

CONSTITUTION

Special Friends Club

Adopted on 24th May 2011



50 Riviera Crescent, Staple Hill, Bristol, BS16 4SE , Telephone: 07982719839
Registered Charity Number:



Special Friends Club

Constitution

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Part 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provision in Parts 1 and 2

2. The Name

The association's name is **Special Friends Club**.
(and in this document it is called the Charity)

3. The Objects

The Charity has been established for charitable objectives and purposes only, bringing together families who have children with special needs and workers from voluntary organisations and statutory agencies to improve the care, welfare, treatment, education, advancement and overall quality of life to those families, siblings and their children with special needs. The purpose of our Charity is to provide activities for the children and families which are usually inaccessible due to their disability. We hire venues for sole use without the general public present this is essential as many of our children have sensory, emotional and behaviour difficulties

4. Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly as way of dividend bonds or otherwise by way of profit to any member of the Charity: This does not prevent:
 - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - (b) a Trustee from:
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;



- (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause , or as a member of the Charity and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

- (i) fines
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
- (iii) liabilities to the Charity that result from the conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- (iv) No Trustee may be paid or receive any other benefit for being a Trustee.

(4) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity
- (b) be employed by or receive any remuneration from the Charity
- (c) receive any other financial benefit from the Charity,

If:

- (d) he or she is not prevented from so doing by sub clause (4) of this clause; and
- (e) the benefit permitted by sub clause (3) of this clause; or
- (f) the benefit is authorised by the trustees in accordance with the conditions in sub-clause (6) of this clause.



- (5) (a) if it is proposed that a Trustee should receive benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
- (i) declare his or her interest in the proposal
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially loss of the Trustees' services as a result of dealing with the Trustee's conflict of interest).
- (c) the Trustees may only authorise a transaction falling within paragraphs 5 (a)-(c) of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (6) A Trustee must absent himself or herself from any discussion of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (7) In this clause 4, Trustee shall include any person or company connected with the Trustee.

5. Dissolution



- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity. .
- (3) The Trustees must apply any remaining property or money:
 - (a) directly for the objects
 - (b) by transfer to any charity or charities for the purposes the same or similar to the Charity;
 - (c) in such other manner as the Charity Commission for England and Wales ("the Commission ") may approve in writing in advance
- (4) the members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub clause (3) above.
- (5) In no circumstances shall net assets of the Charity be paid to or distributed among members of the Charity (except to a member that is itself a Charity)
- (6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the commission the Charity's final accounts.

6. Amendments

- (1) the Charity may amend any provision contained in Part 1 of this Constitution provided that :
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity by law



- (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
2. Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
3. A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

- (1) The number of members with which the Charity proposes to be registered is unlimited
- (2) The Trustees must keep a register of names and addresses of the members which be made available on request.
- (3) Membership of the Charity is open to any individual interested in promoting the objects who:
 - (a) applies to the charity in the form required by the Trustees
 - (b) is approved by the Trustees
 - (c) signs the Data base of members consent in writing to become a member
- (4) the Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

8. Termination of Membership

Membership is terminated if the member concerned:

- (1) gives written notice of resignation to the Charity



(2) the member dies or if it is an organisation ceases to exist;

(3) is six months in arrears in paying the relevant subscription, if any (but in such a case the member may be reinstated on payment of the amount due

Or

(4) is removed from membership by resolution of the Trustees on the ground that their reasonable opinion to the members' continued membership is harmful to the Charity(but only after notifying the member in writing and considering the matter in the light of any written representation which the member concerned puts forward within 14 clear days after receiving notice)

(5) Membership of the Charity is not transferable.

9. General Meetings

(1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

(2) Members are entitled to attend general meeting personally. General meetings are called on at least 21 clear days written notice specifying the business to be discussed.

(3) There is a quorum at a general meeting if the number of members personally present is three

(4) The Chairperson or (if the chairperson is unable or unwilling to do so) some other member elected by those present presides the general meeting

(5) except where otherwise provided by the Act, and subject to clause every issue is decided by a majority of the votes cast.

