

Age UK Hounslow Constitution

1. Name

The name of the organisation shall be Age UK Hounslow.

2. Object

The object of Age UK Hounslow shall be to promote the relief of elderly people in any manner which is or hereafter may be deemed by law to be charitable within the London Borough of Hounslow (hereinafter called "the area of benefit") regardless of race, gender, disability, sexual orientation, marital status, ethnicity or religious belief.

3. Membership of the Association

Membership of the Association shall consist of:

- a) Any individual person aged eighteen or over living, working or active in the area of benefit and being in sympathy with the object of the Association.
- b)
 - (i) Any person invited by the Board of Trustees because s/he holds a particular office.
 - (ii) Any person co-opted by the Board of Trustees because s/he has special knowledge or experience of older people.

Save that the number of ex-officio members and co-opted members shall not exceed one third of the total membership of Age UK Hounslow.

4. Refusal or Termination of Membership

Age UK Hounslow acting through the Board of Trustees shall be entitled:

- a) Without giving any reason therefore, to refuse any application for membership;
- b) For good and sufficient reason, to refuse renewal of any existing membership or terminate any membership, provided that the member concerned shall have the right to be heard by the Board of Trustees before a final decision is made.

5. General Meetings

a) Annual General Meeting

- (i) The Annual General Meeting of Age UK Hounslow shall be held in each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Board of Trustees shall determine.
- (ii) At the Annual General Meeting business shall include the consideration of the audited accounts of Age UK Hounslow, a written report of the work done and the election of Honorary Officers.

b) Extraordinary General Meeting

An Extraordinary General Meeting of the Association shall be called by the Chairperson upon his/her decision or upon the written demand of ten members or upon the decision of the Board of Trustees. Such a meeting shall take place within 28 days of receipt by the Chairperson or written notice of such demand or decision. The Meeting shall consider only items which are specified in the demand or decision.

c) Other General Meetings

Other General Meetings of the Board of Trustees may be held at any such times and places as the Board of Trustees may determine, save that at least one General Meeting shall be held in any period of time elapsing between two consecutive Annual General Meetings.

- d) Notice of all General Meetings
Twenty-one days' notice of any General Meeting shall be given by the Secretary to all members. The notice shall specify the business to be transacted.
- e) Quorum
The quorum at a meeting of Age UK Hounslow shall be one fifth of the voting members or twenty such persons, whichever is the smaller number.
- f) Rules of procedure
Rules of procedure and voting rights shall be laid down in Standing Orders.

6. Honorary Officers

- (i) The Honorary Officers of the Association shall consist of a Chairperson, and such other Honorary Officers as the Board of Trustees may from time to time determine.
- (ii) Any voting member may nominate a person for election as an Honorary Officer. Persons who are not members of Age UK Hounslow are eligible to be nominees, and if elected shall become ex-officio members of Age UK Hounslow.
- (iii) All Honorary Officers shall be eligible for re-election, save that the Chairperson shall not hold office for more than three consecutive years nor for more than six years in total.
- (iv) The Board of Trustees shall appoint to fill unavoidable vacancies which occur during the year, such appointments to terminate at the conclusion of the Annual General Meeting next following.

7. The Board of Trustees

- a) The Board of Trustees shall have the general control and management of the administration of the charity and form the body of charity trustees as defined in the Charities Act, 1960.
- b) The committee shall comprise:
 - (i) All Honorary Officers of Age UK Hounslow as determined under Clause 6 above.
 - (ii) Not more than nine members elected under c) below.
- c) Election to the Board of Trustees

A person whose co-opted membership of the Committee has terminated shall be eligible for co-option again at any time.

- d) No member of the Board of Trustees shall receive any remuneration from Age UK Hounslow – except for reasonable and proper out-of-pocket expenses as provided in 12c) below. Members of the Board of Trustees shall declare any financial interest in the transactions of Age UK Hounslow and shall not participate in any debate or vote concerning such transactions.
- e) The Board of Trustees shall appoint one or more qualified auditors to audit annually the accounts of Age UK Hounslow and shall determine their remuneration.

