



CONSTITUTION

Date Of Adoption

This constitution was adopted on 2 June 2012

Definitions

“Trustees” means

Marcus Ferrar (Chair) of 7 Capel Close, Oxford, OX2 7LA
Mark Victor Holland (Vice-Chair) of 22 Portland Road, Oxford, OX2 7EY
John Patrick Briggs (Treasurer) of 81 Bainton Road, Oxford, OX2 7AG
Janet Susan Caldwell (Secretary) of 23 Squitchey Lane, Oxford, OX2 7LD
Jean Lesley Fooks of 9 St Bernard's Road, Oxford, OX2 6EH
Jane Rachel Galsworthy of 30 Harefields, Oxford, OX2 8NS
Jane Lindsay Mactaggart of 4 Rogers Street, Oxford, OX2 7JS

or others who may replace them under this Constitution.

“Summertown Library” means

Summertown Library, South Parade, Oxford, OX2 7JN.

PART 1

1. Adoption of the Constitution

The Charity and its property shall be administered and managed in accordance with the provisions of Part 1 and Part 2 of this constitution.

2. Name

The name of the Charity is The Friends of Summertown Library. It is referred to throughout this document as "the Charity".

3. Governance & Officers

3.1 The Officers of the Charity are the Trustees.

3.2 The Trustees shall be responsible for all things for which they are responsible under law to include *inter alia* the Charity's aims and direction, its property, finances, employment of any staff or volunteers and compliance with its legal obligations and this constitution.

4. Values & Standards of Conduct

The Charity is strictly independent, aligned with no government authority, nor political or religious organisations or interests and will conduct itself in a lawful and responsible way at all times. It shall not engage in activity or campaigns in support or pursuit of any objectives other than those set out below under Objectives.

5. Objective

The advancement of education for the public benefit by supporting the operation and maintenance of a public library in Summertown for the benefit of the local residents.

6. Application of the Income and Property

6.1. The income and property of the Charity shall be applied solely towards the promotion of the Objectives.

6.2. A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

- 6.3. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
 - 6.3.1. a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - 6.3.2. a Trustee from:
 - 6.3.2.1. buying goods or services from the Charity upon the same terms as other members or members of the public;
 - 6.3.2.2. receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that Trustees comply with the provisions of sub clause 6.6 of this clause, or as a member of the Charity and upon the same terms as other members;
 - 6.3.3. the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to them in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - 6.3.3.1. fines;
 - 6.3.3.2. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of a Trustee;
 - 6.3.3.3. liabilities to the Charity that result from conduct that the Trustee knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- 6.4. No Trustee may be paid or receive any other benefit for their participation in the Charity.
- 6.5. A Trustee may not:
 - 6.5.1. sell goods, services or any interest in land to the Charity;
 - 6.5.2. be employed by or receive any remuneration from the Charity;

- 6.6. If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause 6.3 of this clause, he or she must:
- 6.6.1. declare his or her interest in the proposal;
 - 6.6.2. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - 6.6.3. not be counted in determining whether the meeting is quorate;
 - 6.6.4. not vote on the proposal.
- 6.7. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

7. **Dissolution**

- 7.1. The Charity shall be wound up if at least two thirds of its members vote to do so.
- 7.2. If the members so resolve to dissolve the Charity, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- 7.3. The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- 7.4. The Trustees must apply any remaining property or money:
- 7.4.1. directly for the Objectives;
 - 7.4.2. by transfer to any charity or charities for purposes the same as or similar to the Charity.

PART 2

8. Membership

8.1. *Joining*

Applications for membership will be received, reviewed, accepted or declined, and confirmed to the applicant by the Trustees.

8.2. *Obligations*

Once confirmed, Members will be obliged to

- 8.2.1. act in the best interests of the Charity;
- 8.2.2. support it in the achievement of its Aims;
- 8.2.3. comply with its constitution;
- 8.2.4. comply with any ruling of the Chairman at any meeting at which the Member is present.

8.3. *Rights*

Once confirmed Members will be entitled to

- 8.3.1. attend speak and vote at the Annual General Meeting or any Extraordinary General Meeting;
 - 8.3.2. stand for election to the Board of Trustees.
- 8.4. Members may not otherwise speak for the Charity or enter into any commitment on its behalf.

8.5. *Classes of Membership and Requirements for each class*

There shall be two classes of membership.

8.5.1. *Personal Membership*

Open to any permanent resident of Oxfordshire aged 18 or over.

8.5.2. *Business Or Other Organizational Membership*

Open to any business or organization which has a relationship with Oxfordshire (for example by having a registered office or a branch or trading in the county or by having an officer or owner who lives in the county) and which makes a donation of money or free goods or services to the Charity acceptable to the Trustees. This class of Membership expires on 31st December each year and is renewable upon application.

8.6. *Participation*

8.6.1. The Trustees of the Charity aim to involve all Members who wish to actively participate in assisting the Charity in its campaign. Members will be encouraged and empowered to represent the Charity at local level and to recruit other members, to raise funds and to assist the Charity in achieving its Aims. Such activities shall be arranged by the Trustees at their discretion.

