

SURREY COUNCIL FOR VOLUNTARY YOUTH SERVICES

CONSTITUTION

Adopted on the 7th day of October 2008

A. NAME

The name of the Association shall be Surrey Youth Focus (Surrey Council for Voluntary Youth Services), ('the Charity').

B. 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 Trustees constituted by clause G of this constitution the Trustees.

C. OBJECTS

The Charity's objects are to promote good practice and the efficiency and effectiveness of its member organizations for the benefit of young people primarily in Surrey, and the efficient application of resources for charitable purposes for the benefit of young people by associating such members in a common effort to educate young people, without distinction of sex, sexuality, disability, race, or political or religious opinion, so as to develop their physical, mental and spiritual capacities that they may grow to full maturity as individuals and members of society and that their full quality of life may be improved, by supporting and strengthening the work of its members, and by ensuring that the young people's voice, concerns and issues are represented wherever it is most appropriate.

D. POWERS

In furtherance of the Objects of the Charity but not otherwise the Trustees may exercise the following powers:

1. Co-ordinate, promote, and develop the work of the voluntary youth service organisations in membership by exchanging information and experience in order to combine efforts and share resources and exchange same with other bodies having similar purposes, including acting in a brokerage role and as an infrastructure organisation.

2. Develop the work of the voluntary youth service organisations by identifying areas of need, and promoting and developing suitable initiatives.
3. Act as a voice and a champion for the voluntary youth service organisations, represent their views and be a consultative body.
4. Work in partnership with the public, private and voluntary sectors and others to meet the needs of all young people through the provision of good youth services.
5. Encourage member organisations to provide opportunities for young people to participate in decision making.
6. Enter into membership of the National Council for Voluntary Youth Services.
7. Encourage high standards in all youth work/services for young people undertaken by the voluntary sector.
8. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof.
9. Arrange and provide for or join in arranging and providing for, the holding of exhibitions, meetings, lectures, seminars and training courses.
10. Undertake, execute, manage or assist any charitable trust that may lawfully be undertaken, executed, managed or assisted by the Charity.
11. Acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the objects
12. Set aside income as a reserve against future expenditure, but only in accordance with a written policy about reserves
13. Procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents, films, or electronic communication as shall further the above Objects.
14. 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.
15. Subject to any consents required by the law to sell, mortgage or otherwise dispose of all or any of the property or assets of the Charity.
16. Subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
17. Raise funds, and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.

18. Invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
19. Employ such staff (who shall not be Trustees) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and other benefits for staff and their dependants.
20. Provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any liability
21. Pay out of the funds of the Charity the costs of performing and registering the Charity both as a company and as a charity.
22. Do all such other lawful things as are necessary for the achievement of the Objects.

E. MEMBERSHIP

1. Full membership of the Charity shall be open to any charity or voluntary youth organisation that is providing services for young people primarily within the County which agrees with the Objects of the Charity, and that is:
 - (i) registered as a charity or is registered with Surrey County Council (or their successor body nominated for this purpose) as a voluntary youth organisation, and
 - (ii) has paid the Annual Subscription for full members as laid down from time to time by the Membership in General Meeting.
2. Every full member organisation shall have one vote.
3. Each full member organisation shall appoint an individual to represent it and to vote on its behalf at formally constituted meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative cannot attend.
4. Each full member organisation shall notify the name of the representative appointed by it and of any alternate to the Chairman. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
5. Other classes of membership may be established from time to time by Trustees, but such classes shall not be full members, nor have voting rights.

6. Notwithstanding paragraph 2 of this clause, full members shall be entitled to nominate two representatives to the formally constituted meetings of the Charity.
7. The Trustees determine applications for Full membership, and for other classes of membership. Applications for new membership may be considered and approved by a sub- committee, subject to final ratification by the Trustees.
8. The Trustees may, with a two-thirds majority of members entitled to vote and for good reason, terminate the membership of any member organisation or require the member organisation to appoint a different person to represent them in order for the organisation to remain in membership. Provided that the organisation concerned or the appointed representative of the organisation concerned (as the case may be) shall have the right to be heard by the Trustees before a final decision is made.

F. HONORARY OFFICERS

1. At the annual general meeting of the Charity the members shall elect a Chairman, up to two Vice-Chairmen and a Treasurer who shall hold office from the conclusion of that meeting until the next Annual General Meeting.
2. If an Honorary Officer resigns during their term of office, the Trustees may appoint a person/s to serve until the next Annual General Meeting.

G. BOARD OF TRUSTEES

1. The Trustees shall consist of not less than 8 and not more than 14 members being:
 - (i) the honorary officers specified in the preceding clause as Trustees and
 - (ii) not less than 4 and not more than 10 persons who are representatives of member organisations elected at the annual general meeting who shall hold office from the conclusion of that meeting.

Trustees may in addition appoint co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Trustees called under clause Q 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.

2. The Trustees shall be elected at the AGM for a period of three years, but have the option of being elected for a second three year term. Thereafter any

- Trustee who has served for six years must stand down, and will not be eligible for re- election for at least one year.
3. The proceedings of the Trustees 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.
 4. Nobody shall be appointed as a member of the Trustees who is aged under 18 or who would if appointed be disqualified under the provisions of paragraph 5 of this clause, or under clause H.

No person shall be entitled to act as a member of the Trustees whether on a first or on any subsequent entry into office until after signing a copy of the terms of reference of Trustees, declaring acceptance of his/her willingness to act in the interests of the Charity, and returning the signed copy to the Chairman.

H. DETERMINATION OF MEMBERSHIP OF BOARD OF TRUSTEES

1. A member of the Board of Trustees shall cease to hold office if he or she:
 - (i) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - (iii) is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated;
 - (iv) notifies to the Trustees a wish to resign (but only if at least three members of the Trustees will remain in office when the notice of resignation is to take effect); or
 - (v) ceases to hold office or be a member of a member organisation.

