



Constitution

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Amendments:

Adopted on the fourth day of July 1996
First amendment on the tenth day of December 2002
Second amendment on the sixth day of December 2005
Third amendment on the fourteenth day of November 2006
Fourth amendment on eleventh day of December 2007
Fifth amendment on fourth day of March 2010

A. Adoption of the Constitution

The Association and its property will be administered and managed in accordance with the provisions of this Constitution.

B. Name

The name of the Association is:

WHITGIFT SPECIAL NEEDS ACTIVITY PROJECT

(Hereinafter referred to as "the Charity" or "WSNAP" or "the Project")

C. Structure

The Charity will be managed and administered by the Management Committee, the Officers and other Members of the Management Committee. There will also be an elected Advisory Committee with whom the Management Committee will consult in respect of the activities of the Charity.

D. Objects

The Charity is established to provide facilities for the recreation of young people between the ages of 5 and 25 with physical and/or learning disabilities, offering a variety of experiences that may not otherwise be available to them, so that their conditions of life may be improved.

E. Membership of the Charity

- 1) Membership of the Charity shall be open to any person over the age of eighteen years interested in furthering its objectives.
- 2) An individual must apply and be admitted under the 'Admission of Members' Policy.
- 3) Every Member shall have one vote at General Meetings.
- 4) The Management Committee 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 Management Committee and to be accompanied by a friend at such hearing before a final decision is made.

F. Parents & Carers

- 1) WSNAP considers the interest, co-operation and support of parents and carers to be of the utmost value and will consider their opinions/suggestions when planning the Project's activities.
- 2) Parents or carers of young people who have not previously attended the Project should have the opportunity to meet at least one Member of the Management Committee or the Advisory Committee to discuss the Project's activities in advance.

G. Equal Opportunities Policy - Statement

- 1) WSNAP recognises that some people and groups are subject to unfair discrimination on the basis of race, ethnic origin, religion, gender, visible or invisible disability, age, sexual orientation, nationality, marital status or class.
- 2) WSNAP is committed to providing equal opportunities in all aspects of its work with young people, volunteers, Members of the Charity, paid staff, parents and carers and in all planned activities. It will strive to reflect the diverse nature of the local community in all its work.
- 3) Everyone involved with the Project is expected to respect and to adhere to the Equal Opportunities Policy and all Charity Members will sign a declaration to that effect as at (4) below.
- 4) Non-Discrimination Declaration:

"I am fully committed to the Whitgift Special Needs Activity Project Equal Opportunities Policy and agree that it is an integral part of the activities of the Project.

"As a Member of the Charity, paid staff member, or volunteer I agree that I will treat everyone connected with the Project with equal concern. In doing so I agree to acknowledge and respect their specific needs with regard to race, ethnic origin, religion, gender, visible or invisible disability, age, sexual orientation, nationality, marital status or class."

H. Equal Opportunities Policy - Code of Practice

The Equal Opportunities Statement will be fulfilled through the Code of Practice as under:

1) Young People

WSNAP will consider the young person's physical and emotional needs and be sensitive to the fact that young people come from various cultures, backgrounds and religions.

WSNAP will provide a range of activities to reflect this diversity, which should encompass an anti-racist and anti-sexist approach.

Applications to attend a scheme will be considered both for the young people who have previously attended and for newcomers and selection will be made under the appropriate scheme eligibility.

2) Volunteers

WSNAP will ensure that recruitment of volunteers is undertaken in such a way that all sections of the community have the opportunity to apply, including appropriate advertising.

Age and attitudes to disability will be considered when selecting volunteers.

The Project Coordinators' work with the volunteers will follow WSNAP's published policies, which include such matters as recruitment, selection, training, expenses, support, insurance, age limits, health and safety.

WSNAP will ensure that all volunteers receive the WSNAP Handbook, including the Equal Opportunities Policy, job description and all other relevant training material.

3) Paid Staff

WSNAP aims to ensure that no discrimination occurs in the recruitment and selection of staff other than that which relates to the suitability of the person to carry out the job concerned. The Policy for Staff Selection will be adhered to on all occasions.

4) Annual Evaluation of Policy

The Annual Project Review after each scheme will include a review of the Equal Opportunities Policy and any amendments as considered necessary. The equal opportunities monitoring of young people, volunteers, and paid staff will be carried out through a questionnaire sent out following each scheme.

5) Contravention

The Management Committee reserves the right to appropriate action if any person contravenes the Equal Opportunities Policy (using anti-discrimination procedure).

I. Administration

1) General

Subject to the matters set out below, the Charity shall be administered and managed in accordance with this Constitution by the Management Committee constituted under clause K of this Constitution.

2) Officers

The Officers of the Charity shall be the Chair, the Vice-Chair, the Treasurer and the Secretary.

Each Officer shall be elected to the office at the Annual General Meeting and shall hold office until the beginning of the next Annual General Meeting unless he or she:

- a) dies.
- b) submits his or her resignation in writing to the Secretary.
- c) becomes of unsound mind.
- d) is removed from office by a majority vote of the Management Committee.

