

Governing Document

The constitution of the Christian Council on Ageing governs how the organisation works and shows how we try to fulfil our charitable objectives.

CONSTITUTION

As amended on 16 July 2014.

Part 1

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

2. **Name**

The name of the association shall be *Christian Council on Ageing* (and in this document it is called 'the charity' and 'the Council'). The association may adopt working titles for use in publicity, and on the association's website and in descriptive and other published materials; these are, for the time being, *Christians on Ageing* and *CCOA*.

3. **Object**

The object of the charity shall be to advance the Christian religion among the elderly and to promote the welfare of the elderly by such charitable means as the Council shall think fit.

4. **Use of income and property**

(a) The income and property of the charity shall be applied solely towards the promotion of the object, except that:

(i) a trustee of the charity shall be entitled to be reimbursed from the income and property of the Council or pay out of such income and property reasonable expenses properly incurred when acting on behalf of the Council;

(ii) a trustee of the charity may benefit from trustee indemnity insurance cover purchased at the Council's expense in accordance with and subject to the conditions in section 73f of the Charities Act 1993.

(b) 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 Council. This shall not prevent a member who is not also a trustee from receiving either a benefit from the charity in the capacity of a beneficiary of the association, or reasonable and proper remuneration for any goods or services supplied to the charity.

5. **Benefits and payments to trustees and connected persons**

(a) No trustee of the charity, or a connected person (as outlined in schedule 5 to the Charities Act 1993), may buy or receive goods or services from the Council on terms preferential to those applicable to members of the public; sell goods, services or any special interest in land to the Council; be employed by, or receive, any remuneration from the Council; or receive any other benefit from the Council unless the payment is permitted by sub-clause (b) of this clause below, or authorised by the court or the Charity Commission.

(b) The scope and powers permitting trustees' or connected persons' benefits shall be that:

(i) a trustee of the charity or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way;

- (ii) a trustee of the charity or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with and subject to the conditions in section 73a to 73c of the Charities Act 1993;
- (iii) a trustee of the charity or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
- (iv) a trustee of the charity or connected person may receive reasonable and proper rent for premises let by the trustee or connected person to the charity, but the trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of a lease are under discussion;
- (v) a trustee of the charity or connected person may take part in the normal trading and fundraising activities of the Council on the same terms as members of the public.

6. Dissolution

- (a) The charity may at any time be dissolved by a resolution passed by not less than a two-thirds majority of those members voting at a special general meeting of the Council of which at least 21 clear days' notice shall have been sent to all members of the Council.
- (b) Such resolution may give instructions for the disposal of any assets held by or in the name of the Council, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among members of the charity, but shall be given or transferred to such other institutions having an object or objects similar to the object of the charity, as the Council may determine or, if in any other manner, as the Charity Commission may approve in writing in advance.
- (c) The trustees shall remain in office as charity trustees, following a resolution to dissolve the charity, and be responsible for winding up the affairs of the charity in accordance with this clause and for notifying the Charity Commission promptly that the charity has been dissolved, including any necessary transmission of final accounts.

7. Amendments to the Constitution

- (a) The Council may amend any provision contained in this constitution provided that: no amendment may be made that would have the effect of making the association cease to be a charity at law; no amendment may be made to alter the object of the association if the change would undermine or work against the previous object of the charity; and no amendment may be made to clauses 4 or 5 without the written consent of the Charity Commission.
- (b) Any amendment to Part 1 of this constitution shall receive the assent of not less than two thirds of the members of the Council voting at a meeting specially called for the purpose.
- (c) Any amendment to Part 2 of this constitution shall receive the assent of a simple majority of the members voting at a general meeting.
- (d) A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty one days of it being passed.

Part 2

8. Membership of the Council

- (a) Membership of the Council shall consist of:

