

# **CONSTITUTION of the GUISBOROUGH BRIDGE ASSOCIATION**

## **1. NAME AND LEGAL ORGANISATION**

- 1.1 The organisation shall be named THE GUISBOROUGH BRIDGE ASSOCIATION (GBA)
- 1.2 GBA shall be organised as a CHARITY and shall be registered with the Charity Commission as a charity based in Guisborough in the county of Redcar and Cleveland in England.

## **2. OBJECTIVES**

- 2.1 The objectives of GBA shall be non-political and non- sectarian and shall be:-
  - 2.1.1 To promote for the benefit of the inhabitants of Guisborough and the surrounding area (the Area of Benefit), without distinction of sex, sexual orientation, race or religion or other opinions by associating together with the inhabitants of the Area of Benefit, agencies of the Government and Local Authorities, voluntary organisations and other organisations in a common effort the advance of education, social welfare, recreational and other leisure-time activities with the objective of improving the conditions of life available within the Area of Benefit.
  - 2.1.2 To operate in alignment with the objectives of the Churches Together in Guisborough to advance Christianity.

## **3. POWERS**

- 3.1 To establish and manage a network of community projects and resources alone or in co-operation with other Authorities or Organisations for the furtherance of these objectives.
- 3.2 To co-operate with other charities, agencies of local or national government and voluntary bodies in the furtherance of the Objectives and to exchange information and advice with such bodies whilst observing any legal limitations
- 3.3 To employ and remunerate staff so long as such staff are not Trustees of GBA.
- 3.4 To raise funds by any lawful means to support the Objectives except by permanent trading.

3.5 To accept gifts for any purpose in support of the objectives or to support general running costs.

3.6 Acquire or lease any property and equipment necessary for the achievement of the Objectives.

#### **4. MEMBERSHIP**

4.1 Membership of the Organisation is open to anyone interested in the furtherance of the objectives of the GBA. Membership of the Board of Trustees and the right to vote at the AGM is restricted to members over the age of 18.

4.2 The Board of Trustees may make provision for non-voting categories of members and must keep a list of members in all categories.

#### **5. GOVERNANCE**

##### **5.1 TRUSTEES**

5.1.1 The Organisation shall be governed by a Board of Trustees who will ensure that all aspects of the governance of the GBA shall comply with the Laws of England and any guidance issued by the Charity Commission or other Local or National Government Agencies.

5.1.2 The Board shall have a minimum of three trustees and a maximum of nine trustees, each of whom must be a voting member of the Association. Every endeavour should be made to ensure that the Board of Trustees reflects the wider church membership in Guisborough. Ideally there should be a maximum of two trustees from any one church within the Churches Together in Guisborough. All trustees should be members of such a church and shall be committed Christians active within the Christian community of Guisborough.

5.1.3 A trustee can only be appointed by a majority vote at the AGM of the GBA and is to be so elected each year. A trustee may serve six continuous years after which they will not be eligible for re-election for a minimum of two years. All nominations must be nominated and seconded at the AGM and each candidate must give their written consent to stand as a trustee by no less than seven days before the AGM.

5.1.4 The Board of Trustees shall be chaired by either of two co-chairman elected by voting members of the Board at its first meeting after the AGM. One will be elected every year and one will retire by rotation if elected by the previous AGM. The board will

also elect one trustee to be responsible for the Health and Safety policies and one trustee to be responsible for compliance with the Charity Commission requirements.

5.1.5 The board will also appoint or reconfirm a Treasurer who may or may not be a trustee. The treasurer will be invited to attend every meeting of the Board.

5.1.6 The Board of Trustees must meet at least four times a year. They may co-opt other Members or Employees to attend such meetings as necessary. A special meeting may be called with seven days notice. A quorum of the board shall be the greater of three or more than half of the appointed trustees at the time of the meeting. All meetings must be fully minuted.

5.1.7 Only trustees duly elected at the AGM may vote at such meetings. Any vote which includes a vote by a Trustee not elected at the previous AGM shall be null and void and the matters relating to such a vote shall not be valid.

5.1.8 A trustee may resign by written notice to the Board of Trustees.

5.1.9 If a trustee is absent from three consecutive meetings of the Board of Trustees the trustee will be deemed to have resigned. The trustee will also have been deemed to have resigned if the trustee has acted in any manner not compatible with the office of a trustee of a religious based charity.

5.1.10 The Board of Trustees will define policies and procedures which it will oversee to be implemented on a day to day basis by the Management Committee. The Board will set up and wind up sub-committees as appropriate. Such sub-committees shall be bound in all respects by the provisions of this constitution.

