

Constitution
of
Berkshire Older Lesbian and Gay
Forum
BOLGaF

Constitution

adopted on the 14th day of October 2003

1 Name

The name of the Association is Berkshire Older Lesbian and Gay Forum ("BOLGaF").

2 Administration

Subject to the matters set out below BOLGaF and its property shall be administered and managed in accordance with this constitution by the members of the Steering Committee, constituted by clause 7 of this constitution ("the Steering Committee").

3 Objects

BOLGaF is a multi-generational self help group for older lesbians and gay men in Berkshire and will work with similar groups across the country to further its aims.

BOLGaF's objects ("the objects") are :

- 3.1 Promoting equality of service provision for older lesbians and gay men in Berkshire;
- 3.2 Encouraging appropriate and sensitive policies, procedures and training for the providers of services to older people;
- 3.3 Promoting dialogue between the older lesbian and gay community and the rest of the community;
- 3.4 Developing appropriate social events for older lesbians and gay men;
- 3.5 Developing support networks and knowledge of resources for older lesbians and gay men.

4 Powers

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

- 4.1 power to raise funds and to invite and receive contributions provided that in raising funds the Steering Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.2 power to employ such staff (who shall not be members of the Steering 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;
- 4.3 power 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;
- 4.4 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.5 power to appoint and constitute such advisory committees as the Steering Committee may think fit;
- 4.6 power to promote or carry out research;
- 4.7 power to provide advice;
- 4.8 power to publish or distribute information;
- 4.9 power to co-operate with other bodies;
- 4.10 power to acquire or hire property of any kind;
- 4.11 power to make grants or loans of money and to give guarantees;

- 4.12 power to set aside funds for special purposes or as reserves against future expenditure;
- 4.13 power to deposit or invest funds in any manner;
- 4.14 power to insure members of the Steering Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.15 power to enter into contracts to provide services to or on behalf of other bodies;
- 4.16 power to pay the costs of forming the Association;
- 4.17 power to do all such other lawful things as are necessary for the achievement of the objects.

5 Membership

- 5.1 Membership of BOLGaF shall be open to:
 - 5.1.1 individuals (over the age of 18 years) who declare their support for the objects of BOLGaF, and
 - 5.1.2 any body corporate or unincorporated association which declares its support for the objects of BOLGaF (any such body being called in this constitution a "member organisation").
- 5.2 Every member shall have one vote;
- 5.3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of BOLGaF; and may appoint an alternate to replace its appointed representative at any meeting of BOLGaF if the appointed representative is unable to attend;
- 5.4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation;
- 5.5 The Steering Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Steering Committee, accompanied by a friend, before a final decision is made;
- 5.6 Membership will expire at the AGM unless renewed.

6 Honorary Officers

The Steering Committee shall appoint from its elected members, a Chair, Treasurer, Secretary and other officers as deemed necessary by the Steering Committee.

7 Steering Committee

The Steering Committee shall consist of not less than 5 members nor more than 10 members being:

- 7.1 Not less than 5 and not more than 10 members elected at the AGM who shall hold office from the conclusion of that meeting;
- 7.2 The Steering Committee may in addition appoint not more than 5 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 Steering Committee would be co-opted members. Each appointment of a co-opted member shall be made at any meeting of the Steering Committee and shall take effect from the end of that meeting;

- 7.3 All the members of the Steering Committee 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;
- 7.4 The proceedings of the Steering Committee shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member;
- 7.5 Every Steering Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Steering Committee;
- 7.6 Nobody shall be appointed as a member of the Steering Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause;
- 7.7 No person shall be entitled to act as a member of the Steering Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Steering Committee a declaration of acceptance and of willingness to act in the trusts and of BOLGaF.

8 Determination of Membership of Steering Committee

- A member of the Steering Committee shall cease to hold office if he or she:
- 8.1 is disqualified from acting as a member of the Steering Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 8.3 is absent without the permission of the Steering Committee from all their meetings held within a period of six months and the Steering Committee resolve that his or her office be vacated; or
- 8.4 notifies to the Steering Committee a wish to resign (but only if at least three members of the Steering Committee will remain in office when the notice of resignation is to take effect).

9 Steering Committee Members not to be personally interested

- 9.1 Subject to the provisions of sub-clause (2) of this clause no member of the Steering Committee shall acquire any interest in property belonging to BOLGaF (otherwise than as a trustee for BOLGaF) or receive remuneration or be interested (otherwise than as a member of the Steering Committee) in any contract entered into by Steering Committee.
- 9.2 Any member of the Steering 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 Steering Committee to act in a professional capacity on behalf of BOLGaF: Provided that at no time shall a majority of the members of the Steering Committee benefit under this provision and that a member of the Steering 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.

10 Meetings and proceedings of the Steering Committee

- 10.1 The Steering Committee shall hold at least six ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Steering Committee upon not less than 4 days' notice being given to the other members of the Steering 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;
- 10.2 The Chair shall act as Chair at meetings of the Steering Committee. If the Chair is absent from any meeting, the members of the Steering Committee present shall

- choose one of their number to be Chair of the meeting before any other business is transacted;
- 10.3 The Steering Committee may invite guests to address the meetings but they may not vote;
 - 10.4 Members of BOLGaF and other interested individuals or organizations may attend meetings subject to the discretion of the Steering Committee;
 - 10.5 Where visitors or other members of BOLGaF are present at a meeting, the Chair may declare part of the meeting closed to such visitors who will be asked to leave for that portion of the meeting;
 - 10.6 There shall be a quorum when at least one third of the number of members of the Steering Committee for the time being or three members of the Steering Committee, whichever is the greater, are present at a meeting;
 - 10.7 Every matter shall be determined by a majority of votes of the members of the Steering 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;
 - 10.8 The Steering Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Steering Committee and any sub-committee;
 - 10.9 The Steering Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution;
 - 10.10 The Steering Committee may appoint one or more sub-committees consisting of three or more members of the Steering Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Committee would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Committee.

