

# **DISCOVER GROOMSPORT**

## **CONSTITUTION**

**Adopted on 28 October 2022**

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## 1. NAME

The name of the charity is **Discover Groomsport**

## 2. PURPOSES

**Discover Groomsport** is a community organisation in the village of Groomsport, County Down. Its Purposes are:

- (1) To celebrate and promote the advancement of the rich history and heritage of the village of Groomsport by organising exhibitions, lectures, guided tours, publications, other educational activities and events by associating with statutory authorities, voluntary and community organisations and the private sector.
- (2) To help preserve Cockle Row Cottages and some of the other important heritage buildings in Groomsport and to contribute to making the village an attractive and safe place for residents and visitors.
- (3) To work to ensure that future plans and developments for Groomsport are consistent with its heritage and uniqueness, encouraging residents to take an active interest in proposals for the future of the village and by helping them understand the roles and responsibilities of statutory and other agencies in respect of the village.
- (4) To strengthen the local community of Groomsport by increasing community participation and to promote social inclusion by encouraging and promoting open and accessible community activities.

## 3. EQUALITY STATEMENT

The charity shall promote equality and act without regard to gender, disability, age, race, sexual orientation, those with or without dependents, religious belief or political opinion.

## 4. CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the trustees have the power to:

- (1) obtain, collect and receive money, funds or other sources of income by way of contributions, donations, grants, legacies or other lawful method. All such monies shall be applied to the furtherance of the purposes of the charity and to no other purpose;
- (2) recruit and train volunteers to carry out the purposes of the charity;
- (3) employ and pay any person or persons, not being a member of the charity to supervise, organise and carry on the work of the charity and make all

- reasonable and necessary provision for the payment of remuneration to employees;
- (4) co-operate with and support other charities with similar charitable purposes; and
  - (5) do anything which is lawful and necessary to achieve the charity's purposes.

## **5. TRUSTEES**

- (1) The charity shall be managed by a committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity.
- (2) The charity must have the following, unrelated, officers:
  - A chairperson
  - A secretary
  - A treasurer.
- (3) A trustee must be a member of the charity.
- (4) A trustee may not appoint anyone to act on his or her behalf at a meeting of the trustees.
- (5) No one may be appointed a trustee if he or she would be disqualified from acting as a trustee under the provisions of clause 5.
- (6) The founding trustees of Discover Groomsport, the signatories of this constitution, shall be elected by potential members attending a public meeting in the village called for the express purpose of adopting this constitution and establishing Discover Groomsport.

## **6. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

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

- (1) is disqualified from acting as a trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (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 trustees, 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); or

- (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.

## **7. MEMBERSHIP**

- (1) The charity shall have a membership. People who live or work in, the village of Groomspout, or have its best interests at heart, and are aged 18 or over, can apply to the trustees to become a member. Once accepted by the trustees, membership lasts for 3 years and may be renewed. The trustees will keep an up-to-date membership list.
- (2) The membership list must detail:
- The full name of the member
  - The full address of the member
  - A contact telephone number (if available)
  - An email address (if available)
- (3) The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by another person who is also a member.
- (4) The trustees shall make rules governing the conditions, fees and rights and privileges of members and shall make regulations for the admission and termination of members. Members shall be informed, in writing, of these regulations.

## **8. ANNUAL GENERAL MEETING – AGM**

- (1) The AGM must be held every year (being not more than 15 months after the holding of the preceding AGM), with 14 days notice given to all members telling them what is on the agenda. Minutes must be kept of the AGM.
- (2) There must be at least 15 members present at the AGM for there to be quorum.
- (3) Every member has one vote.
- (4) The trustees must present the annual report and accounts.
- (5) Any member may stand for election as a trustee.
- (6) Members must elect between 3 and 10 trustees to serve for the next year. The trustees must retire at the next AGM but may stand for re-election.

