

CONSTITUTION

Adopted on the 5th day of February 1995 and amendments adopted 7th September 2008

A. Name

The name of the Association is the Washington Church of Christ whose address is Albert Place, Columbia, Washington, Tyne & Wear, NE38 7BW

B. Administration

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

C. Objects

To advance the Christian Religion and to further such other charitable purposes as the Committee in their absolute discretion think fit.

D. Powers

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

- i) Power to raise funds and invite and receive contributions provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) Power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) Power subject to any consents required by law to sell, lease or dispose of all or any part the property of the Charity;
- (iv) Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
- (v) Power to employ such staff (who shall not be members of the Trustees) 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;
- (vi) 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,
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - (viii) Power to appoint and constitute such advisory committees as the Trustees may think fit;
 - (ix) Power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership

1. Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects laid down from time to time by the Trustees. Members shall be approved by a vote of the charity members.
2. The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application and
 - a) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - b) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
 - c) Membership is not transferable to anyone else.
3. Every member shall have one vote.
4. Membership is terminated if:
 - a) "the member dies or, gives written, electronic or verbal confirmation of their wish to cease membership, or if a member does not attend three consecutive General Meetings (including Annual and Special Meetings) whether apologies are sent or not."
 - b) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:

(i) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed:

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

F. Honorary Officers

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary, and a treasurer, who shall hold office from the conclusion of the meeting. The chairman the secretary and the treasurer are ex officio members of all committees.

G. Executive Committee (the Trustees)

- (1) The Trustees shall consist of not less than 3 and not more than 6 members elected at the general meeting who shall hold office for 2 years, after 2 years at least 50% of the members shall put themselves up for re-election. The remaining members shall put themselves up for election the following year. They shall take up office at the conclusion of that meeting.
- (2) The Trustees may in addition appoint not more than 2 co-opted members but so that no-one may be appointment as a co-opted member if, as a result, more than one third of the members of the Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Trustees called under clause K and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) Half of the members of the Trustees shall retire from office together at the end of the annual general meeting two years latter the date of which they came into office but may re-elected or re-appointed
- (4) The proceedings of the Trustees 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.
- (5) Nobody shall be appointed a member of the Trustees who is aged under 18 or

who would if appointed by disqualified under the provisions of the following clause.

- (6) No person shall be entitled to act as a member of the Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the Trustees a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. Determination of membership of Executive Committee (the Trustees)

A member of the Trustees shall cease to hold office if he or she;

- (1). Is disqualified from acting as a member of the Trustees by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2). Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3). Is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated; or
- (4). Notifies to the Trustees a wish to resign (but only if at least three members of the Trustees will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

- (1). Subject to the provision of sub-clause (2) of this clause no member of the Trustees 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 a member of the Trustees) in any contract entered into by the Trustees.
- (2). Any member of the Trustees 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 to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Trustees benefit under this provision and that a member of the Trustees shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J. Meetings and proceedings of the Executive Committee (the Trustees)

- (1) The Trustees 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 upon not less than 4 days' notice being given to the

other members of the Trustees 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.

- (2) The chairman shall act as chairman at meetings of the Trustees. If the chairman is absent from any meeting, the members of the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Trustees for the time being or three members of the Trustees, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Trustees 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.
- (5) The Trustees shall keep minutes, in electronic form or books kept for the purpose, of the proceedings at meetings of the Trustees and any sub-committee.
- (6) The Trustees 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.
- (7) The Trustees may appoint one or more sub-committees consisting of two or more members of the Trustees 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: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

K. Receipts and Expenditure

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

L. Property

- (1) Subject to the provisions of sub-clause (2) of this cause, the Trustees shall cause the title to:
 - (a) All land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) 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 appointment by them as holding trustees. Holding trustees may be removed by the Trustees at their pleasure and shall act in accordance with the lawful directions of the Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Trustees 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 stock or broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

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

- (1) The keeping of accounting records for the Charity,
- (2) The preparation of annual statements of accounts for the Charity;
- (3) The auditing or independent examination of the statements of account of the Charity, and
- (4) The transmission of the statement of account of the Charity to the Commissioners.

N. Annual Report

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

O. Annual Return

The Trustees 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.

P. Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of July in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Trustees. The secretary shall give at least 21 days notice of the annual general meeting to all

members of the Charity, All the members of the Charity shall be entitled to attend and vote at the meeting.

- (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.
- (4) The Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Trustees must be made by members of the Charity in writing and must be in the hands of the secretary of the Trustees before the Annual General Meeting commences. Should nominations exceed vacancies, election shall be by ballot.

Q. Special General Meetings

The Trustees may call a special general meeting of the Charity at any time. If at least five members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 14 days notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Trustees shall keep a full record of proceedings at every general meeting of the Charity.
- (2) No business shall be transacted at any general meeting unless a quorum is present. A quorum is:
 - five members; or
 - one tenth of the total membership at the time, whichever is the greater.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting; or, during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (4) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that

time shall constitute the quorum for that meeting.

S. Notices

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

T. Alterations to the Constitution

- (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.
- (2) No amendment may be made to clause A (the name of the charity clause), clause C (the objects clause), clause J (the Trustees members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
- (4) The Trustees should promptly send to the Commissioners a copy of any amendment made under this clause.

U. Dissolution

If the Trustees 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 confirmed by a two-thirds majority of those present and voting the Trustees shall have the 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. A copy of the statement, for the final accounting period of the Charity must be sent to the Commissioners.

V. is removed