

The Mayor of Peterborough's Charity Fund
Charitable Association
Constitution

Dated:

This Constitution is adopted on the 20 and replaces, in its entirety any other Constitution previously adopted,

PART 1

1. Adoption of the constitution

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

2. Name

The association's name is

The Mayor of Peterborough's Charity Fund (and in this document it is called the Charity).

3. Objects

The Charity's objects ('the objects') are

That income will be generated through fundraising events throughout the city of Peterborough which are organized by The Mayor of Peterborough's Charity Fund and from donations by individuals and local organisations. The income is applied to support the Mayor's nominated local charitable organisations within the city of Peterborough or any other charitable projects which The Mayor of Peterborough's Charity Fund deem worthy and to promote such other charitable purposes as may from time to time be determined.

4. Application of income and property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) 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 a member who is not also a trustee from receiving:
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.

5. Benefits and payments to charity trustees and connected persons

(1) *General provisions -*

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Charity ;
- (c) be employed by, or receive any remuneration from, the Charity;

- (d) receive any other financial benefit from the Charity unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ('the Commission').

In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) *Scope and powers permitting trustees' or connected persons' benefits*

- (a) A charity trustee 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.
- (b) A charity trustee 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 185 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the charity trustee or connected person.
- (d) A charity trustee 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).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

(3) *Payment for supply of goods only - controls*

The Charity and its charity trustees may only rely upon the authority provided by sub-clause 2(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the charity trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

- (a) 'the charity' includes any company in which the charity:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more trustees to the board of the company.
- (b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

- (1) If the members 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.
- (2) The trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity ;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the trustees are to apply the remaining property or assets of the Charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the Charity has been dissolved. If the trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

7. Amendment of constitution

- (1) The Charity may amend any provision contained in Part 1 of this constitution provided that:

- (a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Charity;
 - (c) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Benefits and payments to charity trustees and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this 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.
 - (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

- (1) Charity membership is open to individuals over eighteen or organisations who have been invited by the Mayor of Peterborough to participate. All members of the Charity must be approved by the trustees. In general, memberships of the Charity are temporary, lasting for the duration of the Mayor's own term of office.
- (2) Peterborough City Council provides three members of the Charity, with an option for a fourth. These are:
 - (a) The Mayor of Peterborough. Their term as an individual member of the Charity commences after their election as Mayor by full council, and lasts until they are replaced by the next Mayor.
 - (b) Deputy Mayor of Peterborough. Their term as an individual member of the Charity commences after their election as Deputy Mayor by full council, and ceases automatically following the next appointment of Mayor. This membership is first offered to the elected Deputy Mayor, but should the Deputy Mayor decline to take up this membership, it will be offered to the Mayor's consort. Should the Mayor's consort also decline, this membership will remain vacant until the next change of Mayor and Deputy.
 - (c) Two nominated Council employees, who are both individual members of the Charity, Their membership is permanent. subject to the provisions of clause 9 (a) Other organisations (which include the Mayor's nominated charities) must nominate and appoint a named representative at the commencement of their organisational membership. To be clear, the nominated representative is not a member of the charity in their own right, but may exercise the same general powers granted to individual members, on behalf of the organisation they represent. The organisation, while still a member, may replace their representative at any time, provided that written notification is provided in advance.
- (4) The trustees may refuse an application for membership if,
 - (a) The individual applicant is part of an organisation who already is a member of the Charity;
 - (b) An organisation is applying to be a member of the Charity but is already represented by a member of the Charity (e.g. one of their volunteers/employees is already an individual member);

- (c) Acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (d) The trustees must inform the applicant, in writing, of the reasons for the refusal, within twenty-one days of the decision.
- (e) 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.
- (5) Membership is not transferable to anyone else.
- (6) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

9. Termination of membership

Membership of the Charity is terminated as follows:

- (1) Automatically, for all individual and organisational members, (excepting the two permanent memberships occupied by Peterborough City Council employees) with effect from the conclusion of the item at the annual general meeting next after the commencement of their membership, at which membership for the Charity for the new mayoral year is agreed. Any individual whose membership lapses in such manner may reapply for membership at or after that annual general meeting;
- (2) If the member dies or, if it is an organisation, ceases to exist;
- (3) If the member resigns, or organisation withdraws from the Charity, by written notice to the Charity unless, after the resignation, there would be less than two members;
- (4) If, in the case of permanent members of the Charity provided by Peterborough City Council, the Council shall nominate other members to replace the existing ones. Membership will not automatically lapse on cessation of employment with the Council, to enable time for a successor to be appointed, but the Council must make new appointments in a timely manner.
- (5) If any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (6) If the member is removed from membership by a resolution of the trustees that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

10. General meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) The annual general meeting is the meeting at which membership and trusteeship are determined, and will usually be the first general meeting of the Charity following the election of the new Mayor.
- (3) All **general meetings** other than **annual general meetings** shall be called '**special general meetings**'.

- (4) The trustees may call a special general meeting at any time.
- (5) 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. 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.

