

# CONSTITUTION

Adopted on the 12<sup>th</sup> day of November 2005

**1. Name**

The name of the Association is Yemeni Community Association in Greater Manchester

**2. Administration**

The Trustees shall have the general superintendence of the policy of the Charity and of the administration thereof by the Executive Committee hereinafter constituted

**3. Objects**

The Charity's objects ("the objects are"):

- To promote the benefit of persons whose family origins are the Yemen particularly by the following means:
  - a) The advancement of education and training
  - b) The protection and preservation of Yemeni culture and language
  - c) The relief of poverty, sickness and distress
  - d) The advancement of sports leisure and recreation activities for the Yemeni community

**4. Powers**

- a. To establish or to secure the establishment of a Centre (hereinafter called "the Centre") and to maintain and manage or co-operate with any local statutory authority in the maintenance and management of such a Centre for the activities promoted by the Charity
- b. The Charity shall be non-party and non sectarian in religion
- c. In the furtherance of the said objects but not otherwise the Charity may:
  - i) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses including areas such as Health, Public Health Awareness, Environmental Conservation, Yemeni culture and language
  - ii) To collect and disseminate information on all matter affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas
  - iii) Procure to be written and print, publish and issue and circulate either gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or film or recorded tapes as shall further the said objects
  - iv) Purchase and take on lease or in exchange hire or otherwise acquire any property and rights and privileges necessary for the promotion of said objects and construct, maintain and alter any buildings or erections necessary for the work of the Charity
  - v) Make regulations for any property, which may be so acquired
  - vi) Subject to such consents as may be required by law to sell let mortgage dispose of or turn to account all or any of the property or assets of the Charity
  - vii) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Charity shall not undertake any permanent trading activities in raising funds for its primary charitable objects

- viii) Receive money on deposit or loan and borrow or raise money in such a manner, as the Charity shall think fit subject to such consents as required by law
- ix) To raise money from trusts or grants from public bodies, where appropriate entering into contracts of service in exchange for such funding
- x) Invest the moneys of the Charity not immediately required for the said objects in or upon such investment 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

## **5. Membership**

5.1 Membership of the Charity shall be open to:

- (i) Individuals (over the age of 18 years) who are members of the Y community resident in Salford and Greater Manchester and who are interested in furthering the work of the Charity and who have paid any annual of life subscription laid down from time to time by the Executive Committee; and
- (ii) Every member shall have one vote on its behalf at meetings of the Charity
- (iii) The Executive Committee unanimously 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 a friend, before a final decision is made

## **6. Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a chair, a vice chair, a secretary, an assistant secretary and a treasurer, and any other Honorary Officers as the association may determine, who shall hold office from the conclusion of that meeting

## **7. Trustees**

7.1 The following persons shall be the first Trustees of the Charity:

Each shall be appointed for a period of three years, with provision that one Trustee shall resign each year (a rota of longest serving to resign). This person may be re-appointed by the remaining Trustees

7.2 All Trustees will serve as members of the Executive Committee

## **8. Trustees/Executive Committee**

8.1 The Trustees/Executive Committee shall consist of not less than 5 members nor more than 15 members

8.2 The Trustees/Executive Committee may include in the committee outlined in 6., co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Trustees/Executive Committee would be co-opted members. Such co-option shall take effect from the end of that meeting at which it is enacted unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant

8.3 All the members of the Trustees/Executive Committee other than the Trustees shall retire from office together at the end of the annual general meeting next after the date

on which they came into office but they may be re-elected or re-appointed and the elected individual should be the member of the organisation for at least one year

- 8.4 Upon ceasing to be a member of the Trustees/Executive Committee all relevant documentation and/or equipment belonging to, or pertaining to the Charity held by a member of the Trustees/Executive Committee, shall be returned within 14 days upon that member being deemed unable to carry out his/her duties
- 8.5 The proceedings of the Trustees/Executive Committee 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
- 8.6 No person shall be entitled to act as a member of the Trustees/Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Trustees/Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity

**9. Determination of Membership of Executive Committee**

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

- (i) is disqualified from acting as a member of the Trustees/Executive 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 and administering his or her own affairs;
- (iii) is absent without the permission of the Trustees/Executive Committee from all their meetings held within a period of six months and the Trustees/Executive Committee resolve that his or her office be vacated; or
- (iv) notifies to the Trustees/Executive Committee a wish to resign (but only if at least three members of the Trustees/Executive Committee will remain in office when the notice of resignation is to take effect).

