

The East Area Asylum Seekers Support Group

CONSTITUTION

(As amended July 2009)

1. NAME The name of the Association is The East Area Asylum Seekers Support Group ('the Association')

2. OBJECTS

'The objects' of the Association are:

- 2.1 To provide relief for asylum seekers and refugees and their dependents in the East Area of Newcastle upon Tyne who are in conditions of need, hardship and distress.
- 2.2 To preserve and protect the physical and mental health of such asylum seekers, refugees and their dependents
- 2.3 To advance the education of local people and the education and training of asylum seekers and refugees and their dependents in order to assist their inclusion into the wider community
- 2.4 To meet the continuing needs of asylum seekers and refugees, with particular emphasis on the transitional stage from Asylum Seeker to Refugee

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To make available a focal meeting point providing a safe, welcoming environment where emotional support and information will be available
- 3.2 To identify and address in an appropriate manner the needs of individual clients
- 3.3 To promote or carry out research
- 3.4 To provide advice
- 3.5 To publish or distribute information
- 3.6 To co-operate with other bodies
- 3.7 To raise funds (but not by means of taxable trading)
- 3.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.9 To acquire or hire property of any kind
- 3.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities

Act 1993)

- 3.11 To make grants or loans of money and to give guarantees
- 3.12 To set aside funds for special purposes or as reserves against future expenditure
- 3.13 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 3.14 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.15 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless, whether, the act or omission was a breach of trust or breach of duty)
- 3.16 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.17 To enter into contracts to provide services to or on behalf of other bodies
- 3.18 to pay the costs of forming the Association
- 3.19 To do anything else within the law which promotes or helps to promote the Objects

4. MEMBERSHIP

- 4.1 Membership of the Association is open to any individual or organization interested in promoting the Objects
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription
- 4.3 The Committee must keep a register of members
- 4.4 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- 4.5 A member may resign by written notice to the Association
- 4.6 The Committee may terminate the membership of any individual or organization whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

4.7 Membership of the Association is not transferable

5. GENERAL MEETINGS

5.1 All members are entitled to attend general meetings of the Association in person or (in the case of a member organization) through an organized representative

5.2 General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted

5.3 There is a quorum at a general meeting if the number of members or organized representatives personally present is at least 15 (or 30% of the members if greater)

5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting

5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person or (in the case of a member organization) through an organized representative

5.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person or (in the case of a member organization) through an organized representative is entitled to one vote on every issue

5.7 An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)

5.8 At an AGM the members:

5.8.1 receive the accounts of the Association for the previous financial year

5.8.2 receive the report of the Committee on the Association's activities since the previous AGM

5.8.3 elect from among the members of the Association the Chair of the Association for the following year

5.8.4 elect elected Committee members to replace those retiring from office

5.8.5 appoint an auditor or independent examiner for the Association where required

5.8.6 discuss and determine any issues of policy or deal with any other business put before them

5.9 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 members

6. THE COMMITTEE

- 6.1 The Committee as charity trustees have control of the Association and its property and funds
- 6.2 The Committee when complete consists of at least five and not more than fifteen individuals, all of whom must be members (but must not be paid employees) of the Association, i.e.
 - 6.2.1 the Chair
 - 6.2.2 five elected Committee members
 - 6.2.3 one member, to be nominated by a local Churches Together Group
 - 6.2.4 one member, to be nominated by a local health care provider from either the statutory or the voluntary sector
 - 6.2.5 up to two members chosen by and from the volunteers working in the Association in an unpaid capacity
 - 6.2.6 up to two members co-opted by the Committee who are asylum seekers or refugees at the point of their co-option
 - 6.2.7 up to three members co-opted by the Committee to hold office until the next AGM
- 6.3 Elected Committee members are elected annually at the AGM and normally hold office until the end of the AGM the following year
- 6.4 Nominated Committee members are confirmed at the AGM and normally hold office until the end of the AGM the following year
- 6.5 The Committee may co-opt a member (in addition to those co-opted under sub-clause 6.2.6) to fill any casual vacancy which may arise. In the case of nominated members the nominating organization shall first be requested to nominate another person. The Committee may co-opt a member to fill this casual vacancy only when the nominating organization has declined to nominate another person.
- 6.6 Co-opted Committee members may be co-opted at any meeting of the committee during the year. The term of office of a co-opted committee member, regardless of the date of their appointment, will cease at the end of the next AGM following their appointment.
- 6.7 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee
- 6.8 A Committee member automatically ceases to be a member of the Committee if he or she:

