

# **CLEVEDON CARE**

## **CONSTITUTION OF THE CLEVEDON CARE SCHEME** **(Seventh Edition 2024))**

(Charity No: 299247)

### **PART 1**

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

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

The association's name is Clevedon Care (and in this document it is called the Charity).

#### **2. Objects.**

The objects of the Charity shall be to advance any charitable purposes for the benefit of the community of Clevedon and its environs (BS21 postcode area), through providing car transport to/from medical appointments.

#### **3. Application of income and property.**

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee (as defined in Clause 14) may be reimbursed by the Charity for expenses properly incurred by him or her when acting on behalf of the Charity. A Charity member who is not a Trustee may receive reasonable and proper remuneration for goods and services supplied to the Charity.
- (3) None of the income or property of the Charity may be paid to any member of the Charity by way of profit. This does not prevent a Charity member from being a beneficiary of the Charity's services (such as transport to a medical appointment) on the same terms as members of the public.
- (4) No member of the Charity may be paid or receive any other benefit from being a Charity member.

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## **4. Dissolution.**

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this Clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply any remaining property or monies:
  - (a) Directly to the Objects;
  - (b) By transfer to any charity or charities for purposes the same as or similar to those of the Charity;
  - (c) In such other manner as the Charity Commission for England and Wales (the Commission) may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply so far as is consistent with Clause 4 (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity.
- (6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Charity's final accounts.

## **5. Amendments.**

- (1) The Charity may amend any provision contained in Part 1 of this Constitution provided that:
  - (a) No amendment may be made which would have the effect of causing the Charity to cease to be a charity at law;
  - (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 Charity;
  - (c) No amendment may be made to Clause 3 without the prior consent of the Commission;

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- (d) Any resolution to amend a provision contained in 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 passed by a simple majority of members present and voting at a general meeting.
- (3) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of being passed.

## PART 2

### **6. Membership.**

- (1) Membership is open to individuals over the age of eighteen who are able and willing to give active and committed support to the Charity.
- (2) Members may attend and vote at general meetings.
- (3) Members must undertake driving duties or office duties or both.
- (4) Drivers may receive a sum of money for their expenses of undertaking transport in accordance with the Objects of the Charity, on a scale set by the Trustees. This sum is to be paid by or on behalf of the person being transported and the driver is not accountable to the Charity for it.
- (5) Drivers must ensure that they can properly and safely work as volunteers for the Charity and that they are adequately covered by their own motor car insurance for so doing.
- (6) All journeys must be booked through the Charity office, or notified promptly to the office for the purposes of record and insurance. The Office shall be open on the days and for the hours decided by the Trustees.
- (7) The Trustees:
  - (a) May refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application;
  - (b) Must inform the applicant of the reasons for the decision in writing within 21 days of a written request from the applicant for the reasons;

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- (c) Must consider any written representations the applicant may make about the decision. The decision following any written representations must be notified to the applicant in writing but shall be final.
- (8) Membership of the Charity is not transferable to anyone else.
- (9) The Trustees must keep a register of the names and addresses of the members which must be made available to any member on request if the member shows good reason for the request.

## **7. Termination of membership.**

Membership is terminated if:

- (a) The member dies;
- (b) All members must retire at 85.
- (c) The member resigns by verbal or written notice to the Charity unless, after the resignation, there would be less than two members remaining;
- (d) The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership shall only be passed if:
  - (i) The member has been given at least twenty-one days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
  - (ii) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **8. General Meetings.**

- (1) The Charity 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 special general meetings.

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- (4) The Trustees may call a special general meeting at any time.
- (5) The Trustees 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 which is to be discussed. If the Trustees 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 the Constitution.

## **9. Notice.**

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) 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.
- (3) The notice must be given to all the members and to the Trustees.

## **10. Quorum.**

- (1) No business must be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) Fifteen members entitled to vote upon the business to be conducted at the meeting; or
  - (b) 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 of 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 Trustees shall determine.
- (4) The Trustees must re-convene the meeting and give at least seven clear days notice of the date, time and place of the re-convened meeting.

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- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute a quorum for that meeting.

## **11. Chair.**

- (1) General meetings shall be presided over by the 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 Trustee nominated by the members present shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee 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 shall choose one of their own number to chair the meeting.
- (5) Subject to the provisions of Part 1 of this Constitution, all questions arising at a quorate general meeting shall be decided by a simple majority of those present and entitled to vote.