8. The Procedure of the Board of Trustees

Minutes of Meetings of the Board of Trustees shall be kept by the Secretary and shall be provided to Council Officials and/or Auditors.

9. Standing Orders and Rules

The Board of Trustees shall have the power to adopt, issue and vary Standing Orders and Rules for any matters concerned with the administration of Age UK Hounslow and in particular for the conduct of meetings and methods of election. Such Standing Orders and Rules shall come in to operation immediately provided that they shall not be inconsistent with any of the provisions of this Constitution.

10. Special and Standing Committees

- a) The Board of Trustees may appoint any other such special or standing committees as it deems necessary from time to time and shall determine their of reference, powers, duration, quorum and membership provided:
 - (i) That no committee appointed under this clause shall co-opt more than a quarter of its total membership; and
 - (ii) That no committee appointed under this clause shall have the power to spend or commit the assets of Age UK Hounslow without the prior approval of more than one-half of its members being voting members of the Board of Trustees.
- b) The Secretary of Age UK Hounslow shall ensure that the proceedings of all committees are minuted and reported to the meeting next following of the Board of Trustees.

11. Failure to appoint an irregularity in appointments

The proceedings of the Board of the Trustees shall not be invalidated by any failure to appoint or defect in the appointment or qualification of any member.

12. Finance

- a) Age UK Hounslow's financial year shall run from April 1 to March 31
- b) Age UK Hounslow shall have the power to obtain, collect and receive funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of donated goods or of those goods produced by elderly people in direct furtherance of the object of Age UK Hounslow, grants, loans or any other lawful method and to receive gifts of property of any description and to trade in direct furtherance of its objects, including the sale of goods produced by elderly people and to sell donated goods and otherwise to carry on trade which is temporary or ancillary to the objects of Age UK Hounslow, but otherwise Age UK Hounslow shall not undertake any permanent trading activities in raising funds for the object of Age UK Hounslow.
- c) The income and property of Age UK Hounslow when so ever derived shall be applied solely towards the promotion of the object of Age UK Hounslow and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of Age UK Hounslow provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of Age UK Hounslow or the repayment of reasonable and proper out-of-pocket expenses incurred.
- d) The Board of Trustees shall appoint either a custodian trustee or a trust corporation of not less than three persons to hold any property held by or in trust for Age UK Hounslow.

- e) Bank accounts shall be opened in the name of Age UK Hounslow on such terms as the Board of Trustees decide. The Board of Trustees shall decide which of its members and staff may sign cheques on behalf of Age UK Hounslow. This should be a minimum of two persons.
- f) The Treasurer of Age UK Hounslow or in his/her absence the Chairperson of Age UK Hounslow shall present to each meeting of the Board of Trustees a written statement of the accounts which gives members a full and fair description of Age UK Hounslow's financial position.
- g) Age UK Hounslow shall have the power to pay the cost of purchasing and maintaining indemnity insurance in respect of any act or default of the members of Age UK Hounslow PROVIDED THAT such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

13. Alterations to the Constitution

- a) A resolution to alter this constitution may be passed at General Meeting provided that:
 - (i) The terms of the proposed resolution are received by the Secretary at least 28 days before the meeting at which the resolution is brought forward; and that
 - (ii) At least 21 days' notice (or 28 days' notice in the case of a resolution) shall be given in writing by the Secretary to all members of Age UK Hounslow; and that
 - (iii) The quorum for the carriage of such a resolution shall be one-third of those entitled to vote; and that
 - (iv) Such a resolution shall receive the assent of two-thirds of those present and voting.
- b) A resolution dissolving Age UK Hounslow may give instructions for the disposal of any assets held by or for the Age UK Hounslow provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of Age UK Hounslow but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of Age UK Hounslow may after consultation with Age UK England (National Council on Ageing) and with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960 or other relevant legislation, determine.
- c) No alteration of Clause 2 above or this clause shall be made without the prior approval of the Charity Commissioners or the High Court.

2017