

KELFIELD VILLAGE INSTITUTE

CONSTITUTION

Name

- The property shall be called **KELFIELD VILLAGE INSTITUTE**.
- The committee responsible for day to day running of the Institute shall be called **KELFIELD VILLAGE INSTITUTE COMMITTEE**.

Objectives

1. To provide social and recreational activities which bring residents together, thereby fostering a sense of community.

This will include use for:

- Meetings, clubs and classes or other forms of social, recreational or educational activity.
 - Raising awareness within the community of environmental or social schemes which may benefit the community or individuals within in.
2. To organise fundraising activities to support maintain the village institute building in a good state of repair so that it can be retained as a valuable and desirable facility for use by the local community. Including provision for fund-raising for local and national charities (proposed by the community and agreed by the committee prior to each raising event).
 3. The Committee reserves the right to ban certain activities if they are deemed by the Committee to be inappropriate in any way. Should the Committee not be able to make a decision immediately the activity concerned will be suspended subject to formal meeting or decision being made by the Committee.

GOVERNANCE ARRANGEMENTS

1. The Trustees

The property of the Institute is invested in 5 Trustees (named at Annex A) who have delegated day to day running of the Institute to the voluntary **KELFIELD VILLAGE INSTITUTE COMMITTEE** comprising of elected members of community.

2. The Committee

1. Persons willing to become members of the Committee can be co-opted during the year with formal

approval of membership at the next Annual General Meeting. The term of office of members is three years with the opportunity for reappointment.

2. The Chair Person, Treasurer and Secretary will be elected and appointed by the Committee.
3. At the time of appointment roles and responsibilities of each elected officer will be confirmed to ensure that there is clarity.
4. Committee Members can retire from the Committee at any point during the year but should give written notice one month in advance wherever possible to allow a replacement to be found. Retiring members will be eligible for re-election
5. All Committee Members must normally be aged 18 years or over. This can be reviewed by the Committee for individual cases where appropriate.
6. Current membership of the Committee appears on the KVI website.

3. Powers of the Committee

1. The Committee has the following powers in order to further the Objectives (but not for any other purpose):
 - a) to raise funds. In doing so, the Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - c) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - d) to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objectives
 - e) to set aside income as a reserve against future expenditure;
 - f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Institute;
 - g) 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; and
 - h) to do all such other lawful things as are necessary for the achievement of the Objects.
2. No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees or Committee Members
3. Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

4. Committee meetings and the Annual General Meeting

1. The Committee will hold regular meetings throughout the year to conduct normal business

activities but also must hold an Annual General Meeting (AGM) within twelve months of the date of the adoption of this constitution. An AGM will be held in each subsequent year and not more than fifteen months may elapse between successive AGMs.

2. A minimum period of notice of fourteen clear days (from the date on which the notice is given) will be given before an AGM. An AGM may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
3. Notice will normally be issued through the Parish News. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.
4. The notice must also be given to all the Committee Members and Trustees.
5. No business shall be transacted at any Committee meeting unless a quorum of 4 members or 50% of the membership whichever is the greatest, is present within half an hour from the time appointed for the meeting. If during a meeting a quorum ceases to be present, the meeting shall be adjourned and deferred. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
6. Committee meetings shall be chaired by the person who has been elected as Chair (or Vice Chair if the Chair is unavailable).
7. During Committee meetings each Committee Member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

5. Urgent decisions/issues

Where issues require action or decision between the regular meeting dates of the KVI Committee, agreement can be reached through email with all members of the Committee. Agreement will be reached on the basis of the voting detailed in para 4.7 above.

ANNEX A - TRUSTEES OF KELFIELD VILLAGE INSTITUTE (May 2010)

Christopher Cade - 1 Remount Cottage, Main Street Kelfield
Chris Hobbs – 2 Chapel Row, Kelfield
William Falkingham, Coppergate House, Kelfield
Tom Bell, The Old Chapel, Kelfield
Tony Simpson, 6 Windmill Rise Sutton Road, Tadcaster. LS24 9HU.

ANNEX B - PROCEDURES/RULES

Application of the income and property

1. The income and property of the Institute shall be applied solely towards the promotion of the Objectives.
2. A Committee Member may payout of, or be reimbursed from, the property of the Institute when reasonable expenses have been properly incurred by him or her when acting on behalf of the Institute.
3. None of the income or property of the Institute may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Trustee or Committee member. This does not prevent:
 - (a) a Committee member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Institute;
 - (b) a Trustee or Committee member from:
 - (i) buying goods or services from the Institute upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Institute in the capacity of a beneficiary of the Institute, provided that the Trustee or Committee Member comply with the provisions of sub clause (6) of this clause, or as a member of the Institute and upon the same terms as other members;
 - (b) the purchase of public liability insurance for the Trustees or Committee Members against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer 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 Institute but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;
 - (iii) liabilities to the Institute that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Institute or in respect of which the person concerned did not care whether that conduct was in the best interests of the Institute or not.

4. No Trustee or Committee Member may be paid or receive any other benefit for being a Trustee or Committee Member.
5. If it is proposed that a Trustee or Committee Member should receive a benefit from the Institute that is not already permitted under sub-clause (3) He or She must:
 - (i) Declare his or her interest in the proposal;
 - (ii) Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) Not be counted in determining whether the meeting is quorate;
 - (iv) Not vote on the proposal.

Dissolution

1. If the Committee members resolve to dissolve the Committee the Trustees will remain in office as Institute Trustees and be responsible for deciding the future of the Institute in accordance with this clause.
2. Should the decision be taken to wind up the Institute the Trustees must collect in all the assets of the Institute and must pay or make provision for all the liabilities of the Institute.
3. The Trustees must apply any remaining property or money directly for the Objects i.e. to benefit the community in line with the Trustees own Constitution.
4. In no circumstances shall the net assets of the Institute be paid to or distributed among the Committee Members or Trustees.

Review and amendments

1. The Constitution shall be reviewed on an annual basis.
2. The Institute may amend any provision contained in this Constitution provided that:
 - (a) no amendment may be made to alter the Objectives if the change would not be within the reasonable contemplation of the members of or donors to the Institute;
 - (b) any resolution to amend a provision of this constitution is passed by no less 4 Committee members present and voting at a general meeting.
3. Any Annex to the constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Disqualification and removal of committee members

A Committee Member shall cease to hold office if he or she:

- a) Ceases to be a member of the Institute;
- b) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- c) Resigns as a Committee Member by notice to the Elected Officers (but only if at least two Elected Officers will remain in office when the notice of resignation is to take effect); or
- d) Is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolve that his or her office be vacated.

Notes

The Committee must keep notes of all:

- appointments of Officers and Committee Members made by the Committee;
- proceedings at meetings of the Committee including:
 - the names of the Members and other persons present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Annual report and return and accounts

1. The Committee must comply with their obligations with regard to:
 - (a) the keeping of accounting records for the Institute;
 - (b) the preparation of annual statements of account for the Institute;

Repair and insurance

The Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Institute (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

Revised: August 10

Revised: March 2014

Revised: August 2014

Revised: 17 March 2015

Revised: 3 February 2016