- (i) any individual of 18 years and over who professes faith in Jesus Christ, and who is interested in furthering the work of the charity;
 - (ii) an individual nominated to represent a Christian Church, either nationally or locally, and national or local organisations or agencies able to profess faith in Jesus Christ and interested in furthering the work of the charity;
 - (iii) individuals or nominated representatives of organisations or agencies not claiming to profess faith in Jesus Christ but who are in sympathy with the object of the charity.
- (b) Members defined in clauses 8 (a) (i) and (ii) shall have a vote at meetings and are eligible to serve on any committee or hold any office. Members defined in clause 8 (a) (iii) shall be called associate members and shall not have a vote at meetings or be eligible for election to the Executive Committee but may serve on other committees or groups.
- (c) Members shall pay an annual subscription in an amount to be decided from time to time by the Executive Committee elected in accordance with clause 10. The Executive Committee shall keep an up-to-date register of names and addresses of the members which must be made available to any member upon request.
- (d) Applications for membership of the Council must be approved by the Executive Committee. The Executive Committee may refuse any application for membership if, acting reasonably and properly, it considers a refusal to be in the best interests of the charity; the Executive Committee must inform any applicant of the reasons for refusal and consider any written representations about the decision, following which its decision will be final.
- (e) Membership may be terminated by the Executive Committee, for any good and sufficient reason, provided that the member concerned shall have the right to be heard by the Executive Committee before a final decision is made, and that there shall be a right of appeal against a decision to terminate membership at a general meeting of the Council. The Executive Committee may also, for good and sufficient reason, require the replacement of any representative of an appointing organisation without the right of appeal to a general meeting.
- (f) The Council may invite any person to attend its meetings as an observer, who may also be invited to speak but shall not be able to vote.
- (g) The proceedings of the Council or Executive Committee shall not be invalidated by any failure to appoint or defect in the appointment or qualification of any member.

9. Meetings of the Council

(a) Annual General Meeting

- (i) An annual general meeting of the Council shall be held each year at such time (not being more than 15 months after the holding of the previous annual meeting) and place as the Executive Committee shall decide.
- (ii) At the annual general meeting the business shall include a consideration of the accounts of the charity, a written Annual Report of the work done by the charity and by any organisation under the control of the charity or its officers, and the election of a Chair, Honorary Treasurer and other members of the Executive Committee in accordance with clause 10.

(b) Special General Meetings

A Special General Meeting of the Council may be called by decision of the Chair, or in the absence of the Chair by the Vice-Chair, or by the written demand of ten members or one-tenth of the membership whichever is greater. A Special General Meeting shall take place within 28 days of such a decision or receipt by the Chair of

written notice of the demand for a meeting. The meeting shall consider only items which are specified in the notice.

(c) Notice of Meetings

The minimum period of notice required to hold any general meeting of the Council shall be fourteen days from the date on which the notice is deemed to have been given; the notice, which must be given to all the members and others entitled to attend, shall specify the date, time and place of the meeting, and, if it is an annual meeting, the general nature of the business to be transacted or, if it is a special meeting, the specific nature of the business. Notices may be sent in writing by post or given using electronic communications as the Executive Committee decides from time to time.

(d) Quorum

(i) No business shall be transacted at any general meeting unless a quorum is present; a quorum for general meetings shall be ten members entitled to vote or one tenth of the total membership at the time, whichever is the greater.

(ii) If members have been invited to take part in a ballot, by either post or electronic communications, on any matter of business or to appoint a proxy to vote on all or specific matters of business to be transacted at a meeting, the numbers taking part in the ballot, or giving a proxy vote to an honorary officer or member, shall count towards the quorum.

(e) Voting

(i) Subject to the provisions of clauses 4, 5, 6 and 7 all questions arising at a meeting shall be decided by a simple majority of those present or, in the case of a ballot by post or electronic communications, or the appointment of a proxy, a simple majority of those present plus those who take part in the ballot and those whose vote is exercised by proxy.

(ii) A member may exercise only one vote except that, if there is an equality of votes, the person chairing the meeting shall have a second or casting vote.

(f) Adjournment

The members present at a meeting may resolve that the meeting be adjourned. The meeting shall be re-convened either at the date, time and place specified in the resolution or by the person chairing the meeting. If the adjournment is resolved to be for more than seven days, at least seven days notice of the re-convened meeting must be given and the business to be discussed at the re-convened meeting shall only be the business which could have been conducted at the original meeting.

(g) Conduct of business at general meetings

The Chair of the Council, elected in accordance with clause 10, shall preside at all meetings except that the vice-Chair may act in the absence of the Chair or, in the absence also of the vice-Chair, a person elected to preside at that meeting.

10. The Executive Committee

(a) The charity and its income and property shall be managed and administered by an Executive Committee (also called 'the Committee'). The members of the Executive Committee shall form the body of charity trustees.

(b) Membership of the Executive Committee shall consist of:

(i) the Chair and Honorary Treasurer elected by the members of the Council

(ii) persons, not less than 3, elected in accordance with clauses 10 (g) (iii) and 11

(g) (i)

(iii) those persons appointed in accordance with clause 10 (d)

(c) The members of the Executive Committee need not be members of the Council at the time of their election or appointment but will automatically become members

from the time of their election or appointment subject to the provisions of clause 8 (b).

(d) The Executive Committee shall have power to appoint any willing persons to serve as members of the Committee, with the power to vote, until the next election of Committee members or for a shorter period as the Committee decides. The total number of such members shall not exceed one third of the total number of members.