(6) where the issue to be decided concerns termination of membership on the ground given in clause 8 (a) , or change to the constitution, any resolution shall only be considered passed if gaining a two thirds majority of votes which could be cast were all those eligible to vote to do so

7) Except for the Chair of the meeting, who has second or casting vote, every member in person has one vote per issue



(8) A written resolution signed by all those entitled to vote at a general meeting is a valid as a resolution actually passed at the general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the signature)

9) At an AGM the members;

(a) receive the accounts of the charity for the previous financial year

(b) receive the Trustees report on the Charity's activities since the previous AGM

(c) accept the retirement of those Trustees who wish to retire or who are retiring by rotation

(d) elect persons to be Trustees to fill the vacancies arising

(e) appoint auditors for the Charity

(f) may confer on any individual (with his or her consent the honorary title of Patron, President or Vice President of the Charity

and

(g) discuss and determine any issues of policy or deal with any other business put before them

(10) All general meetings other than annual general meetings shall be called special general meetings.

(11) The Trustees may call a special general meeting at any time

(12) The Trustees must call a special general meeting if requested by ten members or one tenth of the membership whichever is greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

11. Officers and Trustees

1) The Charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be called the Trustees of the Charity and in this constitution are together called "the Trustees".

(2) The Charity shall have the following Officers:



Chairperson, Vice- Chair, Secretary and Treasurer.

(a) Other officers of the organisation include but are not limited to, financial planning, Marketing/PR, Activities & events, Legal advisors (child protection officers & community safety advisors).

(3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the charity.

(4) no one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 11,(10 a-f)

(5) The Trustees when complete consist of at least six

(6) subscribers to the constitution are the first Trustees of the Charity

(7) Every Trustee must sign a declaration of willingness to act as a Charity Trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees to the Charity

(8) the Charity in general meeting shall elect the Officers and the other Trustees.

(9) Each of the Trustees shall retire with the effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re election that annual general meeting.

(10) A Trustee's term of office automatically terminates if he or she:

(a) is disqualified under the Charities Act 1993 from acting as a charity Trustee

(b) is incapable, whether mentally or physically, of managing his or her own affairs

(c) is absent from 6 consecutive meetings of the Trustees

(d) ceases to be a member (but such a person may be reinstated by resolution passed by all other Trustees on resuming membership of the charity before an AGM)

(e) resigns by written notice to the Trustees(but only if two Trustees remain in office)

(f) is removed by resolution passed by at least two thirds of the members eligible to vote at a general meeting after the meeting has



invited the views of the Trustee concerned and considered the matter in the light of any such views

(11) the Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee to fill a vacancy in their number or as an additional Trustee, but co-opted Trustee holds office until the next AGM

(12) A technical defect in the appointment of a Trustee of which Trustees are unaware at the time does not invalidate decisions taken at a meeting.

12. Proceedings of Trustees

(1) The Trustees must hold at least 6 meetings in a calendar year

(2) A quorum at a meeting of the Trustees is 3 Trustees

(3) A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all participants.

(4) The Chairperson or (the chairperson is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

(5) Every issue may be determined by a simple majority of the vote cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)

(6) Except for the chairperson of the meeting, who has second or casting vote every Trustee has one vote on each issue

(7) A procedural defect of which Trustees are unaware at the time does not invalidate decisions taken at a meeting

(8) the Trustees must keep minutes of all meetings

(a) appointments of Officers and Trustees made by the Trustees

(b) proceedings of meetings of the Charity

(c) meetings of the Trustees and committees of Trustees including

- The names of the Trustees present at the meeting
- The decisions made at the meetings
- Where appropriate the reasons for the decisions.



13. Power of Trustees

The Trustees have the following powers in the administration of the Charity;

- (1) to appoint (and remove) any member (who may be a Trustee) to act as Secretary to the Charity in accordance with the Act
- (2) to appoint a Chairperson ,Treasurer and other honorary officers from among their number
- (3) to delegate any of their functions to committee consisting of two or more individuals appointed by them (but at least 1 member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the trustees
- (4) To promote or carry out research and feasibility through consultation.
- (5) To accept gifts and borrow or raise money for the said objects on such terms and on such security as shall be thought fit.
- (6) To seek contributions and assistance for the promotion of the organisation and its objectives, through appeals, public meetings or otherwise.
- (7) To open and operate a bank account and the facilities of banking in the name of the organisation with elected signatories, of which two will be needed to authorise & sign cheques.
- (8) To employ and pay any person to supervise, organise and carry on the work of the organisation (including committee members if they are best suited for the job)
- (9) To undertake, execute, manage or assist any charitable trust which may be lawfully executed, managed or assisted by the organisation.
- (10) Do all such other lawful things as are necessary for the attainment of said objects.
- (11) To produce projects and events.



