



# **EARL SHILTON SOCIAL INSTITUTE.**

**Founded.c1903. Registered a charity in England and Wales 1977. No. 506623.**

## **Constitution**

**Adopted March 1977. Amended April 1978.**

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**NAME :**

1. The name of the association shall be Earl Shilton Social Institute (hereinafter referred to as 'the Institute').

**OBJECT :**

2. The object of the Institute shall be to promote the benefit of the inhabitants of Earl Shilton in the County of Leicester and the neighbourhood (hereinafter referred to as 'the area of benefit') without distinction of sex or of political, religious or other opinions by providing facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants.

In furtherance of the above object but not otherwise.

- (a) To promote and organise co-operation (in the achievement of the above object) by associating the local authorities, voluntary organisations and the said inhabitants.
- (b) To maintain and manage the Institute's existing buildings situate in Station Road, Earl Shilton aforesaid and such buildings and other premises as may from time to time be required for the activities promoted by the Institute and its constituent bodies.
- (c) To affiliate to the national Federation of Community Associations and to any other organisations with similar charitable objects.

**MEMBERSHIP :**

3. Membership of the Institute shall be of two kinds
  - (a) Individual members who shall be either Full, Junior or Associate members.
  - (b) Group members who shall be the Constituent bodies and Sections

**INDIVIDUAL MEMBERSHIP :**

4. Individual membership shall be open, irrespective of political party, nationality, religious opinion, race or colour, to:

- (a) All persons aged eighteen years and over living in the area of benefit who shall be called Full members.
- (b) All persons aged thirteen years and over but under the age of eighteen years living in the area of benefit who shall be called Junior members. Junior members shall not have the right to vote at members' meetings but may elect from among themselves two representatives to the Committee who shall each have the right to vote as if they were Full members.
- (c) Well-wishers anywhere who shall be called Associate members. Associate members shall not have the right to vote at members' meetings but may elect from among themselves one representative to the Committee who shall have the right to vote as if he or she were a Full member.

The manner in which Associate and Junior members elect their representatives shall be determined by the Committee from time to time.

**CONSTITUENT BODIES :**

5. (a) Constituent bodies shall be the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Committee that they are independent organisations or branches of independent national or other

Organisations.

- (b) Sections shall be such groups as may, with the permission of the Committee, be formed within the Institute among the individual members for the furtherance of a common activity.

Each Constituent body and Section shall have the right to appoint one representative to be a member of the Committee and at any time by giving notice in writing to the Secretary of the Institute to revoke the appointment of such a member and to appoint another member in his or her place. Such a member shall have the right to attend and vote at General Meetings of the Institute.

**TERMINATE MEMBERSHIP :**

6. The Committee shall have the right for good and sufficient reason to terminate the membership of an individual member or of Constituent body or Section provided that the individual member or person representing the body or Section shall have the right to be heard by the Committee before a decision is made.

## **SUBSCRIPTIONS:**

7 All members and Constituent bodies shall pay such subscriptions as the Committee may from time to time determine.

## **MANAGEMENT COMMITTEE:**

8. Subject to the limitations set out in Clause 10 hereof, the policy and general management of the affairs of the Institute shall be directed by a Management Committee (herein referred to as 'the Committee') which shall meet not less than four times a year.

The Committee shall consist of:

- (a) The representatives appointed by Constituent bodies and Sections in accordance with clause 5 hereof.
- (b) Such number of representatives of Full members, to be elected from among and by themselves at the Annual General Meeting, as the Annual General Meeting may from time to time determine, such number as not to be less than the number of Committee members appointed under clause 8(a) hereof.
- (c) Two representatives of Junior members elected in accordance with clause 4(b) hereof.
- (d) One representative of Associate members elected in accordance with clause 4(c) hereof.
- (e) The Honorary Officers of the Institute and of the Committee ex-officio in accordance with clause 9(a) hereof.
- (f) The Trustees.

