

Walthamstow Migrants' Action Group

CONSTITUTION

1. Name

The name shall be "Walthamstow Migrants' Action Group" (hereafter referred to as "the charity") or such other name as the charity may from time to time decide subject to the approval of the Charity Commissioners.

2. Administration

Subject to matters set out below the charity and its property shall be administered and managed in accordance with this constitution by the members of the Trustees constituted by clause 7 of this constitution (hereafter referred to as "the Trustees").

3. Object

The object of the charity is the promotion of any charitable purpose for the benefit of migrants in Walthamstow.

- i) The provision of support for migrants (including undocumented migrants, refugees and asylum seekers);
- ii) The promotion of equality and integration between migrants and non-migrants;
- iii) The empowerment of migrants to address their own concerns.

4. Powers

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

- a) power to raise funds and to invite and receive contributions, provided that in raising funds the charity shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- b) power to buy, rent, take on lease or in exchange, any property necessary for the achievement of the objects and to maintain and equip it for use;
- c) power subject to any consents required by law to sell, lease or otherwise dispose of, all or any part of the charity's property, subject to complying with the restrictions on disposals imposed by the Charities Act 2011, unless the disposal is excepted from these restrictions by that Act (or any statutory re-enactment or modification of that Act);
- d) power subject to any consents required by law to borrow money and to mortgage all or any part of the charity's property as security for repayment of the money borrowed, subject to complying with the restrictions on mortgages imposed by the Charities Act 2011 (or any statutory re-enactment or modification of that Act);
- e) power subject to any consents required by law to invest the funds of the charity [but only in any of the investments for the time being authorised for the investment of trust funds];
- f) power to employ such staff (who shall not be members of the Trustees) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- g) power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
- h) power to establish or support any charitable trusts, association or institutions formed for all or any of the objects;
- i) power to appoint and constitute such advisory committees as the Trustees may think necessary;
- j) power to do all such other lawful things as are necessary for the achievement of the objects;

5. Membership

- a) Anyone over 18 living in or connected to Walthamstow and environs may join the charity by application to the Trustees..
- b) Every member shall have one vote.
- c) The Trustees may, by unanimous vote and for good reason, terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

6. Honorary Officers

- a) At the annual general meeting of the charity the members shall elect from amongst themselves by “the first past the post system” a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.
- b) No individual may be re-elected to the same office for a fourth consecutive term.

7. Trustees

- a) The Trustees shall consist of not less than 12 members and no more than 18 members, made up of the following:
 - i) the honorary officers specified in the preceding clause;
 - ii) 12 members elected in thirds at the AGM after the initial 12 are elected 4 for 1 year, for 2 years and for 3 years.
 - iii) up to 2 others co-opted by the elected trustees;
- b) Each appointment of a co-opted member shall be made at a special meeting of the Trustees called under clause 10 a) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- c) All honorary officers and 4 other elected Trustees 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 subject to clause 6 b) be re-elected or re-appointed.
- d) The proceedings of the Trustees 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.
- e) Should the Trustees feel it is necessary to fill an elected post after it has become vacant it will be able to appoint a member of the charity as “acting” in that post until the next annual general meeting. This should be done at a special meeting of the Trustees.
- f) Nobody shall be appointed as a member of the Trustees who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- g) No person shall be entitled to act as a member of the Trustees whether on a first or any subsequent entry into office until after signing in the minute book of the Trustees a declaration of acceptance and willingness to act in accordance with the objects of the charity.
- h) The members of the trustees will be the trustees of the charity.

8. Determination of Membership of Trustees

A member of the Trustees shall cease to hold office if s/he:

- a) is disqualified from acting as a member of the Trustees by virtue of the Charities Act 2011 (or any statutory re-enactment or modification of that Act);
- b) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his/her office be vacated;
- c) notifies to the Trustees a wish to resign (but only if at least three members of the Trustees will remain in office when the notice of resignation is to take effect).

9. Trustees not to have personal interest

- a) Subject to the provisions of clauses 4. k) and 9 b) no member of the Trustees shall acquire any interest in property belonging to the charity (otherwise than as a trustee for the charity) or receive remuneration or be interested (other than as a member of the Trustees) in any contract entered into by the Trustees.
- b) A member of the Trustees who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for the work done by him/her or his/her firm when instructed by the Trustees so to act in a professional capacity on behalf of the charity prior to the work being undertaken, provided that at no time shall a majority of the members of the Trustees benefit under this provision and that such a member of the Trustees shall have withdrawn from any meeting at which his/her own or firm’s instruction or remuneration is under discussion.

