

Constitution adopted on the 2013.

PART 1

1. Adoption of the constitution

The CCC will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The CCC's name is Croydon Communities Consortium (and in this document it is called the CCC).

3. Objects

The CCC's objects ('the objects') are

- To encourage and promote engagement of groups and individuals within and across Croydon.
- To disseminate information.
- To promote debate.

4. Application of income and property

- (1) The income and any property of the CCC shall be applied solely towards the promotion of the objects.
 - (a) Any member is entitled to be reimbursed for reasonable expenses properly incurred and authorised.

5. Dissolution

- (1) If the committee resolve to dissolve the CCC the officers will remain in office and be responsible for winding up the affairs of the CCC.
- (2) The officers may pass a resolution before or at the same time as the resolution to dissolve the CCC specifying the manner in which the committee are to apply the remaining property or assets of the CCC.

6. Amendment of constitution

- (1) The CCC may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the CCC;
 - (b) any resolution to amend a provision of Part 1 of this constitution is passed by the majority 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 majority of the members present and voting at a general meeting.

Part 2

7. Membership

- (1) Membership is open to organisations, businesses and individuals over eighteen living in or operating in Croydon.
- (2) The officers may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the CCC to refuse the application.
- (3) Membership is not transferable to anyone else.
- (4) The members must keep a register of names and contact details of the members.

8. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation or business, ceases to exist;
- (2) the member is removed from membership by a resolution of the committee that it is in the best interests of the CCC that his or her membership is terminated. A resolution to remove a member from membership may only be passed if all reasonable steps have been taken by the officers.

9. General meetings

- (1) The CCC must hold a general meeting within fifteen months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) The committee may call a general meeting at any time.
- (4) The committee must call a general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the committee/ officers fail to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary general meeting (EGM) but in doing so they must comply with the provisions of this constitution.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of the CCC is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 8 members entitled to vote upon the business to be conducted at the meeting.
- (3) If:
 - (a) a quorum is not present within 15 minutes from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the officers shall determine.
- (4) The officers 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.

12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present a committee member nominated by the committee shall chair the meeting.
- (3) If there is only one committee member present and willing to act, he or she shall chair the meeting.
- (4) If no member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

14. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective.

15. Officers and committee members

- (1) The CCC and its property shall be managed and administered by a committee comprising the officers and other committee members elected in accordance with this constitution.
- (2) The CCC shall have the following officers:
 - (a) Chair,
 - (b) Vice Chair,
 - (c) Secretary,
 - (d) Treasurer
 - (e) Membership Secretary
- (3) A committee member must be a member of the CCC
- (4) No one may be appointed a committee member if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of committee members shall be not less than three but no more than 9, unless otherwise determined by a resolution of the CCC in general meeting.
- (6) The first committee members (including officers) shall be those persons elected as committee members and officers at the meeting at which this constitution is adopted.
- (7) A committee member may not appoint anyone to act on his or her behalf at meetings of the committee members.

16. Appointment of committee members

- (1) The members of the CCC at the annual general meeting shall elect the officers and the other committee members.
- (2) The committee members may appoint any person who is willing to act as a committee member. They may also appoint committee members to act as officers.
- (3) Each of the committee members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

17. Powers of committee members

- (1) **The committee members must manage the business of the CCC and have the following powers in order to further the objects (but not for any other purpose):**

- i. to raise funds.
 - ii. to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - iii. to set aside income as a reserve against future expenditure but only in accordance with a written record for the purpose proposed;
 - iv. to obtain and pay for such goods and services as are necessary for carrying out the work of the CCC;
 - v. to open and operate such bank and other accounts as the committee members consider necessary and to invest funds
 - vi. to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee members.
- (3) Any meeting of committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee members.

18. Disqualification and removal of committee members

A committee member shall cease to hold office if he or she:

- (2) ceases to be a member of the CCC;
- (3) has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
- (4) resigns as a committee member by notice to the CCC (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the committee members from all their meetings held within a period of six consecutive months and the committee members resolve that his or her office be vacated.

19. Proceedings of committee

- (1) The committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any committee member may call a meeting of the committee.
- (3) The secretary must call a meeting of the committee members if requested to do so by a committee member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the committee members unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three or such larger number as may be decided from time to time by the committee members.
- (8) A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that committee member is not entitled to vote.
- (9) If the number of committee members is less than the number fixed as the quorum, the continuing committee members or committee member may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the committee.
- (11) If the Chair is unwilling to preside or is not present the committee members present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the committee members shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee members.

20. Delegation

- (1) The committee may delegate any of their powers or functions to a working group which must include two or more committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The committee may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the working group to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the CCC except in accordance with a budget previously agreed with and authorised by the committee.
- (3) The committee may revoke or alter a delegation.
- (4) All acts and proceedings of any working groups must be fully and promptly reported to the committee.

21. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Committee members shall be valid notwithstanding the participation in any vote of a committee member:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without:

- (d) the vote of that committee member; and
- (e) that committee member being counted in the quorum,
the decision has been made by a majority of the committee members at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee members if the resolution would otherwise have been void.
- (3) No resolution or act of
 - (a) the committee members
 - (b) the CCC in general meetingshall be invalidated by reason of the failure to give notice to any committee member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the CCC.

22. Minutes

The committee must keep minutes of all:

- (1) appointments of officers and committee members made by the committee;
- (2) proceedings at meetings of the CCC;
- (3) meetings of the committee and working groups including:
 - (a) the names of the committee members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

23. Accounts, Annual Report, Annual Return

- (1) The committee members must
 - (a) keep accounting records for the CCC;
 - (b) prepare annual statements of account for the CCC;
 - (c) prepare and present an Annual Report ;

24. 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.

25. Rules

- (1) The committee members 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 CCC (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 CCC in relation to one another
 - (c) the procedure at general meeting and meetings of the committee members in so far as such procedure is not regulated by this constitution;
- (3) The CCC in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the CCC.
- (5) The rules or bye-laws shall be binding on all members of the CCC. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signatures

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