11. Notice

- (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.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members.

12. Quorum

- (1) No business shall be transacted (ie cannot be decided upon but can be discussed) at any general meeting unless a quorum is present. The quorum is as follows:
 - (i) Half of the total number of membership, including two (2) trustees;
 - (ii) at the annual general meeting – two (2) trustees is required to elect the new membership and also to elect the new Chair and Secretary.
- (2) For the purpose of a meeting of trustees as set out in clause 21 (Proceedings of Trustees) below, the quorum is two (2).
- (3) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
- (4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) 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.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair of the Charity.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.

- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned even if there is not sufficient quorum.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. Votes

- (1) Each 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.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Representatives of other bodies

- (1) Any organisation that is a member of the Charity must nominate a person to act as its representative prior to the commencement of its membership and before at any meeting of the Charity. In the case where the organisation has nominated more than one representative to attend the meeting, only one vote is permitted and that is of the organisation's named representative, as set out at paragraph 8(1) above. Any other representatives attending the meeting will not have the right to vote.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee will continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Trustees

- (1) The Charity and its property shall be managed and administered by trustees elected in accordance with this constitution.
- (2) The Charity shall have the following:
 - (a) A chair of the charity, who will be elected at the annual general meeting
 - (b) A secretary, who will be elected from membership at the annual general meeting.
 - (c) A treasurer, who must be an ex-officio permanent member and who is an employee of Peterborough City Council, who has been nominated by the Chief Executive or Director of Peterborough City Council.
 - (d) a trustee, who must be an ex-officio permanent member and who is an employee of Peterborough City Council, who has been nominated by the Chief Executive or Director of Peterborough City Council.
- (3) A trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity. An organisation may only hold an organisational trusteeship as the direct result of their nominated representative being elected Chair of the Charity, or Secretary. Should the organisation change its nominated representative, then its organisational trusteeship and former representative's position as Chair or Secretary are automatically terminated and these roles must immediately be subject to new election from within the Charity's membership. This does not preclude the membership from electing the new representative as Chair or Secretary resulting in the re-award of trusteeship to the same organisation.
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall be not less than three (unless otherwise determined by a resolution of the Charity in general meeting) and shall be subject to a maximum of four trustees.
- (6) The first trustees shall be those persons elected as trustees at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. Appointment of trustees

- (1) The Charity at every **annual general meeting** shall elect the Chair and the Secretary. An annual general meeting shall be convened every June or upon a date which is more convenient for the Charity and those individual members elected as Chair of the Charity and Secretary are also elected to be trustees of the Charity.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause and providing that there are fewer than four (4) trustees already in post.
- (3) A trustee shall cease to hold office if he or she became a trustee as a result of being elected Chair of the Charity or Secretary by the membership and then vacates the post of Chair of the Charity or Secretary, even if their membership of the Charity continues. Similarly, if the Chair of Charity or Secretary was the nominated representative of an organisational member, then any organisational trusteeship ceases at the point that the Chair of Charity or Secretary post was vacated.
- (4) No-one may be elected a trustee at any annual general meeting unless, prior to the meeting, the Charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to elect a member to the role(s) of Chair and/or Secretary, or appoint an emergency trustee under the provisions of 18(2).
- (5) (a) The appointment of a trustee, whether by the Charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- (b) The trustees may not appoint a person to be a trustee if a person has already been elected or appointed to that office and has not vacated the office.

19. Powers of trustees

- (1) The trustees must manage the business of the Charity and have the following powers in order to further the objects (but not for any other purpose):
- (a) to raise funds. In doing so, the trustees must not undertake any taxable 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 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 117 - 122 of the Charities Act 2011;
 - (d) 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 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - (j) 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;
 - (k) 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.
- (3) 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.

- (4) Trustees may discuss and agree actions relating to the trustee's powers at 19(1) during general meetings. However, should a formal vote be required on matters that are reserved for trustees during a **general meeting**,
- (a) the quorum requirements for trustee-only meetings at 21(7) must be satisfied, and
- (b) only trustees can vote on those matters.

20. Termination of Trusteeship

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated; and / or
- (6) Each of the trustees, with the exception of the Treasurer, shall retire with effect from the conclusion of the annual general meeting next after his or her appointment, but shall be eligible for re-election at that annual general meeting, unless their membership has automatically terminated in accordance with clause 9, above.
- (7) Was appointed as a trustee under 18(2) as a temporary emergency trustee to enable the minimum number of trustees required by 17(5) to be met and the number of trustees appointed, via usual means, now meets the requirements of 17(5).

21. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees. This is called a meeting of the trustees.
- (3) Questions arising at a meeting must be decided by a majority of votes.

- (4) The person elected as the Chair shall chair meetings of the trustees. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (5) 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.
- (6) The quorum is 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.
- (7) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (8) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (10) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (11) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.
- (12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22. Conflicts of interests and conflicts of loyalties

A Charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Charity 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 or professional interest (including but not limited to any personal financial interest or professional interests in relation to organisations they represent as an employee or volunteer).

