



Windsor Christian Action

Supporting Vulnerable People in the Windsor Community

Windsor Christian Action

Windsor Baptist Church Windsor, Berkshire SL4 1EH

www.windsorchristianaction.org

Charitable Incorporated Organisation No: 1154308

Windsor Christian Action is the umbrella charity for the following: Windsor Homeless Project, Windsor Street Angels, Windsor Foodshare and More than a Shelter.

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Constitution for Windsor Christian Action

(registered charity no: 1154308) **a charitable**

incorporated organisation with voting members

other than its charity trustees

Date: registered with the Charity Commission: 23rd October 2013

1. Name

The name of the Charitable Incorporated Organisation is :

Windsor Christian Action (WCA)

2. National location of principal office

The principal office of Windsor Christian Action is at:

Windsor Baptist Church, Victoria Street, Windsor SL4 1EH

3. Purposes or Objects

A.) To provide opportunities for a practical expression of the Christian faith

B.) To promote the wellbeing of vulnerable people in Windsor by:

1. The relief of ill-health, sickness and disability by the provision of food and medical support and by the provision of a safe place to go for help in Windsor;
2. The relief of mental ill-health and loneliness by the provision of a safe base where there is help to access counselling, mental health services and support with addictions;
3. The relief of poverty by provision of food, financial advice, and help to access benefits;
4. The relief of social exclusion by the provision of support with finding temporary and permanent accommodation;
5. The advancement of social inclusion by assisting the homeless and vulnerable to integrate into society.

Nothing in this constitution shall authorize the application of the property of WCA for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) Act 2008.

4. Area of Benefit

- a. The area of benefit is Windsor and its immediate neighbourhood.

- b. The charity trustees must keep in mind the need to be able to demonstrate that the area does indeed get public benefit from the working and activities of Windsor Christian Action.

5. Powers

WCA has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular WCA's powers include power to:

- 5.1. borrow money and to charge the whole or any part of its property as security for repayment of the money borrowed. WCA must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.2. buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3. sell, lease or otherwise dispose of all or any part of the property belonging to WCA.

In exercising this power WCA must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

- 5.4. employ and remunerate such staff as are necessary for carrying out the work of WCA. WCA may employ or remunerate a charity trustee only to the extent that it is permitted by clause 7 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- 5.5. deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of WCA 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;
- 5.6. to make rules for the proper conduct and management of WCA;
- 5.7. to delegate any of their powers and functions (see clause 19 : Delegation by charity trustees).

6. Application of income and property

6.1 The income and property of WCA must be applied solely towards the promotion of the objects.

- a. A charity trustee is entitled to be reimbursed from the property of WCA or may be paid out of such property reasonable expenses properly incurred by him or her while acting on behalf of WCA.
- b. A charity trustee may benefit from trustee indemnity insurance cover purchased at WCA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2 None of the income or property of WCA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of WCA. This does not prevent a member who is not also a charity trustee receiving:

- a. a benefit from WCA as a beneficiary of WCA;
- b. reasonable and proper remuneration for any goods or services supplied to WCA.

6.3 Nothing in this clause shall prevent a charity trustee or connected person (see clause 34 : Interpretation) receiving any benefit or payment which is authorised by clause 7 (Benefits and payment to charity trustees and connected persons).

7. Benefits and payments to charity trustees and connected persons

7.1 General provisions:

No charity trustee or connected person may :

- a. buy or receive any goods or services from WCA on terms preferential to those applicable to members of the general public;
- b. sell goods, services or interest in land to WCA;
- c. be employed by or receive any remuneration from WCA;
- d. receive any other financial benefit from WCA; unless the payment or benefit is permitted by sub-clause 2 of this clause, or authorized by the court or the Charity Commission (“the Commission”). In this clause a “financial benefit” means a benefit, direct or indirect, which is either money or has monetary value.

7.2 Scope and powers permitting trustees’ or connected persons’ benefits

- a. A charity trustee or connected person may receive a benefit from WCA as a beneficiary of WCA provided that a majority of the charity trustees do not benefit in this way.
- b. A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to WCA where that is permitted by, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c. Subject to sub-clause (3) of this clause a charity trustee or connected person may provide WCA with goods that are not supplied in connection with services provided to WCA by the charity trustee or connected person.
- d. A charity trustee or connected person may receive interest on money lent to WCA at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as “the base rate”).

