

RAY CEREDIGION Constitution

adopted with amended objects on 19th February 2019

A. Name

The name of the Association is Rhydwaith All-Ysgol CEREDIGION Out of School Childcare Network known as 'RAY CEREDIGION' ("the Charity").

B. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause H (Management Committee) of this constitution.

C. Objects

The Charity's objects are:

- A. support, develop and enhance the provision of facilities for recreation, open access play and education for children & young people in Ceredigion
- B. to support, develop and enhance provision of facilities for adults including disabled, retired and older residents, building community capacity through the provision of social and recreational activities
- C. to advance the education and training of vulnerable and disadvantaged members of the community in Ceredigion and those that work or volunteer to support them
- D. to develop community activities and facilities that enhance health and wellbeing for vulnerable and disadvantaged members of the community in Ceredigion

D. Powers

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers:

- i. Power to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. Power to employ such staff as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions;
- iii. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- iv. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- v. Power to appoint and constitute such advisory committees as the Management Committee shall think fit;
- vi. Power to do all such other lawful things as are necessary for the achievement of the objects.

F. Membership

(1) Membership of the Charity shall be open to:

- i. Individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Management Committee, and
- ii. Any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

(2) Every member shall have one vote

(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

(4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

(5) The Management Committee may unanimously and for good reason terminate the membership of any individual concerned of the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

G. Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

H. Management Committee

1. The Management Committee shall not consist of less than 3 members nor more than 10 members being:

- a) The honorary officers specified in the preceding clause;
- b) Not less than 3 members and not more than 10 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

2. The Management Committee may in addition appoint not more than 3 co-opted members, this number not to exceed more than 1/3rd of the total number of members of the Management Committee. Each appointment of a co-opted member shall be made either at a regular committee meeting or if necessary at a special meeting of the Management Committee called under clause K (Meetings and Procedures of the Management Committee sub-clause 1.) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post become vacant.

3. All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

4. The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

5. Nobody shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause;

6. No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book a declaration of acceptance and of willingness to act in the trusts of the Charity.

I. Determination of Membership of Management Committee

A member of the Management Committee shall cease to hold office if he or she:

- a) Is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- b) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c) Is absent without permission of the Management Committee from all of their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or
- d) Notifies the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

J Executive Committee Members not to be personally interested

- a) Subject to the provisions of sub-clause b) of this clause no member of the Management Committee shall acquire any interest in the property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise as a member of the Management Committee) in any contract entered into by the Management Committee without the prior consent in writing of the Charity Commissioners.
- b) Any member of the Management Committee for the time being 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 Management Committee to act in a professional capacity on behalf of the Charity; Provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

K Meetings and proceedings of the Management Committee

1. The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 4 days notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include the appointment of a co-opted member than not less than 21 days notice must be given.
2. The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at the meeting.
4. Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.
6. The Management Committee may from time to time make and alter the rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the

purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Management Committee.

L Receipts and Expenditure

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Charity at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

M Property

1. Subject to the provision of sub-clause (2.) of this clause the Management Committee shall cause the title to:
 - a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities: and
 - b) All investments held by or on behalf of the charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.
2. If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Management Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for the acting as such.

N Accounts

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

- a. The keeping of accounting records for the Charity
- b. The preparation of the annual statements of account for the Charity
- c. The auditing or independent examination of the statements of account of the Charity; and
- d. The transmission of the statements of account of the Charity to the Commission.

O Annual Report

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commission.

P Annual Return

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commission.

Q Annual General Meeting

- 1 There shall be an annual general meeting of the Charity which shall be held in the month of February in each year or as soon as practicable thereafter.
- 2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 21 days notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- 3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman for that meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 4 The Management Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year
- 5 Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Management Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

R Special General Meetings

The Management Committee may call a special general meeting of the Charity at any time. If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

S Procedure at Special General Meetings

1. The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every Special General meeting of the Charity.
2. There shall be a quorum of at least one tenth of the number of members of the Charity for the time being or six members of the Charity, whichever is the greater, are present at any Special General meeting.

T Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

U Alterations to the Constitution

1. 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 present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No alteration may be made to clause **A** (the name of the Charity clause), clause **B** (the objects clause), clause **J** (Management Committee members not to be personally interested clause), clause **V** (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Management Committee should promptly send to the Commission any amendment made under this clause.

V Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all the members of the Charity, of which not less than 21 days notice (stating the terms or resolution to be proposed) shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Management Committee shall have power to release 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 objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account, and statement, for the final accounting period of the Charity must be sent to the Commission.

W Arrangement until 1st Annual General Meeting

Until the first annual general meeting takes place this Constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed -

The image shows three handwritten signatures in black ink on a set of horizontal dotted lines. The top signature is a large, stylized cursive signature. The middle signature is a cursive signature that appears to read 'BA Khan'. The bottom signature is a cursive signature that appears to read 'Sulhan'.