



Your **Community** Your **Trust**

Registered Charity No. 1135640  
Registered Company No. 7140266

## CONSTITUTION

of

## ACCESS COMMUNITY TRUST

This constitution was adopted on the: 21<sup>st</sup> February 2013 and updated June 2020

### 1 NAME

The name of the charity is **ACCESS COMMUNITY TRUST** (hereinafter referred to as the Trust).

### 2 ADMINISTRATION

Subject to the matters set out below the Trust and its property shall be administered and managed in accordance with this constitution by the members of The Board of Trustees constituted by 18 clauses of this constitution.

### 3 OBJECTS

3.1 The Trust is established to promote social inclusion for the community benefit by preventing people from becoming socially excluded, relieving the needs of those who are socially excluded and assisting them to integrate into society.

### 4 POWERS

4.1 In furtherance of such objects but not otherwise the Trust:

4.1.1 will employ and pay any person or persons to carry out the objects of the Trust.

4.1.2 may purchase, lease, rent, sell or otherwise acquire any property for the promotion of the Trust's objects and to construct or alter any buildings necessary for the work of the Trust.

4.1.3 may enter into agreement with any landlord or authority for the acquisition of any property.

- 4.1.4 may make regulations, grant licenses or leases for any property the Trust has acquired.
- 4.1.5 may establish or support any charitable Trusts, associations or institutions formed for all or any of the objects.
- 4.1.6 may 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.
- 4.1.7 may accept gifts, grants or monies for any specific purpose within the objects of the Trust.
- 4.1.8 will invest the money of the Trust in such investments, securities or property as may be thought fit, subject to the requirements of law.
- 4.1.9 may, subject to any consents required by law, borrow money to further the objects of the Trust.
- 4.1.10 will promote the welfare of the Trust by publishing such articles, leaflets or information about the objects and activities of the Trust.
- 4.1.11 will do all such other lawful things as are necessary for the attainment of such objects.

## **5 HONORARY OFFICERS**

- 5.1 The Officers of the Trust shall consist of:

Chairperson, Treasurer and Vice-Chairperson.

- 5.2 The Officers of the Trust shall be appointed by the Board of Trustees from amongst their number either at every Annual General Meeting or no later than three months thereafter. The chairperson is elected for a 3-year cycle and can only perform a maximum of 2 rotations. The Vice Chair and Treasurer are elected annually.
- 5.3 The Trust shall appoint auditor(s) and decide the amount of remuneration (if any).

## **6 THE BOARD OF TRUSTEES**

- 6.1 The Board of Trustees shall consist of not more than 12 members, including: the honorary officers specified in clause 5.1 of this constitution
  - (a)
- 6.2 The Board of Trustees may co-opt in addition not more than 4 co-optees having regard to the fact that no more than one third of the members of the Board of Trustees shall be co-optees.
- 6.3 Two elected members (the longest serving) of the Board of Trustees shall retire from office after the third Annual General Meeting on which they came into office but they may be re-elected.

- 6.4 The proceedings of the Board of Trustees 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.
- 6.5 Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who would if appointed be disqualified under the provision of the following clause.
- 6.6 No person shall be entitled to act as a member of the Board of Trustees until a declaration of acceptance and willingness to act in the interests of the Charity has been signed.
- 6.7 Any casual vacancy in the Board of Trustees may be filled by the Board of Trustees and any person appointed to fill such a casual vacancy shall hold office until the next Annual General Meeting of the Trust and shall be eligible for election at that meeting.

## **7 DETERMINATION OF MEMBERSHIP OF BOARD OF TRUSTEES**

A member of the Board of Trustees shall cease to hold office if he or she:

- 7.1. is disqualified from acting as member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- 7.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 7.3 is absent without the permission of the Chairperson on three consecutive occasions, provided that any such decision will need to be ratified by at least two thirds of the membership of the Board of Trustees.
- 7.4 notifies to the Board of Trustees a wish to resign.

## **8 BOARD OF TRUSTEES MEMBERS NOT TO BE PERSONALLY INTERESTED**

- 8.1 No member of the Board of Trustees shall acquire any interest in property belonging to the Trust (otherwise than as a trustee for the Trust) or receive remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by the Board of Trustees.
- 8.2 The income and property of the Trust shall be applied solely towards the promotion of the objects. No Trustees will receive any remuneration or benefit in money or money's worth from the Trust, provided that nothing in this Constitution shall prevent any payment in good faith by the charity:

a) to any Trustee of reasonable out-of-pocket expenses.

b) for the purchase of Trustees' Indemnity Insurance where this is considered appropriate by the Board of Trustees.