- e. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to WCA. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f. A charity trustee or connected person may take part in the normal trading and fund-raising activities of WCA on the same terms as members of the general public.

7.3 Payment for supply of goods only – controls

WCA and its charity trustees may only rely upon the authority provided by sub-clause 2c of this clause if each of the following conditions is satisfied:

- a. The amount or the maximum amount of the payment for the goods is set out in a written agreement between WCA and the charity trustee or connected person supplying the goods (“the supplier”).
- b. The amount or maximum amount of payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c. The other charity trustees are satisfied that it is in the best interests of WCA to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to WCA.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f. The reason for their decision is recorded by the charity trustees in the minute book.
- g. A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6, (Application of income and property).

7.4 In sub-clauses 2 and 3 of this Clause:

- a. “WCA” includes any company in which WCA

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 34 (Interpretation).

8. Conflicts of interest and conflicts of loyalty

A charity trustee must:

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

8.2 absent him/herself from any discussion of the charity trustees in which it is possible that a conflict of interest will arise between his/her duty to act solely in the interest of WCA and any personal interest (including but not limited to any financial interest).

9. Liability of members to contribute to the assets of WCA if it is wound up

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

10. Membership of Windsor Christian Action

10.1 Admission of new members - eligibility

Membership of WCA is open to any person who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her, or its agreement to become a member and acceptance of the duty of members set out in sub-clause 4 of this clause.

A member may be:

- a church congregation
- a corporate body
- an individual or corporate body representing a body which is not incorporated - an individual
- a Guest or User of one of WCA ’s Projects who has been invited by WCA to become a member.

10.2 Admission procedures

The charity trustees:

i. may require applications for membership to be made in any reasonable way that they decide; ii. may refuse an application for membership if they believe that it is in the best interest of WCA for them to do so;

iii. shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and iv. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

10.3 **Transfer of membership**

Membership of WCA cannot be transferred, except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until WCA has received written notification of the transfer.

10.4 **Duty of members**

a. It is the duty of each member of WCA to exercise her/his powers as a member of WCA in the way s/he decides in good faith would be most likely to further the purposes of WCA. b.

Membership of WCA entails:

- personal commitment to promote in the Windsor community the life and work of WCA
- attendance at the Annual General Meeting and other general meetings
- payment of a subscription
- the election of charity trustees as provided by the constitution.

10.5 **Termination of membership**

a. Membership of WCA comes to an end if:

- i. the member dies, or, in the case of a church congregation or of an organization (or the representative of an organization) it ceases to exist; or
- ii. the member sends a note of resignation to the charity trustees; or
- iii. any sum of money owed by the member to WCA is not paid in full within six months of its falling due; or
- iv. the charity trustees decide it is in the best interests of WCA 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 WCA 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 days' clear 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;

v. allow the member, or the member's representative, to make those representations in person at the meeting, if the member so chooses.

10.6 Membership fees

WCA may require members to pay reasonable membership fees.

11. Members' decisions

11.1 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 WCA may be taken by vote at a general meeting as provided in sub-clause 2 of this clause or by written resolution as provided in sub-clause 3 of this clause.

11.2 Taking ordinary decisions by vote

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

11.3 Decisions that must be taken in a particular way

a. Any decision to remove a charity trustee must be taken in accordance with clause 16 (Retirement and removal of charity trustees), i.e. a two-thirds majority.