3) Paid Staff

In order to select the most suitable person for a paid post, the Policy for Staff Selection will be used. Employed staff must be able to plan and carry out a wide range of activities positively involving young people with various disabilities and from a variety of cultures.

All staff must be committed to the Equal Opportunities Policy and sign the non-discrimination declaration.

J. Trusteeship

Before accepting office as Members of the Management Committee each individual must be made fully aware of the fact that, on election, all Members of the Management Committee become Charity Trustees and, as such, have special responsibilities being mainly as follows:

- 1) to act together and in person and not delegate control of the Charity to others.
- 2) to act strictly in accordance with the Charity's governing document.
- 3) to act in the Charity's interests only and without regard to their own private interests.
- 4) not to derive any personal benefit or gain from the Charity.
- 5) to take proper professional advice on matters on which they are not themselves competent.
- 6) to manage the Charity's affairs prudently and take a long-term as well as a short-term view.
- 7) to ensure that the Charity's finances are properly managed and that each bank account is operated by more than one person.

K. Management Committee - Constitution

- 1) The Management Committee shall consist of not less than 3 Members and not more than 12 Members being:
 - a) the elected Officers specified under Clause I2.
 - b) not less than 1 Member and not more than 9 Members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- 2) A new Member of the Management Committee may be appointed between Annual General Meetings provided a Special General Meeting is called under Clause T, and Clause K(1) will not be contravened in doing so. The appointment shall take effect at the end of that meeting.
- 3) All Officers of the Charity shall retire from office together at the beginning of the next Annual General Meeting after the date of which they came into office, but they may be re-elected.
- 4) The proceedings of the Management Committee 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.

- 5) No person shall be entitled to act as a Member of the Management Committee whether on a first or any subsequent entry into office until after signing a declaration of acceptance and of a willingness to act in accordance with the Code of Conduct of Trustees.

L. Management Committee - Powers

In furtherance of WSNAP objectives, but not otherwise, the Management Committee may exercise the following powers:

- 1) Power to raise funds and to invite and receive contributions, provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relative legal requirements.
- 2) Power to employ and pay such staff as is necessary for the proper pursuit of the objectives.
- 3) Power to cooperate with other charities, voluntary bodies and statutory authorities in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them.
- 4) Power to appoint persons to the Advisory Committee as the Management Committee may see fit.
- 5) Power to charge a daily fee as considered appropriate for each young person who attends the Project with the proviso that inability to pay shall not be a barrier to attendance.
- 6) Power to do all such other lawful things as is necessary for the achievements of WSNAP objectives.
- 7) Within the limits presented by this Constitution the Management Committee may from time to time make and alter rules and regulations for the conduct of their business and for the summoning and conduct of their meetings, the deposition of money at a proper bank, the custody of documents and in particular with reference to the number of Members who shall form a quorum at meetings of the Management Committee and the Advisory Committee provided that such quorum shall never be less than one third of the total number of the Management Committee and the Advisory Committee for the time being.

No rule may be made which is inconsistent with this Constitution.

M. Management Committee - Personal Interests

No Member of the Management Committee shall receive remuneration or be interested in (otherwise than as a Member of the Management Committee) any contract entered into by the Management Committee.

N. Management Committee - Meetings & Proceedings

- 1) The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two Members of the Management Committee upon not less than 7 days notice being given in writing to the other Members of the Management Committee of the matters to be discussed.
- 2) The Chair shall act as Chair at meetings of the Management Committee. If the Chair is absent from any meeting the Vice-Chair shall take his or her place, or in the absence of both Chair and Vice-Chair the Members of the Management Committee present shall choose one of their number to be Chair of the meeting.

- 3) There shall be a quorum when at least one third of the number of Members of the Management Committee for the time being or two Members of the Management Committee, whichever is the greater, are present at the meeting.
- 4) Every matter shall be determined by a majority of votes of the Members of the Management Committee present and voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 5) The Management Committee shall keep Minutes of the proceedings at meetings of the Management Committee.
- 6) The Management Committee may invite any person(s) to attend its meetings but without the power to vote.

O. Management Committee - Determination of Membership

A Member of the Management Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a Member of the Management Committee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).
- 2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 3) is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated.
- 4) notifies to the Management Committee a wish to resign (but only if at least three Members of the Management Committee will remain in office when the notice of resignation is to take effect).

P. Management Committee - Delegation of Duties to Advisory Committee

The Management Committee may delegate duties to the Advisory Committee and may determine their terms of reference, powers, duration and composition, provided that there should be at least one Member of the Management Committee serving on the Advisory Committee. The Advisory Committee may not be given power to co-opt more than 50% of its total Membership and that the actions and proceedings of the Advisory Committee shall be fully and promptly reported to the Management Committee.