## **9 MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES**

### **9.1 Ordinary Meetings**

- 9.1.1 The Board of Trustees shall hold at least four ordinary meetings each year. Meetings can be held in person or over video/telephone conferencing where all attendees must be able to see each other. As per Charity Commission guidance, at least one meeting a year is in person
- 9.1.2 The Chairperson will have authority to call an ordinary meeting of the Board of Trustees upon not less than 4 days' notice where the nature of business is deemed to be urgent.
- 9.1.3 If the Chairperson or Vice Chairperson is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to chair the meeting before any other business is transacted.
- 9.1.4 There shall be a quorum when at least four members of the Board of Trustees are present at ordinary meetings.
- 9.1.5 Where there is no consensus every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question, but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- 9.1.6 The Board of Trustees shall keep minutes of the proceedings at meetings of the Board of Trustees. Sub-committees will record notes/action points of their meetings and make recommendations to the Board of Trustees.

### **9.2 General Meetings**

- 9.2.1 Annual General Meetings. In exceptional circumstances meetings can be held in person or over video/telephone conferencing where all attendees must be able to see each other
- 9.2.1.1 There shall be an annual general meeting of the Trust which shall be held within 9 months of year end April in each year.
- 9.2.1.2 Every Annual General Meeting shall be called by the Board of Trustees. The Trust shall give at least 14 days' notice of the annual general meeting. All the members of the Board of Trustees shall be entitled to attend and vote at the meeting.
- 9.2.1.3 The Board of Trustees shall present to each annual general meeting the report and accounts of the Trust for the preceding year.
- 9.2.1.4 The Board of Trustees will consider and vote on the appointment or re-appointment of any Trustee seeking election at the Annual General Meeting.

## **9.2.2 Special General Meeting**

9.2.2.1 The Board of Trustees may call a special general meeting of the Trust at any time, if at least 3 members request such a meeting in writing, giving at least 7 days notice and stating the business to be considered. Meetings can be held in person or over video/telephone conferencing where all attendees must be able to see each other

## **9.3 PROCEDURE AT GENERAL MEETINGS**

9.3.1 The secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of the Trust.

9.3.2 There shall be a quorum when at least 4 members of the Board of Trustees are present at general meetings.

9.4 The Board of Trustees 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.

9.5 The Board of Trustees may appoint one or more committees consisting of three or more members of the Board of Trustees for making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board of Trustees.

## **10 RECEIPTS AND EXPENDITURE**

10.1 The funds of the Trust, including all donations contributions and bequests, shall be paid into accounts operated by the Board of Trustees in the name of the Trust at such bank as the Board of Trustees shall from time to time decide.

10.2 The Board of Trustees may authorise communications with the Trust's bank via the internet or other means to access bank account information and to give the bank instructions in respect of account transactions accordingly, providing that any such request or authorisation employs the equivalent levels of security as set out in the Trust's financial policies.

10.3 The funds belonging to the Trust shall be applied only in furthering the objects.

## **11 TRUST PROPERTY**

11.1 The title to all real or personal property which may be required on or behalf of the Trust shall be vested in the name of the Trust. The Board of Trustees may appoint from time to time not less than two of its number to execute any deeds and

documents for the purposes of purchasing, selling, leasing, mortgaging or otherwise dealing with land or property of any kind. The Trustees shall act on the lawful directions of the Board of Trustees and shall be entitled to be indemnified in respect of any expenses properly incurred by them in such capacity.

- 11.2 The Trustees so appointed may exercise all the powers of the Trust to borrow money and mortgage or charge the whole or any part of its undertaking and property.
- 11.3 The Trust may resolve to vest any real property in the Official Custodian for Charities.

## **12 ACCOUNTS**

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to:

- 12.1 The keeping of accounting records for the Trust;
- 12.2 The preparation of annual statements of account for the Trust;
- 12.3 The auditing or independent examination of the statements of account for the Trust; and
- 12.4 The transmission of the statements of account of the Trust to the Commissioners.

## **13 ANNUAL REPORT**

- 13.1 The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

## **14 ANNUAL RETURN**

- 14.1 The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

## **15 NOTICES**

- 15.1 Any notice required to be served on any member of the Board of Trustees shall be in writing and shall be served by the Board of Trustees on any member either personally or by sending it via electronic means with a send receipt or through the post in a prepaid letter addressed to such member at her or his last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 2 days of posting.

## **16 ALTERATIONS TO THE CONSTITUTION**

- 16.1 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 of the Board of Trustees 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.
- 16.2 No amendment may be made to clause 1, clause 2, clause 7, clause 17 or this clause without the prior consent in writing of the Commissioners.
- 16.3 No amendment may be made which would have the effect of making the Trust cease to be a charity in law.
- 16.4 The Board of Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

**17 DISSOLUTION**

If the Board of Trustees decides that it is necessary or advisable to dissolve the Trust it shall call a meeting of all members of The Board of Trustees 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 Board of Trustees shall have power to realise any assets held by or on behalf of the Trust. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Trust as the members of the Board of Trustees 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 Trust must be sent to the Commissioners.

**18 INTERPRETATION**

For the interpretation of this constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

This constitution was adopted on the date mentioned above by the persons whose signatures appear on this document.

**Signed:**

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