## **12. Adjournments.**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned to a date, time and place as then decided, to be notified by the Trustees.
- (2) No business shall be conducted at a re-convened meeting unless it could properly have been conducted at the meeting which was adjourned.
- (3) 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 date, time and place of the re-convened meeting

## **13. Votes.**

At a general meeting each member shall have one vote. There is no proxy voting. If there is an equality of votes the Chair of the meeting shall have a casting vote in addition to any other vote he or she may have.

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## **14. Trustees and Officers.**

- (1) The Charity and its property shall be managed and administered by the Trustees who shall together constitute the Management Committee.
- (2) The Trustees shall consist of the Charity members elected as members of the Management Committee.
- (3) The Officers of the Charity shall be the Chair, the Treasurer, the Secretary, the Drivers' Co-Ordinator, the Duty Officers' Co-Ordinator, the Publicity Officer and one other Officer whose title and duties will be specified by the Management Committee.
- (4) Ten members shall be elected as Trustees at a general meeting. All Trustees are to be elected for 3 years.
- (5) The Trustees may fill any vacancy by co-option of a Charity member until the next general meeting. The co-opted member shall on co-option become a Trustee and shall have full voting rights.
- (6) A retiring Officer may be invited, if not otherwise elected, to be a Trustee for one further year.
- (7) A Trustee must be a member of the Charity.
- (8) A Trustee may not appoint anyone to act or vote on his or her behalf.
- (9) Trustees shall serve for a period of three years. One-third of the Trustees shall retire in rotation annually but shall be eligible for re-election after one year has elapsed. The three-year rotation period shall not apply to Officers.
- (10) Nominations for Trustees shall be given to the Secretary at least fourteen days before the annual general meeting but may be taken at the meeting if sufficient nominations have not been received.

## **15. Powers of the Trustees.**

- (1) The Trustees must manage the business of the Charity and shall have

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the following powers to further the Objects (but not for any other purpose):

- (a) To raise funds but in doing so the Trustees must not undertake any permanent substantial trading activity and must comply with any relevant statutory provisions;
  - (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 Charity property in compliance with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) To co-operate with other charities, voluntary bodies or statutory authorities and to exchange information and advice with them;
  - (e) To obtain and pay for such goods and services as are necessary for carrying on the work of the Charity;
  - (f) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and delegate the management of funds in the same manner as trustees of a trust are permitted to do by the Trustee Act 2000;
  - (g) 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 Trustees.
  - (3) Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **16. Finance.**

- (1) The Treasurer shall keep accounts of the finances of the Charity in accordance with the requirements of charity law.
- (2) All funds other than an agreed amount for petty cash shall be held in an account at a bank or building society approved by the Trustees and withdrawals shall be upon the signature of persons authorised by the Trustees.
- (3) The Charity accounts shall be audited once a year at least by a qualified auditor who shall be appointed at the general meeting and shall not be a member of the Charity.



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## **17. Proceedings of the Trustees.**

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Constitution.
- (2) The person elected as Chair, or in his or her absence the Vice Chair, shall chair meetings of the Trustees. If neither is present, then any Trustee agreed upon by the members shall act as Chair.
- (3) Questions arising at a meeting shall be decided by a majority of votes, with the Chair having a casting vote in the case of a tie.
- (4) No decision shall be made at a meeting unless a quorum is present at the time the decision is purported to be made.
- (5) A quorum shall be the number nearest to one third of the total number of Trustees.
- (6) The Trustees must keep minutes of all meetings of the Charity, with the names of those present, the decisions made and (where appropriate) the reasons for the decisions.
- (7) The Trustees must insure in respect of public liability and employers' liability where relevant.

## **18. Notices.**

- (1) Any notice required by this Constitution to be given to or by any person must be in writing or given using electronic communications.
- (2) The Charity may give any notice to any 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 using electronic communication to the member's address.
- (3) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (4) A notice shall be deemed to be given forty-eight hours after the envelope containing it was posted or in the case of electronic communication, forty-eight hours after it was sent.

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## Certificate of Chair

I certify that this is a true copy of the constitution of Clevedon Care (Seventh Edition) as amended by resolution adopted by the Management meeting held on 14<sup>th</sup> February, 2024  
To be ratified by the members at the AGM on 17<sup>th</sup> April 2024

Signed: \_\_\_\_\_

Name: IAN TURNER (Chair)

Acknowledgment is made with thanks to the Charities Commission document “Charitable Institutions; Model Constitution, 2007”

Certified true copy of the constitution of Clevedon Care (Seventh Edition) as amended by resolution adopted by a Management Meeting held on 14<sup>th</sup> February 2024

Signed \_\_\_\_\_

Name: DIANA BROWN (Respondent)