

## **Constitution**

### **1 Name**

The organisation shall be known as the North Yorkshire Forum for Voluntary Organisations (hereinafter called 'the Forum').

### **2 Purposes and powers**

- (a) The Forum is established to promote any charitable purposes for the benefit of the community in the local government County of North Yorkshire (hereinafter called 'the area of benefit') and, in particular, the advancement of education, the protection of health and the relief of poverty, distress and sickness, and in the furtherance of the said purposes, but not further or otherwise, to promote and organise co-operation in the achievement of the same and to that end to bring together in council representatives of the voluntary organisations and statutory authorities within the area of benefit.
- (b) In the furtherance of the above purposes as aforesaid, the Forum may also:
  - (i) Establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Forum calculated to further its purposes.
  - (ii) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Forum shall not undertake any permanent trading activities in raising funds for its primary charitable purposes.
  - (iii) Collect and disseminate information on all matters affecting the purposes of the Forum and establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals and publications as shall be necessary to attain the said purposes or are in any way beneficial to the work of the Forum.
  - (iv) Provide or assist in the provision of exhibitions, meetings, lectures and classes.
  - (v) Promote, encourage and undertake experimental work, and when useful disseminate the results of such work.
  - (vi) Do all such other lawful things as shall further the purposes of the Forum.

### **3 Membership of the Forum**

- (a) The members of the Forum shall be those voluntary organisations operating in the area of benefit and pursuing any of the said purposes who have paid the

subscription set from time to time by the Board of Trustees. Each member shall appoint an individual to represent it and to vote on its behalf at meetings of the Forum; in the event of the individual resigning or otherwise leaving the organisation he or she shall cease to be the representative of that organisation. Each member shall have one vote.

- (b) The Board of Trustees may invite any statutory authority operating in the area of benefit or other organisation or person holding office within the area of benefit or other individual who supports any of the said purposes to become an associate member of the Forum upon payment of the subscription set from time to time by the Board of Trustees. Each authority or organisation in associate membership shall appoint an individual to represent it at meetings of the Forum; in the event of the person resigning or otherwise leaving the authority or organisation he or she shall cease to be the representative of that authority or organisation. Associate members shall not have the power to vote.
- (c) The Forum may invite any person to attend its meetings as an observer but without the power to vote.
- (d) The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of a member or associate member provided that the member or associate member shall have the right to be heard by the Board of Trustees before a final decision is made.

#### **4 Honorary Officers**

- (a) At the Annual Meeting the Forum shall elect a Chair, Vice-Chair, Treasurer and such other Honorary Officers as the Forum may from time to time decide. The Honorary Officers shall hold office until the conclusion of the Annual Meeting of the Forum next after their election but shall be eligible for re-election provided that no Honorary Officer, with the exception of the Treasurer, shall hold office for more than five consecutive years. On the expiration of such period one further year must elapse before any Honorary Officer shall be eligible for re-election.
- (b) The Board of Trustees may fill any casual vacancy occurring in the offices of Honorary Officers elected by the Forum and may, subject to any conditions imposed by the Forum, appoint any other Honorary Officers but all such appointments shall be subject to confirmation by the Forum at its next meeting.
- (c) The Honorary Officers shall be ex-officio (voting) members of the Forum, the Board of Trustees and of all Special and Standing Committees.

#### **5 Board of Trustees**

- (a) Subject to any conditions imposed from time to time by the Forum and as hereinafter mentioned, the policy and general management of the affairs of the Forum shall be directed by the Board of Trustees whose membership shall be:
  - (i) the Honorary Officers
  - (ii) twelve persons elected annually, including at least one from each of the local government areas of Craven, Hambleton, Harrogate, Richmondshire, Ryedale, Scarborough, Selby and York, who shall hold office until the conclusion of the Annual Meeting of the Forum next after their election
  - (iii) three nominees of North Yorkshire County Council
  - (iv) one nominee of North Yorkshire Health Authority
  - (v) the Chairs of any Special or Standing Committees

- (b) The Board of Trustees shall have power to co-opt annually persons whether or not being members of the Forum to serve as voting members of the Board of Trustees provided that the number of such co-opted members shall not exceed one-fourth of the total number of elected members serving on the Board of Trustees at any one time.
- (c) The Board of Trustees shall have power to invite annually persons whether or not being members of the Forum to serve as non-voting members of the Board of Trustees provided that the number of such non-voting members shall not exceed one-fourth of the total number of elected members serving on the Board of Trustees at any one time.
- (d) Any casual vacancy on the Board of Trustees may be filled up by the Board of Trustees and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual Meeting of the Forum.
- (e) The proceedings of the Board of Trustees shall not be invalidated by any failure to appoint or any defect in the appointment, election, co-option or qualification of any member thereof.
- (f) The Board of Trustees shall meet not less than three times a year at such times as may be determined by the Board of Trustees. A special meeting may be called at any time by the Chair or by any four members of the Board of Trustees upon not less than five days' written notice being given to the other members of the Board of Trustees of the matters to be discussed.
- (g) The Board of Trustees shall appoint a chief officer and such other staff as shall in its opinion be necessary and shall determine his, her or their remuneration duties and conditions of service. No paid staff member shall be a member of the Board of Trustees.

