

REVISED CONSTITUTION FOR SCARBOROUGH TALKING NEWSPAPER  
Registered Charity 514838

**Constitution**

Adopted on the 19<sup>th</sup> day of November 2001

**A Name**

The name of the Charity is Scarborough Talking News for the Blind and Partially-Sighted ("the Charity").

**B 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 Committee, constituted by clause H of this constitution ("the Committee").

**C Object**

The Charity's object ("the object") is to relieve the blind, or the partially-sighted, or those labouring under some temporary or permanent incapacity or disability which makes reading a strain, by the provision of recorded tapes.

**D New Technology**

Other recorded formats may be used in addition to, or instead of, recorded tapes.

**E Powers**

In furtherance of the object but not otherwise the Charity through its Committee shall have the following powers:

- (i) to take and accept any gifts of property, whether subject to any special trusts or not,

- (ii) to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; provided that the Committee shall not undertake any permanent trading activities in raising funds for the said object.
- (iii) to seek authorisation from the Post Office to use the free postage facility available under Post Office Regulations, and if such authority is granted, to use this facility for the distribution of tapes and other recorded items to those people to whom the Regulations currently apply;
- (iv) to distribute the tapes by means other than the use of the free postage facility mentioned in (iii) above to people other than those covered by the Post Office Regulations relating to this facility;
- (v) to do all such other things as shall further the object of the Charity.

## **F Membership**

- (1) Membership of the Charity shall be open :
  - (i) Automatically to those blind, partially-sighted or disabled people in receipt of the Charity's recorded items; and
  - (ii) By invitation of the Committee, on an annual basis, to those actively involved in the running of the Charity; and
  - (iii) To any person over the age of 18 years interested in furthering the object and who has paid the annual subscription, if any, laid down from time to time by the Committee
- (2) Every member shall have one vote.
- (3) The Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

## **G Executive Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

## **H Committee**

- (1) The Committee (“the Committee”) shall consist of not less than 12 members nor more than 15 members being:
  - (a) the executive officers specified in the preceding clause;
  - (b) a chief editor, a registrar and a technical manager (unpaid posts);
  - (c) not less than 6 and not more than 9 members elected at the annual general meeting who shall hold office from the conclusion of that meeting. At least one elected member shall be a blind, partially-sighted or disabled recipient of the Charity’s recorded items.
- (2) The Committee may in addition appoint not more than 2 co-opted members, with full voting rights, for a specific purpose and for a set period of time, 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 Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under clause R and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (4) The proceedings of the 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.
- (5) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the interests of the Charity.

## **I Determination of Membership of Committee**

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

- (1) is disqualified from acting as a member of the 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 Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
- (4) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

#### **J Committee Members not to be personally interested**

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

#### **K Meetings and Proceedings of the Committee**

- (1) The Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 14 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Committee. If the chairman is absent from any meeting, the members of the Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Committee for the time being or three members of the Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of the votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

- (5) The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
- (6) The Committee may from time to time make and alter rules 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.
- (7) The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the 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 Committee.

**L Receipts and expenditure**

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Charity at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by the Chairman or the Treasurer or the Secretary and one other member of the Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the object.

**M Property**

The Committee shall cause the title to:

- (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
- (b) 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 not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

**N Accounts**

The 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.

**O Annual Report**

The 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.

**P Annual Return**

The 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.

**Q Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of November in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the 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.

- (3) Every member, including the Chairman, shall have one vote and in the case of equality of votes the Chairman shall have a second or casting vote.
- (4) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (5) The Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (6) Nominations for election to the Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

## **R Special General Meetings**

The Committee may call a special general meeting of the Charity at any time. If at least ten members 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. The notice must state the business to be discussed.

## **S Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one twentieth 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.

## **T Notices**

Any notice required to be served on any member of the Charity shall be in writing or by means of tape or other recorded item and shall be served by the secretary or the 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.

**U      Dissolution**

On the winding up of the Charity, any assets remaining after the payment of outstanding debts or liabilities shall not be given to or distributed amongst members of the Charity, but shall be given or transferred to some other charitable institution having a similar object to the Charity.

**V      Alterations to the Constitution**

These rules other than Rule C, Rule U and Rule V may be altered, repeated or added to by a resolution passed by a three-fourths majority of the members of the Charity who are present in person or by proxy at an Annual General Meeting or an Extraordinary General Meeting convened for that purpose and of which notice has been served upon every then member of the Charity at his last known address in the United Kingdom. No amendment shall be made that would cause the Charity to cease to be a charity at law.



This revised constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed .....		CHAIRMAN
		SECRETARY
		CHIEF EDITOR
		FORMER CHAIRMAN