

**CONSTITUTION of Wells-next-the-Sea & District United Charities**  
**(Registered Charity Number 236897)**  
**To be known informally as 'Wells United Charities 2019'**

**INTERPRETATION**

In this Constitution:

- 'authorised representative' means an individual who is authorised by written notice to the Committee by a member organisation to act on its behalf at meetings of the Charity
- 'the Chair' means the chair of the Charity chosen by the members of the Committee
- 'the Charities Act' means the Charities Act 1993
- 'clear day' means 24 hours from midnight following the relevant event
- 'the Hospital' means the former Wells & District Cottage Hospital
- 'the Community' means the geographical area within the Alderman Peel High School catchment area
- 'Charity Trustees' has the meaning prescribed by section 97(1) of the Charities Act
- 'the Commission' means the Charity Commission for England and Wales
- 'connected person' means any spouse, partner, parent, child, brother, sister, grandparent or grandchild of a member of the Committee and any firm of which a member of the Committee is a member or employee or a company of which a member of the Committee is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital
- 'custodian' has the meaning prescribed by section 17(2) of the Trustee Act 2000
- 'financial expert' means an individual company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000
- 'firm' includes a limited liability partnership
- 'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Charity
- 'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use investment or disposal
- 'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to membership of the Charity member of the Committee' or 'Committee member' means a member of the governing body of the Charity and 'Committee members' and 'the Committee' means the members of the governing body.
- 'trust corporation' has the meaning prescribed by section 205(1)(xxxviii) of the Law of Property Act 1925 but does not include the Public Trustee
- 'written' or 'in writing' refers to a legible document on paper including a fax message

Any reference to an Act of Parliament refers to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

**1. NAME and REGISTRATION**

The name of the charity is Wells-next-the-Sea & District United Charities ('the Charity'), which is registered with the Commission under number 236897

**2. OBJECTS**

The Object of the Charity is:

To relieve poverty and the advancement of education, particularly but not exclusively by supporting the elderly to include, relief of sickness, poor health, disability and old age, in the community, by the provision of:

1. financial assistance
2. facilities, amenities, buildings, equipment and services

"the community" means the geographical area within the Alderman Peel High School catchment area.

**3. POWERS**

The Charity has the following powers which may be exercised only in promoting the Objects:

- 3.1 To make grants or loans of money and give guarantees only in or towards attaining the Objects
- 3.2 To raise funds (but not by means of carrying on a trade of business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects);

- 3.3 To co-operate with other bodies;
- 3.4 To support, administer or set up other charities;
- 3.5 To acquire or hire property of any kind
- 3.6 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act)
- 3.7 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act)
- 3.8 To establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 3.9 To lend money on a secured arm's length basis to any wholly or partially owned trading company of the Charity provided that it be for the benefit of the Charity and for the furtherance of the Objects
- 3.10 To set aside or "ring-fence" funds for special purposes or as reserves against future expenditure
- 3.11 To deposit or invest funds in any lawful manner
- 3.12 To delegate the management of investments to a financial expert but only on terms that:
  - 3.12.1 the investment policy is recorded in writing for the financial expert by the Committee
  - 3.12.2 every transaction is reported promptly to the Committee
  - 3.12.3 the performance of the investments is reviewed regularly with the Committee
  - 3.12.4 the Committee are entitled to cancel the delegation arrangement at any time
  - 3.12.5 the investment policy and the delegation arrangement are reviewed at least once each year
  - 3.12.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
  - 3.12.7 the financial expert must not do anything outside the powers of the Committee
- 3.13 To accept gifts of property in whatever form, whether or not subject to any special trust, provided that such acceptance is made only in or towards attaining the Objects
- 3.14 To insure the Charity's property against any foreseeable risk and take out such other insurance policies as the Committee may deem appropriate to protect the Charity
- 3.15 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member of the Committee concerned knew that or was reckless whether the act or omission was a breach of trust or breach of duty)
- 3.16 Subject to clause 9.2 below to employ paid or unpaid agents staff or advisers
- 3.17 To enter into contracts to provide services to or on behalf of other bodies
- 3.18 To provide or assist in the provision of amenities and gifts individuals in recognition of notable services to the Charity
- 3.19 To undertake and execute any Charitable Trust
- 3.20 To subscribe to or become a member of any organisation or body the aim or purpose of which is the same as or within the Objects
- 3.21 To do anything else within the law which promotes or helps to promote the Objects

#### 4. MEMBERSHIP

- 4.1 Membership of the Charity shall be open to any individual over the age of eighteen or any organisation interested in promoting the Objects
- 4.2 The Committee may only refuse an application for membership if, acting reasonably and properly, the Committee considers it to be in the best interests of the Charity for the application to be refused
- 4.3 The Committee may establish different classes of membership and may set appropriate rates of any subscription
- 4.4 The Committee must keep a register of members
- 4.5 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount due
- 4.6 A member may resign by written notice to the Charity
- 4.7 The Committee may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member's continued membership would be detrimental to the Charity. The Committee may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.
- 4.8 Membership of the Charity is not transferable