Any charity trustee absenting himself or herself from any discussions, in accordance with this clause, must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
- (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Guests

With the permission of the membership, the Charity will allow guests to assist in the running of its events, attending its general meetings or the events. It should be noted that guests are not members or trustees and do not have any voting rights or any other powers.

25. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:
 - (d) the vote of that trustee; and
 - (e) that trustee being counted in the quorum,
- the decision has been made by a majority of the trustees at a quorate meeting

- (2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees if the resolution would otherwise have been void

- (3) No resolution or act of

- (a) the trustees
- (b) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity .

26. Minutes

The trustees must keep minutes of all

- (1) appointments trustees made by the trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the trustees including:
 - (a) the names of the trustees and members present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - (a) the keeping of accounting records for the Charity ;
 - (b) the preparation of annual statements of account for the Charity ;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) The trustees must ensure that accounts are prepared in accordance with the instructions issued by the Commission. Accounts must meet the provisions of any Statement of Recommended Practice issued by the Commission, or similar Statement prepared by another body, unless gross annual income falls below the threshold at which simpler "Receipts and Payments" accounting is permitted by the Commission.

28. Registered particulars

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

29. Property

- (1) The trustees must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the 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.
- (3) The trustees may remove the holding trustees at any time.

30. Repair and insurance

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (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.

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Charity may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (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.
- (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.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) 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.

32. Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members,

and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. Disputes

If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this constitution and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Interpretation and Supporting Information

Interpretation

34.1 In this constitution the following terms and expressions shall mean:

'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together

- (5) a body corporate in which -
- (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) above has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
- (6) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

‘the Chair’ means the chair of the Charity, acting as a trustee and elected at every annual general meeting. It will usually be the Mayor.

‘the Council’ means Peterborough City Council.

‘Guest’ means someone attending a general meeting or an event who has been invited and has been given permission from a member. All guests are not members or trustees and do not have any voting rights or any other powers.

‘the Mayor’ it is generally expected convention that the Mayor will stand for election as Chair of the Charity. The elected Mayor of the Council will be nominated to be the Chair of the trustees, unless the Mayor refuses to be the Chair. In the event the Mayor refuses to be the Chair, the Mayor can nominate the Deputy Mayor, or a Director or the Chief Executive of the Council can nominate another person to be Chair.

‘Member’ means member of the Charity.

‘the Secretary’ means a trustee who is the secretary of the Charity and who is to be elected by the membership.

‘the Treasurer’ means a trustee who is the treasurer of the Charity and who is to remain in office until their membership terminates in accordance with paragraph 9(3) above. The Treasurer will be an employee of the Council and nominated by the Director or the Chief Executive of the Council.

‘the Trustees’ means the trustees of the Charity and includes the Chair, the Secretary and the Treasurer. Trustees must understand that following termination of their trusteeship, they still have a residual responsibility to co-operate with their successors in terms of any requests for information, explanations, or evidence.

(except where the context otherwise requires) words denoting the singular include the plural and vice-versa, words denoting any gender include all genders and words denoting persons include the trustees, members, any natural person, partnership, joint venture, body corporate, incorporated association, government, governmental agency, persons having a joint or common interest, or any other legal or commercial entity or undertakings and vice-versa.

Supporting Information

34.2 Each year Peterborough City Council (“the Council”) appoints a Mayor (and a Deputy Mayor) as the first citizen for the city of Peterborough. As

Peterborough’s first citizen, the Mayor acts as ambassador for the Council and also for Peterborough itself on the wider regional, national and international stage. By being an impartial figure, he or she can represent the whole community, regardless of differences.

- 34.3 In fulfilling the role of Peterborough’s first citizen, the Mayor will speak and act for all of the diverse communities represented in Peterborough. The Mayor will usually lead civic events to raise funds for his chosen local charitable organisations. Following election to those roles, the Mayor and Deputy Mayor automatically become a members of the Charity for their mayoral year. Should the Deputy Mayor decline to be a member, or becomes a member and later resigns, the Mayor’s consort will be offered the Deputy Mayor’s ex-officio position as a member of the Charity for the remainder of the Mayoral year.

- 34.4 The Council will hold a permanent ex-officio post for two Council employees as members of the Charity. The individuals filling these roles will be nominated by the Council’s Director with the relevant responsibility, or the Chief Executive. Ordinarily it is expected that the ex-officio member roles will be filled by the Head of Constitutional Services and Mayoral Services Manager (or equivalent job titles). If these roles change substantially as a result of restructuring, or these employees are unable/unwilling to serve as part of the Charity, the Director or Chief Executive must nominate suitable alternatives at the earliest opportunity.

Signatures:

..... FULL NAME OF TRUSTEE

..... SIGNATURE OF TRUSTEE

..... FULL NAME OF TRUSTEE

..... SIGNATURE OF TRUSTEE

..... FULL NAME OF TRUSTEE

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