

# **This is to confirm that**

## **FORDER COMMUNITY AND CONSERVATION ASSOCIATION (FCCA)**

was entered on the Register of Charities on

**13 September 2018**

Registered charity number:

**1179921**

**Rt Hon Baroness Stowell of Beeston MBE**  
**Chair**

**Dr Helen Stephenson CBE**  
**Chief Executive Officer**

**CHARITY COMMISSION**  
**FOR ENGLAND AND WALES**

This certificate confirms that a charity has been entered on to the Register of Charities.  
You can check a charity's current registration status by visiting the Register of Charities  
at [www.gov.uk/charity-commission](http://www.gov.uk/charity-commission)

- (4) employ and remunerate such staff as are necessary for carrying out the work of the FCCA. The FCCA may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the FCCA to be held in the name of a nominee, 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;

#### 5. Application of income and property

- (1) The income and property of the FCCA must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the FCCA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the FCCA.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the FCCA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the FCCA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the FCCA. This does not prevent a member who is not also a charity trustee receiving:
  - (a) a benefit from the FCCA as a beneficiary of the FCCA.
  - (b) reasonable and proper remuneration for any goods or services supplied to the FCCA.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

#### 6. Benefits and payments to charity trustees and connected persons

##### (1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the FCCA on terms preferential to those applicable to members of the public.
- (b) sell goods, services, or any interest in land to the FCCA.
- (c) be employed by, or receive any remuneration from the FCCA.
- (d) receive any other financial benefit from the FCCA.

unless the payment of benefit is permitted by sub-clause (2) of this clause, or authorised by the court, or the prior written consent on the Charity Commission (the Commission) has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money, or has a monetary value.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "the FCCA" includes any company in which the FCCA:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company.

(b) "connected person" includes any person within the definition set out in clause 28 (Interpretation)

## 7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the FCCA or in any transaction or arrangement entered into by the FCCA which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the FCCA and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

## 8. Liability of members to contribute to the assets of the FCCA if it is wound up

If the FCCA is wound up, the members of the FCCA have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## 9. Membership of the FCCA

(1) Admission of New Members (a)

### Eligibility

Membership shall be open, irrespective of sex, sexual orientation, race, nationality, or political, religious, or other opinion, to individuals aged eighteen years and over

(a) who live within the area of benefit, as determined by their name appearing on the relevant electoral roll, or

(2) Duty of members

It is the duty of each member of the FCCA to exercise his or her powers as a member of the FCCA in the way he or she decides in good faith would be most likely to further the purposes of the FCCA.

(3) Termination of membership

(a) Membership of the FCCA comes to an end if:

- (i) the member dies, or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member to the FCCA is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that it is in the best interests of the FCCA that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the FCCA they must:

- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership.
- (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership.
- (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership.
- (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(4) Membership fees

The FCCA may require members to pay reasonable membership fees to the FCCA.

## 10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the FCCA may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, any decision of the members of the FCCA may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

- (f) Any general meeting called by the charity trustees at the request of the members of the FCCA must be held within 28 days from the date on which it is called.
  - (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
  - (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
  - (i) The FCCA must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the FCCA shall be entitled to be indemnified by the charity trustees who were responsible for such failure.
- (3) Notice of general meetings
- (a) The charity trustees, or, as the case may be, the relevant members of the FCCA, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the FCCA who is not a member.
  - (b) If it is agreed by not less than 90% of all members of the FCCA, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
  - (c) The notice of any general meeting must:
    - (i) state the time and date of the meeting;
    - (ii) give the address at which the meeting is to take place.
    - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
    - (iv) if a proposal to alter the constitution of the FCCA is to be considered at the meeting, include the text of the proposed alteration.
    - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 21 (Use of electronic communication), details of where the information may be found on the FCCA's website.
  - (d) Proof that an envelope containing a notice was properly addressed, prepaid, and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
  - (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the FCCA.

- (i) at the meeting at which it was demanded; or
  - (ii) at some other time and place specified by the chair; or
  - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the FCCA may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the FCCA.

The representative is entitled to exercise the same powers on behalf of the [organisation or] corporate body as the [organisation or] corporate body could exercise as an individual member of the FCCA.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## 12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the FCCA and may for that purpose exercise all the powers of the FCCA. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the FCCA in the way he or she decides in good faith would be most likely to further the purposes of the FCCA; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - (ii) if he or she acts as a charity trustee of the FCCA in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:

- (3) A person so appointed by the members of the FCCA shall retire in accordance with the provisions of sub-clause (1) of this clause.

#### 14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the FCCA's latest trustees' annual report and statement of accounts.

#### 15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the FCCA in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.
- (c) dies.
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months.
- (e) is removed by the members of the FCCA in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the FCCA.

#### 16. Reappointment of charity trustees

Any person who retires as a charity trustee by giving notice to the FCCA is eligible for reappointment.

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

#### 20. Execution of documents

- (1) The FCCA shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

#### 21. Use of electronic communications

The FCCA will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

#### 22. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees.
- (2) proceedings at general meetings of the FCCA.
- (3) meetings of the charity trustees and committees of charity trustees including:
  - the names of the trustees present at the meeting.
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.
- (4) decisions made by the charity trustees otherwise than in meetings.

#### 23. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of



## 27. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the FCCA may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the FCCA can only be made:
  - (a) at a general meeting of the members of the FCCA called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the FCCA.
- (2) Subject to the payment of all the FCCA's debts:
  - (a) Any resolution for the winding up of the FCCA, or for the dissolution of the FCCA without winding up, may contain a provision directing how any remaining assets of the FCCA shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the FCCA shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the FCCA.
- (3) The FCCA must observe the requirements of the Dissolution Regulations in applying to the Commission for the FCCA to be removed from the Register of Charities, and in particular:
  - (a) the charity trustees must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the FCCA.
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the FCCA have been settled or otherwise provided for in full; and
    - (iii) a statement by the charity trustees setting out the way in which any property of the FCCA has been or is to be applied prior to its dissolution in accordance with this constitution.
  - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the FCCA, and to any charity trustee of the FCCA who was not privy to the application.
- (4) If the FCCA is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.