## 5. GENERAL MEETINGS

- 5.1 All members shall be entitled to attend general meetings of the Charity either in person or (in the case of a member organisation) through its authorised representative
- 5.2 General meetings shall be called on not less than 14 clear days' written notice to the members specifying the business to be transacted
- 5.3 There shall be a quorum at a general meeting if the number of members or authorised representatives personally present is at least ten per cent of the members. If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day the next week at the same time and the same place; and if at the adjourned meeting and within 30 minutes from the time appointed for it a quorum is not present the members present and authorised representatives shall constitute a quorum
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present shall preside at a general meeting
- 5.5 Except where otherwise provided by this Constitution every issue at a general meeting shall be determined by a simple majority of the votes cast by the members present in person or (in the case of a member organisation) through an authorised representative; votes shall be cast only by a show of hands
- 5.6 Except for the Chair of the meeting who shall have a second or casting vote every member present in person or (in the case of a member organisation) through an authorised representative shall be entitled to one vote on every issue
- 5.7 An Annual General Meeting ("AGM") must be held in every year
- 5.8 At an AGM the members shall:
- 5.8.1 receive the accounts of the Charity for the previous financial year
  - 5.8.2 receive the report of the Charity's Chair on the Charity's activities since the previous AGM
  - 5.8.3 elect Committee members to replace those retiring from office (as appropriate)
  - 5.8.4 appoint an auditor or independent examiner for the Charity if or when required
  - 5.8.5 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 Every general meeting save for the AGM shall be an extra ordinary general meeting ("EGM")
- 5.10 An EGM may be called at any time by the Committee and must be called within 14 clear days after a written request to the Committee for an EGM signed by at least 10 per cent of the members. If within 30 minutes from the time appointed for an EGM convened at the request of at least ten per cent of the members a quorum is not present, the EGM shall be dissolved

## 6. THE COMMITTEE

- 6.1 The members of the Committee as Charity Trustees have control of the Charity and its property and funds.
- 6.2 The Committee when complete consists of at least five and not more than nine individuals, ideally representative of the Alderman Peel High School catchment area.
- 6.3 The Committee must appoint a Secretary/clerk who may (but need not) be a member of the Committee
- 6.4 One third (or the number nearest to one third) of the members of the Committee shall retire at each AGM those longest in office retiring first and the choice between any of equal service being made by drawing lots. If a member of the Committee resigns as a member of the Committee the Committee may by resolution co-opt a replacement member of the Committee to hold office until the end of the next AGM of the Charity
- 6.5 A retiring Trustee who remains qualified may be re-appointed
- 6.6 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Charity before he or she shall be eligible to vote at any meeting of the Committee
- 6.7 A Committee member shall automatically cease to be a member of the Committee if he or she:
- 6.7.1 is disqualified under the Charities Act from acting as a Charity Trustee
  - 6.7.2 is incapable whether mentally or physically of managing his or her own affairs
  - 6.7.3 is absent from four consecutive meetings of the Committee
  - 6.7.4 ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Charity)
  - 6.7.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
  - 6.7.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the

matter in the light of any such views

- 6.8 A retiring Committee member shall be entitled to an indemnity from the continuing Committee members at the expense of the Charity in respect of any liabilities properly incurred while he or she held office
- 6.9 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee

## **7. COMMITTEE MEETINGS**

- 7.1 The Committee must hold at least three meetings each year
- 7.2 A quorum at a Committee meeting is at least half of the members of the Committee for the time or three members of the Committee, whichever is the greater
- 7.3 A Committee meeting may be held either in person or by suitable electronic means agreed by the Committee in which each participant may communicate with all other participants
- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present shall preside at each Committee meeting
- 7.5 Every issue shall be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee shall be as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and shall be treated as passed on the date of the last signature
- 7.6 Except for the chairman of the meeting who shall have a second or casting vote every Committee member shall have one vote on each issue
- 7.7 A procedural defect of which the Committee is unaware at the time does not invalidate decisions taken at a meeting of the Committee
- 7.8 Any member of the Committee may at any time request by written notice to the Chairman a meeting of the Committee be held provided that such request includes a clear statement of the business to be transacted

## **8. POWERS OF COMMITTEE**

The Committee shall have the following powers in the administration of the Charity:

- 8.1 to appoint a Chairman and Treasurer, who must be members of the Committee
- 8.2 to appoint a Secretary who may or may not be a member of the Committee, but must be a member of the Charity
- 8.3 to delegate any of their functions to sub-committees consisting of three or more persons appointed by them provided that at least two members of every sub-committee shall be Committee members and all proceedings of sub-committees shall be reported promptly to the Committee
- 8.4 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.5 to make Rules consistent with this Constitution to govern their proceedings and the proceedings of any sub-committees
- 8.6 to make Regulations consistent with this Constitution about the running of the Charity (including the operation of bank accounts and the commitment of funds)
- 8.7 to resolve or establish procedures to assist in the resolution of disputes within the Charity
- 8.8 to exercise any powers of the Charity which are not reserved to a general meeting