In addition the Committee may co-opt further members who shall be members of the Institute provided that the number of co-opted members shall not exceed one-third of the total number of members of the Committee as defined above. All members of the Committee shall retire annually but shall be eligible to be appointed or co-opted again. The Committee shall have power to appoint such Committees as it may from time to time decide and may determine their powers and terms of reference.

## **ANNUAL GENERAL MEETING:**

9. (a) The Annual General Meeting shall elect a President, a Treasurer and such other officers of the Institute such as an Honorary Secretary as it may from time to time determine. The Committee shall elect its Chairman and such other officers as it may from time to time determine. All honorary officers of the Institute and of the Committee shall be ex-officio members of all other Committees.
- (b) The Committee shall have the power to appoint and dismiss such employees of the Institute as it may from time to time determine.

## **A. G. M. DATE:**

10. Once in each year, in the month of March, or as soon as practicable thereafter the Committee shall convene an Annual General Meeting of the Institute, which all individual members and representatives of the Constituent bodies and Sections shall be entitled to attend, for the purpose of receiving the Annual Report of the Committee and the annual audited statement of accounts; of appointing Honorary Officers of the Institute; of accepting resignations of members of the Committee, of electing representatives of Full members to serve on the Committee; of appointing an auditor or auditors; of making recommendations to the Committee and, whenever necessary, of voting on proposals to amend this Constitution In accordance with Clause 20 hereof.

## **SPECIAL GENERAL MEETING:**

11. The Chairman of the Committee or the Secretary may at any time at their discretion, and shall within twenty-one days of receiving a written request so to do signed by not less than twenty members having the power to vote and giving reasons for the request, call a Special General Meeting of the Institute for the purpose of altering this Constitution in accordance with Clause 20 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose.

**MEETING MAJORITY:**

12. (a) Subject to the provisions of Clause 20 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote notwithstanding that he may have been appointed to represent two or more interests but in case of equality of votes the Chairman shall have a second or casting vote.
- (b) Four members shall form a quorum at meetings of the Committee and all other Committees. Twenty members shall form a quorum at General Meetings of the Institute.
- (c) Minute books shall be kept by the Institute, the Committee and all other Committees and the appropriate Secretary shall, enter therein a record of all procedures and resolutions.

**STANDING ORDERS/RULES:**

13. The Committee shall have power to adopt and issue Standing Orders and/or Rules for the use of the Institute buildings. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall not be inconsistent with the provisions of this Constitution.

**ACCOUNTS/AUDITOR:**

14. (a) All monies raised or received by or on behalf of the Institute shall be applied to further the objects of the Institute and for no other purpose.
- (b) The Honorary Treasurer shall keep proper accounts of the finances of the Institute.
- (c) The accounts shall be audited at least once a year by an auditor, or auditors, who shall be appointed at the Annual General Meeting.
- (d) An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.

**INVESTMENTS:**

15. All monies not required for the immediate purposes of the Institute or to meet the usual accruing liabilities of the Institute shall be invested by the Committee in the names of the Trustees for the Institute in securities for the time being authorised by law for the investment of trust funds or in such other investments including the purchase of freehold or leasehold land and the building thereon of such buildings and other premises as may from time to time be required for the activities promoted by the Institute and the alteration, improvement and rebuilding of the same including the said existing buildings and providing the same with light water drainage and other necessaries as the Committee shall on the advice of its financial advisers given at the time of investment select.

**TRUSTEES:**

16. The Title of all and any real property which may be acquired by or for the purposes of the Institute shall be vested in Trustees who shall be appointed by the Committee and who shall enter into a Deed of Trust setting forth the purposes and conditions under which they hold the said property in trust for the Institute. The number of Trustees shall not be less than two nor more than four.