(e) The Executive Committee may invite any person to attend and speak at its meetings as an advisor or observer but such person shall not be entitled to vote and shall not be considered a trustee as defined in clause 10 (a).

(f) The Executive Committee shall meet not less than three times a year.

(g) Elections for Executive Committee members appointed in accordance with the provisions of clause 10 (b) (i) and (ii) shall take place at an annual general meeting at least once every three years with the following provisions:

(i) the Chair shall not be eligible to serve in that office for more than two consecutive terms of three years;

ii) there shall be no restrictions on the period(s) of office which may be served by the Honorary Treasurer;

(iii) members of the Committee elected in accordance with clause 10 (b) (ii) may serve three consecutive terms of three years but may not be elected to serve another term without a break of twelve months.

(h) All Executive Committee members shall remain members until the conclusion of the annual general meeting at which they must retire or seek re-election, unless a member: resigns by notice to the Committee; fails to attend three consecutive meetings of the Committee without reasonable excuse and the Committee decides to remove the member; is disqualified to act as a charity trustee by virtue of section 72 of the Charities Act 1993 (or subsequent modification); is incapable of managing their own affairs; or ceases to be a member of the Council or is removed as a member of the Committee by resolution of the Council at a general meeting.

(i) Vacancies on the Executive Committee, including any office on the Committee, may be filled by the Committee. Any person appointed to fill a vacancy shall remain a member until the conclusion of the next annual general meeting, in accordance with the provisions of clause 10 (h), but, not counting the appointment to fill a vacancy, shall then be eligible for election in accordance with the provisions of clause 10 (g).

(j) The Executive Committee shall appoint a vice-Chair, a Secretary and any other officers it thinks fit from amongst its own members. The Secretary shall also be the Secretary to the Council and shall be responsible for calling meetings in accordance with clause 9 and for carrying out such other actions as agreed by the Committee from time to time.

(k) The Chair elected by the Council shall preside at all meetings of the Executive Committee, shall have the right to attend all meetings of other committees, task groups or advisory groups, and be authorised to speak in public in the name of the Council. The vice-Chair may act in the absence of the Chair.

(l) The Executive Committee shall comply with its obligations under the Charities Act 1993 in regard to the keeping of accounting records and the preparation of annual statements of account for the charity, in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission from time to time; the preparation of an annual report; and the transmission of the statements of account, annual report and annual return to the Commission, as required. The financial year shall run from 1 January to 31 December.

(m) The Executive Committee shall decide which and how many of its members and staff may sign cheques on behalf of the charity.

(n) The Honorary Treasurer, or a person duly delegated by the Committee, shall present to each meeting of the Committee a written statement of accounts which gives the Committee a full and fair description of the financial position of the charity.

(o) The Executive Committee shall appoint a custodian Trustee or a trust corporation or not less than three individuals to hold any property held by or in trust for the charity; such holding trustees may be removed by the Committee at any time.

(p) No resolution or act of the Committee, or any other committee or group established by the provisions of clause 11 (b (i) and (ii)), shall be invalidated by reason of the failure to give notice or any procedural defect in meetings unless the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

11. Powers of the Executive Committee

The Executive Committee, in its management of the business of the charity, shall have the following powers in order to further the object of the Council (but not for any other purpose):

(a) Activities and Aims

(i) to explore the potential and vocation of being a Christian in later years and to nurture the continuing development and growth of personal faith;

(ii) to affirm the contribution of elderly people in the Christian Churches, and in society at large, by seeking opportunities to offer the talent and experience of elderly people for the common good;

(iii) to improve the pastoral support of elderly people in the Christian Churches, and those who care for and work with them;

(iv) to provide a link between the Christian denominations, to co-operate with all other appropriate agencies, and to encourage wide discussion and understanding of matters concerning elderly people;

(v) to promote research and innovation, publish resources and information, arrange or support conferences and events, provide responses to enquiries, and contribute to public debate on issues of age and ageing;

(b) Delegation

(i) to establish any committees, task groups or advisory groups as may be deemed necessary, and to determine their terms of reference, powers, duration and membership, provided that each may not be given power to co-opt more than one-third of its total membership, and provided that they report fully and promptly to the Committee and operate within financial budgets set by the Committee;

(ii) to grant permission for a group of members to form a local branch on such conditions as the Committee may decide from time to time in regulations.