- b. Any decision to amend this constitution must be taken in accordance with clause 32 (Amendment of constitution), ie., a 75% majority, or a written resolution signed by all members of WCA.
- c. Any decision to wind-up or dissolve WCA must be taken in accordance with clause 33 (Voluntary winding-up or dissolution), ie., a 75% majority, or a resolution signed by all members of WCA. Any decision to amalgamate or transfer the undertaking of WCA to one or more other CIOs must be taken in accordance with the Charities Act 2011

12. General meetings of members

12.1 Types of general meeting

- a. There must be an annual general meeting of the members of WCA.
 - i. The first Annual General Meeting (AGM) must be held within eighteen months of the registration of WCA and subsequent AGMs must be held at intervals of not more than fifteen months.
 - ii. The AGM must:
 - receive the annual statement of accounts (duly audited or examined as applicable)
 - receive the report of the charity trustees
 - elect charity trustees as required under clause 14 (Appointment of charity trustees)
 - elect the Chair and Vice Chair of WCA see clause 22 (Officers of WCA)
- b. Other general meetings of the members of WCA may be held at any time.
- c. All general meetings must be held in accordance with the provisions of sub-clause 2 of this clause (following).

12.2 Calling general meetings

- a. The charity trustees:
 - i. must call the annual general meeting of the members of WCA in accordance with sub-clause 1 of this clause, and identify it as such in the notice of the meeting; and
 - ii may call any other general meeting of the members of WCA at any time.
- b. The charity trustees must, within 21 days, call a general meeting of the members of WCA if
 - i. they receive a request to do so from at least 10% of the members of WCA, and
 - ii. the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- c. If at the time of any such request, there has not been any general meeting of the members of WCA for more than 12 months, then sub clause (b.i) of this clause shall have effect as if 5% were substituted for 10%
- d. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- e. A resolution may only be proposed if it is lawful, and is not defamatory, frivolous, or vexatious.
- f. Any general meeting called by the charity trustees at the request of the members of WCA 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 the 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. WCA must reimburse any reasonable expenses incurred by members calling a general meeting by reason of the failure of the charity trustees to call the meeting, but WCA shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

12.3 **Notice of general meetings**

- a. The charity trustees, or, as the case may be, the relevant members of WCA, must give at least 14 days' clear notice of any general meeting to all the members, and to any charity trustee of WCA who is not a member.

- b. If it is agreed by not less than 90% of all members of WCA 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 the 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 WCA 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 a trustee, or, where allowed under clause 26 (Use of electronic communication), details of where the information may be found on WCA's web-site.

- d. Proof that an envelope containing a notice was properly addressed, pre-paid, 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 WCA.

12.4 Chairing of general meetings.

The person elected as Chair of WCA under clause 22 (Officers of WCA) shall, if present and willing to act, preside as chair of the meeting. Subject to that, the members of WCA who are present at a general meeting shall elect a chair to preside at the meeting.

12.5 Quorum at general meetings

- a. No business may be transacted at a general meeting of the members of WCA unless a quorum is present when the meeting starts.
- b. Subject to the following provisions the quorum for general meetings shall be 5 % or three members, whichever is the greater. An organisation represented by a person present at the meeting in accordance with sub-clause 7 of this clause is counted as being present in person.
- c. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting-time specified in the notice of the meeting, the meeting is closed.
- d. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting-time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time, and place when the meeting will resume must either be announced by the chair or be notified to WCA's members at least seven clear days before the date on which it will resume.
- e. If a quorum is not present within 15 minutes of the starting-time of the resumed meeting, the member or members present constitute a quorum.
- f. If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the charity trustees, but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

12.6 Voting at general meetings

- a. Any decision other than one falling within sub-clause 11.3 (Decisions that must be taken in a particular way) shall be taken by a majority of votes cast at the meeting (including proxy votes). Every member has one vote.

- b. A resolution put to the vote of a meeting shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded.

A poll may be demanded by the chair or by at least 10 % of the members present in person or by proxy at the meeting.

- c. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

- d. A poll may be taken:

- 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 case of an equality of votes cast, 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.

12.7 Representation of church congregations, organisations, and corporate members

- a. A church congregation, organisation, or corporate body that is a member of WCA may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of WCA.
- b. The representative is entitled to exercise the same powers as an individual member of WCA.
- c. Where a Foundation charity trustee is appointed by Churches Together in Windsor, the church congregation of which s/he is a worshipping member is not liable for any decisions of the charity trustees.

12.8 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.

13. Charity Trustees

13.1 Functions and duties of charity trustees

a. The charity trustees shall manage the affairs of WCA and may for that purpose exercise all the powers of WCA indicated in clause 5 (Powers).

