

## **Constitution**

15<sup>th</sup> September 2002: the constitution was adopted.

24<sup>th</sup> October 2012: amended the first and second objectives through the AGM.

28<sup>th</sup> May 2014: added the third objective through the AGM.

30<sup>th</sup> May 2018: updated the Chinese name of the association through the AGM.

1<sup>st</sup> June 2022: updated the C-objectives and E-membership sections through the AGM.

### **A Name**

The name of the Association is 'The Chinese Association of Southampton' (CAS).

### **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 this Committee, constituted by clause G of this constitution (Committee).

### **C Objectives**

#### **The Charity's objectives are:**

To promote the benefit and quality of life of those living or working in Southampton and surrounding areas and in particular those of Chinese ethnic origin without distinction of gender, country of origin and of political or other opinions by:

1. Education through information and advice in health, civic and social matters, and by actively participating in inter-cultural activities and communication to improve understanding of other cultures;
2. Promoting the education and appreciation of Chinese arts, culture and traditions.

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

1. power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
2. Power to buy, take on lease or in exchange any property necessary for the achievement of the objectives and to maintain and equip it for use;
3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
4. power subject to any consents 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;
5. power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

6. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;
7. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objectives;
8. power to appoint and constitute such advisory committees as the Committee may think fit;
9. power to undertake research and publish reports.
10. power to do all such other lawful things that are necessary for achievement of the objectives.

## **E Membership**

1. Full membership of the Charity shall be open to any Chinese person over the age of 18 years living or working in Southampton and Region interested in furthering the objectives and who has paid the annual subscription if it is laid down by the Committee.
2. Every full member shall have one vote. New membership is by application form submitted to the Committee. Individuals have to be registered for 12 months before they are eligible to vote or to stand for election as a committee member after one year (except at the first Annual General Meeting).
3. Associate membership of the Charity is open to all others who support the objectives of The Charity and who have paid the annual subscription if it is laid down by the Committee.
4. The Committee may by a two-thirds majority of 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.

## **F Honorary Officers**

At the first committee meeting of the Charity after each Annual General Meeting, committee members shall elect from amongst themselves annually a chairperson, one to two vice-chairs, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

## **G Committee**

1. The Committee shall consist of not less than 5 members nor more than 16 members:
  - a. being those members who are elected by full members of the Charity at the Annual General meeting to form the Committee, and
  - b. including those who subsequently become elected by the Committee as the honorary officers specified in the preceding clause;
  - c. who may be nominated and seconded by any members of the Charity, whether full or Associate.

2. In order to fill vacancies the Committee may appoint not more than 5 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 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 J (1), 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 until the next Annual General Meeting when they may stand for election for a new term of office.

3. The Committee may invite advisers and group representatives to be non- voting Committee members in furtherance of the objectives of the Charity.

4. All members of the Committee shall be appointed for a period of 2 years, after which they can stand again for re-election at the second next annual general meeting after the date on which they came into office.

5. 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.

6. 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.

8. 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 trusts of the Charity.

## **H 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 of their meetings held within a period of six months and the Committee resolve that his or her office can 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 the office when the notice of resignation is to take effect)

## **I 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.

## **J Meetings and proceedings of the Committee**

1. The Committee shall hold at least five ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Committee upon not less than four day's 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 21 day's notice must be given.
2. The chairperson shall act as chairperson at meetings of the Committee. If the chairperson is absent from any meeting, the members of the Committee shall choose one of their number to be the chairperson 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 greater, are present at the meeting.
4. Every matter shall be determined by a majority of 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 folders 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.

## **K 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 at least two members of the Committee who are chosen from the honorary officers as specified in Clause F.
2. The funds belonging to the Charity shall be applied only in furthering the objectives.

## **L Property**

1. Subject to the provisions of sub-clause (2) of this clause, 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, the holding trustees shall not be liable for the acts and defaults of its members.
2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **M 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 the account of the Charity; and
4. the transmission of the statements of account of the Charity to the commission.

### **N 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.

### **O 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.

### **P Annual General Meeting**

1. There shall be an annual general meeting of the Charity which shall be held in the month of September 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 day's 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, providing they have been members for 12 months.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson 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 chairperson of the meeting.
4. The Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Committee must be made by members of the Charity in writing and must be in the hands of a secretary of the Committee at least 3 days before the annual general meeting. Should nominations exceed vacancies, there will be an election.

### **Q 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 just a meeting. At least 21 day's notice must be given. The notice must state the business to be discussed.

### **R 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 tenth of the number of members of the Charity for the time being or twenty members of the Charity, whichever is the greater, are present at any general meeting.

### **S 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 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 sent shall be deemed to have been received within 10 days of posting.

### **T Alterations to the Constitution**

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.
2. No amendment may be made to clause A (the name of the Charity clause), clause C (the objectives clause), clause I (Committee members not to be personally interested

clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

3. No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
4. The Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **U Dissolution**

If the 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 day's notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of all those present and voting the 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 objectives similar to the objectives 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.

## **V Arrangements until first general meeting**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the bottom of this document.

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

Signed

SIGNATURE	NAME
