

Lewisham Churches Care

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Registered Charity No 1126357

CONSTITUTION

Reviewed Jan 2022

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A) The name of the Association is Lewisham Churches Care. The title of the Association's projects are Ageing Well in Lewisham and Bring Me Sunshine referred to hereinafter as 'the Association'.

B) **ADMINISTRATION** – Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees constituted by clause G of this constitution

C) **OBJECTS** – To promote the relief of vulnerable adults and older people regardless of their faith or culture in any manner that now or hereafter may be deemed by law to be charitable. All activities shall be carried out for public benefit.

D) **OBJECTIVES** – The Association's objectives are:

- i) To develop and enable response to the needs of vulnerable adults and older people.
- ii) To select, train, deploy and support a team of staff and volunteers.
- iii) To support and befriend vulnerable adults and older people in their own community.
Support and befriend older people in their own neighbourhood.
- iv) To work in partnership with Statutory and Voluntary Organisations and other groups working in the community whose aims are consistent with those of the Association.
- v) To take referrals from the Local Authority, Health Authority, other Statutory, Voluntary and Community Organisations and directly from potential users of the Association, their carers and relatives.
- vi) To respond to the needs of service users with a view to complementing other services which are offered by other agencies.
- vii) To collect information on users' needs, both met and unmet, to inform future service planning
- viii) To provide activities including: recreational outings, events, social and educational activities,

craft, exercise and healthy lifestyle groups

ix) To signpost or refer users to other services where appropriate.

E) TERMS OF REFERENCE – The Association is based in the London Borough of Lewisham. It operates within the context of care in the community as outlined in the NHS and Community Care Act 1990, and in partnership with the Local Authority, Health Authority, Voluntary and Community Sectors.

It operates within the terms of its Mission Statement and Equal Opportunities Policy with due regard to the Equalities Act 2010.

F) MEMBERSHIP –

- i) Corporate membership of the Association may be granted to any faith group, and to any other statutory, voluntary, incorporated or other body expressing interest in the activities of the Association.
- ii) Individual membership of the Association shall be open to:
 - a) Individuals involved in the organisation of the Association
 - b) volunteers and users of the Project
 - c) any other person who has expressed interest in, or shown support for the Association and its work
 - d) Local Churches, Partner Organisations working locally with similar aims.
- iii) The granting of, and withdrawal of, membership shall be at the entire discretion of the Trustees, whose decision shall be final.
- iv) Subject to the approval of a General Meeting, the Trustees may require the payment of an Annual Subscription for membership.

G) BOARD OF TRUSTEES –

- i) The Association shall be managed by a Board of Trustees. The Trustees shall have responsibility for the policy, direction and maintenance of the Association and the recruitment and employment of staff.
- ii) Recruitment to the Board of Trustees shall be subject to the Equal Opportunities & Diversity policy of the Association.
- iii) The retiring Trustees shall receive nominations from those who are eligible to serve on the Board before each Annual General Meeting, and shall forward the names of those eligible for election as Officers and Board Members to the Annual General Meeting.
- iv) The Board of Trustees shall consist of no more than 9 elected members, comprising of the following:
 - a) The Officers of the Association shall be: Chair, Secretary and Treasurer,
 - b) Representatives from participating faith groups.
 - c) At least one representative from the Voluntary, Community or Statutory Sector working with vulnerable people
 - d) At least one volunteer working with clients
- v) All those elected as Trustees in accordance with G) iv) above shall be voting members of the Board of Trustees.
- vi) In the event of nominations exceeding vacancies, elections shall be by ballot of members present at the Annual General Meeting of the Association.
- v) Trustees shall have the power to co-opt specialist experts/advisors according to the

specific needs of the Project for each year. Those co-opted shall be non-voting members of the Board.

- vii) At the first meeting of the new Board after the AGM Trustees shall elect a Vice-Chair and allocate such specific responsibilities to individual Board Members as considered appropriate for efficiently expediting the Board's functions.
- viii) In the event of the resignation or removal of an Officer of the Board, the Board of Trustees may fill the vacant office by electing a replacement who shall serve until the next following Annual General Meeting.

H) TERMINATION OF MEMBERSHIP OF THE BOARD OF TRUSTEES –

A Trustee shall cease to hold office if he or she:

- i) is disqualified as acting as a member of the Management Committee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of the provision).
- ii) becomes incapable by reason of mental disorder, illness or injury of arranging and administering his or her own affairs.
- iii) is absent without the permission of the Board of Trustees for three consecutive meetings and the Board of Trustees resolve that his or her office be vacated, or:
- iv) notifies the Board by letter, giving three months' notice of their wish to resign as a Trustee.

I) BOARD MEMBERS NOT TO BE PERSONALLY INTERESTED –

- i) Subject to the provisions of sub-clause 2 of this clause no member of the Board of Trustees shall acquire any interest in property belonging to the Association (otherwise than as a Trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Board of Trustees.
- ii) Any member of the Board 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 the business done by him or her or his or her firm when instructed by other members of the Board to act in a professional capacity on behalf of the Association: Provided that at no time shall a majority of the members of the Board benefit under this provision and that a member of the Board shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her own firm is under discussion.