Q. Finance

1) Funds and Accounts

Funds of the Charity shall be applied only in furthering its objectives.

2) Management Committee

The Management 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 following:

- a) the keeping of accounting records for the Charity.
- b) the preparation of annual reports and returns for the Charity.
- c) the auditing or independent examination of the accounts of the Charity.
- d) the transmission of annual reports, returns and statements of account to the Commissioners as and when required.

3) Treasurer

The Treasurer will ensure compliance with the following:

- a) that the funds of the Charity, including all grants, donations, contributions and bequests, are paid into an account operated by the Management Committee in the name of the Charity at such bank or building society as the Management Committee shall from time to time decide.
- b) that suitable books of accounts are kept and that the Project's income and expenditure are correctly entered therein.
- c) that three Officers are authorised to sign cheques and draw on the accounts, it being mandatory for two of the authorised Officers to sign all cheques.

R. Advisory Committee

The Management Committee may delegate duties to the Advisory Committee and may determine their terms of reference, powers, duration and position, provided that there should be at least one Member of the Management Committee serving on the Advisory Committee.

Role

The role of the Advisory Committee is

- 1) to advise and assist the Management Committee in the planning, organising and running of the Project's activities.
- 2) to undertake such duties as are delegated by the Management Committee or as stated in the job descriptions of paid staff.
- 3) to organise and participate in fund raising activities.

Membership

The Advisory Committee will consist of Members who are elected at either an Annual General Meeting or a Special General Meeting.

The Advisory Committee shall consist of elected Members including the Project Coordinator/s and paid scheme staff.

The other Members of the Advisory Committee, where possible, will consist of at least one specialist in the field of disability, at least one representative from Whitgift School and at least one representative of the young people, and volunteers.

The Advisory Committee may co-opt Members to the Advisory Committee provided the co-opted Members do not exceed 50% of the total Membership of the Advisory Committee.

Meetings & Proceedings

- 1) The Advisory Committee shall hold at least two ordinary meetings each year with at least one Member of the Management Committee present.
- 2) One of the Project Coordinators shall act as Chair at meetings of the Advisory Committee. If both the Project Coordinators are absent, the Members of the Advisory Committee present shall choose one of their number to be Chair of the meeting.
- 3) There shall be a quorum when at least one third of the number of Members of the Advisory Committee for the time being or two Members of the Advisory Committee, whichever is the greater, are present at the meeting.
- 4) Every matter shall be determined by a majority of votes of the Members of the Advisory Committee present and voting on the question, but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 5) The Advisory Committee shall keep Minutes of the proceedings at meetings of the Advisory Committee and report on the meetings to the Management Committee.
- 6) The Advisory Committee may invite any person(s) to attend its meetings but without the power to vote.

S. Meetings - Annual General Meetings

- 1) There shall be an Annual General Meeting of the Charity which shall be held once the report and accounts of the Charity have been prepared after the close of the financial year.
- 2) Every Annual General Meeting shall be called by the Management Committee. The Secretary shall give at least 21 days notice of an Annual General Meeting to all Members of the Charity. All Members of the Charity shall be entitled to attend and vote at the meeting.
- 3) The Management Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- 4) Nominations for election to the Management Committee and the Advisory Committee must be made by Members of the Charity in writing and must be in the hands of the Secretary of the Management Committee at least 14 days before the Annual General Meeting.

Should nominations exceed vacancies then election shall be by ballot.

T. Meetings - Special General Meetings

The Management Committee may call a Special General Meeting of the Charity at any time.

If at least 10 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.

U. Meetings - Procedure at General Meetings

- 1) The Secretary or other person specially appointed by the Management Committee shall keep a full record of the proceedings at every meeting of the Charity.
- 2) There shall be a quorum when at least one tenth of the number of Members of the Charity for the time being or 10 Members of the Charity, whichever is the greater, are present at any general meeting.

V. 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 Management 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.

W. Publicity

- 1) WSNAP will produce a publicity leaflet to provide information for new users of the Project, fund-raisers and relevant agencies to increase awareness of the Project. This will be produced with a view to showing positive images of young people with disabilities involved in activities.
- 2) In order to reach the wider community the Management Committee will seek funding for a brief description of the Project to be translated into several minority languages for inclusion in the publicity leaflet.

X. Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Members of the Charity, of which no 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 Management 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 objectives similar to the objectives 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, for the final account period of the Charity must be sent to the Charity Commission for England and Wales (the Commission).

Y. Alterations to the Constitution

- 1) 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 a Special General Meeting.
- 2) The Notice of the Special General Meeting must include Notice of the resolution, setting out the terms of the alteration proposed.
- 3) No amendment may be made to Clause B (the Name of the Charity clause), Clause D (the Objects clause), Clause M (the Management Committee Personal Interest clause), Clause X (the Dissolution clause) or this clause without the prior consent in writing of the Commission.
- 4) No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
- 5) The Management Committee shall promptly send to the Commission a copy of any amendment made under this clause.