

# **YORK OLDER PEOPLE'S ASSEMBLY**

**Charity No. 1101018**

## **CONSTITUTION**

Adopted on the 23<sup>rd</sup> Day of October, 2002

Amended on the 15<sup>th</sup> September, 2003. Amended on the 17<sup>th</sup> November, 2003.

Amended on the 15<sup>th</sup> March, 2005 on closure of York Older People's Forum.

Amended on the 17<sup>th</sup> October 2011 at the Annual General Meeting.

Amended on the 21<sup>st</sup> October 2013 at the Annual General Meeting

Amended on the 26<sup>th</sup> October 2016 at the Annual General Meeting

Amended on the 15<sup>th</sup> October 2018 at the Annual General Meeting

Amended on the 7<sup>th</sup> October, 2019 at the Annual General Meeting

### **A Name**

The name of the Association is the York Older People's Assembly (referred to in this document as "the Assembly").

### **B Administration**

Subject to the matters set out below the Assembly and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause F of this constitution ("the Executive Committee"). Members of the Executive Committee are the Trustees of the Charity.

### **C Objects**

To promote any charitable purpose for the benefit of older people who are in need within the City of York and its environs, and in furtherance of the said purposes, but not further or otherwise,

(1) To help represent the views of older people in need to decision makers locally and nationally.

(2) To help older people in need to know what services and opportunities are available to them and in particular the relief of poverty; the preservation and protection of good health; the advancement of education in relation to but not limited to financial, health, housing, social and welfare entitlements and improving conditions of life for older people.

(3) To help to identify the needs and interests of older people not being met by existing services and to help to ensure that these needs are met.

## **D Powers**

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

- (1) Power to determine and collect membership subscriptions, to raise funds, and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (3) Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Assembly with repayment of the money so borrowed;
- (4) 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 superannuation for staff and their dependants;
- (5) Power to co-operate with charities, voluntary bodies, the statutory authorities and the private sector when operating in furtherance of the aim or of similar charitable purposes and to exchange information and advice with them;
- (6) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (7) Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (8) Power to provide a mechanism for organisations representing older people and older people resident or active in the area of benefit to represent their interests in the provision and development of services in the public, private and voluntary sectors
- (9) Power to provide indemnity insurance to cover the liability of members of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the Assembly; PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Executive Committee knew to be a breach of trust or breach of duty or which was committed by the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Executive Committee in their capacity as Trustees of the Assembly.
- (10) Power to do all such other lawful things as are necessary for the achievement of the objects

## **E Membership**

- (1) Membership of the Assembly shall, subject to the approval of the Executive Committee, be open to:

(i) Older people including all former registered members of the York Older People's Forum who are interested in furthering the work of the Assembly, who have qualified in accordance with Schedule 1 and have paid any annual subscription as laid down from time to time by the Executive Committee. Schedule 1 may be amended from time to time as the Executive Committee thinks fit.

(ii) In the event that the number of individual members should drop below the number of member organisations, the Executive Committee shall, as soon as is reasonably practicable, and by whatever means they believe to be fair and in keeping with the ethos of the Assembly, take steps to increase the number of individual members to re-establish their majority within the membership. In the event that this should prove impossible then the Executive Committee shall convene a special general meeting of the Assembly to review this aspect of the constitution or to decide which organisations should cease to be members in order to maintain the intended balance.

(iii) Anybody corporate or unincorporated association, which is interested in furthering the Assembly's work and meets the criteria drawn up by the Executive Committee (as set out in schedule 2) and has paid any annual subscription laid down from time to time by the Executive Committee (any such body being called in this constitution a "member organisation")

(2) Each member organisation shall appoint an older person (or persons) to represent it and to vote on its behalf at formal meetings of the Assembly, such as the Annual General Meeting, and may appoint an alternate older person to replace it's appointed representative at such meetings of the Assembly if the appointed representative is unable to attend.

Each member organisation shall notify the name of the representative(s) appointed by it and of any alternate to the Secretary. If the representative or the alternative is replaced or removed by the organisation which appointed him/her, he/she shall forthwith cease to be the representative of the member organisation.

The Executive Committee shall keep a register of members and the nominated representatives of member organisations.

(3) Every member shall have one vote at General Meetings; voting decisions shall be by simple majority.

(4) A member shall cease to be a member if:

(i) the Executive Committee unanimously and for good reason terminate the membership of any individual or member organisation. Provided that the individual concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend before a final decision is made. Or

(ii) that member's annual subscription remains unpaid three months after it becomes due.

(5) The membership of the Assembly shall be open to all older people including all registered members of the former York Older People's Forum and member organisations in

accordance with Schedule 2 of the Assembly's Constitution, but these numbers may be varied at the discretion of the Executive Committee.

## **F Executive Committee**

(1) The Executive Committee shall consist of not less than eight members nor more than twenty members who shall be elected at the Annual General Meeting and who shall hold office from the conclusion of that Meeting.

(2) (i) The Executive Committee may appoint not more than four co-opted members in addition to the elected 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.