Appendix 1 indicates what the Commission sees as the key legal responsibilities of the charity trustees

Appendix 2 indicates what the Commission sees as an effective charity.

b. The charity trustees remain directly responsible and accountable for :

- i. the strategic directing of WCA year-on-year
- ii. the financial security, the financial viability, and the fund-raising for WCA
- iii. the investments and property of WCA
- iv. the recruitment of sufficient volunteers for the Projects
- v. engaging support from the general public for any Projects of WCA
- vi. the work of any group to which authority for day-to-day management of a Project has been delegated.

c. It is the duty of each charity trustee:

- i. to exercise his or her powers and to perform his/her functions as a trustee of WCA in the way s/he decides in good faith would be most likely to further the purposes of WCA; and
- ii. to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular :

- (i) to any special knowledge or experience s/he has or holds him/herself out as having; and
- (ii) if s/he acts as a charity trustee of WCA 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.

13.2 Eligibility for trusteeship

- a. Every charity trustee must be a natural person.
- b. No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years
 - if he or she would automatically cease to hold office under the provisions of clause 16 (Retirement and removal of charity trustees).
 - if s/he is not, or does not upon appointment become, a member of WCA.
- c. No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- d. The total number of charity trustees under the age of 18 years must not at any time be more than half of the total number of charity trustees in office.

13.3 **Number of charity trustees** a There shall be 4 “Foundation” trustees, appointed by Churches Together in Windsor for up to three years from the date of registration and thereafter appointed by Churches Together in Windsor for periods of up to 3 years - see clause 14 (Appointment of charity trustees).

- b. There shall be 3 “Membership” trustees, appointed by Churches Together in Windsor for an initial period of two years and thereafter elected by members of WCA - see clause 14.
- c. There may be not more than 4 “Co-opted” trustees, appointed by the charity trustees for terms of no more than three years.
In co-opting, the charity trustees may wish to consider the balance of the trustee body with regard to women, young persons, those with a disability, and to different nationalities.
- d. There shall be not more than 11 charity trustees.
- e. All charity trustees, including the co-opted, have the same standing, responsibility, authority, powers, and accountability.

13.4 First charity trustees

The first charity trustees of WCA will be:

4 Foundation trustees, appointed by Churches Together in Windsor (on the nomination of its Core Group), for three years;

namely :

The Revd.David Dadswell

The Revd.June Faulkner

The Revd.Mark Richardson

The Revd..Canon Dr.James Woodward

3 Membership trustees, appointed by Churches Together in Windsor, for an initial period of two years, namely: Mrs.Yvonne Conroy

Mrs.Susan Hinds

Mrs.Stephanie Minici

14. Appointment of charity trustees

14.1 Foundation charity trustees

At the retirement of the Foundation charity trustees, Churches Together in Windsor shall appoint persons suitable to succeed them as Foundation charity trustees, who may include some or all of the retiring Foundation charity trustees,.

14.2 Membership charity trustees

At the retirement of the Membership charity trustees, the AGM shall elect persons suitable to succeed them, who may include some or all of the retiring Membership charity trustees, for periods of two years. See clause 17 (Re-appointment of charity trustees).

14.3 General

- a. The members or the charity trustees may at any time decide to appoint a new charity trustee,
 - i. whether in place of a charity trustee who has retired or has been removed in accordance with clause 16 (Retirement and removal of charity trustees).

- b. A person so appointed by the members of WCA or so appointed by the charity trustees or by Churches Together in Windsor shall retire at the conclusion of the AGM next following the date of his or her appointment.

15. 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 WCA's latest trustees' annual report and statement of accounts.

16 . Retirement and removal of charity trustees

16.1 A charity trustee ceases to hold office if or she:

- a. retires by notifying WCA in writing (but only if enough charity trustees will remain in office when the resignation takes effect to form a quorum for meetings). See clause 20 (Meetings and proceedings of charity trustees);
- b. is absent without the permission of the charity trustees from all of their meetings held within a period of six months, and the charity trustees resolve that his or her office be vacated;
- c. dies;
- d. becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
- e. is removed from office by the members of WCA in accordance with sub-clause (2) of this clause;
- 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).

