

Constitution of:

**Victoria Centre
46 - 50 Palk Road
Wellingborough
Northants
NN8 1HR**

1 NAME

The name of the organisation shall be Victoria Centre (hereinafter called the "Centre").

2 OBJECTS

To promote the benefit of all those living or working in the Borough of WELLINGBOROUGH, hereinafter called "the area of benefit", without distinction of age, gender, sexuality, colour, national or ethnic origin, disability, HIV status, caring/dependant responsibilities, political or religious opinions or for any other unjustifiable reason. This will be achieved by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to advance education, and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for all those living or working in the Borough. In furtherance of these objects the Centre shall have the following powers:

- i) to maintain and manage a Centre, or to co-operate with any local statutory authority in the maintenance and management of such a Centre for activities promoted by the Centre and its constituent bodies in furtherance of the above objectives;
- ii) to obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and other lawful methods; application to or accept application from any body having objects similar to those of the Association, render administrative and financial services to other local groups having similar objects; arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures and classes.

The Centre shall be non-party in politics and non-sectarian in religion.

3 MEMBERSHIP

Membership of the Centre shall be open, subject to approval by the Management Committee and in accordance with the Objects stated above, to all those living or working in the area of benefit and to those outside the area who subscribe to the Objects of the Centre.

Membership shall be of three kinds:

- i) Individual Membership
- ii) Family Membership
- iii) Affiliated Groups Membership

4 INDIVIDUAL MEMBERSHIP

shall be open, subject to approval by the Management Committee and in accordance with the Objects stated above, to:

- a) all persons aged eighteen and over who subscribe to the Objects of the Centre who shall be called Members;

Paid staff of the Centre are ex-officio non-voting members of the Centre.

5 FAMILY MEMBERSHIP

shall be open, subject to approval by the Management Committee and in accordance with the Objects stated above, to:

- a) all family members living at the same address. All family members over the age of eighteen shall have a vote at General Meetings of the Centre.

6 AFFILIATED GROUPS MEMBERSHIP

shall be open, subject to approval by the Management Committee and in accordance with the Objects stated above, to

the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Management Committee that they are independent organisations whose objects coincide wholly or in part with those of the Centre. Each of such groups shall have the right to appoint TWO representatives to be Members of the Centre and at any time, by giving notice in writing to the Secretary of the Centre, to revoke the appointment of such Members and appoint other Members in their place. Such Members shall have the right to attend and to vote at General Meetings of the Centre.

7 TERMINATION OF MEMBERSHIP

The Centre shall have the right for good and sufficient reason to terminate the membership of any Member providing the Member shall have the right to be heard by the Management Committee before a decision is made. The decision of the Management Committee shall be final.

8 SUBSCRIPTION

All Members shall pay such subscriptions as the Centre may from time to time determine. Failure to pay such subscriptions by the date of the Annual General Meeting (AGM) shall render membership void.

9 MANAGEMENT COMMITTEE

Subject to the limitations set out in Clause 2 hereof, the policy and general management of the Centre shall be directed by a Management Committee which shall be elected at the Centre's Annual General Meeting.

The Management Committee shall consist of:

- 4 Officers (Chairman, Vice Chairman, Secretary, Treasurer)
- 2 Members nominated by the United Reformed Church
- 2 Members nominated by the Northamptonshire Rights and Equality Council
- 2 Members nominated by the Borough Council of Wellingborough
- 2 Members nominated by the Northamptonshire County Council
- 4 Members

In addition to the SIXTEEN voting members mentioned above, the Centre Manager, or any other member of staff as shall be determined from time to time by the Management Committee, shall be in attendance in an ex-officio, non-voting capacity and shall withdraw when their salaries and conditions of service are discussed.

The Management Committee shall have power to co-opt up to an additional four voting members who shall be Members of the Centre. All members of the Management Committee shall retire annually but shall be eligible to be re-elected or co-opted again.

The Management Committee, which shall meet at least six times a year, shall have power to appoint such subcommittees as it may from time to time decide and may determine their powers and terms of reference, provided all proceedings of such subcommittees are reported back to the Management Committee as soon as possible.

