

Constitution

Scrappies revised Constitution 2022

1 Name

The name of the organisation is Shropshire Childrens Scrapstore, Resources and Recycling Centre - Scrappies (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 Management Committee, constituted by clause 7 of this Constitution (the 'Management Committee').

3 Objects

The objects of the Charity are;

- (i) to advance the education of children and young people living in Shropshire, Telford and Wrekin and surrounding areas, by assisting in the provision of materials and training for group play in which parents can participate when appropriate; and
- (ii) to provide educational, recreational and other leisure-time activities, materials and equipment for the inhabitants of Shropshire, Telford and Wrekin and surrounding areas, in the interests of social welfare, that the conditions of life of such persons may be improved, such persons having need of the facilities by reason of their youth, age, infirmity, disablement, social or economic circumstances.

4 Powers

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

- a) Power to raise funds and invite and receive contributions and to use any receipts from trading activities only to further the objects of the charity as laid down in section 3:
- b) Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- c) Power to subject to any consents, or those required by law, to sell, lease or dispose of all or any part of the property of the Charity;
- d) Power, subject to any consent, required by law, to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
- e) Power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.

- f) 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.
- g) Power to establish or support any Charitable Trusts, Associations or Institutions formed for all or any of the objects.
- h) Power to appoint and constitute such advisory committees as the Management Committee may think fit.
- i) Powers to do all such lawful things as are necessary for the achievement of the objects.

5 Membership

- a) Membership of the Charity shall be open to any body corporate or incorporated being a person or organisation working with children or young people whose objects accord wholly or substantially with those of the charity and to individuals over the age of 18 who are concerned to further the aims of the charity.
- b) Each full member shall have one vote.
- c) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity.
- d) The Management Committee at one of its properly convened meetings may, by a majority of 75% of those present and entitled to vote, terminate the membership of any member: provided the member concerned shall have the right to be heard by the Management Committee accompanied by a friend before a final decision is made.

6 Honorary Officers

- a) At the annual general meeting of the Charity the members shall elect from those eligible to be members of the Charity a Chairperson, Vice Chairperson, Honorary Secretary and Honorary Treasurer who shall hold office from the conclusion of that meeting.
- b) A Patron or Patrons may be appointed from time to time at an annual general meeting. Such person or persons shall not be members of the Management Committee and shall not hold voting rights.

7 Management Committee

- a) The Management Committee shall consist of the charity trustees and, if not trustees, the honorary officers specified in clause 6a) as a minimum. Other members of the Management Committee may be appointed at an annual general meeting without being trustees to assist in the running of the charity leaving the maximum number as 10.
- b) The Management Committee may in addition appoint not more than three 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 Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause 10a and shall take effect from the end of that meeting unless that 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.

- c) All the members of the Management Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came in to office but they may be re-elected or re-appointed.
- d) The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or any failure to appoint or any defect in the appointment or qualification of a member
- e) Nobody shall be appointed as a member of the Management Committee who is aged under 18 or would if appointed be disqualified under the provision of clause 8.
- f) No person shall be entitled to act as a member of the Management Committee, whether on a first or on any subsequent entry into office, until after signing a declaration of acceptance and of willingness to act within the trusts of the Charity.
- g) Employees of the charity shall be entitled to be present at meetings of the Management Committee, unless excluded for good cause, but have no vote.

8 Determination of Membership of the Management Committee

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

- a) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c) notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

9 Management Committee Members not to be personally interested

- a) Subject to the provisions of sub clause (b) of this clause no member of the Management Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee of the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by Management Committee.

- b) Any member of the Management Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10 Meetings and Proceedings of the Management Committee

- a) The Management Committee shall hold at least 3 ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any four members of the Management Committee upon not less than 4 days notice being given to the other members of the Management Committee, in writing, of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- b) The Chairperson or in the absence of the Chairperson, the Vice Chairperson shall act as a Chairperson at meetings of the Management Committee. If neither Chairperson nor Vice Chairperson is present at the meeting, those present shall elect from their number a Chairperson who shall preside for that meeting.
- c) There shall be a quorum when at least one third of the number of voting members of the Management Committee for the time being or three voting members of the Management Committee, whichever is the greater, are present at a meeting.
- d) Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- e) The Management Committee shall keep minutes of the proceedings at meetings of the Management Committee and any sub-committee.
- f) The Management 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.
- g) The Management Committee may appoint sub-committees, the membership of which shall not necessarily be restricted to members of the Management Committee provided that the actions and proceedings of such sub Committees shall be fully and promptly reported to the next meeting of the Management Committee.

11 Receipts and Expenditure

- a) The funds of the Charity, including all takings, donations, contributions and bequests, shall be paid in to an account operated by the Management Committee in the name of the Charity at such bank as the charity shall from time to time decide. All payments made from the account must be approved by at least two members of the Management Committee.
- b) The funds belonging to the Charity shall be applied only in furthering the objects of the charity as set out in section three.

12 Property

- a) Subject to the provisions of sub-clause (b) of this clause, the Management Committee shall cause the title to:
 - i) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - ii) 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 Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- b) If a corporation entitled to act as custodian trustees has not been appointed to hold the property of the Charity, the Management Committee may permit any investment held by or in trust for the Charity to be held in the name of a Clearing Bank, Trust Corporation or any Stock broking Company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13 Accounts

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

- a) the keeping of accounting records for the Charity;
- b) the preparation of annual statements of accounts for the Charity;
- c) the auditing or independent examination of the statements of account of the Charity; and
- d) the transmission of the statements of account of the Charity to the Commissioners.

14 Annual Report

The Management 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 Commissioners.

15 Annual Return

The Management 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 Commissioners.

16 Annual General Meeting

- a) There shall be an annual general meeting of the Charity, which shall be held in the month of **July** in each year or as soon as practicable thereafter.

- b) Every annual general meeting shall be called by the Management Committee. The Honorary 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.
- c) The Management Committee shall present to each annual general meeting, the reports and accounts of the Charity, for the preceding year.
- d) Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the Honorary Secretary of the Management Committee at least 7 days before the annual general meeting. Nominations may be made at the meeting if required. Should nominations exceed vacancies, election shall be by ballot.

17 Special General Meetings

The Management Committee may call a special general meeting of the Charity at any time. If at least ten members of the Charity request such a meeting in writing stating the business to be considered the Honorary Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

18 Procedure at General Meetings

- a) The Honorary Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Charity.
- b) No business shall be transacted at any general meeting of the charity unless a quorum is present.
- c) A quorum is the members present at the time of the meeting.

19 Notices

Any notices required to be served on any member of the Charity, shall be in writing and shall be served by the Honorary Secretary of the Charity 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


- a) 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.
- b) No amendments may be made to clause 1 (the name of Organisation clause) **clause 3** (the Objects clause), Clause 9 (Management 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.
- c) No amendments may be made which would have the effect of making the Organisation cease to be a Charity at law.

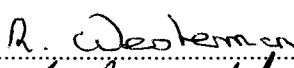
- d) The Management Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

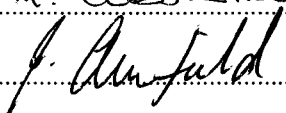
21 Dissolution

If the Management 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 Management 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 statement for the final accounting period of the Charity must be sent to the Commissioners.

The changes to the Constitution were approved on the 5 Sept 2022 by the persons whose signatures appear at the bottom of this document.


Signed.....Position: Chairperson


Signed.....Position: Honorary Treasurer


Signed.....Position: Honorary Secretary