

DRAFT CONSTITUTION OF TEIGNMOUTH SHOPMOBILITY

1. NAME.

The name of the Charity is Teignmouth Shopmobility.

2. ADDRESS.

The registered address of the Charity is:

Teignmouth Shopmobility
The Office
Quay Road Car Park
Quay Road
TEIGNMOUTH
Devon
TQ14 8EL

3. OBJECTS.

For the public benefit, the provision of mobility services in Teignmouth and surrounding area to improve the welfare and independence of the disabled, elderly or injured public, both residents and visitors to the area. In particular by the loan or rental hire of mobility aids such as electric scooters, electric or manual wheelchairs and other mobility equipment.

In furtherance of this object but not further or otherwise, Shopmobility may:

- a) Seek to improve facilities for disabled persons and to this end maintain liaison with local authorities and other organisations concerned with disabled people.
- b) Give and exchange information and advice with other similar charities, local authorities and other relevant organisations.
- c) Raise funds by means of revenues, subscriptions, donations, grants etc., provided that Teignmouth Shopmobility shall not undertake any permanent taxable trading activities in raising funds for its primary purposes.
- d) Do all such other lawful things as are necessary for the achievement of the objects of Teignmouth Shopmobility.

4. MEMBERSHIP.

- a) All registered volunteers are the charity's members including trustees and elected officers of the charity. Such membership shall be open to all those persons who support the objects of Teignmouth Shopmobility. Members shall be entitled to vote at any Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) hereinafter mentioned.

5. MANAGEMENT

- a) The management of Teignmouth Shopmobility shall be vested in a Management Committee (hereinafter called the Committee) which shall comprise of the trustees and elected officers.
- b) Trustees may also be elected officers but not all elected officers need to be trustees.
- c) Half of the Committee members shall stand down each year by rotation. They shall be eligible for immediate re-election at the A.G.M.
- d) The Committee shall have the power to fill or replace any occasional vacancy on the Committee. Such persons will have full voting powers, will hold office until the next A.G.M. and be eligible for re-election.
- e) The Committee shall have the power to co-opt members and/or specialists or appoint any special sub-committee they may deem to be necessary for the efficient operation of the scheme, but these co-opted members will not have voting power on the Committee.
- f) In the event of any executive post within the Committee becoming vacant the vacancy will be filled by action of the Committee in a Special Committee Meeting. (See Clause 8b).
- g) Removal from Office – An officer or committee member of the charity may be removed from his/her office if:
 - i. the member resigns or dies, or
 - ii. the member shall have been absent without notification to the Secretary or Chairperson for more than three consecutive meetings and the Committee resolve that his/her office be vacated, or
 - iii. by resolution of the Committee, provided that the officer shall have the right to be heard at a Committee meeting for which fourteen (14) days written notice has been given before a decision is made.

6. DUTIES OF THE MANAGEMENT COMMITTEE

Full responsibility for all assets, liabilities and activities of Teignmouth Shopmobility shall rest with the management Committee as delegated by the Trustees. In particular the Committee shall:

- a) maintain written records of Teignmouth Shopmobility business, the Secretary and Treasurer being responsible for maintaining Minutes of the meetings and books of accounts respectively.
- b) make arrangements for the safekeeping of all assets and equipment owned by or loaned to Teignmouth Shopmobility.
- c) prepare an Annual Report of the activities of Teignmouth Shopmobility together with an Annual Statement of Accounts.
- d) initiate fund-raising activities as necessary to fulfil the Objects of Teignmouth Shopmobility.

7. VOTING

- a) All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat.
- b) Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to alterations to the Objects, Constitution or Dissolution.
- c) No person shall exercise more than one vote.
- d) In the case of an equality of votes the Chairperson of the meeting will declare the motion NOT carried.

8. MEETINGS

- a) Management Committee Meetings shall take place not less than four times a year. At least seven days notice shall be given of such meetings.
- b) Special Committee Meetings. Any three members of the Committee may call a Special Meeting thereof by giving 14 days clear notice in writing to the Secretary specifying the purpose for which the meeting is to be called.
- c) The Secretary shall be responsible for circulating a meeting call and agenda to all committee members no less than 7 days before the date of the meeting.

No business shall be transacted at a committee or a special committee meeting unless there is a quorum of four or half the Committee present, whichever is the greatest number of persons.

d) Annual General Meeting

- i. The Annual General Meeting shall be held on a date to be fixed by the Committee not later than 6 calendar months after the end of the financial year. (See Clause 14a)
- ii. The Secretary shall send a notice specifying the date, time, place and agenda of such meetings to each member of Teignmouth Shopmobility at least 21 days before the meeting.
- iii. Any member of Teignmouth Shopmobility wishing to move a resolution shall give notice thereof in writing to the Secretary not less than two weeks before the meeting is due to take place
- iv. The election of offices and members of the Management Committee will take place and the Annual Reports will be given at each A.G.M.
- v. No business shall be transacted at an A.G.M. or Extraordinary General Meeting unless a quorum of 6 members or a quarter of the membership whichever is the greatest present.
- vi. The A.G.M. shall be open to attendance by any interested party but only registered members shall be entitled to vote.

e) Extraordinary General Meetings

- i. An Extraordinary General Meeting may be called at the request of not less than 4 members of Teignmouh Shopmobility made in writing and signed by each member subscribing thereto and sent to the Secretary.
- ii. The conditions and notices required for an Extraordinary General Meeting shall be those applicable to an Annual General Meeting as set out in Clause 8c(ii) and 8c(v).