16.2 A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members of WCA called for that purpose and properly convened in accordance with clause 12 (General meetings of members); and the resolution is passed by a two-thirds majority of votes cast at the meeting (including proxy votes).

17. Re-appointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving written notice to WCA is eligible for re-appointment. A charity trustee who has served for three consecutive terms may not be re-appointed for a fourth consecutive term, but may be re-appointed after an interval of one year.

18. Taking of decisions by charity trustees

a. The normal taking of decisions by the charity trustees is:

i. in a duly convened meeting (see clause 20.1 Calling meetings) ii. with a quorum present (see clause 20.3 Procedure at meetings) iii. by a majority of those entitled to vote (see clause 20.3 Procedure at meetings)

b. By resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

c. In exceptional circumstances the charity trustees may take decisions otherwise than at a meeting. Like all other decisions such decisions must be minuted and must be ratified at the next meeting of the charity trustees.

19. Delegation by charity trustees

19.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do so, must determine the terms and the conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation. The charity trustees remain accountable for the decisions of those to whom powers or functions have been delegated.

19.2 This power of delegation is in addition to the power of delegation in the General Regulations (see clause 34 : Interpretation) and any other power available to the charity trustees, but is subject to the following requirements:

a. a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

- b. the acts and proceedings of any committee of the charity trustees must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- c. the charity trustees shall from time to time review the arrangements they have made for the delegation of their powers.

20. Meetings and proceedings of charity trustees

20.1 Calling meetings

- a. any charity trustee may call a meeting of the charity trustees;
- b. subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.;
- c. the charity trustees shall meet at least twice in the calendar year
in addition to the AGM

20.2 Chairing of meetings

The Chair of WCA (see clause 22 Officers of Windsor Christian Action) shall chair the meetings of the charity trustees. If the person appointed is unwilling to preside or is not present within 10 minutes after the time specified for the start of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

20.3 Procedure at meetings

- a. No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter on which he or she is not entitled to vote.
- b. Questions arising at a meeting shall be decided by a majority of those entitled to vote.
- c. In the case of an equality of votes the chair shall have a second or “casting” vote.

20.4 Participation in meetings by electronic means

- a. A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- b. Any charity trustee participating in a meeting by suitable electronic means in which a

participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.

- c. Meetings held by electronic means must comply with the rules for meetings, including chairing and the taking of minutes.

(See also Appendix 4: Use of electronic communication).

21. Saving provisions

21.1 Subject to sub-clause 2 of this clause, all the decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in a vote of a charity trustee:

- who was disqualified from holding office,
- who had previously retired or had been obliged by the constitution to vacate office,
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

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

21.2 Sub-clause 1 of this clause does not permit a charity trustee to keep any benefit that may be conferred on him or her by a resolution of the charity trustees or of a committee of the charity trustees, if, but for sub-clause 1 of this clause, the resolution would have been void, or if the charity trustee has not complied with clause 6, (Application of income and property).

22. Officers of Windsor Christian Action

22.1 From the members and the charity trustees, WCA shall elect the chair and Vice-Chair of WCA, each for a period of three years:

Chair: responsible for the life, membership, and working of WCA

Vice Chair: responsible for the on-going review and evaluation of any Project(s), for drafting the annual report for the charity trustees.

22.2 The charity trustees shall appoint a Secretary of WCA and a Treasurer of WCA who may be one of the charity trustees or some other persons not charity trustees, and may at any time revoke such appointments:

Secretary: responsible for the administrative proceedings, records, and for observing the legal requirements of WCA

Treasurer: responsible for the financial proceedings, financial records, and for observing the financial legal requirements of WCA

22.3 The charity trustees may appoint such other Officers as may seem necessary from time to time for the effective and efficient working of WCA and for the management of any Project(s).

23. The Management Committee(s)

- a. The charity trustees may appoint such Committee(s) as are necessary for the work of WCA and delegate to it (them) all necessary authority, responsibilities, powers, and accountability for:
 - i. the day-to-day management and running of WCA
 - ii. such other tasks as the charity trustees may from time to time decide
- b. Such Committee(s) shall be accountable to the charity trustees.