## **9. PROPERTY & FUNDS**

- 9.1 The property and funds of the Charity shall be used only for promoting the Objects and shall not belong to the members of the Charity or the Committee
- 9.2 No Committee member or a connected person may be employed by the Charity or may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except
- 9.2.1 under clauses 3.15 and 6.8
- 9.2.2 reimbursement of reasonable out-of-pocket expenses including hotel and travel costs actually incurred in the administration of the Charity
- 9.2.3 interest at a reasonable rate on any money lent to the Charity
- 9.2.4 a reasonable rent or hiring fee for property let or hired to the Charity
- 9.2.5 in the case of an individual member charitable benefits in his or her capacity as a beneficiary
- 9.2.6 in exceptional cases other payments or material benefits but only with the prior written approval of the Commission

- 9.3 Whenever a Committee member shall have a personal interest in a matter to be discussed at a Committee meeting the Committee member must
- 9.3.1 declare an interest before discussion begins on the matter
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.3.3 not be counted in the quorum for that part of the meeting
  - 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Any trust corporation which may be appointed as a holding trustee or any nominee or custodian for the Charity may be paid reasonable fees
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date shall be placed on deposit or invested until needed
- 9.6 Investments and other property of the Charity may be held:
- 9.6.1 in the names of the Committee members for the time being
  - 9.6.2 in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) or Scotland or Northern Ireland acting under the control of the Committee or of a financial expert acting on their instructions
  - 9.6.3 in the name of at least two and up to five holding trustees for the Charity who must be appointed and may be removed by a resolution of the Committee
  - 9.6.4 in the name of a trust corporation as a holding trustee for the Charity which must be appointed and may be removed by deed executed by the Committee
  - 9.6.5 in the case of land by the Official Custodian for Charities under an order of the Commission or the Court
- 9.7 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.
- 9.8 All instructions to the Charity's bankers for withdrawals from the Charity's accounts whether by cheque or otherwise must be signed by two members of the Committee who are so authorised by the bank mandates

## **10. RECORDS & ACCOUNTS**

- 10.1 The Committee must comply with the requirements of the Charities Act as to the keeping of financial records the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- 10.1.1 annual reports
  - 10.1.2 annual returns
  - 10.1.3 annual statements of account
- 10.2 The Committee must keep proper records of:
- 10.2.1 all proceedings at general meetings
  - 10.2.2 all proceedings at Committee meetings
  - 10.2.3 all reports of sub-committees
  - 10.2.4 all professional advice obtained
- 10.3 Accounting records relating to the Charity must be made available for inspection by any member of the Committee at any pre-arranged time during normal office hours and annual reports and statements of account relating to the Charity shall be made available for inspection by any member of the Charity
- 10.4 A copy of the latest available statement of account must be supplied on request to any member of the Committee or member of the Charity and may be supplied to any person who is not a member of the Charity and who makes a written request and pays the Charity's reasonable costs for providing the statement of account

## **11. NOTICES**

- 11.1 Notices under this Constitution may be sent by hand or by post or by suitable electronic means or (where applicable to members generally) may be published in any newsletter distributed by the Charity or in local newspapers distributed in the Community or posted in libraries, Post Offices, shops or on notice boards throughout the Community as the Committee shall think fit
- 11.2 The address at which a member is entitled to receive notices shall be the address noted in the register of members or if none the last known address
- 11.3 Any notice given in accordance with this Constitution shall be treated for all purposes as having been received:
- 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

- 11.3.2 two clear days after being sent by first class post to that address
  - 11.3.3 three clear days after being sent by second class post or overseas post to that address
  - 11.3.4 on the date of publication of a newsletter or newspaper containing the notice
  - 11.3.5 on being handed to the member or its authorised representative personally or, if earlier,
  - 11.3.6 as soon as the member acknowledges actual receipt
- 11.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time shall not invalidate decisions taken at a meeting

**12. AMENDMENTS**

This Constitution may only be amended at a general meeting by not less than a two-thirds majority of the votes cast but

- 12.1 The members shall be given 14 clear days' notice of the proposed amendments
- 12.2 No amendment shall be valid if it would make a fundamental change to the Objects or to this Clause or destroy the charitable status of the Charity
- 12.3 Clauses 2, 9.2, 9.3, and 13 may not be amended without the prior written consent of the Commission

**13. DISSOLUTION**

13.1 If at any time the members at a general meeting shall decide to dissolve the Charity the members of the Committee shall remain in office as Charity Trustees and shall be responsible for the orderly winding-up of the Charity's affairs

13.2 After making provision for all outstanding liabilities of the Charity the Committee must apply the remaining property and funds in one or more of the following ways:

- 13.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to the Objects
- 13.2.2 directly for the Objects or charitable purposes within, the same as, or similar to the Objects
- 13.2.3 in such other manner consistent with charitable status as the Commission shall have first approved in writing

13.3 A final report and statement of account relating to the Charity shall be sent to the Commission

**THIS CONSTITUTION WAS ADOPTED AT A MEETING HELD at**

**26 October 2019**

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**SIGNED**

**(Chair of Meeting)**

**WITNESSED :**

Witness' signature

Witness' full name

Address

Occupation