The Chairperson of Teignmouth Shopmobility shall preside at all meetings. In the absence of the Chairperson, the Vice Chairperson shall preside. In the event of his/her absence also, a Chairperson shall be appointed by the members from among the Committee members present at the meeting.

9. APPOINTMENT OF TRUSTEES.

- (a) The charity in general meeting shall elect or re-elect the officers and the trustees.

- (b) The trustees may appoint any person who is willing to act as a trustee. They may also appoint trustees to act as officers.
- (c) Each of the trustees 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

10. POWERS OF TRUSTEES

- (a) The trustees must exercise overall management of the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - (i) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
 - (ii) to take on a lease for suitable property and to maintain and equip it for use;
 - (iii) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (iv) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (v) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (vi) to open and operate such bank and other accounts as the trustees consider necessary and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (vii) to do all such other lawful things as are necessary for the achievement of the objects.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee shall cease to hold office if he or she:

- (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (b) ceases to be a member of the charity;
- (c) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (d) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

- (e) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

12. DELEGATION

- (a) The trustees may delegate any of their powers or functions to a management committee member but the terms of any such delegation must be recorded in the minute book.
- (b) The trustees may impose conditions when delegating, including the conditions that:
 - (i) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (ii) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.
- (c) The trustees may revoke or alter a delegation.
- (d) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

13. NOMINATIONS

Registered members of Teignmouth Shopmobility are eligible to make nominations for officers and Management Committee members. These must be in writing and in the hands of the Secretary at least 7 clear days before the Annual General Meeting. Should the nominations exceed vacancies, elections shall be by ballot. The Committee may make arrangements for members to vote by proxy or by post if it deems this to be desirable or necessary.

14. FINANCE

- a) The Financial Year of Teignmouth Shopmobility shall end on 30th of September.
- b) Income

The income of Teignmouth Shopmobility shall consist of revenue from hire of mobility aids, proceeds from appeals to the public, together with grants or gifts from the public or voluntary or other organisations. All such income, including donations or grants, shall be handed to the Treasurer to be deposited in the charity's bank accounts in the name of Teignmouth Shopmobility.

- c) The Committee shall authorise in writing the Treasurer and at least two other signatories to sign cheques on behalf of Teignmouth Shopmobility. All cheques must be signed by not less than 2 of those authorised.
- d) Use of Funds

- (1) The income and property of the charity shall be applied solely towards the promotion and administration of the objects.
 - (a) A charity member is entitled to be reimbursed from the charity funds such reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A volunteer shall benefit from insurance cover (similar to employers' insurance) purchased at the charity's expense to protect them from valid claims, injuries or damages, arising from their services to the charity.
 - (c) A charity trustee may also benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to, the conditions in, section 189 of the Charities Act 2011.

None of the income or property of the charity may be paid or transferred directly or indirectly or otherwise by way of profit to any charity volunteer or trustee

The Management Committee are responsible to the Trustees for the proper administration of all funds.

e) Accounts

The Management Committee shall cause proper accounts to be kept of all income and expenditure and shall prepare independently inspected accounts and bring them before the Annual General Meeting or provide them as requested at any time under the provisions of the Charities Acts. All accounts to be prepared in accordance with Charity laws. The Management Committee shall appoint an independent inspector to carry out the work of inspecting the accounts and issue his report/certificate ready for the treasurer to table at the Annual General Meeting.

15. AMENDMENTS TO THE CONSTITUTION

- (a) The Constitution may be amended by a two-third majority of the members present at an Annual General Meeting or at an Extraordinary General Meeting provided that fourteen days notice of the proposed amendments has been sent out to all members and provided that nothing therein contained shall authorise any amendments which would have the effect of Teignmouth Shopmobility ceasing to be a charity.

- (b) No amendment can be made to Clause 3 or this clause 15 and Clause 16 without the approval in writing of the Charity Commissioners for England and Wales.
- (c) Any other provision may be amended provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (d) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed

16. DISSOLUTION

- (a) In the event of dissolution of Teignmouth Shopmobility an Extraordinary General Meeting shall be called. At least 21 days notice of this meeting shall be given in writing to all members. Teignmouth Shopmobility shall be deemed dissolved upon three quarters of the voting members at the meeting voting in favour of it.
- (b) If the members resolve to dissolve the charity, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (c) The trustees must collect in all the assets for the charity and must pay or make provision for all the liabilities of the charity.
- (d) The trustees must apply any remaining property or money
 - (i) directly for the objects;
 - (ii) by transfer to any charity or charities for purposes the same as similar to the charity;
 - (iii) in such manner as the Charity Commission for England and Wales ('The Commission') may approve in writing in advance.
- or
- (e) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity except to a member that is itself a charity.
- (f) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.