## **6 Special and Standing Committees**

- (a) The Board of Trustees may appoint such Special or Standing Committees as may be deemed necessary and shall determine their terms of reference, powers, duration and membership provided that
  - (i) no Special or Standing Committee may be given the power to co-opt more than one-fourth of its total membership
  - (ii) all acts and proceedings of any Special or Standing Committees shall be fully and promptly reported to the Board of Trustees.

## **7 Meetings of the Forum**

- (a) The Annual Meeting of the Forum shall be held in each year at such time (not being more than fifteen months after the holding of the preceding Annual Meeting) and place as the Board of Trustees shall determine.
- (b) At the Annual Meeting the business shall include the election of Honorary Officers and members of the Board of Trustees, the appointment of the independent examiner or auditor, and the consideration of an annual report of the work done by or under the auspices of the Forum including the independently examined or audited annual accounts.
- (c) Nominations from voting members of the Forum for either Honorary Officers or members of the Board of Trustees must be in writing and must be in the hands of the chief officer at least seven days before the Annual Meeting. Should nominations exceed vacancies, election shall be by secret ballot at the Annual Meeting.

- (d) Other meetings of the Forum shall be held at such times as may be determined by the Forum.
- (e) The Board of Trustees may call a special meeting of the Forum at any time. If at least ten voting members request a special meeting in writing stating the business to be considered the chief officer shall call a special meeting.
- (f) At least twenty-one clear days notice of all meetings of the Forum shall be given in writing by the chief officer to the voting members and associate members. The notice must state the business to be discussed.
- (g) The proceedings of the Forum shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any member thereof.

## **8 Rules of procedure at all meetings**

- (a) Quorum: The quorum at a meeting of the Forum shall be one-tenth of the voting membership or three voting members, whichever is the greater. The quorum at a meeting of the Board of Trustees and any committee shall be one-quarter of the voting membership or three voting members, whichever is the greater.
- (b) Voting: Subject to the provisions of Clauses 10 and 11 all questions arising at any meeting shall be decided by a simple majority of those present, entitled to vote and voting. In the case of an equality of votes the Chair of the meeting shall have an additional or casting vote.
- (c) Minutes: The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Forum and at meetings of all committees.

## **9 Finance**

- (a) The income and property of the Forum shall be applied solely towards the promotion of the purposes of the Forum as set forth in this Constitution and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Forum provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Forum (not being a member of the Board of Trustees) or the repayment of reasonable out of pocket expenses.
- (b) The Board of Trustees shall open and operate such bank and other accounts as the Trustees consider necessary and invest funds and 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. All cheques must be signed by not less than two of the signatories authorised by the Board of Trustees.
- (c) The Board of Trustees may appoint a Custodian Trustee or a trust corporation or not less than three individuals as holding trustees to hold any property held by or in trust for the Forum or may with the agreement of the Official Custodian for Charities transfer to him property so held.. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.
- (d) The Forum's financial year shall run from April 1st to March 31st.

- (e) Once at least in every financial year the accounts of the Forum shall be an independently examined by the independent examiner or audited by the auditor appointed by the Forum.

## 10 Dissolution

The Forum may at any time be dissolved by a resolution passed by a two-third majority of those present and voting at a meeting of the Forum of which at least twenty-one clear days notice shall have been sent to all members of the Forum. Such resolution may give instructions for the disposal of any assets held by or in the name of the Forum provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Forum but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Forum as the Forum may with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960 or other relevant legislation, determine.

## 11 Alterations to the Constitution

Alterations to the Constitution shall receive the assent of not less than two-thirds of the members of the Forum present and voting. A resolution for the alteration of the Constitution shall be received by the chief officer of the Forum at least twenty-one clear days before the meeting at which the resolution is to be brought forward. At least fourteen clear days' notice in writing of such a meeting shall be given by the chief officer to the members and shall include notice of the alterations proposed provided that no alteration shall be made which would have the effect of causing the Forum to cease to be a charity at law no alteration to Clauses 2, 10 or this Clause shall be made without the approval of the Court or the Charity Commissioners or other authority having jurisdiction under the Charities Act 1960 or other relevant legislation.

## 12 Notices

Any notice may be served by the chief officer on any member by delivering it personally or by sending it through the post in a prepaid letter addressed to such member at its last known address in the United Kingdom and any letter so sent shall be deemed to have been received by such member within 10 days of posting.

***Constitution adopted on 20 February 1986, as amended on 11 September 1986, 22 October 1996, 16 October 1997, 19 April 1999 and 17 November 2006.***

***This note does not form part of the Constitution but is provided for guidance.***

*The area of benefit of the Forum (clause 2a) is the geographical area that was the local government county of North Yorkshire at the date on which the Constitution was adopted, this geographical area is now the local government county of North Yorkshire and the local government City of York.*

*North Yorkshire Forum for Voluntary Organisations is registered with the Charity Commission, number 518117.*