8.6.2. Membership is open to individuals over eighteen years of age or organisations that are approved by the Trustees.

8.7. *Trustees' Powers In Respect Of Membership*

8.7.1. Admission to and continuation of membership is at the discretion of the Trustees, who may refuse admission to membership or terminate membership if they deem it in the best interests of the Charity. The Trustees shall not be obliged to provide any explanation for doing so.

8.7.2. In exercising these powers, the Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

8.7.3. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

8.7.4. The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any

written representations must be notified to the applicant in writing but shall be final.

8.8. Membership is not transferable to anyone else.

8.9. The Trustees must keep a register of names and addresses of the Members which must be made available to any Member upon request.

9. **General Meetings**

9.1. The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.

9.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

9.3. All general meetings other than annual general meetings shall be called special general meetings.

9.3.1. The Trustees may call a special general meeting at any time.

9.3.2. The Trustees must call a special general meeting if requested to do so in writing by at least ten Members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed.

9.3.3. If the Trustees fail to hold the meeting within twenty eight days of the request, the Members may proceed to call a special general meeting, but in doing so they must comply with the provisions of this constitution.

10. **Notice**

10.1. The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.

10.2. A general meeting may be called by shorter notice, if it is so agreed by all the Members entitled to attend and vote.

- 10.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.
- 10.4. If the meeting is to be an annual general meeting, the notice must say so.
- 10.5. The notice must be given to all the Members and to the Trustees.

11. Quorum

- 11.1. No business shall be transacted at any general meeting unless a quorum is present.
- 11.2. A quorum is 10 members entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership at the time, whichever is the greater.

12. Chair

- 12.1. General meetings shall be chaired by the person who has been elected as Chair.

13. Board of Trustees

- 13.1. The Charity and its property shall be managed and administered by the Board of Trustees.
- 13.2. The Board of Trustees will consist of no more than 10 Members.
- 13.3. If a vacancy arises, the Trustees shall be entitled to co-opt to fill it.
- 13.4. The Board of Trustees will meet once a month or otherwise as its members agree.
- 13.5. A quorum for the Board of Trustees shall be 3 members.
- 13.6. In the event of a tied vote on any issue, the Chair shall have the casting vote.
- 13.7. The Charity shall have the following specific Officers:

- 13.7.1. A Chair

13.7.2. A Vice-Chair

13.7.3. A Secretary

13.7.4. A Treasurer

14. **Powers of Trustees**

- 14.1. The Trustees must manage the business of the Charity, and they have the following powers in order to further the Objectives (but not for any other purpose):
- 14.1.1. to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 14.1.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 14.1.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - 14.1.4. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - 14.1.5. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 14.1.6. to establish or support any charitable trusts, Charities or institutions formed for any of the charitable purposes included in the Objectives;
 - 14.1.7. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objectives;
 - 14.1.8. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 14.1.9. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- 14.1.10. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 14.1.11. to do all such other lawful things as are necessary for the achievement of the Objectives.

14.2. The Charity may amend any provision of this Constitution provided that:

- 14.2.1 no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
- 14.2.2 no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
- 14.2.3 any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- 14.2.4 a copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed. Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

15. **Trustees meetings**

- 15.1. The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 15.2. Any Trustee may call a meeting of the Board of Trustees.
- 15.3. The secretary must call a meeting of the Trustees if requested to do so by a member of the Board of Trustees.
- 15.4. Questions arising at a meeting must be decided by a majority of votes.

- 15.5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.6. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 15.7. The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 15.8. A Member of the Board of Trustees shall not be counted in the quorum present when any decision is made about a matter upon which that Member of the Board of Trustees is not entitled to vote.

16. **Minutes**

- 16.1. The Trustees must keep minutes of all:
 - 16.1.1. appointments of Officers;
 - 16.1.2. proceedings at meetings of the Charity;
 - 16.1.3. proceedings of meetings of the Board of Trustees;
 - 16.1.4. the names of the Trustees present at the meetings;
 - 16.1.5. the decisions made at the meetings; and
 - 16.1.6. where appropriate the reasons for the decisions.

17. **Annual Report and Return and Accounts**

- 17.1. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - 17.1.1. the keeping of accounting records for the Charity;
 - 17.1.2. the preparation of annual statements of account for the Charity;
 - 17.1.3. the transmission of the statements of account to the Charity;

- 17.1.4. the preparation of an annual report and its transmission to the Commission;
 - 17.1.5. the preparation of an annual return and its transmission to the Commission.
- 17.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

18. **Registered Particulars**

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

19. **Property**

19.1. The Trustees must ensure:

- 19.1.1. the title to all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
- 19.1.2. that all investments held by or on behalf of the Charity are vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- 19.1.3. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Board of Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the Members of the Charity.
- 19.1.4. The Trustees may remove the holding trustees at any time.

20. **Notices**

- 20.1. Any notice required by this constitution to be given to or by any person must be:
- 20.1.1. in writing; or

- 20.1.2. given using electronic communications.
- 20.2. Notice may be given to a Member either:
 - 20.2.1. personally; or
 - 20.2.2. by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 20.2.3. by leaving it at the address of the Member; or
 - 20.2.4. by giving it using electronic communications to the Member's address.
- 20.3. A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 20.4. A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 20.5. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 20.6. Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- 20.7. A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