24. Consultation with “Guest” / “Users”

- a. The users and beneficiaries of any Project(s) shall be known as “Guests” or “Users”.
- b. Each steering group of a Project shall hold at least twice a year a Consultation as practicable with those using the project at that time, with the purposes:
 - of listening to them as a group collectively,
 - of discussion with them.

25. Execution of documents

25.1 WCA shall execute documents either by signature or by affixing its seal (if it has one).

25.2 A document is validly executed by signature if it is signed by at least two charity trustees.

26. Use of electronic communication

26.1 General

WCA must comply with the requirements of the Communication 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.

(See also Appendix 4.)

27 . Keeping of Registers

WCA must comply with its obligations under the General Regulations.

28. Minutes

The charity trustees must keep minutes of all:

- a. appointments of officers made by the charity trustees;
- b. proceedings at general meetings of WCA;
- c. meetings of the charity trustees and committees of the 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;
- d. decisions made by the charity trustees otherwise than in meetings.

29. Accounting records, accounts, annual reports and returns, register maintenance

29.1 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 statements of accounts, and to the preparation of annual reports and returns. The statement of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of WCA, within 10 months of the financial year end.

29.2 The charity trustees must inform the Commission within 28 days of any change in the particulars of WCA entered on the Central Register of Charities.

29.3 Before presenting to the AGM the annual statement of financial activities and the statement of balances, the charity trustees shall arrange for them to be independently examined or audited and authorised. They may pay for such an examination or audit.

30. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of WCA, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of such rules or bye laws currently in force must be made available to any member of WCA on request.

31. Disputes

If a dispute arises between members of WCA about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

32.1 This constitution can only be amended:

- a. by resolution agreed in writing by all members of WCA or
- b. by a resolution passed by 75 % majority of votes cast at a general meeting of WCA.

32.2 Any alteration of clause 3 (Objects), of clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of WCA or persons connected with them, requires the prior written consent of the Commission.

32.3 No amendment that is inconsistent with the Charities Act 2011 or the General Regulations shall be valid.

32.4 A copy of any resolution altering the constitution, together with WCA's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

33. Voluntary winding-up or dissolution

33.1 As provided by the Dissolution Regulations, WCA may be dissolved by resolution of its members.

Any decision by the members to wind-up or dissolve WCA can only be made

a. at a general meeting of the members of WCA called in accordance with clause 12

(General Meetings) of which not less than 14 days' notice has been given to those eligible to attend and vote:

i. by a resolution passed by 75 % of those voting; or ii. by a resolution passed by decision 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 WCA

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

33.3 Subject to the payment of all WCA's debts:

- a. Any resolution for the winding-up of WCA or for the dissolution of WCA without winding-up, may contain a provision directing how any remaining assets of WCA shall be applied.
- b. If this resolution does not contain such a provision, the charity trustees must decide how any remaining assets of WCA shall be applied.
- c. In either case the remaining assets must be applied for charitable purposes the same as or similar to those of WCA.

33.4 WCA must observe the requirements of the Dissolution Regulations in applying to the Commission for WCA 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 WCA;
- ii. a declaration by the charity trustees that any debts and other liabilities of WCA have been settled or

otherwise provided for in full; and iii. a statement by the charity trustees setting out the way in which the property of WCA

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 WCA, and to any charity trustee of WCA who was not privy to the application.

33.5 If WCA is to be wound-up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

34. Interpretation

In this constitution:

“*connected person*” means:

- a. a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- b. the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- c. a person carrying on business in partnership with the charity trustee or with any person falling within sub-clauses (a) or (b) above; d. an institution which is controlled:
 - i. by the charity trustee or any person falling within sub-clauses (a) (b) or (c) above;
 - ii. by two or more persons falling within sub-clause (d) (i) above, when taken together; e. a body corporate in which:
 - i. the charity trustee or any connected person within sub-clause (a) to (c) has a substantial interest; or
 - ii. two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution

“*the Commission*” means the Charity Commission.

“*General Regulations*” means the Charitable Incorporated Organisations (General) Regulations 2012.

