

EAST BERKSHIRE EXECUTIVE JOB CLUB

CONSTITUTION

Adopted on the 13th May 2010.

Amended on the 25th June 2015

Part 1

1. Adoption of the Constitution

The charity and its property will be administered and managed in accordance with the provisions in Part 1 and 2 of this constitution

2. Name

The name of the Charity is “East Berkshire Executive Job Club” (also known and EBEJC) (and in this document known as the Charity)

3. Objectives

The Charity’s Objective is:

- 1) The relief of unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment.

4. Powers

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

- Power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law
- Power to invest the money of the Charity in or on such investments, securities, or property as the Board of Trustees may deem fit, subject to applicable legal requirement
- Power to purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges conducive to the promotion of such objectives and construct, maintain and/or alter any premises necessary for the work of the Charity
- Power subject to any consents required by law to sell, let, mortgage lease or dispose of all or any part of the property of the Charity
- Power to comply with any regulations required for any property which may be acquired

- Power to confer, consult and cooperate with any other voluntary bodies, government organisation or statutory authorities
- Power to promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish the results for circulation either within or outside the Charity
- Power to establish or support any charitable trusts, Charity's or institutions formed for all or any of the Charity's objectives
- Power to procure to be written and print, publish, issue and circulate free of charge or otherwise such papers, books, periodicals, articles or other documents, films or recorded information as shall further the objectives of the Charity
- Power to do all such other lawful things as are necessary for the achievements of the objectives

5. Alterations to the Constitution

No amendment may be made that would have the effect of making the Charity cease to be a charity at law.

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 voting at a general meeting. The Secretary shall give members at least 21 days notice of any such resolution, setting out the terms of the alteration proposed.

No amendments may be made to clause 2 (the name of charity clause), clause 3 (the objects clause), clause 6 (the Dissolution clause), clause 14 (Board of Trustees Members not to be personally interested clause), or this clause without the prior consent in writing of the Commissioners.

The Board of Trustees should promptly send to the Commission a copy of any amendments made under this clause.

6. Dissolution

If the Board of Trustees by a simple majority decides at any time that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all voting members of the Charity, of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If such resolution shall be passed by a two-thirds majority of those present and voting at such meeting, the Charity shall be dissolved and the Board of Trustees shall have power to dispose of 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 objectives of the Charity as the Board of Trustees may determine.

A copy of the accounts for the final accounting period must be sent to the Charity Commission

Part 2

7. Membership

7.1 Eligibility of Membership

- All members must be eighteen years of age or older.
- Professional and eligible persons, being job seekers or not being job seekers, interested in furthering or supporting the work of the Charity, shall be eligible full voting membership, subject to completion of the membership application form.
- Persons who are interested in furthering or supporting the work of the Charity and who are active for the Charity on a voluntary and regular basis (Volunteers) shall be eligible for full voting membership.
- Local, national and international organisations, whether corporate or unincorporated and voluntary or otherwise, which are interested in furthering or supporting the work of the Charity, shall be eligible to join the Charity.
- The Board of Trustees may, for good reason, refuse an application for membership if they consider it to be in the best interest of the Charity to do so

7.2 Membership

- Upon joining the Charity individuals or organisations will become a Member of the Charity
- Each member will have one vote to be used at all meetings of the charity where a vote is called and where they attend
- Members will be entitled to attend such weekly meetings as the Charity shall organise as per the Charity's objectives
- Members will be entitled to attend any other meetings arranged by or through the Charity in accordance with any set procedures to attend such meetings
- Members are entitled to attend the Annual General Meeting (AGM) and any Special General Meeting (SGM) that may be called
- Members will be encouraged to support and further the goals of the Charity and to be active within the Charity on a voluntary and regular basis

7.3 Representatives of other bodies

- Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity
- The organisation must give written notice to the Charity of the name of the representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received

by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

- Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation
- Members will be encouraged to support and further the goals of the Charity and to be active within the Charity on a voluntary and regular basis

7.4 Honorary Member

- Honorary Members may be appointed at the discretion of the Board of Trustees
- Honorary Members have no voting rights

8. Termination of Membership

The Board of Trustees shall have the right: -

- To approve the application for membership
- To, for good reason, refuse an application for membership
- For good reason to terminate the membership of any individual or organisation, provided that:
 - The individual member concerned or the individual representing an organisation has at least twenty one days notice in writing of the meeting of the Board of Trustees at which the termination of membership is to be proposed and the reason why it is to be proposed.
 - The individual member concerned or the individual representing an organisation has the right to be heard by the Board of Trustees, before a final decision is made.
 - The final decision will be voted on by the attending Board of Trustees members with a simple majority being the deciding vote.
 - To cause the membership of any individual or any organisation to lapse where there is no response to communication from the Charity or where no attendance at meetings has been recorded during the preceding six months.
 - To cause the membership of any individual or any organisation to lapse where any sum due from the member to the charity is not paid in full within six months of it falling due.

