

Over Day Centre Association

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Charity No. 800829

CONSTITUTION OF THE OVER DAY CENTRE ASSOCIATION

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1. NAME OF THE ASSOCIATION:

The name of the Association is "**The Over Day Centre Association**", hereinafter called the **Association**.

2. OBJECTIVES AND POWERS:

- a) To establish a Centre to provide day care for the frail or elderly of OVER and surrounding villages, to promote and maintain the quality of life for them through social contact, recreation and informative activities, to provide a focal resource through which appropriate medical and social services can be provided, to provide relief for carers, to provide a focus through which the people of OVER and surrounding villages can take an active part in care in the community.
- b) In furtherance of the said objectives but not otherwise the **Association** may:
 - (i) Employ and pay any person or persons to supervise, organise and carry on the work of the Centre and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
 - (ii) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
 - (iii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
 - (iv) Collect and disseminate information on all matters affecting the said objectives and exchange such information with other bodies having similar objectives, having due regard to the confidentiality requirements.
 - (v) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the **Association**.
 - (vi) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objectives and construct, maintain and alter any buildings or erections necessary for the work of the Association.
 - (vii) Make regulations for any property which may be so acquired.
 - (viii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the **Association**.
 - (ix) Subject to such consents as may be required by law, borrow or raise money for the said objectives and accept gifts on such terms and on such security as shall be deemed to be necessary.
 - (x) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise.
 - (xi) Invest the monies of the **Association** not immediately required for the said objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
 - (xii) Do all such other lawful things as are necessary for the attainment of the said objectives.

3. MEMBERSHIP:

All residents of the Civil Parish of OVER who are of voting age will be deemed to be members for the duration of any General Meeting in accordance with Clause 5a hereof and for the sole purpose of calling a Special General Meeting of the **Association**.

4. COUNCIL:

- a) Subject as hereinafter mentioned the policy of the **Association** in pursuance of the objectives shall be determined by a Council which shall meet not less than four times a year.
- b) The **Council** shall consist, when complete, of ten persons being:
 - (i) Four **ex-officio Council members**, namely:
 - (a) A County Councillor representing a division in the district of South Cambridgeshire.
 - (b) A District Councillor representing a ward in the district of South Cambridgeshire
 - (c) A person appointed by the OVER Parish Council to serve on the **Council** of the **Association**.
 - (ii) Six **Ordinary Council members** elected at the Annual General Meeting.
- c) In addition, the **Council** may co-opt up to two persons who shall serve until the conclusion of the next Annual General Meeting, and who shall be entitled to vote at meetings of the **Council**.
- d) In addition, the **Council** shall also have three ex-officio members, namely the Day Centre Manager and two staff representatives elected by the staff. These three members do not have voting rights and do not take part in decisions relating to remuneration.
- e) The proceedings of the **Council** shall not be invalidated by the fact that there may be a shortfall of Ordinary members, or any failure to elect, or any defect in the election, appointment, co-option or qualification of, any member.
- f) Any casual vacancy in the Council may be filled up by the **Council** and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the **Association** and shall be eligible for election at that Meeting.
- g) At its first and subsequent first meetings after an Annual General Meeting the **Council** shall elect from among its members a Chairman, Vice Chairman, Secretary, Treasurer and such other officers as deemed necessary who shall serve until the conclusion of the next Annual General Meeting.
- h) The **Council** shall appoint and fix the remuneration of the Day Centre Manager and of all such other staff as may in their opinion be necessary. The **Council** shall determine the Terms of Reference, powers, duration and duties of the Day Centre Manager. No **Council** member shall receive any remuneration in consideration solely of service to the **Council**.
- i) The **Council** may appoint such special or standing committees as may be deemed necessary by the **Council** and shall determine their Terms of Reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the **Council** as soon as possible.