(ii) The appointment of a co-opted member shall be made at any meeting of the Executive Committee 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. The appointment must be conditional upon confirmation at the next subsequent Annual General Meeting.

(iii) Co-opted members shall have the right to vote on the same basis as elected members at meetings of the Executive Committee.

(3) Members of the Executive Committee shall serve for a term of three years, after which they must offer themselves for re-election or retire.

(4) The proceedings of the Executive 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: provided that if the number of Executive Committee members shall fall below the minimum provided by this constitution, then the remaining Executive Committee members may act for the purpose of increasing their number, or calling a general meeting, but for no other purpose.

(5) Nobody shall be appointed as a member of the Executive Committee who would if appointed be disqualified under the provisions of Schedule 1

(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and willingness to act in the interests of the Assembly (Annex 1).

(7) The Executive Committee may invite for specific purposes advisors to attend meetings but who shall not have a vote.

## **G Honorary Officers**

At the first meeting of the Executive Committee after the Annual General Meeting at which it has been elected or appointed, its members shall appoint from among themselves a Chair, a Vice-Chair, a Secretary, an Assistant Secretary and a Treasurer, who shall hold office for the period of their tenure on the Executive Committee. They may be re-appointed. The Executive Committee may choose to appoint separate Chairs for YOPA (the overall

organisation) and the Executive Committee if it so wishes. In such circumstances a Vice Chair would not be appointed. This arrangement, if in force, would then be appropriately applied to Section K(1), K(2), K(3), K(4) K(5) and Q(3).

#### **H Termination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he/she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any subsequent 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 affairs;
- (3) is absent without apologies which are reasonable to the Executive Committee from three consecutive meetings and the Executive Committee resolve that his/her office be vacated;
- (4) resigns as a Trustee by notice to the Charity (but only if at least six members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- (5) has served in an elected or co-opted capacity for 9 consecutive years. The person concerned would then be able to seek election or co-option after a period of two years.

#### **I Executive Committee Members not to be personally interested**

- (1) No member of the Executive Committee shall acquire any interest in property belonging to the Assembly (other than as a Trustee for the Assembly) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) The Executive Committee members may, with the consent of the Committee, be paid all reasonable travelling hotel and other expenses properly incurred by them with the discharge of their duties, but otherwise shall be paid no remuneration.

#### **J Liability and Indemnity**

- (1) No Trustee shall be liable for any loss to the Assembly arising by reason of:
  - (i) any authorized investment made in good faith (so long as they have sought professional advice before making such investment);
  - (ii) the negligence or fraud of any agent employed by such Trustee or by any member of the Trustees in good faith (provided reasonable supervision shall have been exercised);
  - (iii) any mistake or omission made in good faith by such Trustee or by any of the Trustees;

(iv) any other matter or thing except fraud or dishonesty or wrongful omission on the part of the Trustee who is sought to be made liable.

(2) Subject to the provisions of the Charities Act 1993 as now amended by the Charities Act 2006 every member of the Executive Committee or other officer or auditor of the Assembly shall be indemnified out of the assets of the Assembly against liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by any Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Assembly.

## **K Meetings and Proceedings of the Executive Committee**

(1) The Executive 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 Executive Committee upon not less than four days notice being given to the other members of the Executive Committee of the matters to be discussed.

(2) The arrangements for chairing the Executive Committee will be as per one of the two options as set out in Section G. If the Chair is absent from any Meeting the Vice-Chair will chair the meeting. If neither is present the members of the Executive Committee present shall choose one of their number to be Chair of the Meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or four members of the Executive Committee, whichever is the greater, are present at a meeting.

(4) Where a vote is taken the matter shall be determined by a majority of votes of members of the Executive 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 Executive Committee shall keep Minutes of the proceedings at meetings of the Executive Committee and any sub-Committee. Once approved a copy of the Minutes will be signed by the Chair.

(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(7) The Executive Committee may appoint one or more sub-Committees consisting of three or more members, at least one of which must be a member of the Executive Committee, for the purpose of 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: providing that all acts and proceedings of any sub-Committee shall be fully and promptly reported to the Executive Committee.

## **L Receipts and Expenditure**

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

(2) The funds belonging to the Assembly shall be applied only in furthering the objects as set out in Clause C of this Constitution.

## **M Property**

(1) Subject to the provisions of sub-clause 2 of this clause, the Executive Committee cause the title to:

(i) all land held by and in trust for the Assembly which is not vested in the Official Custodian for Charities; and

(ii) all investments held by or on behalf of the Assembly;

to be vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees. Holding Trustees may be removed 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.

(2) If a corporation entitled to act as Custodian Trustee has not been appointed to hold the property of the Assembly, the Executive Committee may permit any investments held by or in trust for the Assembly to be held in the name of a Clearing Bank, Trust Corporation or any Stock Broking Company which is a member of the International Stock Exchange (or any subsidiary of any such Stock Broking Company) as nominee for the Executive Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

## **N Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

(1) the keeping of accounting records for the Assembly;

(2) the preparation of annual statements of account for the Assembly;

(3) the auditing or independent examination of the statements of accounts of the Assembly;

(4) the transmission of the statements of account of the Assembly to the Commissioners.