J) MEETINGS AND PROCEEDINGS OF THE BOARD –

- i) The Board of Trustees shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Board upon not less than 7 days' notice being given to the other members of the Board 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.
- ii) The Board will convene an Annual General Meeting each year as defined in clause R of this constitution.
- iii) The chair shall act as chair at meetings of the Board. If the Chair and Vice Chair are both absent from any meeting, the members of the Board attending shall choose one of their number to be chair of that meeting before any other business is transacted.

- iv) There shall be a quorum when 3 voting members are present. At least one of those present must be an officer.
- v) Every matter shall be determined by a majority of votes of the members of the Board 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.
- vi) The Board of Trustees shall keep minutes of their meetings and any sub-committee meetings, in books kept for the purpose.
- vii) The Board of Trustees may from time to time make and alter rules for the conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- viii) The Trustees may appoint one or more sub-committees consisting of three or more members of the Board for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee: providing that all acts and proceedings of any sub-committees shall be fully and promptly reported to the Board of Trustees.
- ix) An Extraordinary General Meeting of members shall be called by the Chair of the Board of Trustees at the written request of ten ordinary or three corporate members of the charity. The request must specify the matter(s) to be discussed at the meeting and any related motion that will be moved for the approval of members present. The Chair must ensure that the meeting takes place within four weeks from the date on which the request is received at the charity's registered office. In the absence of the Chair or if the Chair has a personal interest in the subject of the request, references to the Chair in this clause shall be deemed to refer to the Vice Chair or in the case of the Vice Chair's unavailability to the Secretary.

K) POWERS OF THE BOARD OF TRUSTEES –

In furtherance of the objectives but not otherwise the Board of Trustees may exercise the following powers:

- i) to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake 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 objectives 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 Association.
- iv) subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- v) to employ such staff (who shall not be members of the Board of Trustees) as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- vi) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;
- vii) to establish or support any charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;

- viii) to appoint and constitute such advisory committees as the Board of Trustees may think fit;
- ix) to do all such other lawful things as are necessary for the achievement of the objectives.

L) RESPONSIBILITIES OF THE BOARD OF TRUSTEES –

- i) to assume overall responsibility for the Association.
- ii) to determine development priorities, monitoring and reporting procedures.
- iii) to promote the Association throughout churches and the wider community.
- iv) to establish and ensure that the Project adheres to terms and conditions of employment of its workers, equal opportunities policy, grievance and disciplinary procedures, and any other policies deemed to be necessary.
- v) to prepare the Annual General Meeting and the Annual Report.
- vi) to ensure that premises are appropriate for the work of the Association.

M) ACCOUNTABILITY –

- i) The Board of Trustees is accountable for the line management, supervision, support and in-service training of its paid staff and volunteers, and for the payment of salaries and volunteers' expenses.
- ii) The paid staff are accountable to the Board of Trustees for the direction of the work, and to their appointed line manager for how the work is done on a day to day basis.
- iii) Volunteers are accountable to the Board through designated staff.

N) RECEIPTS AND EXPENDITURE –

- i) The funds of the Association including all donations, contributions and bequests, shall be paid into an account operated by the Board in the name of the Association at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two signatories from a list approved by the Board of Trustees.
- ii) The funds belonging to the Association shall be applied only in furthering the objectives.

O) ACCOUNTS –

The Management Committee shall comply with their obligations under the Charities Act 1992 (or any statutory e-enactment or modification of that Act) with regard to:

- i) The keeping of accounting records for the Association
- ii) The preparation of annual statements of accounts for the Association
- iii) The auditing or independent examination of the statements of accounts of the Association
- iv) The transmission of the statements of account of the Association to the Commissioners

P) ANNUAL REPORT –

The Board shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Q) ANNUAL RETURN –

The Board shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

R) ANNUAL GENERAL MEETING –

- i) The Annual Meeting shall be held each year at such time (not being fifteen months after the preceding Annual Meeting) and such place, as the Board shall determine.
- ii) Every annual general meeting shall be called by the Board. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Association. All members of the Association shall be entitled to attend and vote at the meeting.
- iii) Before any other business is transacted at the first general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chair of subsequent annual general meetings, but if she or he is not present before any other business is transacted, the persons present shall appoint a chairperson of the meeting.

S) NOTICES –

Any notice required to be served on any member of the Association shall be in writing or via email where appropriate, and shall be served by the secretary or the Board of Trustees on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T) ALTERATIONS TO THE CONSTITUTION –

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.

- i) No amendment may be made to clause A (the name of the Association clause), clause D (the objectives clause), clause I (Board of Trustees members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- ii) No amendment may be made which will have the effect of making the Association cease to be an Association in law.
- iii) The Board of Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

U) DISSOLUTION –

If the Board decides that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association, 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 shall have power to raise any asset 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 members of the Association 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 Association must be sent to the Commissioners.

Signed

....., Date

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....., Date

....., Date