- 6.8.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 6.8.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.8.3 is absent from 3 consecutive meetings of the Committee without the prior consent of the Chairperson
 - 6.8.4 ceases to be a member of the Association
 - 6.8.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
 - 6.8.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.9 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
 - 6.10 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least two meetings each year
- 7.2 A quorum at a Committee meeting is five members
- 7.3 A Committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all other participants
- 7.4 the Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue
- 7.7 The Committee may invite observers and advisors to attend its meeting on an occasional or regular basis at its discretion. Observers and advisors may speak with the permission of the Chair but shall not vote.

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1 to appoint a Treasurer and other honorary officers
- 8.2 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.4 to make Rules consistent with this Constitution about the Committee and sub-committees
- 8.5 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.6 to resolve or establish procedures to assist the resolution of disputes within the Association
- 8.7 to exercise any powers of the Association which are not reserved to a general meeting

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - 9.2.1 under clauses 3.15 (indemnity insurance)
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
 - 9.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - 9.2.4 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
 - 9.3.1 declare an interest before discussion begins on the matter
 - 9.3.2 withdraw from that part of the meeting unless

expressly invited to remain in order to provide information

9.3.3 not be counted in the quorum for that part of the meeting

9.3.4 withdraw during the vote and have no vote on the matter

9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees

9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.13 until needed

9.6 Investments and other property of the Association may be held:

9.6.1 in the names of the Committee members for the time being

9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions

9.6.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee.

9.6.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee

9.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

10. RECORDS & ACCOUNTS

10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

10.1.1 annual reports

10.1.2 annual returns

10.1.3 annual statements of account

10.2 The Committee must keep proper records of:

10.2.1 all proceedings at general meetings

10.2.2 all proceedings at Committee meetings

- 10.2.3 all reports of sub-committees
- 10.2.4 all professional advice obtained
- 10.3 Annual reports and statements of account relating to the Association and minutes of committee meetings with all associated papers must be made available for inspection by any member of the Association
- 10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

11. NOTICES

- 11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or in any newsletter distributed by the Association
- 11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)
- 11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
 - 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 11.3.2 three clear days after being sent by first class post to that address
 - 11.3.3 five clear days after being sent by second class post to that address
 - 11.3.4 on the date of publication of a journal or newspaper containing the notice
- 11.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 12.1 The members must be given 14 clear days' notice of the proposed amendments
- 12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association
- 12.3 Clauses 9.2 and 9.3 may not be amended without the prior written consent of the Commission

13. DISSOLUTION

13.1 If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs

13.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds in one or more of the following ways:

13.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects

13.2.2 directly for the Objects or charitable purposes within or similar to the Objects

13.3 A final report and statement of account relating to the Association must be sent to the Commission

14. INTERPRETATION

In this Constitution:

- 'AGM' means an annual general meeting of the members of the Association
- 'area of benefit' means the East Area of Newcastle upon Tyne & surrounding area as defined by the five local authority wards of Ouseburn, South Heaton, Walkergate, Walker and Byker.
- 'the Association' means the charity comprised in this constitution
- 'organized representative' means an individual who is organized by a member organization to act on its behalf at meetings of the Association
- 'the beneficiaries' means any Asylum Seeker or Refugee either permanently or temporarily resident in the area of benefit
- 'the Chair' means the chair of the Association elected at the AGM
- 'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993
- 'the Commission' means the Charity Commissioners for England and Wales
- 'the Committee' is the governing body of the Association
- 'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6.2.6
- 'EGM' means a meeting of the members of the Association which is not an AGM
- 'elected Committee member' means a member of the Committee elected at an AGM

- 'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association
- 'holding trustee' means an individual or corporate body responsible for holding the title to property but not organized to make any decisions relating to its use, investment or disposal
- 'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
- 'local Churches Together Group' means a member from Walker, Heaton or Shieldfield & Battlefield Churches Together groups or their successors
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to members of the Association
- 'nominated Committee member' means a member of the Committee appointed by an outside person or body in accordance with clause 6.2.3 or 6.2.4.
- 'the Objects' means the charitable objects of the Association set out in clause 2
- 'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
- 'volunteer' means anyone working for the Association in an unpaid capacity

Adopted 23. July 2001

Signed Peter Robinson, Chair

Amended July 2009

Signed Kevin Hunt, Chair