I. TRUSTEES NOT TO BE PERSONALLY INTERESTED.

1. Subject to the provisions of paragraph 2 of this clause no Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by the Trustees. .
2. Any Trustee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her when instructed by other members of the Trustees to act in a professional capacity on behalf of the Charity. Provided that at no time shall a majority of the members of the Trustees benefit under this provision and that a member of the Trustees shall withdraw

from any meeting at which his or her own instruction, or that of his or her firm, is under discussion. The reasonable expenses of Trustees in carrying out their role and duties may be claimed from the Charity.

3. Every member of the Trustees or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the charity.

J. MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES

1. The Trustees shall hold at least two ordinary meetings each year. Not less than 14 days notice shall be given of such meetings and the notice convening the meeting shall specify the time and location of the meeting and the nature of the business to be discussed thereat. A special meeting may be called at any time by the Chairman or by any two members of the Trustees upon not less than 14 days notice being given to the other members of the Trustees of the time and location of the meeting, and of the matters to be discussed.
2. The Chairman shall act as Chairman at meetings of the Trustees. If the Chairman is absent from any meeting a Vice-Chairman (if there are two Vice Chairmen present the longest serving, or if both have equal lengths of service, the oldest) shall act as Chairman; if no Vice-Chairman is present the members of the Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of Trustees for the time being or five members of the Trustees, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Trustees shall ensure that Minutes are made of all discussions and business transacted at meetings of the Trustees and any sub-committee. Such Minutes shall be read confirmed and signed by the chairman of the next subsequent meeting of the committee concerned. The signed Minutes shall be retained as a record.
6. The Trustees 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 Trustees may appoint one or more sub-committees of which at least one member shall be a member of the Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion

of the Trustees 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 Trustees..

8. Any person employed by the Charity (for example in the positions of Chief Executive or Administrator) may be invited to be in attendance at meetings of the Trustees or any sub committee and may take part in discussions at such meetings, but shall not be entitled to vote.

K. PATRONS, PRESIDENT AND VICE-PRESIDENT/S

1. The Charity may invite and elect at the Annual General Meeting a President and/or Vice- President(s) who will not be deemed Officers to serve until the end of the annual general meeting next after the date on which they were appointed but they may be re-elected. The President, or in the absence of the President, a Vice President, may be invited to chair the Annual General Meeting and other Meetings as required.
2. Patrons may be appointed by Trustees, in an honorary capacity, for an indefinite period to support and promote the work of the Charity.

L. FINANCE AND ACCOUNTING PRACTICE

1. The funds belonging to the Charity shall be applied only in furthering the objects of the Charity, and in accordance with the provisions of the Financial Procedures Manual which must be reviewed and approved by Trustees at least annually.

2.

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

- (i) the keeping of accounting records for the Charity;
- (ii) the preparation of annual statements of account for the Charity;
- (iii) the auditing or independent examination of the statements of account of the Charity; and
- (iv) the transmission of the statements of account of the Charity to the Charity Commission.

M. PROPERTY

1. Subject to the provisions of paragraph 2 of this clause; the Trustees shall cause the title to:

(l) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and

(ii) all investments held by 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 Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Trustees. The holding trustees shall not be liable for the acts and defaults of members of the Charity.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Trustees may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock-holding company which is a member of the International Stock Exchange (or any subsidiary of any such stock-holding company) as nominee for the Trustees , and may pay such a nominee reasonable and proper remuneration for acting as such.

N. ANNUAL REPORT

The Trustees 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 Charity Commission.

O. ANNUAL RETURN.

The Trustees 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 Charity Commission.

P. ANNUAL GENERAL MEETING

1. There shall be an annual general meeting of the Charity which shall be held within eight months of the end of the Charity's financial year.
2. Every annual general meeting shall be called by the Trustees who shall ensure that at least 21 days notice of the annual general meeting, specifying its time and location, is given to all the members of the Charity. All the members of the Charity shall be entitled to attend. All full members shall be entitled to vote.
3. Before any other business is transacted at an annual general meeting the persons present shall appoint a chairman of the meeting. Notwithstanding the election of a Chairman of the Charity, the members may invite the President to chair the annual general meeting.
4. The Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

5. Nominations for election to the Trustees must be made by members of the Charity in writing and at least seven days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. Should there be less nominations than vacancies, nominations may be made by the members at the annual general meeting.

Q. SPECIAL GENERAL MEETINGS

The Trustees may call a special general meeting of the Charity at any time. If at least ten members, or 10% of the membership whichever is the greater request such a meeting in writing, and stating the business to be considered, the Chairman shall call such a meeting. At least 21 days' notice shall be given. The notice must state the time and location of the meeting and the business to be discussed.

R. PROCEDURE AT GENERAL MEETINGS

1. The Trustees shall appoint a person to keep a full record of proceedings at every general meeting of the Charity. This record shall be read, confirmed and signed by the chairman of the next subsequent general meeting. The signed Minutes shall be retained as a record.
2. There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity; whichever is the greater, are present at any general meeting.

S. NOTICES

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Chairman or by the Trustees on the appointed representative of any member either personally or by sending it through the post in a prepaid letter addressed to his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within three days of posting.

T. 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 general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of the Charity), clause B (the Objects of the Charity), clause I (Trustees not to be personally interested) or this clause without the prior consent in writing of the Charity Commission.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

4. The Trustees shall promptly send to the Charity Commission a copy of any amendment made under this clause.

U. DISSOLUTION.

If the Trustees decide 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 and the time and location of the meeting) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Trustees shall have the 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 Charity Commission.

Signed.....