

Southampton Fair Trade Group Constitution

A Name

The name of the Association is the Southampton Fair Trade Group.

B Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Board, constituted by clause F of this constitution.

C Objects

The Association's objects ("the objects") are:

- 1) To promote the concept of fair trade, especially in Southampton.
- 2) To promote awareness of the Fairtrade mark and other appropriate marks.
- 3) To increase the purchase and use of fair trade goods in Southampton.
- 4) To support and monitor Southampton's Fairtrade City status and to encourage other organizations and institutions to achieve Fairtrade status.

D Powers

In furtherance of the objects but not otherwise the Group may exercise the following:

- (1) power to raise funds and to invite and receive contributions provided that in raising funds the Group 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 objects and to maintain and equip it for use; (power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association);
- (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (5) power to employ such staff (who shall not be members of the Group) 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;
- (6) 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;
- (7) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) power to appoint and constitute such advisory Groups as the Group may think fit;

(9) power to do all such other lawful things that are necessary for achievement of the objects.

E Membership of the Group

Membership of the Group is open to all individuals and organizations which share the objectives and are willing to cooperate in achieving them. Members are welcome to attend and participate in all meetings of the Board.

F Honorary Officers and Board of Trustees

At its AGM the Group will elect a Chair, Vice Chair, Secretary, Minutes Secretary, Treasurer and up to four ordinary members. These shall constitute the Board of Trustees of the Group (see clause N).

Nobody shall be appointed as a trustee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

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

- (1) is disqualified from acting as a trustee 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 Board of Trustees from all of their meetings held within a period of six months and the Board resolve that his or her office can be vacated; or
- (4) notifies to the Board a wish to resign.

G Trustee not to be personally interested

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

H Group

Any person registering their name and address with the secretary, and paying the annual membership fee shall be a member of the Group, giving them the right to vote at the annual meeting and to participate in organizing and supporting the activities of the Association and to attend meetings to prepare and plan for such events to achieve the objects of the association.

The Group shall include representatives of other organizations in sympathy with the objects of the Association at the discretion of the Board of Trustees.

The proceedings of the Group 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.

I Meetings and proceedings of the Board of Trustees

- (1) The Board of Trustees, along with representatives of affiliated groups and interested members shall meet regularly to order the affairs of the Association. Meetings will be notified to those indicating a desire to participate.
- (2) The Board of Trustees, working with the membership, will organize events, meetings and opportunities to promote the objects of the Association.
- (3) A special meeting may be called at any time by the chairman or by any two members of the Board of Trustees upon not less than four days notice being given to the other members of the Board 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.
- (4) The chair shall act as chair at meetings of the Board. If the chair is absent from any meeting, the vice chair shall be the chair of the meeting.
- (5) Four trustees in attendance shall constitute the meeting to be quorate.
- (6) Every matter shall be determined by a majority of votes of the members of the Board present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote. In matters other than the policy of the Association, the votes of all members present will decide matters.
- (7) The Board shall keep hard copies of all minutes of the proceedings of meetings of the Board and any Committee.
- (8) The Board 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.
- (9) The Board may appoint one or more Committees consisting of three or more members of the Group for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board would be more conveniently undertaken or carried out by a Committee: provided that all acts and proceedings of any such Committees shall be fully and promptly reported to the Board.

J Receipts and expenditure

- (1) The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Board in the name of the Association at such bank as the Board shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Group.
- (2) The funds belonging to the Association shall be applied only in furthering the objects.

K Property

In the event of the Board of Trustees wishing to acquire property, other than working assets, or undertake the investment of funds, application shall be made by the Board of Trustees to the Charity Commission for registration of

the Association as a charity, so that property and or investments may be held in accordance with Charity Commission best practice.

L Accounts

The Board shall ensure:

- (1) the keeping of accounting records for the Association;
- (2) the independent inspection of the accounts at the close of each accounting year;
- (3) the preparation of annual statements of account for the Association;

M Annual Report

The Board of Trustees shall present an annual report of its activities during the previous year to the annual general meeting.

N Annual General Meeting

- 1) There shall be an annual general meeting of the Association which shall be held in the months of June or July in each year or as soon as practicable thereafter.
- 2) Every year an annual general meeting shall be called by the Board of Trustees. The secretary shall give at least 28 day's notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- 3) The Board shall present to each annual general meeting the report and accounts of the Association for the preceding year.
- 4) The meeting shall elect the officers of the Board, Chairperson, Vice Chairperson, Treasurer, Secretary, Minutes Secretary and four ordinary members. These shall constitute the Trustees of the Association.
- 5) The meeting may raise an annual subscription, if necessary, and to set the amount to be paid by members.
- 6) The meeting shall decide upon the policy of the Group.
- 7) The meeting may change the Constitution on the vote of at least 60 per cent of the current membership of the Group, present and voting.

O Special General Meetings

The Board may call a special general meeting of the Association at any time. If at least seven members of the group 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.

P Procedure at Special General Meetings

- (1) The Minutes Secretary or other person specially appointed by the Board shall keep a full record of proceedings at every special general meeting of the Association.

- (2) There shall be a quorum when at least fifty percent of the number of the trustees of the Association for the time being, are present at any special general meeting.

Q Notices

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Group 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.

R 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 Association), clause C (the objects), clause J (Group members not to be personally interested), clause S (the dissolution) or this clause (R).
- (3) No amendment may be made which would have the effect of making the Association cease to be an Association at law.

S Dissolution

If the Group decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, 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 Group shall have power to realize any assets held by or on behalf of the Association. Any assets remaining after the discharge of all debts and liabilities incurred by the Group, shall be handed to the Fairtrade Foundation, Suite 204, 16 Baldwin's Gardens, London EC1N 7RJ, to be used in a manner, which is exclusively charitable at law.