

MODEL CONSTITUTION FOR UNINCORPORATED GROUPS AFFILIATED TO THE DUKE OF EDINBURGH'S AWARD

1. Name

The Charity shall be known as **Portsmouth Award Forum** (hereinafter called "the Forum").

2. Objects:

To advance the mental, physical and spiritual welfare of young people between the ages of 14 and 25 by promoting the scheme of Awards known as The Duke of Edinburgh's Award (hereinafter called "the Scheme") and in particular (but without prejudice to the generality of this object):

- i) to assist young people to participate in the Scheme;
- ii) to establish a group of users to co-ordinate the delivery of the Scheme at local level;
- iii) to promote the Scheme locally, by recruiting adults and helping to establish Award Centres;
- iv) to pool resources of leadership, equipment and facilities
- v) to help participants who have started the Scheme under one Operating Authority to link up with another agency so as to complete their Award programme;
- vi) to help independent participants not attached to particular Award Units;
- vii) to arrange Award Presentations and other Special Events in consultation with the Operating Authority;
- viii) to assist with the training of new Leaders and volunteers;
- ix) to maintain contact with current and previous Award Holders.
- x) to monitor standards to ensure a degree of uniformity;
- xi) to share good practice and to improve standards

(These objects must be by agreement with the relevant Operating Authority).

3. Powers

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

- i) to raise funds and to invite and receive contributions provided that in raising funds the Forum shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

- ii) 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;
- iii) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Forum;
- iv) subject to any consents required by law to borrow money and to charge all or any part of the property of the Forum with repayment of the money so borrowed;
- v) to employ such staff (who shall not be members of the Forum including Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi) 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;
- vii) to establish or support any charitable trusts, charities or institutions formed for all or any of the objects;
- viii) to appoint and constitute such advisory committees as the Forum may think fit;
- ix) to do all such other lawful things as are necessary for the achievement of the objects;
- x) to invest the moneys of the Forum not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- xi) to subscribe to any local or other charities, and to grant donations for any public charitable purpose;
- xii) to pay the cost of any premium in respect of any indemnity insurance to cover the liability of Executive Committee members (or any of them), which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Forum; provided that any such insurance shall not accede to any claim arising from any act or omission which Executive Committee members (or any of them) knew to be a breach of trust or breach of duty or which was committed by Executive Committee members (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

4. Membership

- i) Membership of the Forum shall be open to any person over the age of 18 interested in furthering the objects and who has paid any annual subscription laid down from time to time by the Executive Committee.
- ii) Every member shall have one vote.
- iii) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by an appropriate person, before a final decision is made.
- iv) Associate membership of the Forum is available to any person under the age of 18.

5. Honorary Officers

The Honorary Officers of the Forum shall be the Chair, Vice-Chair, the Treasurer and the Secretary.

6. Meetings of the Forum

- i) The Forum shall meet not less than twice annually, ideally once per academic term.
- ii) Annual General Meeting

There shall be an Annual General Meeting which shall be held not later than six months after the end of the financial year of the Forum.

Twenty eight days notice of the Annual General Meeting shall be given by post to all Award Units within the Forum and other interested members, together with details of the business to be discussed provided that accidental failure to notify any member shall not invalidate the meeting

The matters to be dealt with at the Annual General Meeting shall include:

- Approval of an Annual Report and statement of accounts which will be offered by the Chair on behalf of the Executive Committee for the preceding year.
- The appointment of members of the Executive Committee

- iii) Special General Meetings

Special General Meetings of the Forum may be called by the Executive Committee and also if so requested in writing by at least 25% of the members or ten members of the Forum whichever is the least, provided that if notice of a meeting is not issued within twenty eight

days of the receipt of the written request, those persons who signed the request may themselves convene a meeting. Fourteen days notice of a Special General Meeting shall be given by post to all Award Units within the Forum and other interested members

iv) Voting

Every member present at a meeting of the Forum shall be entitled to one vote upon every motion and in case of an equality of votes the Chair shall have the second or casting vote. The Executive Committee shall have the right to make regulations for enabling members unable to be present to vote by post.

7. Proceedings at Forum Meetings

- i) The Chair shall act as the Chair for all Forum and Executive Committee meetings. If the Chair and Vice Chair are absent from any meeting, the members of the Forum or Executive Committee respectively may choose one of their number to be Chair of the meeting before any other business is transacted.
- ii) The Secretary or, if absent, another person specially appointed by the Forum or Executive Committee respectively shall keep a full record of proceedings at every Forum or Executive meeting.
- iii) For all Forum meetings there shall be a quorum of no less than 7 members, three of whom shall be voting members of the Executive Committee.

8. Membership of the Executive Committee

- i) The Executive Committee shall comprise the following:
 - Chair, Vice Chair, Secretary and Treasurer and up to **two** others elected by the Annual Meeting as above.and may
 - at the discretion of the Forum co-opt up to **three** additional people who may serve to the end of the Forum year.

AT LEAST ONE OF THE ABOVE SHOULD BE A YOUNG PERSON UNDER 25.

- The Award Officer/Development Officer or their representative (ex officio).
- ii) All members of the Forum and any other person who is willing to become a member of the Forum shall be eligible for election to the Executive Committee except that a member must be aged 18 or over to be eligible to stand for, and serve on, the Executive Committee. No paid employee, whether full time or part-time, employed by the Forum or by the Duke of Edinburgh's Award or the Operating Authority for the purposes of management of the Award or any Local Group or charity

affiliated to The Duke of Edinburgh's Award shall be eligible for membership of the Executive Committee.