“*Dissolution Regulations*” means the Charitable Incorporated Organisation (Insolvency and Dissolution) Regulations 2012

“the *Communications Provisions*” means the Communications Provisions in Part 10 Chapter 4 of the General Regulations.

“*charity trustee*” means a charity trustee of Windsor Christian Action.

“*a poll*” means a counted vote or ballot, usually (but not necessarily) in writing.

We, the undersigned Trustees of Windsor Christian Action, confirm that this constitution was agreed and accepted at a meeting of the Trustees held on 2nd October 2013 in Windsor Baptist Church Centre.

Chair:

Appendix 1

“Key Legal Responsibilities of Charity Trustees (from the Charity Commission)

Charity trustees must:

- use charitable funds and asset reasonably, and only in furtherance of the charity’s purposes
- ensure that the charity is and will remain solvent
- act with integrity, and avoid any personal conflicts of interest or misuse of charity funds or assets
- ensure that the charity does not breach any of the requirements or rules set out in its constitution
- avoid undertaking activities that might place the charity’s endowment, funds, assets, or reputation at undue risk
- take special care when investing the funds of the charity, or borrowing funds for the charity to use
- ensure that the charity complies with charity law, and with the requirements of the Charity Commission as regulator. In particular the charity trustees must ensure that the charity prepares reports on what it has achieved, how it has delivered public benefit, and Annual Returns and accounts as required by law
- comply with the requirements of other legislation and other regulators (if any) which govern the activities of the charity
- use reasonable care and skill in their work as charity trustees, using their personal skill and experience as needed to ensure that the charity is well-run and efficient
- consider getting external professional advice on all matters where there may be material risk to the charity, or where the charity trustees may be in breach of their duties.

“A Good Practice Framework”

(from the Charity Commission)

An effective charity

- is clear about its purposes, its mission, and its values and uses them to direct all aspects of its work
- is run by a clearly-identifiable board of charity trustees that has the right balance of skills and experience, acts in the best interests of the charity and its beneficiaries, understands its responsibilities, and has systems in place to exercise them properly
- has a structure and policies and procedures to enable it to achieve its purposes and mission and deliver its services effectively
- has the financial and other resources needed to deliver its purposes and mission, and uses them so as to achieve its potential
- is accountable to the public and others with an interest in the charity (stakeholders) in a way that is transparent and understandable.

Proxy Voting

(from the Charity Commission)

- a. Any member of WCA may appoint another person as a proxy to exercise all or any of the member's rights to attend, speak, and vote at a general meeting of WCA. Proxies must be appointed by a notice in writing ("a proxy notice") which:
 - i. states the name and address of the member appointing the proxy;
 - ii. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - iii. is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as WCA may determine; and
 - iv. is delivered to WCA in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

- b. WCA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

- c. Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- d. Unless the proxy notice indicate otherwise it is to be treated as:
 - i. allowing the person appointed under it as proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - ii. appointing that person as proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.

- e. A person who is entitled to attend, speak, and vote (either on a show of hands or on a poll) remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to WCA by or on behalf of that member.

- f. An appointment under a proxy notice may be revoked by delivering to WCA a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

- g. A notice revoking a proxy notice only takes effect if it is delivered before the start of the meeting to which it relates.
- h. If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

Use of electronic communication

(from the Charity Commission)

(1) to

Any member or charity trustee of WCA may communicate electronically with WCA to an address specified by WCA for the purpose, so long as the communication is authenticated in a manner which is satisfactory to WCA.

(2) from

- a. Any member or charity trustee of WCA by providing WCA with his/ her e-mail address or similar, is taken to have agreed to receive communications from WCA in electronic form at that address, unless the member or charity trustee has indicated his or her unwillingness to receive such communication in that form.
- b. The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:
 - i. provide the member with the notice referred to in clause 12 (3) (Notice of general meetings);
 - ii. give charity trustees notice of their meetings in accordance with clause 20(1) (Calling meetings)
 - iii. submit to the members or to the charity trustees for decision by written resolution a proposal for the voluntary winding-up or dissolution of WCA in accordance with clause 35 (Voluntary winding-up or dissolution).
- c. The charity trustees must:
 - i. take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal:
 - ii. send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.