



# **CONSTITUTION**

**....aspiring to improve life for young people**

## **A. Name.**

The name of the Association is KICK ('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 Management Committee, constituted by clause G of this constitution ('the Management Committee').

## **C. Objects.**

To act as a resource for young people living in Cambridgeshire by providing advice and assistance and organising programmes of physical, educational and other activities as a means of:

- (a) advancing in life and helping young people by developing their skills, capacities and capabilities to enable them to participate in society as independent, mature and responsible individuals;
- (b) advancing education;
- (c) preserving and protecting good health and relieving poverty
- (d) providing recreational and leisure time activity in the interests of social welfare for people living in the area of benefit who have need by reason of their youth, age, infirmity or disability, poverty or social and economic circumstances with a view to improving the conditions of life of such persons.

## **D. Powers.**

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

- 1. to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 2. 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 such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects;
- 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 establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 8. power to appoint and constitute such advisory committees as the Management Committee may think fit;
- 9. power to do all such other lawful things as are necessary for the achievement of the objects.

## **E. Membership.**

- 1. Membership of the Charity shall be open to:
  - a. Trustees

- b. Individuals who are interested in furthering the work of the Charity (referred to hereafter as an 'individual member') and
  - c. 2 individuals aged under 18 who live within the area of benefit and are interested in furthering the Charity's work (referred to hereafter as 'Committee members')
  - d. Associations and organisations, whether corporate or unincorporated which are interested in furthering the Charity's work and Statutory Authorities in whose area the area of benefit lies (any such body being called in this constitution a 'member organisation')
2. Every individual member and member organisation shall have one vote at the Annual General Meeting.
  3. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate.
  4. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
  5. The Management Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be shall have the right to be heard by the Executive Committee before a final decision is made).

#### **F. Executive Committee.**

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a vice chairman, secretary, treasurer (non voting member) and senior youth representative(s) who shall hold office from the conclusion of the meeting.

#### **G. Management Committee.**

1. The Management Committee shall consist of not less than 4 members and no more than 12. Members being made up of various people from:
  - a. the executive committee specified in the preceding clause;
  - b. not less than 3 members elected at the annual general meeting who shall hold office from the conclusion of that meeting and in addition we will seek to have a youth representative.
  - c. 2 nominated members to be Parish representatives
2. The Management Committee may in addition appoint co-opted members. Each appointment of a co-opted member shall be made at a suitable meeting as agreed by the Management Committee.
3. All the members of the Management Committee shall retire from offices together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
4. The proceedings of the Management 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 Management Committee who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to act as a member of the Management Committee whether on a first or an any subsequent entry into office until after signing in the minutes as a declaration of acceptance and of willingness to act in the trusts of the Charity.

#### **H. Determination of Membership of Management Committee.**

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

1. is disqualified from acting as a member of the Management Committee by virtue of the Charities Act 2006 (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 Management 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 Management 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. Management Committee Members not to be personally interested.**

No full voting member of the Management 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 Management Committee) in any contract entered in to by Management Committee.

#### **J. Meetings and proceedings of the Management Committee.**

1. The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management 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 Management Committee. If the chairman is absent from any meeting, the vice chair shall chair 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 Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Management 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.
5. The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.
6. The Management 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.
7. The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management 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 Management 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 Management 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 Management Committee.
2. The funds belonging to the Charity shall be applied only in furthering the objects.
3. The Management Committee and staff shall be entitled to an indemnity out of the assets of the Charity for all pre agreed expenses and other liabilities properly incurred by them in the management of the affairs of the Charity.

#### **L. Property.**

1. Subject to the provisions of sub-clause (2) of this clause, the Management 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 three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management 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 trustee has not been appointed to hold the property of the Charity, the Management 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 stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **M. Accounts**

The Management Committee shall comply with their obligations under the Charities Act 2006 (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 Management Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report, a Trustees Annual Report and its transmission to the Commission.

#### **O. Annual Return.**

The Management Committee shall comply with their obligations under the Charities Act 2006 (or any statutory re-enactment or modification of the 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 each year and not more than fifteen months may elapse between successive annual general meetings.
2. Every annual general meeting shall be called by the Management Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members 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 Management 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 Management Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Management Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **Q. Special General Meeting.**

The Management Committee may call a special general meeting of the Charity at any time. If at least 3 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.

#### **R. Procedure at General Meeting.**

1. The Secretary or other person specially appointed by the Management 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 third of the number of members of the Charity for the time being or 3 members of the Charity, which ever 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 Management 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, clause C, clause I, clause U 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. Dissolution.**

If the Management 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 Management 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 institution sharing 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. 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.

#### **V. Arrangements until first Annual General Meeting.**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was agreed and signed on 18<sup>th</sup> February 2011.

Signed by Chair and Secretary