- iii) All the members of the Executive Committee shall retire from office during the Annual General Meeting next after the date on which they came into office but they may be re-elected or reappointed.
- iv) No person shall be eligible for election to the Executive Committee at the Annual General Meeting unless they have been nominated in writing by a member of the Forum, and have made a declaration of acceptance and of willingness to act as the trustees of the Forum. The nominations and declaration of willingness to stand shall not be valid unless delivered to the Award Office 7 days before the Annual General Meeting, except that if no nominations have been received for any vacancy prior to the meeting, nominations may be accepted by the Secretary at the meeting.
- v) The Executive Committee may from time to time appoint any member of the Forum as a Member of the Executive Committee to fill a casual vacancy or by way of addition to the Executive Committee provided that the maximum prescribed in Clause 8 i) above is not thereby exceeded.

9. Meetings and proceedings of the Executive Committee

- i) the Executive Committee shall hold at least one ordinary meeting each year, ideally once an academic term. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 14 days notice being given to the other members of the Executive 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
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- iii) There shall be a quorum when at least one third of the number of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- iv) Every matter shall be determined by a majority of votes of the members of the Executive Committee 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.
- v) Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub committee.
- vi) A resolution in writing signed by all members for the time being of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened, held and constituted. Any such resolution may consist of several documents in the like form signed by one or more members of the Executive

Committee and may be approved by letter, signed by the member or members giving approval. All such resolutions and/or letters shall be sent to the Secretary who shall communicate the result to the Executive Committee by writing and keep such resolutions and/or letters on file for inspection by the members of the Executive Committee.

vii) Sub Committees

The Executive Committee will have the power to appoint one or more sub committees. Membership of the sub committees will be drawn from the membership of the Forum. Each sub committee will be represented in the Executive Committee.

The purpose of the sub committee will be making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken by a sub committee, provided that:

- i) each sub committee shall comply with any directions given by the Executive Committee;
- ii) no expenditure will be incurred by the sub committee on behalf of the Forum without the prior authorisation of the Executive Committee;
- iii) all acts and proceedings shall be fully and promptly reported to the Executive Committee.

10 Termination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he/she:

- i) is disqualified from acting as a member of the committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- ii) becomes incapable by reason of mental disorder, illness or injury of managing his/her own affairs;
- iii) resigns his/her office by notice in writing; or
- iv) fails to attend three consecutive meetings of the Executive Committee without reason acceptable to the Executive Committee.

11. Accounts of the Forum

- i) The financial year shall end on 31 March in each year.
- ii) The members of the Executive Committee shall comply with their obligations under Part VI of the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) the keeping of accounting records for the Forum;
 - b) the preparation of annual accounts for the Forum;
 - c) the preparation of an annual report;
 - d) the auditing or independent examination of the statements of account of the Forum
 - e) where applicable, the transmission of the statements of account and the annual report to the Charity Commissioners
- iii) the members of the Executive Committee shall, where applicable, comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Charity Commissioners
 - iv) All funds of the Charity, except for petty cash, shall as soon as possible after receipt be paid into the bank account to be opened and maintained in the name of the Forum. Such account shall be under the control of the Executive Committee, which shall from time to time provide for its method of operation. The signature of at least two members of the Executive Committee, one of whom shall be either the Honorary Treasurer to the Chair shall at all times be required.

12. Property

All property, whether real or personal, acquired by or for or belonging to the Forum may be vested in either:

- i) trustees appointed by the Executive Committee for that purpose; or
- ii) a corporate body entitled by law to act as a corporate trustee, acting as a nominee company for the Forum, to whom the Trustees are authorised to pay a reasonable remuneration; or
- iii) in case of real property the Official Custodian for Charities.

13. Indemnity

The Honorary Officers or any person acting under the instructions of the Executive Committee shall be indemnified out of the assets of the Forum against any liabilities incurred by reason of any mistake or omission made in good faith or by reason of any other matter or thing except wilful or individual fraud, neglect or wrongdoing as a result of acting as charity trustees within the meaning of Section 97 of the Charities Act 1993.

14. Alterations to the Constitution

The Constitution shall only be amended at an Annual General Meeting of the Forum or at an Extraordinary General Meeting called for that purpose. Twenty eight days notice of any proposed alteration to the Constitution shall be given to the Operating Authority and to The Duke of Edinburgh's Award.

Any alteration to the Constitution of the Forum must receive the assent of not less than two-thirds of such members of the Forum as being entitled to vote, voting in person or, where proxies are allowed, by proxy provided that no alteration shall be made which would have the effect of making the Forum cease to be a charity provided that no alterations shall be made to clauses 1, 2 and 16 or this clause without the prior consent of the Charity Commissioners. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

15. Affiliation to The Duke of Edinburgh's Award

The Forum shall be recognised by The Duke of Edinburgh's Award and the Forum, its officers and members thereof shall at all times observe and perform any conditions of membership of affiliated groups published by The Duke of Edinburgh's Award from time to time.

16. Dissolution

The Forum may be dissolved at a general meeting by Resolution passed by two-thirds of the members present and voting. If upon the winding up or dissolution of the Forum there remains, after the settling of its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Forum but shall be given or transferred to The Duke of Edinburgh's Award and/or the Operating Authority. Failing that, the funds shall be applied for some other charitable purpose whose objects are compatible with The Duke of Edinburgh's Award. A copy of the statement of accounts for the final accounting period must be sent to the Charity Commission.

This Constitution was adopted at a meeting held

At **Tradewinds Training Centre**

On **Monday 21 October 2002**

Signed _____
(Chair)

Signed _____
(Secretary)