

THE CONSTITUTION
MENFA "MENTORING FOR ALL"

DEFINITIONS:

If not indicated otherwise by the context, the following words shall have the corresponding meanings:

Charity: MENFA "Mentoring For All"

Committee: The Executive Committee of MENFA "Mentoring For All"

Constitution: The constitution of MENFA "Mentoring For All"

Area of Benefit: South Glamorgan and Cardiff

1. NAME:

The name of the Charity shall be MENFA "Mentoring For All" ("The Charity")

2. 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 Executive Committee.

3. OBJECTIVE:

The advancement of the education of adults, young people and children through advice, counselling and mentoring in schools, colleges and other educational establishments and the local community so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and that their conditions of life may be improved.

4. POWERS:

For furthering the objectives of the Charity, but not otherwise, the committee shall have the powers to:

- a) convene conferences for representatives of voluntary organisations, government bodies, authorities and individuals;
- b) arrange and provide for {whether alone or with others} exhibitions, meetings, classes, lectures, seminars or training courses and all forms of recreational and leisure activities;
- c) collect and disseminate information with other bodies having similar objectives whether in the UK or otherwise;

- d) write, print or publish in the form of books, papers, bulletins, pamphlets, or any other documents, including films and recorded materials as shall further its objectives and to issue or circulate the same whether for payment or otherwise;
- e) purchase, take on lease or in exchange or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objectives, and to construct, maintain or alter the same, subject to the approval of the general meeting and in accordance with the law;
- f) make regulations for proper supervision, control and management of any property or assets subject to such consents that may be required by law;
- g) invest money not immediately required for its objectives in or upon such investments, securities or property as the committee may think fit, subject nevertheless to such conditions { if any} as may for the time being be imposed by law;
- h) affiliate to national federation of community organisations and to other bodies with similar charitable objectives;
- i) sell, let, mortgage, charge, dispose of or turn to account all or any of its property or assets subject to such consents that may be required by law and the approval of the general meeting;
- j) raise funds and invite or receive donations and contributions, whether by subscriptions or otherwise, provided that the Charity shall not engage in any permanent trading activities in raising funds for its charitable objectives;
- k) receive money on deposit or loan, in such manner as the committee may think fit subject to such consents as may be required by law; so and all otherwise such lawful things as shall further the charitable objectives;
- l) so and all otherwise such lawful things as shall further the charitable objectives of the Charity.
- m) Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and super annuation for staff and their dependants.

5. MEMBERSHIP:

Membership shall be open, without distinction of sex, colour, race, religion or political opinion, to all people over the age of eighteen wishing to further the aims of the Charity;

- a) individuals aged eighteen or over who live within the area of benefit;

- b) individuals aged eighteen or over who live outside the area of benefit, may have affiliated membership, and shall not have the right to vote at general meetings of the Charity;
- c) every member shall have one vote;
- d) persons aged eighteen or over may have membership as and when subject to such conditions as the committee may decide.

6. SUBSCRIPTION

All members shall pay such subscriptions as the committee may decide from time to time.

7. SUSPENSION AND TERMINATION OF MEMBERSHIP:

- a) The committee may, by resolution passed at a meeting thereof, suspend the membership of any person if in its opinion such a person has been guilty of conduct prejudicial to the Charity or its objectives, provided that the person shall have the right to be heard by the meeting.
- b) The general meeting shall have the right to terminate the membership of any person on a recommendation from the committee.

8. EXECUTIVE COMMITTEE:

Subject as hereinafter mentioned the policy of the affairs of the Charity shall be directed by an executive committee:

- a) The executive committee shall be elected by the Annual General Meeting (AGM) and shall consist of up to fifteen members.
- b) The chair of the committee shall be elected by the AGM.
- c) The committee may appoint such special or standing committees as may be deemed necessary by the committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings such special or standing committees shall be reported back to the committee.
- d) No person under the age of eighteen shall be a member of the committee or any special or standing committee of the Charity, but such persons may be invited to attend such meetings as non-voting observers.
- e) The Executive Committee may in addition appoint not more than 4 co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Meeting called under clause 10 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.

- f) All the members of the Executive Committee shall retire from office together at the end of the AGM next after the date on which they came into office but they may be re-elected or re-appointed.
- g) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or any defect in the appointment or qualification of a member.
- h) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

9. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she;

- a) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (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 the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.)

10. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- a) or be interested (otherwise than as a member of the Executive Committee[Subject to the provisions of sub-clause (2) of this clause]

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration committee) in any contract entered into by Executive Committee.

- b) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid in 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 Executive 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 Executive Committee shall withdraw from any meeting at which his or her firm, is under discussion.

11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee shall hold at least 6 ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any two members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- b) The Chairperson shall act as a Chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their members to be Chairperson of the meeting before any other business is transacted.
- c) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, 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 Executive Committee 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 Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and sub-committee.
- f) The Executive Committee may from time to time make and alter rules for the conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- g) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive 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 Executive Committee.

12. RECIEPTS AND EXPENDITURE

The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decided. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

- a) The funds belonging to the Charity shall be applied only in furthering the objects.

13. PROPERTY

- a) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee 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 custodian trustee or in not less

than three individuals appointed by them by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

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

14. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1992 (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 account for the Charity;
- c) the auditing or independent examination of the statements of account of the Charity; and
- d) transmission of the statements of account of the Charity to the Commissioners.

15. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

16. ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

17. ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting of the Charity which shall be held in the month of April in each year or as soon as practicable thereafter.
- b) Every Annual General Meeting shall be called by the Executive Committee. The secretary shall give at least 21 days notice of the Annual General Meeting to all 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. The chairperson shall be the person of subsequently Annual General Meetings, but if he or she is not present,

before any other business is transacted, the persons present shall appoint a chairperson of the meeting.

- d) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- e) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

18. SPECIAL GENERAL MEETINGS

The Executive Committee may call a special 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 such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

19. PROCEDURE AT GENERAL MEETINGS

- a) The secretary or other person specially appointed by the Executive Committee 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 ten members of the Charity, whichever is the greater, are present at any general meeting.

20. 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 Executive 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.

21. ALTERATIONS TO THE CONSTITUTION

- a) Subject to the following provisions of this clause the Constitutions 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.
- b) No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 8. (Executive Committee members not to be personally interested clause), clause 22 (the dissolution clause) or this clause without the prior consent in writing to the Commissioners.
- c) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

- d) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

22. DISSOLUTION

If the Executive Committee decided 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 Executive Committee 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 failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, or the final accounting period of the Charity must be sent to the Commissioners.

Date: 11th April 2006

This constitution was adopted on the date mentioned above by the Executive Committee.

Signed D G Stephenson (Chair)

"I certify that this is a true record of the original."