9. Management of the Charity

The charity shall be managed by a Board of Trustees

9.1 Board of Trustees

The Charity will be managed by the Board of Trustees with all members being trustees of the Charity.

The following positions must be held by a member of the Board of Trustees:

- Chairman
- Treasurer
- Programme Secretary

There shall be a maximum of 12 trustees.

Retirement or otherwise, of an individuals position as a trustee will automatically result in immediate retirement from the Board of Trustees and any position held on the board

The Board of Trustees may appoint from the membership up to three co-opted Board of Trustee members either in addition to the above Officers or to replace vacant Offices. These members will become trustees of the charity on their appointment and take on the full responsibilities of a trustee of the charity.

Once this limit is reached, if further Board of Trustee members vacate their posts, a Special General Meeting must be called to replace them.

9.1.1. Trustee Responsibilities

The Board to Trustees will carry out the responsibilities of a Trustee in accordance with the stated aims of the Charity Commission (See Charity Commission document CC3 for guidance) these responsibilities will include but are not limited to:

- Overall control and responsibility for the charity
- Financial governance and probity
- Ensuring that the objectives of the charity are met (Section 3)
- Acts within the law of the United Kingdom

9.2 Period of Office

In order to encourage the membership to participate in the management of the charity a number of members of the Board of Trustees shall retire annually.

9.2.1 Board of Trustees

Half of the membership of the Board of Trustees will resign each year thereby giving a Trustee a two year term of office before resignation.

All retiring Trustees will be entitled to put their name forward for re-election at the end of their two year term.

10. General Meetings of the Charity

10.1 Annual General Meetings

- The Annual General Meeting (AGM) of the Charity will be held in the month of February of each year or as soon as practicable thereafter.
- The AGM shall be called by the Board of Trustees and will give not less than 21 days' notice to all Members.
- The notice must specify the date, time and place of the AGM.
- All members of the Charity will be entitled to attend the AGM
- Non-members may attend by written invitation of the Chairman, but may not vote

10.2 AGM Business

The following business will be transacted:

- The Board of Trustees will present the annual report of the Charity
- The Board of Trustees will present the annual financial report of the Charity
- To consider proposals for change to membership subscriptions
- To elect members to serve on the Board of Trustees for the coming year
- To elect members to serve on the Management Committee for the coming year.

10.3 Election Method of the Board of Trustees

The election of members to the Board of Trustees will be by a show of hands, unless any position is contested, then a ballot vote will be held.

Nominations for election to the Board of Trustees must be made by Members in writing and in the hands of the Chairman 14 days before the AGM, only if no nominations are received for an office before this deadline should the Chairman accept nominations after this date or at the AGM

All nominations must be proposed and seconded by current members

10.4 Special General Meetings

The Chairman of the Charity may call a Special General Meeting (SGM) at any time

The Board of Trustees, by majority vote, may call a SGM at any time

If at least ten members or one tenth of the membership, whichever is the greater, request a SGM in writing then the Chairman must call such a meeting.

Before calling a SGM it is the duty of the requesting members to make all reasonable efforts to resolve the issue(s) via normal avenues, including raising the issue(s) at a Board of Trustees meeting.

The request must state, in detail, the specific business to be considered, details of any proposed resolution(s) and be signed by all requesting members.

At least 21 days notice must be given and the notice must specify the date, time and place of the meeting along with the general nature of the business to be transacted.

11. Procedure at General Meetings

The person specifically appointed by the Board of Trustees shall keep a full record of the proceedings

For all items requiring a vote each member present shall have one vote, in the event of a tie then the Chairman shall have a casting vote.

Prior to the commencement of business the Chairman shall nominate two Tellers from the membership to oversee voting. The Tellers must be approved (simple majority) by a vote of the members present. If not approved then the Chairman must nominate alternatives until two members are approved

There shall be a quorum when at least 10 percent of the members or 10 members of the charity, whichever is the greater, are present at the meeting. In the case of a quorum not being attained a second general meeting shall be called at which the voting members present shall be deemed to constitute a quorum

12. Notices to Members and Others

Any notice may be served by the Secretary on any member either personally, by an appointed representative or by sending it by e-mail or post in a prepaid letter addressed to such member at his or her last known address in the UK, and any communication so sent shall be deemed to have been received within 48 hours of posting or in the case of e-mail 48 hours after it was sent.