(12) In carrying out its objects, the organisation shall seek to ensure equality of opportunity and to oppose discrimination against all sections of the community.

(13) To recruit and appoint paid directors for a specific Job titles if and when required

14. Engagement of staff

- (1) Engagement of any work must be contracted and invoiced.
- (2) All staff and volunteers working unsupervised with children, young people or vulnerable adults must be CRB checked.
- (3) Any member of the management committee may be asked to produce work for the organisation in their professional capacity. In this case they would be treated as an employee of the organisation, and will have no voting rights to the organisation upon engagement of the said contract.

15. Annual report and Return and Accounts

- (1) The Trustees must comply with their obligations under the Charities Act 1193 with regard to
 - (a) the keeping of accounting records for the Charity
 - (b) the preparation of annual statements of account for the Charity
 - (c) the transmission of the statements of account to the Commission
 - (d) the preparation of an annual report and to transmission to the Commission
 - (e) the preparation of an annual return and to transmission to the Commission
- (2) accounts must be prepared in accordance with the provisions of any statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body

16. Registration of particulars

The Trustees must notify the Commission promptly of any changes to the Charity entry on the Central Register of Charities

17. Property



(1) The assets of the Organisation shall be applied solely towards the promotion of its aims and objectives and no portion shall be paid or in any way transferred by way of profit to members of the Organisation.

(2) The Trustees shall ensure that adequate records are maintained, to include membership records, financial accounts and minutes of the Organisation's meetings. Such records shall be made available to any member on request.

(3) The accounts shall include records of;

(a) all sums of money received and expended by the organisation and the matter in respect of which such receipts and expenditure have taken place.

(b) all sales and purchase of goods by the organisation.

(c) the assets and liabilities of the organisation.

(4) To insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required.

18. Notices

(1) Any notice required by this constitution to be given to or by any person must be

(a) In writing or

(b) given using electronic communications

(2) The Charity may give any notice to a member either:

(a) personally

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by giving it at the address of the member; or

(d) by giving it using electronic communications to the members address

(3). a member who does not register an address with the Charity or who registers only a postal address that is not within the UK shall not be entitled to receive any notice from the Charity

(4). a member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called



- (5).
- a) Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given
 - (b) Proof that notice contained in a electronic communication was sent in accordance with guidance by the institute of Chartered Secretaries and administrators shall be conclusive evidence that the notice was given
 - (c) a notice shall be deemed to be given 48hours after the envelope containing it was posted or in the case of an electronic communication 48hours after it was sent

19. Amendments to the Constitution

Amendments may be made to this constitution by a resolution passed by not less than two thirds of the members present, voting at a special general meeting of AGM of the Organisation of which at least 21 days written notice has been given to every member and other persons entitled to receive notice specifying the changes to be proposed.

29. Rules

- (1) The Trustees may from time to time make rules or bye laws for the conduct of their business
- (2) The bye –laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees ,subscriptions and other fees or payments to be made by members
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers
 - (c)the setting aside of the whole or any part of the Charity's' premises at any particular time or times or for any particular purpose or purposes
 - (d) the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution
 - (e) the keeping and authenticating of records. (if regulation made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - f) generally all such matters as are commonly the subject matter of the rules of an unincorporated association
- (3). The Charity in general meeting has the power to alter, add or repeal the rules or bye-laws.



(4) the Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Charity.

(5) the rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in, this constitution.

Agreement

This constitution was adopted as the Constitution of **Special Friends Club** at a meeting duly convened on 24th May 2011

Signed by Trustees;

Name Jackie Bignell.....

Position Chairperson.....

Signature

Name Jo Davies

Position Vice Chairperson.....

Signature

Name Sophie Axford.....

Position Activities Coordinator

Signature

Name Chantal Bryne.....

Position Secretary

Signature

Name Alex Pelling.....

Position Administrator and Fundraiser

Signature



Name Sarah Townsend.....

Position Administration for membership /database

Signature

Name Maya ...Vaitilingam.....

Position ...Treasurer

Signature