10 GENERAL PURPOSES COMMITTEE

The Management Committee shall, at its first meeting following the Annual General Meeting, appoint a General Purposes Committee which shall consist of:

- a) the Officers of the Centre;
- b) TWO other members of the Management Committee;

In addition to the SIX voting members mentioned above, the Centre Manager or any other member of staff as shall be determined from time to time by the Management Committee, shall be in attendance in an ex-officio, non-voting capacity.

The General Purposes Committee shall be responsible to the Management Committee for the general supervision of Centre affairs and specifically for:

- i) approving the employment, disciplinary matters and termination of employment of all members of staff, subject to appeal to the Management Committee;
- ii) the direction and supervision of the Centre Manager and such other senior members of staff appointed by the Centre;
- iii) approving staff contracts, terms of reference and pay levels;

- iv) preparing and submitting applications to funding agencies;
- v) ensuring that the Centre complies with Health, Safety and Welfare provisions and has appropriate insurances;
- vi) preparing such Standing Orders as may become necessary for the approval of the Management Committee;
- vii) approving applications for membership of Victoria Centre.

The General Purposes Committee shall keep the Management Committee informed of its work by means of notes and reports of its meetings.

11 OFFICERS

The Annual General Meeting shall elect a Chairman, Vice-Chairman, Secretary and Treasurer and such other Officers of the Centre as it may from time to time determine. The Chairman, Vice-Chairman, Secretary and Treasurer shall be members of the Centre and of the Management Committee and other Committees. Only members who have served on the Management Committee for at least one year of the previous three can be nominated as Chair.

Vacancies for Officers may be filled only on an acting basis until confirmed by Annual General Meeting or Special General Meeting.

The Annual General Meeting may appoint and/or confirm a President and up to three Vice-Presidents in recognition of their services to the Centre.

12 ANNUAL GENERAL MEETING

Once a year the Centre shall convene an Annual General Meeting, not more than fifteen months after the preceding Annual General Meeting and normally before 30 September in each year, which all Members shall be entitled to attend, for the purpose of receiving the Annual Report of the Centre and the Annual Audited or Independently Examined Statement of Accounts; of electing Officers of the Centre; of appointing Property Trustees (see Clause 17 below) where vacancies occur; of accepting resignations of Members of the Centre; of electing Members to serve on the Management Committee; of appointing an auditor or auditors; of making recommendations to the Centre and, whenever necessary, of voting on proposals to amend this Constitution in accordance with Clause 20 hereof. A notice of the Annual General Meeting shall be given at least 21 days before the date thereof by displaying a notice in some conspicuous part of the Centre and by posting a notice to all Members.

13 SPECIAL GENERAL MEETING

The Chairman of the Centre or the Secretary may at any time at their discretion - and shall within twenty-one days of receiving a written request so to do signed by no fewer than twenty Members having the right to vote and giving reasons for the request - call a Special General Meeting of the Centre for the purpose of altering the Constitution in

accordance with Clause 20 hereof or of considering any matter which may be referred to them by the Centre or for any other purpose.

14 RULES OF PROCEDURE AT ALL MEETINGS

- a) VOTING. Subject to the provisions of Clause 20, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote even if he/she has been appointed to represent two or more interests; if however the votes are equal on both sides, the Chairman shall have a second or casting vote. Paid staff shall not have the right to vote at any meetings of the Centre or its committees. Voting at all meetings shall be by show of hands or by ballot, as the meeting may decide.
- b) QUORUM. One third of the members eligible to vote shall form a quorum at meetings of the Management and all other committees except the General Purposes Committee, for which the quorum shall be three members. Twenty members shall form a quorum at General Meetings of the Centre. If within one hour of the time specified for commencement of the General Meeting a quorum is not present then, if convened at the request of members, the Meeting shall be dissolved, and in any case it shall be adjourned for at least one week and then reconvened. If a quorum is then not present within one hour of the time appointed for the meeting, the members entitled to vote who are present shall constitute a quorum.
- c) MINUTES. Minute books shall be kept at the Centre; the appropriate secretary of the Management Committee and all other committees shall enter therein a record of all proceedings and resolutions.

