

## CONSTITUTION

### **1 NAME: Dolen Ffermio (Farming Link)**

### **2 OBJECTS**

The objects of the charity shall be

- i) The relief of poverty, sickness and disability of people living in developing countries or any other area of benefit identified by the trustees, in particular but not exclusively by the provision of education and training and such other services as the trustees may from time to time determine in order that they may become self supporting and that their conditions of life may be improved.
- ii) The advancement of education of members of the public in the United Kingdom (mainly in Montgomeryshire, Powys and Shropshire) in world food and farming issues.

### **3 POWERS**

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):

- To raise funds and to invite and receive contributions;
- 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;
- To sell, lease or dispose of all or any part of the property of the charity, subject to any consents required by law;
- To employ staff as are necessary for the proper pursuit of the objects;
- To provide indemnity insurance for the members of the charity, provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the charity knew to be a breach of trust, or which was committed by members of the charity in reckless disregard of whether it was a breach of duty or a breach of trust or not;
- To do all such other lawful things as are necessary for the achievement of the objects.

### **4 PROCEDURES AND RULES FOR RUNNING OF THE ORGANISATION**

#### **Membership of the Organisation**

- Membership shall be open to all those who live and/or work mainly in Clwyd, Powys, Shropshire and the surrounding area who are interested in furthering the work of the charity.
- All members shall be bound by the Constitution of the charity.
- Members shall be asked to pay a yearly subscription as shall from time to time be recommended by the Trustees and decided by the membership at the Annual General Meeting.

#### **Election of Officers and the Executive Committee**

- The Executive Committee shall be elected at the Annual General Meeting and shall be the Trustees of the charity
- The Executive Committee shall consist of the following four officers – Chair, Vice-Chair, Secretary and Treasurer – and up to three other members.
- The Executive Committee shall have the sole right in exercise in appointing, dismissing and determining the terms and conditions of service of all employees of the group.
- The Executive Committee may from time to time appoint a sub-committee. At least one Trustee shall be a member of the sub-committee. No sub-committee shall have any decision making ability or financial control. Their duty will be to advise the Executive Committee who will act upon any recommendations they deem to be relevant to the objects of the charity.
- The Executive Committee shall have the ability to co-opt to the charity or a sub-committee, non-members who have the required skills or knowledge to contribute to the charity.

### **Resignation or Disqualification of Trustees**

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

- becomes incapable of managing his/her own affairs by reason of mental disorder, illness, or injury;
- is absent without permission from the Executive Committee for all its meetings held within twelve months;
- notifies the Executive Committee in writing of his/her resignation.

### **Resignation or Disqualification of Members**

The Executive Committee may unanimously and for good reason terminate or suspend the membership of any individual if, in their opinion, his/her conduct is prejudicial to the interests and objects of the charity, provided that the member has the right to be heard by the Executive Committee before the final decision is made.

### **Nomination and Election**

The usual term of office for the Executive Committee shall be one year. All officers shall be eligible for re-election at the end of their term of office. If a vacancy occurs during the course of the year, the Executive Committee shall have the power to co-opt a committee member until the next Annual General Meeting.

### **Declaring Interest**

Any member making special gain or advancement by the passing of any resolution must declare any interest in such resolution and may be asked to leave during voting.

### **Meeting Structure**

- At least one meeting for the General Membership shall be held each year, which can be the Annual General Meeting. The Executive Committee shall hold at least two other meetings each year.
- At the Annual General Meeting, officers shall be elected, a statement of accounts received and the organisation's work reported on. At least twenty one days notice of the Annual General Meeting shall be given to members.
- A Special Meeting of the Executive Committee can be called at any time by the Chair or any two members of the Executive Committee upon not less than twenty one days notice of the matters to be discussed.
- A Special Meeting of the General Membership can be called by the Chair or any two members of the Executive Committee or can be requested in writing by at least six members or one tenth of the general membership, whichever is the greater. The Chair will arrange the Special Meeting in accordance with existing rules.
- Minutes shall be kept by the Executive Committee of all meetings. Such minutes shall provide a record of all matters discussed and decisions made, and shall be stored safely.

### **Quorum**

No business shall be transacted at any general meeting, including the Annual General Meeting, unless a quorum is present. A quorum will be six members entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership at the time, whichever is the greater. In the event that no quorum is present at any general meeting, including the Annual General Meeting, the meeting shall be abandoned and reconvened fourteen days later and those members with power to vote at that meeting shall be deemed to form a quorum.

There shall be a quorum of three members of the Executive Committee at Executive Committee meetings. In the event that no quorum is present, no decisions shall be taken until a subsequent meeting when a quorum is present.

At all meetings, voting shall be by a simple majority on a show of hands, with the Chair having the casting vote, if necessary.

### **Financial Management of the Charity**

All money raised by or on behalf of the charity shall be applied to further the objects of the group, and for no other purpose, and shall not be distributed by way of profit or otherwise to any members. Members of the charity shall be entitled to reimbursement of reasonable expenses incurred on behalf of the charity, subject to prior agreement by the Trustees.

The funds of the charity shall be paid into a bank account operated by the Trustees and the bank will be authorised to accept any two of three signatures of the Trustees.

The Treasurer shall maintain records of all financial transactions and keep proper account of the finances of the charity and prepare an annual statement of accounts for the Annual General Meeting. The accounts will be independently verified.

### **5 ALTERING THE RULES**

The constitution may be altered by a resolution passed by not less than two thirds of members present and voting at an Annual General Meeting or a Special Meeting. The notice of the meeting must be given with twenty one days notice and must include notice of the resolution, setting out the terms of the alteration proposed. Provided that no alterations to objects or powers of dissolution are proposed, the alteration to the rule can be agreed. If alterations to objects or powers of dissolution are proposed, prior approval in writing must be obtained from any authority which may have jurisdiction over the objects of the charity.

### **Dissolution Clause**

If the Trustees decide that it is necessary or advisable to dissolve the charity, they will call a meeting of all members of the charity, giving not less than twenty one days notice stating the terms of the resolution to be proposed. If the proposal is confirmed by not less than two thirds of members present and voting, the Trustees shall have the power to realise any assets held by or on behalf of the charity, provided that all funding agencies are in agreement. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other such organisations having objects similar to the objects of the charity. A copy of the statement of accounts for the final accounting period of the charity will be sent to any such relevant organisation that may be interested.

### **Constitution of Dolen Ffermio (Farming Link)**

Adopted the 20th day of May 2008