*Note: the website [www.charitycommission.gov.uk](http://www.charitycommission.gov.uk) describes the office and duties of a trustee.*

## **6. MANAGEMENT COMMITTEE**

6.1 The Board of Trustees shall have the power to devolve any appropriate matter concerning the day to day running of the GBA to the Management Committee.

6.2 The Management Committee shall include all employees of the GBA, its Treasurer and elected Church Representatives. Other volunteer workers may be co-opted onto the committee as appropriate. The Chair of the committee shall be agreed at each of its meetings and a set of minutes will be taken at each such meeting.

6.3 Trustees may attend any such meeting and may act as Chair if so agreed.

6.4 The Committee may only act within its powers as specified by the Trustees. The

Committee will at all time act within the Laws of England and may not take any decision which alters in any way the liabilities of the GBA or is not within any powers devolved by the Trustees to the Committee.

## **7. ANNUAL GENERAL MEETING**

7.1 An AGM of the members must be held once in every calendar year with a notice period of twenty- one days.

7.2 Only full members may vote at the AGM.

7.3 A quorum of the AGM will be one third voting members or fifteen such members, whichever is the greater number. If a quorum is not present the Trustees will adjourn the meeting for a minimum of fourteen days at which meeting a quorum will be a minimum of four people.

7.4 The outgoing Co-chairman of the Trustees will chair the AGM or, in any absence the other Co-chairman or another Trustee.

7.5 The business of the AGM will include and receive:

- The Board of Trustees' Report for the previous year.
- The Financial Report and Accounts for the previous year
- Election of Trustees for the current year
- Any other matters of which at least one week's notice has been given

## **8. EXTRAORDINARY GENERAL MEETINGS**

8.1 An Extraordinary General Meeting may be held at any time if at least ten full members of the GBA so request or if requested by the Trustees. The request must be in writing and include the reason for the request.

8.2 The meeting must be called within one month of its request and requires twenty-one days notice to the membership. Such notice will include details of the business of the meeting

8.3 Only members and employees of the GBA may attend such meetings.

8.4 Only full members may vote at such meetings.

## **9. FINANCE**

9.1 The Trustees will appoint a Treasurer who is to be re-appointed every year at the first trustees meeting after the AGM. The Treasurer must be an individual member of the GBA and may be a Trustee or not. If the Treasurer is not a Trustee, the Trustees will also appoint one of their number who will ensure compliance with the requirements of the Charity Commission including the keeping of accounts, who will work with the Treasurer as and when appropriate.

9.2 The Trustees will be responsible for ensuring that a set of annual accounts is produced every year. Such accounts must be independently examined or audited every year and be presented at the AGM with an authorised signature. The Treasurer will ensure the final accounts are presented to the examiner or auditor in good time and in good order and that all records are kept to ensure the accounts are acceptable to the examiner or auditor.

9.3 The examiner or auditor will review the accounts in accordance with current audit standards appropriate to the GBA within the requirements of the Charity Commission and sign off the Accounts as appropriate.

9.4 The Treasurer will operate one or more bank accounts all of which must be authorised by the Trustees and be in the name of the Association. All receipts and payments must pass through such bank accounts.

9.5 Only Trustees and the Treasurer may be cheques signatories and signatories of any negotiable document. Each such cheque or document must be duly signed by two authorised signatories, one of which must always be a Trustee. The level of signatories required for a given financial amount will be laid down each year by the Board of Trustees

*Note the Charity Commission's publication **CC8 - Internal Financial Controls for Charities** which is available on their website <http://www.charitycommission.gov.uk/Publications/cc8.aspx>*

## **10. AMENDMENTS TO THE CONSTITUTION.**

10.1 The Constitution may only be amended by a two thirds majority at a fully constituted General meeting.

10.2. All voting members of the GBA must receive a copy of the proposed amendments to, or full new, constitution at least fourteen days before the AGM.

10.3. The proposed new constitution must comply with Charity Commission requirements.

10.4 Clause 1, 2, 9, 11 and this clause 10 cannot be amended without the prior written permission of the Charity Commission of England and Wales.

## **11. Dissolution.**

11.1. The Association may be dissolved by a resolution at an Extraordinary General Meeting or an AGM. The resolution must be passed by a two thirds majority.

11.2. In such an event the Trustees will be responsible for an orderly winding up of the Organisation's affairs.

11.3. After the collection of any outstanding monies and the paying of all debts and liabilities, any remaining assets shall be transferred to one or more other registered charities having similar objectives to GBA, if this is not possible any other charity as agreed at the Extraordinary General Meeting or AGM.

This constitution was accepted at a duly constituted EGM

Dated 21 June 2022

At Guisborough United Reformed Church

Signed

Chair of Meeting Roland Miller

Secretary of Meeting Jackie Kielty