(c) Finance

(i) to raise funds by means of contributions, donations, subscriptions, investment, deeds of covenant, legacies, the sale of publications, grants, loans or any other lawful method; to accept and receive gifts of property of any description, and to sell, lease or otherwise dispose of all or any part of the property belonging to the charity complying as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006; and to trade in direct furtherance of its object, and to carry out trade which is temporary or ancillary to the object of the charity, except that the charity shall not undertake any substantial taxable permanent trading activities in raising funds;

ii) to set aside income as a reserve against future expenditure in accordance with a written policy about reserves;

(iii) to operate bank or building society accounts in the name of the Council, 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;

(iv) to make arrangements and appropriate appointments for the auditing or independent examination of the Council's statements of account as required to comply with the Council's obligations under the Charities Act 1993;

(d) *Employment and Insurance*

(i) to make arrangements for the appointment of staff and to decide appropriate terms and conditions of service, provided always that a member of the Committee must resign immediately if appointed to any salaried office in the charity;

ii) to arrange appropriate insurance for any property of the charity and for the officers, staff and voluntary workers of the charity and its members, from and against all such risks incurred in the course of the performance of their duties as may be thought fit;

(e) *Copyright*

to acquire copyrights, trademarks and other rights and privileges for the purposes of the charity and grant licences conferring the right to use the name of the Council, or other copyrights, trademarks, rights and privileges of the Council whether subject to a royalty or not, and whether exclusive or non-exclusive or subject to other limitation;

(f) *Patrons, President, etc*

to appoint Patrons, a President and vice-Presidents, and to offer honorary life memberships to individuals, on such terms and conditions as may be decided from time to time, which persons shall not be members of the Committee or considered as trustees as defined in clause 10 (a).

(g) *Regulations*

to adopt and issue regulations for any matter concerned with the administration of the affairs of the charity, and in particular:

(i) to establish rules and procedures for the conduct of meetings, the management of applications or nominations for membership of the Council, the methods of nomination and election or appointment to the Committee, and the determination of any maximum number of members of the Committee which may be made from time to time ;

(ii) to determine and review any subscription or affiliation fees to be paid by members of the charity;

(iii) to decide terms of reference for committees or other advisory groups or task groups which may be established from time to time.

These regulations shall come into operation immediately, provided always that they shall be subject to review by the Council and shall not be inconsistent with the provisions of this constitution. Regulations may be rescinded or changed in the same manner as they are made.

And

(h) to do all such other lawful things as shall promote the object of the charity.

Regulations

Adopted and issued on 15 May 2012

1. The Executive Committee shall regulate its own proceedings as it thinks fit subject to the provisions of the constitution including these regulations.

2. A meeting of the Committee must be called at the request of the Chair or any other member of the Committee.
3. Questions arising at any meeting of the Committee shall be decided by a simple majority of votes of those present; in the case of an equality of votes the person chairing the meeting shall have a second or casting vote.
4. A quorum at meetings of the Committee shall be three. If a member of the Committee is not entitled to vote on a matter for decision, that member shall not be counted in the quorum. If the number of members of the Committee, for whatever reason, is reduced to less than three, the members remaining (or member, if only one) may act only for the purpose of filling vacancies or calling a general meeting.
5. Notice given of meetings of the Committee, other committees, task groups, and advisory groups, whether by post or electronic communications, shall usually be not less than ten days.
6. Minute books shall be kept by the Secretary for all meetings of the Council, the Executive Committee and other committees including a record of appointments of trustees, the names of trustees present at a meeting, the decisions made at meetings and the reasons for the decisions being made.
7. The Executive Committee may offer a reduced subscription to members of the Council sharing one address at a rate equivalent to the individual annual subscription decided by the Committee from time to time.
8. The Executive Committee shall seek nominations for membership of the Committee in accordance with clauses 10 (b) and 10 (g) and give notice of nominations prior to the annual general meeting. The notice shall include the name or names of those being nominated, confirmation of their willingness to be nominated, and the name of the member of the Council eligible to vote at the meeting who is making the nomination.
9. The Executive Committee has granted permission for the formation of a local branch in accordance with the provisions of clause 11 (b) (ii) of the constitution in the region of Merseyside (the 'Merseyside branch'). The conditions of operation of the Merseyside branch, including those provided for in clause 11 (e) of the constitution, are recorded in the minutes of the Committee.
10. The Executive Committee has established the following committees, advisory groups and task groups:
 - The Finance Committee
 - The Dementia Group
 - The Research GroupThe terms of reference for these are recorded in the minutes of the Committee.
11. The Executive Committee has appointed a voluntary Membership Secretary to manage the processing of applications for membership of the Council. The Membership Secretary may approve applications on behalf of the Committee except in any case of doubt or difficulty about eligibility, in which case approval must first be sought at a meeting of the Committee.
12. The total number of members elected to the Committee in accordance with clause 10 (b) (ii) shall not be more than 9.