution.

### **10. Notice**

- (1) The minimum period of notice required to hold any General Meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A General Meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (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.
- (4) The notice must be given to all the members and to the Committee.

### **11. Quorum**

- (1) No business shall be transacted at any General Meeting unless a quorum is present.
- (2) A quorum is:  
five members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total membership at the time, whichever is the greater.
- (3) 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 time and place as the Committee shall determine.
- (4) The Committee 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.
- (5) If no quorum is present at the re-convened General Meeting within fifteen 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**

- (1) General Meetings shall be chaired by the person who has been elected as Chair.
- (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 Committee Member nominated by the Committee Members present shall chair the meeting.
- (3) If there is only one Committee Member present and willing to act, he or she shall chair the meeting.
- (4) If no Committee Member 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. Adjournments**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## **14. Votes**

- (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.

## **15. Officers and other Committee Members**

- (1) The Association 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 elected and co-opted members of the committee shall be the Committee of the Association and in this constitution are together called "the Committee".
- (2) The Association shall have the following Officers:
  - \* A Chair,
  - \* A Vice Chair,
  - \* A Secretary,
  - \* A Treasurer.
- (3) A Committee Member must be or become a member of the Association.
- (4) No one may be appointed a Committee Member if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Committee Members shall be not less than five, not more than fifteen (unless otherwise determined by a resolution of the Association in general meeting).
- (6) The first Committee Members (including Officers) shall be those persons elected as Committee Members and Officers at the meeting at which this constitution is adopted.
- (7) A Committee Member may not appoint anyone to act on his or her behalf at meetings of the Committee.

## **16. The Appointment Committee Members**

- (1) The Association in general meeting shall elect the Officers and the other Committee Members.
- (2) The Committee may appoint any person who would be eligible to become a member and is willing to act as a Committee Member. Subject to sub-clause 5(b) of this clause, they may also appoint Committee Members to act as Officers.
- (3) Each of the Committee Members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

- (4) No-one may be elected a Committee Member or an Officer in their absence at any Annual General Meeting unless prior to the meeting the Committee Chair or Secretary is given a notice that:
- (a) is signed by a member entitled to vote at the meeting to that effect;
  - (b) states the member's intention to stand thus proposing the appointment of a person as a Committee Member or as an Officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) (a) The appointment of a Committee Member, whether by the Association in general meeting or by the other Committee Members, must not cause the number of Committee Members to exceed any number fixed in accordance with this constitution as the maximum number of Committee Members.
- (b) The Committee 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 the Committee**

- (1) The Committee must manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Committee must not undertake any substantial 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 any part of the property belonging to the Association. In exercising this power, the Committee must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006, as if a registered charity;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed. The Committee must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, 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 establish or support any charitable trusts, associations or institutions formed for any of the purposes included in the Objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other organisation formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written and agreed policy about reserves;
  - (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
  - (k) to open and operate such bank and other accounts as the Committee consider necessary and to invest funds and to delegate the 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;
- (1) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.
- (3) Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

### **18. Disqualification and Removal of Committee Members**

A Committee Member shall cease to hold office if he or she:

- (1) is or would be 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);
- (2) ceases to be a member of the Association;



- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Committee Member by notice to the Committee (but only if at least two Committee Members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolves that his or her office be vacated.

### **19. Proceedings of Committee**

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Committee Member may call a meeting of the Committee by formally requesting a meeting be held to the Chair and/or Secretary.
- (3) The Secretary must call a meeting of the Committee if requested to do so by a Committee Member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who Chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one third of the total number of Committee Members whichever is the greater or such larger number as may be decided from time to time by the Committee.
- (8) A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member is not entitled to vote.
- (9) If the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a General Meeting.
- (10) The person elected as the Chair shall chair meetings of the Committee.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Committee.
- (13) A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of the Committee to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee or (as the case may be) a meeting of Committee Members duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.

### **20. Delegation**

- (1) The Committee may delegate any of their powers or functions to a sub-committee of two or more Committee members but the terms and period of any such delegation must be recorded in the minute book.
- (2) The Committee may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Committee.
- (3) The Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-committees must be fully and promptly reported to the Committee.

## **21. Irregularities in Proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Committee, or of a sub-committee of the Committee, shall be valid notwithstanding the participation in any vote of a Committee Member:

- who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if, without:

- the vote of that Committee Member; and
- that Committee Member being counted in the quorum, the decision has been made by a majority of the Committee at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Committee Member to keep any benefit that may be conferred upon him or her by a resolution of the Committee if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the Committee
- (b) any sub-committee of the Committee
- (c) the members in general meeting

shall be invalidated by reason of the failure to give notice to any Committee Member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

## **22. Minutes**

The Committee must keep minutes of all:

- (1) appointments of Officers and Committee Members made by the Committee;
- (2) proceedings at General Meetings of the Association where voting takes place;
- (3) meetings of the Committee and sub-committees of the Committee including:
  - the names of the Committee Members present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

## **23. Annual Report and Return and Accounts**

(1) The Committee must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the transmission of the statements of account to the Associations Membership;
- (d) the preparation of an Annual Report and its transmission to any relevant bodies;

(2) Accounts must be prepared in accordance with the provisions of a Statement of Recommended Practice, unless the Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **24. Registered particulars**

The Committee must notify the Charity Commission promptly of any changes to the Association's entry on the Central Register of Charities should the Association seek to register.

## **25. Property**

(1) The Committee must ensure the title to:

- (a) all land held by or in association, for the benefit of the Association that is not vested in the Official Custodian of Charities; and



- (b) all investments held by or on behalf of the Association, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by the committee as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Committee and that if they do so they will not be liable for the acts and defaults of the Committee or of the members of the Charity.
- (3) The Committee may remove the holding Trustees at any time.

## **26. Repair and insurance**

The Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **27. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The Association may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (4) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **28. Rules**

- (1) The Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the Committee Members in so far as such procedure is not regulated by this Constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and requires a Committee Member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.
- (5) The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**Signatures of Officers acting on approval of a General Meeting.**

**Chair**

Name:

Address:

Date:

**Vice Chair**

Name:

Address:

Date:

**Secretary**

Name:

Address:

Date:

**Treasurer**

Name:

Address:

Date:

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