## **SALE OF ASSETS:**

17. The Committee shall have power from time to time to direct the Trustees (subject to such consent as may be required by law and to the consent of the Institute being first obtained such consent to be given by a resolution of the members of the Institute who have power to vote, passed by a majority thereof present at a duly convened meeting of the Institute) to sell assign exchange or lease all or any part of the property vested in the Trustees or to raise any money wanted for any of the purposes of the Institute by mortgage or charge of all or any part of the said property in all respects as though the Committee were absolutely and beneficially entitled and upon the Committee giving such direction the Trustees shall proceed (subject to the aforesaid consents having been obtained) to sell assign exchange lease mortgage or charge the property in respect of which direction shall have been given in such manner and upon such terms as the Committee shall from time to time resolve and direct and the Trustees shall execute and do all such deeds and acts as may be necessary for carrying out such sale, assignment, exchange, lease, mortgage or charge into effect. A resolution of the members of the Institute passed in pursuance of the provisions of this Clause shall in favour of a subsequent purchaser assignee chargee lessee or grantee be binding upon all the members of the Institute. Upon any assignment exchange lease or mortgage purporting to be made in pursuance of the provisions of this Clause, a certificate purporting to be signed by the Secretary for the time being of the Institute shall in favour of the purchaser, assignee, mortgagee, chargee, lessee or grantee be conclusive evidence that the resolution and direction in that behalf have been duly passed and given. Provided that where the Committee proposes within 29 years from the original purchase to sell, assign, exchange or lease the property or any furniture, apparatus or equipment for which grant has been obtained from public fund, the Institute shall refer to the Government Department or Local Authority concerned before such sale, assignation, exchange or lease is affected

## **INSURANCE:**

18. All property real or personal held by or in the name of the Institute shall be insured in the name of the Institute or otherwise as may be required by any mortgage or other document affecting the same in the full value thereof.

## **DISSOLUTION:**

19. If the Committee by a simple majority decides at any time on the ground of expense or otherwise it is necessary or advisable to dissolve the Institute it shall call a meeting of all members of the Institute who have the power to vote of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed thereat) and given in writing to the Charity Commissioners for England and Wales. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have the power to direct the disposal of any assets held by or in the name of the Institute. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the area of benefit as the Committee may decide and as may be approved by the Charity Commissioners for England and Wales.

## **CHANGE TO CONSTITUTION:**

20. Any proposal to alter this Constitution must be delivered in writing to the Secretary of the Institute not less than 28 days before the date of the meeting at which it is first to be considered.

An alteration will require the approval of both:

- (a) a simple majority of members of the Committee present and voting at a Committee meeting.
- (b) a two-thirds majority of individual members and representatives of the Constituent bodies and Sections of the Institute present and voting at a General Meeting. Notice of each such meeting must have been given in accordance with normal procedure but not less than 14 days prior to the meeting in question and giving the wording of the proposed alteration.

No alteration to Clause 2 hereof shall be made without the consent of the Charity Commissioners for England and Wales.

An alteration shall not be made without the knowledge and consent of the Trustees, but such consent shall not be unreasonably withheld by them.

## **DATE OF ADOPTION:**

This Constitution was adopted as the Constitution of the Earl Shilton Social Institute at a General Meeting duly convened at

EARL SHILTON SOCIAL INSTITUTE on 30 March 1977

Signed (J F Lucas) President.

Signed (A Major) Hon. Secretary.

Note 1. See appendix.

**APPENDIX:**

Extension to Clause 17 after "in that behalf have been duly passed and given" read: "Provided that where the Committee proposes within 29 years from the original purchase to sell, assign, exchange or lease the property or any furniture, apparatus or equipment for which grant has been obtained from public fund, the Institute shall refer to the Government Department or Local Authority concerned before such sale, assignation, exchange or lease is affected".

This extension was adopted at a Special General Meeting duly convened at EARL SHILTON SOCIAL INSTITUTE on 25 April 1978.

Signed (S W Frearson) Chairman.

Signed (B Cope) Hon. Secretary.

**RULES LOCATION:**

Standing Orders, Rules, Disciplinary Procedures and Rights for the conduct and benefit of members and/or employees are recorded elsewhere and may be examined on request being made to the Secretary of the Institute.

Minutes of Committee meetings and audited accounts may be examined by bona-fide members at the Annual General Meeting.

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