## **9. TRUSTEE MEETINGS**

- (1) Trustees must hold at least 4 meetings each year. At their first meeting after the AGM they will elect a chair, treasurer and secretary. Trustees may act by majority decision.
- (2) At least 3 trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting.
- (3) A meeting of the trustees may be held either in person or by suitable alternative means agreed between the trustees in which all participants may communicate simultaneously with all other participants.
- (4) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (5) During the year, the trustees may appoint up to 2 additional trustees. They must stand down at the next AGM but are eligible to stand for election at the AGM.
- (6) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law. The trustees shall inform members, in writing, of additional rules.
- (7) All meetings of the Trustees shall be presided over by its Chairperson. If the Chairperson is not present those Trustees present may elect one of their number to take the Chair. The Chair of any meeting shall have a second or casting vote

## **10. WRITTEN RESOLUTIONS**

- (1) A resolution in writing signed by all the trustees on a matter will be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held and may consist of several documents in like form each signed by one or more trustees. The date of a written resolution will be the date on which the last trustee entitled to vote signs.
- (2) A resolution which is approved by email in accordance with this clause will be as valid and effectual as if it had been passed at a trustee meeting duly convened and held, provided the following conditions are complied with:
  - (a) such a resolution must be approved by email by all the trustees entitled to vote on the matter;
  - (b) approval must be received by the person nominated in advance by the trustees for that purpose (the "Recipient"); and

- (c) approval from a trustee must be sent from an email address previously notified in writing (not using electronic means) by that trustee to the charity as intended for use by that trustee for the purpose.
- (3) Following receipt of all responses on any resolution, the Recipient shall circulate a further email to all of the trustees confirming whether the resolution has been formally approved by the trustees in accordance with this clause.
- (4)
- (5) The date of a resolution shall be the date of the email from the Recipient confirming formal approval.

## **11. MONEY AND PROPERTY**

- (1) The income and property of the charity from wherever it is obtained, shall be applied solely towards the promotion of the purposes of the charity as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly in any manner by way of profit to any member of the charity. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the charity or the repayment of out-of-pocket expenses incurred in the course of the charity's business by any Trustee or other member appointed to act on behalf of the charity.
- (2) The charity or its Treasurer on its behalf, shall keep proper accounts of the finances the charity. All sums of money received and paid out by the charity and the matters in respect of which such receipts an expenditure take place.
- (3) The financial year of the charity shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.
- (4) A competent person shall be appointed at the Annual General Meeting to audit or independently examine the charity's accounts at least once a year.
- (5) A statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting having been examined and approved by an independent person.
- (6) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses, unless permitted by law.
- (7) A bank account must be opened in the name of the charity and all money must be held in the charity's bank account. The Trustees shall authorise in writing three, unrelated, Trustees as bank signatories to release monies on behalf of the charity. All financial transactions on the account must be authorised by two of the three signatories.

## 12. INDEMNITY

The charity shall indemnify, and keep indemnified, every officer, member, volunteer and employee of the charity from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising therefrom) made or brought against the charity in connection with its activities, the actions of its officers, members, volunteers, or employees, or in connection with its property and equipment. This indemnity shall not extend to liabilities arising from wilful and individual fraud, wrong-doing or wrongful omission on the part of the officer, member volunteer or employee. The Treasurer shall effect a policy of insurance in respect of this indemnity.

## 13. GENERAL MEETINGS

If the trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from 20 members. All members must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Winding up** – any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- (2) **Changes to the Constitution** – can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity. A copy of the amended constitution and resolution adopting the changes must be sent to the Commission for Northern Ireland.
- (3) Trustees may also call a General Meeting to consult the membership.

#### 14. SETTING UP THE CHARITY

This constitution was adopted on 28 October 2022 by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within fifteen months of this date.

**Signed**

David C. Irwin

Maureen M Irwin

Elaine L Nixon

Audrey Thomas

Ruth Fee

Etta Halliday

Roy McWhinney

David Martin

Peter Gibson

\_\_\_\_\_

**Print name**

DAVID C. IRWIN.

MAUREEN IRWIN

ELAINE NIXON

AUDREY THOMAS

RUTH FEE

ETTA HALLIDAY.

Roy McWhinney

DAVID MARTIN

PETER GIBSON

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## **APPENDIX**

### **Public Benefit Statement**

Purpose (1) benefits residents of Groomsport and visitors through the activities listed which advance education, arts, culture and heritage.

Purpose (2) benefits residents of Groomsport and visitors by undertaking activities which advance heritage and ensure that the environment of the village is protected and improved.

Purpose (3) benefits residents of Groomsport by advancing citizenship and community development.

Purpose (4) benefits residents from all backgrounds by promoting social inclusion.

The Equality Statement benefits the public by promoting equality and diversity.