15 STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The Management Committee shall have power to adopt and issue Standing Orders and/or Rules for the use of the Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the General Meeting of the Centre and shall not be inconsistent with the provisions of this Constitution.

16 FINANCE

- a) The Centre's business year shall run from 1 April to 31 March.
- b) All money raised by or on behalf of the Centre shall be applied to further the objects of the Centre and for no other purpose. No portion shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the Centre, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee or the reimbursement of out-of-pocket expenses incurred in the course of the Centre's business by any Officer or other member appointed to act on the Centre's behalf.
- c) The Treasurer shall keep proper account of the finance of the Centre.

- d) The accounts shall be audited or independently examined – whichever is appropriate at the time - at least once a year by a qualified auditor/auditors or independent examiner who shall be appointed at the Annual General Meeting.
- e) An audited or independently examined statement of accounts for the last financial year shall be submitted to the Annual General Meeting.
- f) An account or accounts shall be opened in the name of the Centre at a Bank approved by the Management Committee. Cheques for payment of all accounts shall be signed by two persons appointed by the Management Committee, at least one of whom shall be a member of the Management Committee.

17 TRUST PROPERTY

The title of all and any real property which may be acquired by or for the purpose of the Centre shall be vested in Holding Trustees who shall be appointed by the Centre and who shall enter into a Deed of Trust setting forth the purposes and conditions under which they hold the said property in trust for the Centre. The number of Holding Trustees shall not be fewer than THREE or more than FIVE.

18 INDEMNITY

The Centre shall indemnify and keep indemnified every officer, member or employee of the Centre from, and against, all claims, demands, actions and proceedings, and all costs and expenses incurred in connection with or arising therefrom, made or brought against the Centre in connection with its activities, the actions of its officers, members or employees or in connection with its property and equipment, except in the case of wilful individual fraud or wrongdoing.

The Treasurer shall effect an insurance policy in respect of the aforementioned indemnity.

19 DISSOLUTION

If the Management Committee decides at any time by a two-thirds majority that, for reasons of expense or otherwise, it is necessary or advisable to dissolve the Centre, it shall call a meeting of all members of the Centre with the right to vote. No less than twenty-one days' notice shall be given of this meeting. The notice shall state the terms of resolution to be proposed at the meeting, it shall be posted in a conspicuous place or places in the area of benefit, advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales.

If such a decision shall be confirmed by a two-thirds majority of those present and voting at such a meeting, the Management Committee shall have power to dispose of any assets held by or in the name of the Centre. Any assets remaining after satisfaction of any proper debts and liabilities shall be applied to such charitable purposes for the benefit of the inhabitants of the area of benefit as the Management Committee may decide and as may be approved by the Charity Commissioners for England and Wales.

Such distribution shall not take place until three months after the dissolution of the Centre.

20 ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this Constitution shall be delivered in writing to the Secretary of the Centre no fewer than twenty eight days before the date of the meeting at which it is first to be considered. An alteration requires the approval of both:

- a) a two-thirds majority of members of the Management Committee present and voting at a Management Committee meeting,
- b) a two-thirds majority of Members of the Centre present and voting at a General Meeting,

provided that no alteration shall be made to the Constitution which shall cause the Centre to cease to be a charity in law.

Notice of each such meeting shall have been given in accordance with normal procedure but no fewer than fourteen days prior to the meeting in question and shall give the wording of the proposed alterations.

No alteration shall be made to Clause 2 without the consent of the Charity Commissioners for England and Wales.

If Trustees have been appointed in accordance with Clause 17 hereof, an alteration shall not be made without the knowledge and consent of the Trustees, but they shall not withhold such consent unreasonably.

This Constitution was adopted as the Constitution of the Victoria Centre at a General Meeting duly convened at the Centre on 21st May 1979 subject to the final approval of the Charity Commissioners for England and Wales.

Amendments were incorporated at Annual General Meetings in June 1984, June 1990, June 1992, September 2005 and September 2013 and were all duly approved by the Charity Commissioners for England and Wales.

Approved by the Management Committee at their meeting on 2 September 2013

Approved at the Annual General Meeting on 30 September 2013