13. Election of Officers

At the Annual General Meeting of the Charity the members shall elect from the membership sufficient members to replace those members of the Board of Trustees who resigned as per Section 10.

All retiring Trustees will be entitled to put their name forward for re-election.

There shall be a maximum of 12 members of the Board of Trustees including the Chairman, Treasurer and Programme Secretary.

14. Board of Trustees

The Charity will be managed by the Board of Trustees, with all Board of Trustees members being trustees of the Charity.

The posts of the Board of Trustees will consist of, but not be limited to, the following officers:

- Chairman
- Treasurer
- Programme Secretary

Retirement or otherwise, of an individual's position as a trustee will automatically result in immediate retirement from the Board of Trustees and any position held.

There shall be a Chairman of the Board of Trustees who will also act as the Chairman of the Management Committee

It is preferred that the Chairman and a majority of the other members of the Board of Trustees will be active job seekers.

The Board of Trustees may appoint from the membership up to three co-opted Board of Trustees members either in addition to the above Officers or to replace vacant Offices. Once this limit is reached, if further Trustees vacate their posts, a Special General Meeting must be called to replace them.

Half of the Board of Trustees shall retire from office at each Annual General meeting, giving a period in office of 2 years, but they may stand for re-election.

14.1 Board of Trustees Members not to be personally interested

- Subject to the provisions of the sub-clause below, of this clause, no member of the Board of 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 Board of Trustees) in any contract entered into by the Board of Trustees.
- Any member of the Board of Trustees 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 Board of 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 Board of Trustees benefit under this provision and that a member of the Board of Trustees shall withdraw from any meeting at which his or her own instructions or remuneration, or that of his or her firm, is under discussion.

14.2 Existence of Board of Trustees Membership

- A member of the Board of Trustees shall cease to hold office if:
 - He or she is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
 - He or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
 - He or she is absent without the permission of the Board of Trustees from all their meetings held within a period of nine months and the Board of Trustees resolve that his or her office be vacated
 - He or she notifies to the Board of Trustees of a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of registration is to take effect).
 - At a Special General Meeting members vote by a majority of two-thirds or more that his or her office be vacated.

14.3 Board of Trustees Meetings and Quorum

- The Board of Trustees shall hold not less than two (2) ordinary trustee meetings per year
- A special Board of Trustees meeting may be called by the Chairman or by any two members of the Board of Trustees with not less than 4 days notice being given to the other members of the Board of Trustees of the matters to be discussed.
- If the Chairman is absent from any meeting then the members of the Board of Trustees present shall choose one of their number to be the chair of the meeting before any other business is transacted.
- Every matter shall be determined by the majority of the votes of the Board of Trustees present, but in the case of equality of votes the chair of the meeting shall have a second or casting vote. Written proxy votes shall be accepted from absent Board of Trustees members provided they are signed and dated by the absent member and include the name of the member voting in their place.
- The Board of 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 shall be made that is inconsistent with this constitution.

- The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Board of Trustees.
- The quorum for meetings of the Board of Trustees shall be a minimum of half of the total Board of Trustees membership unless otherwise stated within this constitution

14.4 Minutes

The Board of Trustees must keep minutes of all:

- Appointments of Officers and Trustees made by the Board of Trustees
- Proceedings at meetings of the Charity
- Minutes of Board of Trustees meetings will be taken and distributed by the appointed meeting secretary
- Minutes of any sub-committees will be taken and distributed by a nominated member of the sub-committee
- Minutes of meetings must include:
 - The names of all persons attending
 - The decisions made at the meeting
 - Where appropriate the reasons for the decisions

14.5 Powers of the Board of Trustees

In addition to the powers conferred elsewhere within this constitution the Board of Trustees shall have the following powers.

14.5.1 Appointment of Sub-Committees

The Board of Trustees shall have power to appoint sub-committees and may delegate to such sub-committees such powers and duties as it may determine.

All sub-committees shall periodically report their proceedings to the Board of Trustees and shall conduct their business in accordance with directions from the Board of Trustees.