5. GENERAL MEETINGS OF THE ASSOCIATION:

- a) An Annual General Meeting of the Association shall be held once each year (no more than 15 months after the holding of the preceding Annual General Meeting). At least 21 clear days notice shall be given in writing by the **Council** Secretary to each member. This notice shall be deemed to be so given by advertisement on public notice boards and/or in local news circulars. At such Annual General Meeting the business shall include the election of **Ordinary members** to serve on the Council; the appointment of an Independent Examiner, fixing their remuneration (if appropriate) or giving authority for the **Council** to do so; the consideration of an annual report of the work done by or under the auspices of the **Council** and of scrutinised accounts; and the transaction of such other matters as may from time to time be necessary.
- b) The Chairman of the **Council** may at any time at his/her discretion and the **Council** Secretary shall within 21 days of receiving a written request so to do, signed by not less than 10 members of the association whether individual or representative and giving reasons for the request, call a special General Meeting of the **Association**.
- c) **The quorum of the Annual General Meeting of the Association should be 10, except when less than 6 members of the Association (who are not also Trustees) are in attendance. In this case the quorum should be 50% + 1 of all those in attendance, including those Trustees present.**

6. RULES OF PROCEDURE AT ALL MEETINGS:

- a) **Quorum.** The Quorum at meetings of the **Council** or any committee appointed under Clause 4h hereof shall be 50% + 1 of its total actual membership, or such number as the **Association** may in General Meeting from time to time determine.
- b) **Voting.** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the **Council** PROVIDED ALWAYS THAT no such arrangements shall be made with regard to Clauses 9 and 10 thereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- c) **Proxy voting.** The Secretary shall prepare a proxy voting paper detailing the proposition in full, as per the Agenda, then adding the following statements to the foot of the proxy voting paper:
"My vote is for this proposition".
"My vote is against this proposition".
"Delete whichever is not applicable".
This Proxy Voting Paper is then to be signed and dated by the person completing the form (who shall be a member of the **Council**) and presented to the Secretary at least 24 hours before the meeting.
- d) **Minutes.** Minute records shall be kept by the **Council** and all other committees, and the Secretary shall enter therein a record of all proceedings and resolutions.
- e) **Policies and Procedures.** The **Council** shall have the power to adopt and issue policies and procedures for the Centre, which are consistent with the provision of this Constitution.

7. FINANCE:

- a) All moneys raised on behalf of the **Association** shall be applied to further the objectives of the **Association** and for no other purpose **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the **Association** or the repayment to members of the **Council** or any Committee appointed under Clause 4j hereof or members of staff of the Centre of reasonable out of pocket expenses.
- b) The Treasurer shall keep proper accounts of the finances of the **Association**.
- c) The Accounts shall be independently examined/scrutinised in accordance with the Charities Act at least once a year by the Independent Examiner appointed at the Annual General Meeting.
- d) A scrutinised statement of the accounts for the last financial year shall be submitted by the **Council** to the Annual General Meeting as aforesaid.
- e) A bank account shall be maintained with such bank as the **Council** shall from time to time decide. The **Council** shall authorise in writing the Treasurer, the Secretary and two other members of the **Council** to sign cheques on behalf of the **Association**. All cheques must be signed by not less than two authorised signatories. The **Council** shall authorise the Treasurer and at least one other member of the **Council** to use online banking.

8. TRUST PROPERTY:

The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee.

9. ALTERATIONS TO THE CONSTITUTION:

Any alteration of the Constitution shall receive the assent of not less than two-thirds of those members of the Association present and voting at a meeting specially called for the purpose **PROVIDED THAT** notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days notice in writing of such a meeting, setting forth the terms of the alteration by advertisement on public notice boards and in local news circulars **PROVIDED THAT** no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at Law.

10. DISSOLUTION:

If the **Council** by a simple majority shall decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the **Association**, it shall call a General Meeting of all members of the **Association**, of which meeting not less than 21 clear days notice (stating terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple two-thirds majority of those present and voting at such meeting the **Council** shall have power to dispose of any assets held by or on behalf of the Association. 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 objectives similar to the objectives of the Association as the **Council** may determine.

11. NOTICES:

Any notice may be served by the Secretary on any member either personally or on his/her appointed representative as the case may be, or by advertisement on local notice boards and in local news circulars.

12. INTERPRETATION:

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

I CERTIFY THIS TO BE A TRUE COPY OF THE ORIGINAL

22nd November 2017

Vicky Uttridge
Secretary
The OVER Day Centre Association