11 Receipts and expenditure

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

12 Property

- 12.1 Subject to the provisions of sub-clause (2) of this clause, the Steering Committee shall cause the title to:
 - 12.1.1 all land held by or in trust for BOLGaF which is not vested in the Official Custodian for Charities; and
 - 12.1.2 all investments held by or on behalf of BOLGaF;
- 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 Steering Committee at its pleasure and shall act in accordance with the lawful directions of the Steering Committee. Provided they act only in accordance with the lawful directions of the Steering Committee, the holding trustees shall not be liable for the acts and defaults of the Steering Committee's members.
- 12.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of BOLGaF, the Steering Committee may permit any investments held by or in trust for BOLGaF to be held in the name of
 - 12.2.1 a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such

stock broking company) as nominee for the Steering Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13 Accounts

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

- 13.1 the keeping of accounting records for BOLGaF;
- 13.2 the preparation of annual statements of account for BOLGaF;
- 13.3 the auditing or independent examination of the statements of account of BOLGaF;
- 13.4 the transmission of the statements of account of BOLGaF to the Commission.

14 Annual Report

The Steering Committee shall comply with its 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.

15 Annual Return

The Steering Committee shall comply with its 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.

16 Annual General Meeting

- 16.1 There shall be an annual general meeting of BOLGaF which shall be held in the month of December in each year or as soon as practicable thereafter;
- 16.2 Every AGM shall be called by the Steering Committee. The secretary shall give at least 21 days' notice of the AGM to all the members of BOLGaF. All the members of BOLGaF shall be entitled to attend and vote at the AGM;
- 16.3 Before any other business is transacted at the first AGM the persons present shall appoint a Chair of the meeting. The Chair shall be the Chair of subsequent AGM's, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting;
- 16.4 At an AGM the members:
 - 16.4.1 Receive the accounts of BOLGaF for the previous financial year;
 - 16.4.2 Receive the reports of the Steering Committee on the BOLGaF's activities during the previous financial year and since the end of that financial year;
 - 16.4.3 Elect Committee members to replace those retiring from office;
 - 16.4.4 Appoint an auditor or independent examiner for the Association where required;
 - 16.4.5 May confer on any individual, with his or her consent, the honorary title of Patron; President or Vice-President of BOLGaF;
- 16.5 Discuss and determine any issues of policy or deal with any other business put before them;
- 16.6 Nominations for election to the Steering Committee must be made by members of BOLGaF in writing and must be in the hands of the secretary of the Steering Committee at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by ballot;
- 16.7 There shall be a quorum when at least one tenth of the number of members of BOLGaF for the time being or ten members of BOLGaF, whichever is the greater, are present at any AGM;
- 16.8 An inquorate AGM may discuss business as specified in the notice of the meeting and may make recommendations to the Committee, but may not make decisions. The Steering Committee will at its next meeting deal with the business of the general meeting, taking into account the recommendations of those present at the inquorate AGM and will call another AGM within six months.

17 Special General Meetings

The Steering Committee may call a special General Meeting of BOLGaF 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.

18 Procedure at General Meetings

18.1 The secretary or other person specially appointed by the Steering Committee shall keep a full record of proceedings at every General Meeting of BOLGaF.

19 Notices

19.1 Any notice required to be served on any member of BOLGaF shall be in writing and shall be served by the secretary or the Steering 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.

19.2 Copies of minutes, meeting agenda, etc will normally be circulated through an opt-in internet mailing list; Members who prefer can receive these documents by mail;

20 Alterations to the Constitution

20.1 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.

20.2 No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 9 (Steering Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

20.3 No amendment may be made which would have the effect of making BOLGaF cease to be a charity at law.

20.4 The Steering Committee should promptly send to the Commission a copy of any amendment made under this clause.

21 Dissolution

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

22 Arrangements until first AGM

Until the first AGM takes place this constitution shall take effect as if references in it to the Steering Committee were references to the persons whose signatures appear at the bottom of this document.

23 Interpretation

In this Constitution:

- 23.1 AGM means an annual general meeting of the members of the Association.
- 23.2 'BOLGaF' means the charity comprised in this constitution;
- 23.3 'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association;
- 23.4 'The Charity Commission' means the Charity Commissioners for England and Wales.
- 23.5 'The Steering Committee' is the governing body of the Association;
- 23.6 'Opt-in' refers to the method by which members specifically request to join (for example) the BOLGaF mailing list;

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

ADOPTED AT A MEETING HELD

AT _____ *[Place]*

ON _____ *[Date]*

CHAIR

NAME _____

SIGNATURE _____

DATE _____

STEERING COMMITTEE MEMBER

NAME _____

SIGNATURE _____

DATE _____

STEERING COMMITTEE MEMBER

NAME _____

SIGNATURE _____

DATE _____

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