## **O Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (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.

**P Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (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.

## **Q Annual General Meeting**

- (1) There shall be an Annual General Meeting of the Assembly which shall be held in the month of September or October in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 (twenty one) days notice of the Annual General Meeting to all the members of the Assembly. All the registered members of the Assembly shall be entitled to attend and vote at the Meeting.
- (3) The Chair of the Executive Committee shall take the Chair at the Annual General Meeting. (If he/she is not present, the persons present shall appoint a Chair of the Meeting)
- (4) The Executive Committee shall present to each Annual General Meeting the Report and Accounts for the preceding year.
- (5) Nominations for election to the Executive Committee must be in the hands of the Secretary of the Executive Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) A quorum for the Annual General Meeting will be one tenth of the total membership or ten members whichever is the greater.

## **R General Meetings**

All General Meetings of the Assembly, other than the Annual General Meeting, shall be called Special General Meetings.

The Executive Committee may call a Special General Meeting of the Assembly at any time.

The Executive Committee must call a Special General Meeting if at least ten members of the Assembly or ten per cent of the membership of the Assembly, whichever is the greater, requests such a Meeting in writing stating the business to be considered.

At least twenty one days notice must be given. The notice must state the business to be discussed.

## **S Procedure at General Meetings**

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every formal General Meeting of the Assembly being either the Annual General Meeting or a Special General Meeting.
- (2) There shall be a Quorum when at least one tenth of the number of Members of the Assembly or ten members of the Assembly present at the meeting, whichever is the greater.
- (3) If half an hour after the time appointed for the Meeting a Quorum is not present the Meeting, if convened upon the requisition of the members shall be dissolved. In any other case it shall stand adjourned to a time and place specified by the Executive Committee, all

Members of the Assembly being given such notice as is practicable of the date, time and place of the adjourned Meeting. If at such an adjourned Meeting a Quorum is not present half an hour after the set time for the Meeting, then the Members present shall constitute a Quorum.

## **T Notices**

Any notice required to be served on any Member of the Assembly shall be in writing and shall be served by the Secretary of 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 ten days of posting.

## **U Alterations to the Constitution**

Subject to the following provisions of this Clause the Constitution may be altered by a resolution passed by no 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.

No amendments may be made to Clause A, Clause C, Clause J, Clause V or this Clause without the prior consent in writing of the Charity Commissioners.

No amendment may be made which would have the effect of making the Assembly cease to be a Charity at law. The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this Clause.

## **V Dissolution**

If the Executive Committee decide that it is necessary or advisable to dissolve the Assembly it shall call a Meeting of all Members of the Assembly, of which not less than twenty one 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 Assembly. 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 Assembly as the Members of the Assembly 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 accounting period of the Assembly must be sent to the Commissioners.

## **Schedule 1**

### **Individual Members of the Assembly**

Members of the Assembly shall be appointed as follows:

- (1) Older people resident in the City of York and its environs, except where the membership rules otherwise and on completion of an Application Form.
- (2) Applications shall be submitted to the Secretary of the York Older People's Assembly.
- (3) The number of registered individual Members of the Assembly shall at all times exceed in total the number of representatives of organisations nominated in accordance with Schedule 2 of this Constitution.

## **Schedule 2**

### **Criteria for Member Organisations**

Members Organisations should be voluntary or Community Groups with charitable objectives that benefit the interests and welfare of older people.

All applications for membership shall be approved by the Executive Committee.

23<sup>rd</sup> October, 2019

## Annex 1

### York Older People's Assembly

#### TRUSTEE DECLARATION

I declare that:

- I am over the age of 18.
- I am capable of managing and administering my own affairs.
- I have not previously been removed from trusteeship of a charity by a Court or the Charity Commissioners or been stopped from acting in management position in a charity.
- I am not disqualified by the Charities Act 1993 (Section 72) from acting as a charity trustee.
- I am not an undischarged bankrupt.
- I am not under a disqualification order under the Company Directors' Disqualification Act 1986 or to an Order made under section 429(b) of the Insolvency Act 1986.
- I am not disqualified due to having an unspent conviction for dishonesty or deception.
- I have not been involved in tax fraud.
- I am not disqualified under the Protection of Vulnerable Adults List.
- I undertake to fulfil my responsibilities and duties as a trustee of The York Older People's Assembly in good faith and in accordance with the law and within the charity's objectives, constitution and policies. I will at all times seek to ensure that the charity's funds charity tax reliefs received by this organisation are used only for charitable purposes.
- I do not have any financial interests in conflict with those of The York Older People's Assembly (either in person or through family or business connections) except those, which I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where trustees are required to make a decision which affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.

Signed ..... (Trustee)

Date.....

Name (Printed).....

Home Address.....

.....

Previous Address (if moved in last 12 months).....

Date of Birth.....National Insurance Number.....

Telephone Number..... (Home)..... (Mobile)

Email address.....