**10. Trustees/Executive Committee Members not to be personally interested**

10.1 No member of the Trustees/Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as member of the Trustees/Executive Committee) in any contract entered into by Trustees/Executive Committee

10.2 Any member of the Trustees/Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Trustees/Executive Committee to act in a professional capacity on behalf of the Trustees/Executive Committee[ Provided that at no time shall a majority of the members of the Trustees/Executive Committee benefit under this provision and that a member of the Trustees/Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.]

**11. Meetings and proceedings of the Executive Committee**

- 11.1 The Trustees/Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Trustees/Executive Committee upon not less than 4 days' notice being given to the other members of the Trustees/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
- 11.2 The chairman shall act as chairman at meetings of the Trustees/Executive Committee. If the chairman is absent from any meeting, the members of the Trustees/Executive Committee present shall choose one of their number to be chairman to the meeting before any other business is transacted
- 11.3 There shall be a quorum when at least one third of the number of members of the Trustees/Executive Committee for the time being or three members of the Trustees/Executive Committee, whichever is the greater, are present at a meeting
- 11.4 Every matter shall be determined by a majority of votes of the members of the Trustees/Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote
- 11.5 The Trustees/Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustees/Executive Committee and any sub-committee.
- 11.6 The Trustees/Executive Committee 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
- 11.7 The Trustees/Executive Committee may appoint one or more sub-committees consisting of three or more members of the Trustees/Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Trustees/Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees/Executive Committee

**12. Receipts and expenditure**

- 12.1 The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Trustees/Executive Committee in the name of the Charity at such bank as the Trustees/Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Trustees/Executive Committee
- 12.2 The funds belonging to the Charity shall be applied only in furthering the objects

**13. Property**

13.1 Subject to the provisions of sub-clause (13.2) of this clause, the Trustees/Executive Committee shall cause the title to:

- (i) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
- (ii) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustees/Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Trustees/Executive Committee.

Provided they act only in accordance with the lawful directions of the Trustees/Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members

13.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Trustees/Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Trustees/Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such

**14 Accounts**

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

- (i) the keeping of accounting records for the Charity;
- (ii) the preparation of annual statements of account for the Charity;
- (iii) the auditing or independent examination of the statement of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Commission.

**15 Annual Report**

The Trustees/Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission

**16 Annual Return**

The Trustees/Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission

**17 Annual General Meeting**

17.1 There shall be an annual general meeting of the Charity which shall be held no later than 15 months from the signing of this document and then within 1 month before the anniversary of this date

- 17.2 Every annual general meeting shall be called by the Trustees/Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting
- 17.3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting
- 17.4 The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year
- 17.5 Nominations for election to the Trustees/Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Trustees/Executive Committee at least 14 days before the annual general meeting or by show of hands at the annual general meeting. Should nominations exceed vacancies, election shall be by ballot
- 18. Special General Meetings**  
The Trustees/Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed
- 19. Procedure at General Meetings**  
19.1 The secretary or other person specially appointed by the Trustees/Executive Committee shall keep a full record of proceedings at every general meeting of the Charity  
19.2 There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting
- 20. Notices**  
Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Trustees/Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting
- 21. Alterations to the Constitution**  
21.1 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 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

- 21.2 No amendment may be made to clause the name of the Charity, the objects clause, or to clauses relevant to the Trustees/Executive Committee members not to be personally interested, the dissolution clause or this clause without the prior consent in writing of the Commissioners
- 21.3 No amendment may be made which would have the effect of making the Charity cease to be a Charity at law
- 21.3 The Trustees/Executive Committee should promptly send to the Commission a copy of any amendment made under this clause

**22. Dissolution**

If the Trustees/Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Trustees/Executive Committee shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity 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 Charity must be sent to the Commission

**23. Arrangements until first Annual General Meeting.**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Trustees/Executive Committee were references to the persons whose signatures appear at the bottom of this document