10. Meetings and proceedings of the Trustees

- a) The Trustees shall hold at least four ordinary meetings of the Trustees each year. A special meeting of the Trustees may be called at any time by the Chairperson or by any three members of the Trustees upon not less than 7 days’ notice (21 days if the matters involve the co-option of a member) being given to other members of the Trustees of the matters to be discussed.
- b) The Chairperson shall act as a chairperson at meetings of the Trustees. If the Chairperson is absent from

any meeting the Vice-Chairperson shall act as the chairperson. If both the Chairperson and Vice-Chairperson are absent, the members of the Trustees present shall choose one of their number to be a chairperson of the meeting before any other business is transacted.

- c) There shall be a quorum when at least three or one-third or the members of the Trustees, whichever is the greater, are present at a meeting.
- d) Every matter shall be determined by a majority of votes of the members of the Trustees present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- e) The Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustees and any sub-committee.
- f) The Trustees may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- g) The Trustees may appoint one or more sub-committees consisting of three or more members of the Trustees the purpose and powers of which shall be specified by the Trustees. Such sub-committees may make any inquiry or supervise or perform any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceeding of any such sub-committee shall be fully and promptly reported to the Trustees. The Trustees will be able to determine at any ordinary or special meeting whether the life of any sub-committee should come to an end.
- f) In an emergency the Chairperson and one Honorary Officer may make any decision required for the charity. This must be reported to the next meeting of the Trustees.

11. Receipts and Expenditure

- a) The funds of the charity, including all donations, contributions and bequests shall be paid into accounts operated by the Trustees in the name of the charity at such a bank as the Trustees shall from time to time decide. All four Honorary Officers will be potential signatories for any cheques drawn on the accounts, all of which must be signed by at least two signatories.
- b) The funds belonging to the charity shall only be applied in furthering the objects.

12. Property

a) Subject to the provisions of clause 12 b) The Trustees shall cause the title to:

- i) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
- ii) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustees at their pleasure and shall act in accordance with the lawful directions of the Trustees. Provided they act only in accordance with the lawful directions of the Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

b) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Trustees 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 Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

13. Accounts

The Trustees shall comply with the obligations of a charity under the Charities Act 2011 (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 annual statements of accounts for the charity;
- c) the auditing or independent examination of the statements of accounts of the charity;
- d) The transmission of the charity's statements of accounts to the charity Commissioners.

14. Annual Report

The Trustees shall prepare an Annual Report for presentation at the annual general meeting and shall comply with its obligations under the Charities Act (2011) (or any statutory re-enactment of that Act) with regard to the preparation of that report and its transmission to the charity Commissioners.

15. Annual General Meeting

- a) There shall be an annual general meeting of the charity held in the month of June in each year or as soon as practicable thereafter.
- b) Every annual general meeting shall be called by the Trustees. 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.
- c) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting.
- d) The Trustees shall present to each annual general meeting the report and accounts of the charity for the preceding year.
- e) The annual general meeting shall elect honorary officers as outlined in clause 6, Trustees members as outlined in clause 7 a) ii), and appoint an auditor for the annual audit of the charity's accounts.

16. Extraordinary General Meetings

The Trustees may call an extraordinary general meeting of the charity at any time. If at least ten 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 for an extraordinary general meeting which must state the time and place of the meeting, as well as the general nature of the business to be disclosed.

17. Procedure at General Meetings

- a) The secretary or other person specially appointed by the Trustees shall keep a full record of proceedings at every general meeting of the charity.
- b) There shall be a quorum when at least one tenth of the number of members of the charity for the time being or when fifteen members are present at any general meeting.

18. Notices

- a) Any general notice to be served on all members of the charity will be sent in writing to members.
- b) Any personal notice required to be served on any member of the charity shall be in writing and shall be served by the secretary or the Trustees on any member either personally or by sending it through post in a prepaid letter addressed to such member at his/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.

19. Alterations to the Constitution

- a) 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 the general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the amendment proposed.
- b) A copy of any amendment must be kept with this constitution.
- c) No amendments may be made to clause 1 (the name clause), clause 2 (the objects clause), clause 4 e) (power of investment), clause 9 (Trustees members not to be personally interested clause), clause 20 (the dissolution clause), or this clause without the prior consent in writing of the Commissioners.
- d) No amendments may be made which would have the effect of making the charity cease to be a charity at law.
- e) The charity should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

20. Dissolution

If the Trustees decides that it is necessary or advisable to dissolve the charity, it shall call a meeting of all members of the charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Trustees shall have power to realise 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, if that cannot be done, shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the charity must be sent to the charity Commissioners.

Walthamstow Migrants' Action Group Adopted on 1st July 2013.
(Signatures of original adoptees held in the Secretary's file)

Last Revised: