

# THE CONSTITUTION

June 2023

Good Neighbours in North Cardiff



## **1. NAME**

The name of the Charity is Good Neighbours in North Cardiff.

## **2. ADMINISTRATION**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee.

## **3. OBJECTIVES**

The Charity's objectives ("the objects") are:

- a) The relief of persons in the Llanishen, Thornhill, Lisvane, Heath, Lakeside, Roath Park and Cyncoed areas of Cardiff who are elderly, disabled or infirm or who have special needs.
- b) To liaise with statutory, voluntary, and private bodies in pursuance of the above objective.

## **4. POWERS**

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

- (a) Raise funds and invite 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 law.
- (b) Buy, take on lease or in exchange, any property necessary for the achievement of the objects and maintain and equip it for use.
- (c) Subject to any consents required by law to sell, lease or dispose of the property of the Charity.
- (d) Pay such honoraria and 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 provisions for the payment of pensions and superannuation for staff.
- (e) Co-operate with other charities, voluntary bodies, and statutory authorities in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- (f) Support any charitable trusts, associations or institutions formed for the achievement of all or any of the objects.
- (g) Appoint and constitute such sub-committees as the Executive Committee may think fit.

- (h) Encourage and recruit volunteers subject to interview and satisfactory references, thereafter, providing them with supervision, support, and training as necessary.
- (i) Do all such other things as are necessary for the achievement of the objects.

## **5. MEMBERSHIP**

- (a) Membership shall be open to any persons over the age of 18 years interested in furthering the objects of the Charity.
- (b) Members shall be those persons who are on the list of active volunteers undertaking work in support of Good Neighbours in North Cardiff.
- (c) The Executive 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 Executive Committee accompanied by a person of their choosing before a final decision is made.
- (d) Paid staff and those in receipt of an honorarium may not be members of the Charity.

## **6. EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall consist of not fewer than six and not more than eight elected members being:
  - the honorary officers, who are Chair, Secretary and Treasurer. Role descriptions are attached to this constitution.
  - not fewer than three and not more than five members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

In addition, one nominated member may be appointed by the Churches Together in Llanishen and Lisvane.

- (b) Members of the Executive Committee shall retire from office at the end of the Annual General Meeting every year but may be re-elected or re-appointed for a further year up to a maximum of five continuous years, save in exceptional circumstances.
- (c) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number nor any defect in the appointment or qualification of a member.
- (d) The Executive Committee shall have the power to co-opt members to fill any casual vacancy arising between Annual General Meetings and co-opt not more than two additional members with special abilities to perform particular duties.
- (e) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provision of the

following clause.

- (f) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Charity.
- (g) Paid staff and those in receipt of an honorarium may be invited to attend meetings of the Executive Committee in a non-voting capacity.

## **7. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

A member of the Executive Committee shall cease to hold office if they:

- (a) are disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or say any statutory re-enactment or modification of that provision)
- (b) become incapable by reason of mental disorder, illness, or injury of fulfilling their duties as a member of the Executive Committee
- (c) are absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her position be vacated, or
- (d) notify to the Executive Committee a wish to resign.

## **8. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) nor be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## **9. HONORARY OFFICERS**

- (a) The Officers shall be elected by and from the Members of the Executive Committee at their first meeting following the Annual General Meeting. The office of the Officers shall not be held by any one person for more than 5 consecutive years.
- (b) The administration of the first Executive Committee meeting following the Annual General Meeting will be undertaken by the Secretary. The process of election of Officers should the number of nominations exceed the number of vacancies, shall be by secret ballot and determined by a simple majority vote, of the Executive Committee Members at the first meeting.

## **10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- (a) The Executive Committee shall hold at least four 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. If the matters include the appointment of a co-opted member, then not less than twenty-one days' notice must be given.
- (b) The Chair shall chair meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- (c) There shall be a quorum when at least four members of the Executive Committee including at least one Honorary Officer, are present at a meeting.
- (d) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- (e) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (f) 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.
- (g) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

## **11. RECEIPTS AND EXPENDITURE**

- (a) The funds of the Charity, including all donations, contributions, and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two of the Honorary Officers.
- (b) The funds belonging to the Charity shall be applied only in furthering the objects.

## **12. PROPERTY**

The Executive Committee shall cause the title to:

- all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities, and
- all investments held by or on behalf of the Charity

To be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them 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.

### **13. ACCOUNTS**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- the keeping of accounting records for the Charity
- the preparation of annual statements of account for the Charity
- the auditing or independent examination of the statements of account of the Charity and the transmission of the statements of account of the Charity to the Commissioners.

### **14. ANNUAL REPORT**

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

### **15. ANNUAL RETURN**

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

### **16. ANNUAL GENERAL MEETING**

- (a) There shall be an annual general meeting of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.
- (b) Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (c) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

- (d) Nominations for election to the Executive Committee must be made and seconded by members of the Charity in writing and 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 secret ballot and by a simple majority.

## **17. SPECIAL GENERAL MEETING**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

## **18. PROCEDURE AT GENERAL MEETINGS**

- (a) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (b) There shall be a quorum when at least one fifth of the members are present.

## **19. NOTICES**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally, by electronic methods, or by sending it through the post in a prepaid letter addressed to each 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.

## **20. ALTERATIONS TO THE CONSTITUTION**

- (a) 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 general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (b) No amendment may be made to clause 1, clause 2, clause 9, clause 21 or this clause without the prior consent in writing of the Commissioners.
- (c) No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
- (d) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **21. DISSOLUTION**

If the Executive 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 not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the

proposal is confirmed by a two thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

**21 June 2023**





# Good Neighbours in North Cardiff

## TRUSTEE ROLE DESCRIPTION

### The core role of a trustee

Trustees have overall control of the charity and are responsible for making sure it is doing what it was set up to do. Trustees work collectively as a committee and take decisions at formal committee meetings. Once a decision has been collectively made all trustees are bound to support that decision.

This means you should:

- a) ensure you understand the charity's purposes as set out in its constitution document.
- b) help plan what the charity will do, and how it wants to achieve its aims.
- c) be able to explain how all of the charity's activities are intended to further or support its purposes.
- d) understand how the charity benefits the public by carrying out its purposes.

You and your co-trustees must:

- a) make sure that the charity complies with its constitution document.
- b) comply with charity law requirements and other laws that apply to the charity.
- c) act in the charity's best interests

You must:

- a) do what you and your co-trustees (and no one else) decide will best enable the charity to carry out its purposes.
- b) with your co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term.
- c) avoid putting yourself in a position where your duty to the charity conflicts with your personal interests or loyalty to any other person or body.
- d) not receive any benefit from the charity unless it is properly authorised and is clearly in the charity's interests; this also includes anyone who is financially connected to you, such as a partner, dependent child, or business partner.
- e) Manage the charity's resources responsibly.

You must act responsibly, reasonably, and honestly. This is sometimes called the duty of prudence. Prudence is about exercising sound judgement. Spending charity funds on the

wrong purposes is a very serious matter; in some cases, trustees may have to reimburse the charity personally.

You and your co-trustees must:

- a) make sure the charity's assets are only used to support or carry out its purposes.
- b) avoid exposing the charity's assets, beneficiaries, or reputation to undue risk.
- c) not over-commit the charity.
- d) take special care when investing or borrowing.
- e) comply with any restrictions on spending funds or selling land.

## **Procedures and Safeguards**

You and your co-trustees should put appropriate procedures and safeguards in place and take reasonable steps to ensure that these are followed. Otherwise, you risk making the charity vulnerable to fraud or theft, or other kinds of abuse, and being in breach of your duty.

## **Ensure the charity is accountable.**

You and your co-trustees must comply with statutory accounting and reporting requirements. You should also:

- a) be able to demonstrate that the charity is complying with the law, well run and effective.
- b) ensure appropriate accountability to members
- c) ensure accountability within the charity, particularly where you delegate responsibility for particular tasks or decisions to staff or volunteers.

## **Planning and reviewing the charity's work.**

You and your co-trustees are responsible for deciding and planning how the charity will carry out its purposes.

All charity trustees should, therefore, decide together what activities the charity will undertake, and think about the resources it will need. Trustees should take responsibility for setting the charity's strategic aims and direction and agreeing appropriate future plans.

As part of your planning process, you should work out what funds and other resources the charity will need and where it will get them.

You and your co-trustees should periodically review what the charity is achieving, and how effective the charity's activities are. Thinking about the difference your charity makes may help you to explain more clearly how it benefits the public. It may also help you to decide whether it could be more effective in carrying out its purpose by changing what it does.

## **Making decisions**

You and your co-trustees are ultimately responsible for deciding what activities the charity will undertake, what resources it will need, how it will obtain and use them. Collective decision making is one of the most important parts of the trustee role. Some decisions are simple and straightforward; others can be complex or far reaching in their consequences. When you and your co-trustees make decisions about your charity, you must:

- a) act within your powers.
- b) act in good faith, and only in the interests of the charity.
- c) make sure you are sufficiently informed, taking any advice you need.
- d) take account of all relevant factors of which you are aware.
- e) ignore any irrelevant factors.
- f) deal with conflicts of interest and loyalty.
- g) make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances.

A record of how the trustees made significant decisions will be kept in case the charity needs to review or explain them in the future.



# Good Neighbours in North Cardiff

## Honorary Officers Role Descriptions

### CHAIRPERSON

#### Overall

- Leading the committee and the organisation to enable it to fulfil its purpose.
- To ensure an effective relationship between:
  - the committee and the staff/volunteers
  - the committee and the external stakeholders/community
- Acting as a spokesperson and figurehead as appropriate.
- To supervise and support the Co-ordinator.

#### Specifically

- Plan and prepare the committee meetings and the AGM with others as appropriate.
- Chair committee meetings ensuring:
  - A balance is struck between timekeeping and space for discussions.
  - Business is dealt with and decisions made.
  - Decisions, actions and deliberations are adequately minuted.
  - The implementation of decisions is clearly assigned and monitored.
- Ensure adequate support and supervision arrangements are made for the staff and any volunteers directly managed or reporting to the committee.

#### Qualities

- A willingness to lead the charity.
- Possesses tact, diplomacy and powers of persuasion.
- Possesses relevant knowledge.
- Has the relevant skills to run a meeting well.



## Good Neighbours in North Cardiff

### Honorary Officers Role Descriptions

#### TREASURER

##### Overall

- Oversee the financial affairs of the Charity and ensure they are legal, constitutional and within accepted accounting practice.
- Ensure proper records are kept and that effective financial procedures are in place.
- Monitor and report on the financial health of the charity.
- Oversee the production of necessary financial reports/returns, accounts and audits.

##### Specifically

- Liaise with relevant staff, executive committee members and/or volunteers to ensure the financial viability of the charity.
- Make fellow committee members aware of their financial obligations and take a lead in interpreting financial data to them.
- Regularly report the financial position at committee meetings (balance sheet, cash flow, fundraising performance etc).
- Oversee the production of an annual budget and propose its adoption at the last meeting of the previous financial year.
- Ensure proper records are kept and that effective financial procedures and controls are in place, ie:
  - Cheque signatories
  - Purchasing limits
  - Purchasing systems
  - Petty cash/ float
  - Salary payments
  - Pensions
  - PAYE and NI payments
  - Others as appropriate
- Appraising the financial viability of plans, proposals and feasibility studies.
- Lead on appointing and liaising with auditors/an independent examiner.
- Undertake bookkeeping duties and/or oversee the Co-ordinator's financial work ensuring posting and bookkeeping is kept up to date.
- Regularly carry out reconciliations/ oversee regular reconciliations by the Co-ordinator.
- Arrange payments to creditors as appropriate and arrange appropriate signatures on payments.
- Make the necessary arrangements to collect payments from debtors and bank payments promptly.

## Qualities

- Knowledge and experience of current and fundraising finance practice relevant to voluntary and community charities.
- Knowledge of bookkeeping and financial management (as necessary).
- Good financial analysis skills.
- Ability to communicate clearly.



## **Good Neighbours in North Cardiff**

### **Honorary Officers Role Descriptions**

#### **SECRETARY**

##### **Overall**

- To ensure that committee meetings are properly administered.
- To ensure other meetings, such as the AGM, and events are properly administered.
- Monitor committee member action points.

##### **Specifically**

- Plan and prepare the committee meetings and the AGM with others as appropriate.
- Planning meeting dates, booking rooms, sending out notifications, minutes and other papers.
- Drawing up agendas together with the Chair.
- Minute committee meetings or ensure that another minute taker is available. In the case of closed meetings (with no others present) the secretary will take the minutes.
- Accurately record decisions and actions in the minutes and report to the next committee meeting on the progress of actions and the result of decisions.
- Deal with correspondence, writing letters/emails as agreed at committee meetings, summarising correspondence/emails received at the next committee meetings and drafting replies as appropriate.
- Make arrangements for any necessary reporting to be done. For example, the annual report to members.

##### **Qualities**

- To be organised and methodical
- Able to take good minutes.
- Able to keep accurate records.
- Has the relevant skills to organise a meeting well.