The sub-committees will consist of not less than three members of the charity one or more of whom will be a member of the Board of Trustees; a member of the Board of Trustees sitting on the sub-committee will act as chair of the sub-committee

Non-Board of Trustees members may be requested to sit on the sub-committee

14.6 Power to Manage and Employ

The Board of Trustees shall be responsible for the management of the Charity and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Charity.

The Board of Trustees shall have power to enter into contracts for the purposes of the Charity and to do all such further acts or items in connection with the general management of the Charity as are, in the opinion of the Board of Trustees, in the best interests of the Charity.

Power to employ such staff (who shall not be members of the Board of Trustees) as necessary for the fulfilment of the Charity's objectives

14.7 Expenditure and Receipts

The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Board of Trustees in the name of the Charity and in a bank as the Board of Trustees shall from time to time decide.

All expenditure will be authorised in writing or by e-mail by two approved Board of Trustees signatories, as agreed by the Board of Trustees, independent of the individual making any such purchase.

Any and all items of expenditure exceeding £500 must be discussed and agreed at a meeting of the Board of Trustees. The Board of Trustees will not be entitled to authorise expenditure that exceeds available funds.

For those transactions defined in Section 4. Powers (2 – 5) voting by the Board of Trustees shall be required, with a majority of two thirds of the full Board of Trustees membership being required to carry the vote

No member of the Charity, or their relatives or business associates may benefit financially from any transaction on behalf of the Charity without their interest being disclosed to and approved in advance by the Board of Trustees.

All expenditure shall be covered by a relevant, authorised receipt from the place of purchase and show the full amount of expenditure and include all discounts where relevant

The funds belonging to the Charity shall be applied only in furthering the objects of the charity.

15. Board of Trustees and its Charity Commission Obligations

15.1 Accounts

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that provision) with regard to:

- The keeping of accounting records for the Charity
- The preparation of annual statements of account for the Charity
- The transmission of the statements of account of the Charity to the Commission
- 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.

15.2 Annual Return

Accounts must be prepared on 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.

The preparation of the Charities Accounts shall be the responsibility of the Treasurer who will be a member of the Board of Trustees.

15.3 Finance

15.3.1 Allocation of Funds

All money raised by or on behalf of the Charity shall be applied to further the objectives of the Charity and for no other purpose, provided that nothing contained in this Constitution shall prevent the payment of reasonable and proper remuneration to any duly appointed employee of the Charity or repayment to any person of any reasonable and necessary out of pocket expenses, made in the interests of the Charity.

15.3.2 Bank Accounts and Signatories

A bank account shall be opened in the name of the Charity with any such institution as the Board of Trustees shall from time to time decide. The Board of Trustees shall authorise, in writing, such of its members jointly with such other persons as it shall consider appropriate, to sign cheques on behalf of the Charity. All cheques must be signed by not less than two approved

signatories. The Board of Trustees may make any changes required to such authority.

16. Charity Property

The title to all real and personal property acquired by or on behalf of the Charity shall be vested in not less than three appointed Custodians who shall be a members of the Board of Trustees appointed by the Board of Trustees on a case by case basis and who shall act only with the prior written consent of the Board of Trustees, such consent to be included in the minutes of the relevant Board of Trustee's meeting.

17. Repair and Insurance

The Board of Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings and other property of the charity (except those buildings that are required to be kept in repair and ensured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

18. Trustee Insurance

The Charity shall be empowered to take out and maintain for any officer of the Charity insurance against any liability that may attach to such officer resulting from the holding of such office but excluding any liability arising from the wilful or criminal acts or omissions of such officer.

19. Rules

The trustees may from time to time make rules or bye-laws for the conduct of their business.

The bye-law may regulate the following matters but are not restricted to them:

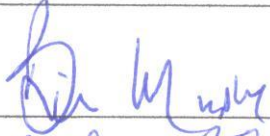
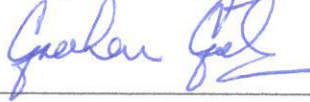


- The admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members.
- The conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers
- The procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution
- Generally, all such matters as are commonly the subject matter of the rules of an unincorporated charity
- The charity in general meeting has the power to alter, add to or repeal the rules of an unincorporated charity
- The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity

- The rules and 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.

20. Signatories

I certify that this is a true copy of the original:

All signatories are Trustees of the East Berkshire Executive Job Club at the time of signing.

Print name here	Signature	Date
B. Murphy		9 th Sept 2015
G. Gold		8/10/2015
A. Debnam		8 th Oct 15
I. Hook		8/10/15