

The Severn Forum

Constitution

(adopted on the 1st day of October 2002 and as amended by the AGM on 18 October 2006 (clauses 7.3 and 16.6))

1 Name

The name of the Charity is the Severn Forum ("the Charity")

2 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 members of the Executive Committee, constituted by clause 7 of this constitution ("The Executive Committee").

3 Objects

The Charity's objects ("the objects") are the advancement of education in theology and religion by the encouragement of research and enquiry and the provision of lectures and discussion groups.

4 Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive subscriptions and contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects.
- (iii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iv) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (v) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (vi) power to do all such other lawful things as are necessary for the achievement of the objects.

5 Membership

5.1 Membership of the Charity shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.

5.2 Every member shall have one vote.

5.3 The Executive Committee may terminate the membership of any member whose subscription is more than 6 months in arrears.

5.4 The Executive Committee may elect honorary life members. The total number of honorary members at any one time shall not exceed 10.

6 Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves a chair, a deputy chair, a secretary, and a treasurer, and such other additional officers as the Executive Committee proposes. All such officers shall hold office from beginning of the calendar year following that meeting.

7 Executive Committee

7.1 The Executive Committee shall consist of not less than 6 members or more than 8 members being:

- (a) the honorary officers specified in the preceding clause and
- (b) not fewer than 1 and not more than 3 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting;

7.2 The Executive Committee may in addition appoint not more than 3 co-opted members but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. The appointment of a co-opted member shall take effect from the end of the Committee meeting at which they are appointed.

7.3 All the members of the Executive shall retire from office together at the end of the calendar year next after the annual general meeting next at which they were elected unless decided by the annual general meeting otherwise but they may be re-elected or re-appointed except as provided in Clause 7.4.

7.4 Except as provided in clause 23, no member shall be eligible for re-election or re-appointment if at the time of the annual general meeting they have served as a member of the Executive Committee for a continuous period of 5 years but will be eligible for re-election or re-appointment again after one year has lapsed.

7.5 The proceedings of the Executive Committee 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.

7.6 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8.

7.7 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

8 Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

(1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

(4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9 Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or have a financial or other interest (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

10 Meetings and proceedings of the Executive Committee

10.1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than 7 days notice being given to the other members of the Executive Committee of the matters to be discussed.

10.2 The chair shall chair meetings of the Executive Committee. If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.

10.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

10.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.

10.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.

10.6 The Executive Committee may from time to time make and alter rules in the form of standing orders 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.

10.7 The Executive Committee may appoint one or more sub-committees (which shall include at least two members of the Executive Committee and have power to co-opt) for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee 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 Executive Committee.

11 Receipts and expenditure

11.1 The funds of the Charity, including all subscriptions donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by the Treasurer or other signatory designated by the Executive Committee in accordance with procedures and standing orders approved by the Executive Committee.

11.2 The funds of the Charity shall be administered in accordance with the guidelines issued by the Charity Commission from time to time.

11.3 The funds belonging to the Charity shall be applied only in furthering the objects of the Charity.

12 Investments and Property

12.1 The Executive Committee shall cause the title to all investments held by or on behalf of the charity to be vested either in a corporation entitled to act as custodian trustee or in one or more individuals appointed by them as holding trustees.

12.2 Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

12.3 The title of any land or property acquired by or donated to the charity will be vested in the Official Custodian for Charities.

13 Accounts

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

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

14 Annual Report

The Executive Committee 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 Commission.

15 Annual Return

The Executive Committee 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 Commission.

16 Annual General Meeting

16.1 There shall be an Annual General Meeting of the Charity which shall be held within the first six months following the end of the Charity's financial year or as soon as practicable thereafter.

16.2 Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

16.3 The chair of the annual general meeting shall be the chair appointed at the previous annual general meeting but if he or she is absent the members present shall before any other business is transacted appoint a chair of the meeting.

16.4 The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

16.5 Nominations for election to the Executive Committee may be made by any two members of the Charity in writing and must be in the hands of one of the secretaries of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

16.6 The Officers and Executive Committee elected at each Annual General Meeting shall assume office at the beginning of the following calendar year unless determined otherwise by the Annual General Meeting.

17 Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. At least ten ordinary members may also request such a meeting in writing stating the business to be considered. The secretary shall call such a meeting. At least 21 days' notice must be given and the notice must state the business to be discussed.

18 Procedure at General Meetings

18.1 The secretary or other person appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.

18.2 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.

19 Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

20 Alterations to the Constitution

20.1 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.

20.2 No amendment may be made to clause 1 (the name of charity clause), clause 3 (the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

20.3 No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

20.4 The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

21 Dissolution

If the Executive Committee decides 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) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive

Committee shall have 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 Commission.

22 Arrangements until the first Annual General Meeting

Until the first Annual General Meeting takes place, this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

23 Arrangements for the first four Annual General Meetings

In order to ensure an orderly retirement of the officers and other members of the Executive Committee at the first four Annual General Meetings the maximum length of continuous service of members and officers elected at these meetings may be restricted to less than the five years provided for in clause 7.4.

24 Adoption of Constitution

This constitution was adopted on 1 October 2002 above by the persons whose signatures appear at the bottom of this document.

(Signed)

W David Jones (Chair)
 C M Davie
 M J Ecclestone
 Alison R Evans
 M J D Irving
 W R Niblett
 S Rudman
 J Sutcliffe
 P J Stoward