

CONSTITUTION OF
THE SOUTH BANK AND WATERLOO NEIGHBOURHOOD FORUM

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adopted on the 2nd day of July 2013

1. NAME

The name of the charity shall be the South Bank and Waterloo Neighbourhood Forum (hereinafter called "the Forum").

2. OBJECTS

The objects of the Forum are to:

- (a) Produce a Neighbourhood Development Plan for the South Bank and Waterloo neighbourhood under the provisions of the Localism Act (2011);
- (b) promote and improve the social, economic and environmental well-being of those who live work conduct business study in or visit the South Bank and Waterloo Neighbourhood (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, nationality, age, disability, race or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- (c) Promote such other charitable purposes as may from time to time be determined.

The Forum shall be non-party in politics and non-sectarian in religion.

3. POWERS

In furtherance of the said objects, but not otherwise, the Forum shall have power to:

- (a) co-operate with other voluntary organisations, statutory authorities and individuals;

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- (b) establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- (c) promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- (d) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (e) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere;
- (f) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (g) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objects, and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 16 hereof;
- (h) make regulations for the proper supervision, control and management of any property which may be so acquired;
- (i) sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law;
- (j) raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED THAT the Forum shall not undertake or in any way engage in any substantial permanent trading activities except as allowed under current Charity Law and shall conform to any relevant requirements of that law;
- (k) support any charitable trusts, associations or institutions formed for all or any of the objects;
- (l) receive money on deposit or loan or overdraft, in such manner as the Forum may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- (m) invest money not immediately required for its objects in or upon such

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investments, securities or property as the Forum may think fit, SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;

- (n) borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the property of the Forum with the repayment of money so borrowed;
- (o) subject to clause 12 hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (p) subject to the prior written consent of the Charity Commission remunerate any member of the Steering Group for services rendered to the Forum PROVIDED THAT:
 - (i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
 - (ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
 - (iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such members to the Forum;
 - (iv) the other members are satisfied that the services rendered to the Forum are of special value to the Forum having regard to such member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;
 - (v) the number of such members for the time being in receipt of remuneration shall not exceed a minority of members of the Steering Group.
- (q) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (r) provide indemnity insurance for the members of the Steering Group (or any of them) out of the funds of the Forum PROVIDED THAT the Steering Group has identified the need for such insurance and has obtained the prior written consent of the Charity Commission and that any such insurance shall not extend to any claim arising from any act or omission which the members of

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the Steering Group (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Steering Group (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;

- (s) do all such other lawful things as shall further the charitable objects of the Forum.

4. MEMBERSHIP

- (a) Membership shall be open, irrespective of sex, sexual orientation, nationality, age, disability and race or of political, religious or other opinions.
- (b) There shall be the following classes of membership:
 - (i) Individuals who live in the area of benefit
 - (ii) Individuals who work in the area of benefit
 - (iii) Individuals who are elected members (national regional or local government) for the area of benefit or any part of it
 - (iv) Residents associations, tenants associations or housing co-operatives operating in the area of benefit, and which wish to support the Objects
 - (v) Companies which operate solely or in part within the area of benefit, with over 250 employees and which wish to support the Objects
 - (vi) Companies which operate solely or in part within the area of benefit, with under 250 employees and which wish to support the Objects
 - (vii) Public and third sector bodies, associations and organisations, which operate solely or in part within the area of benefit, have over 100 employees, are voluntary or non-profit-distributing and which wish to support the Objects
 - (viii) Public and third sector bodies, associations and organisations, which operate solely or in part within the area of benefit, have under 100 employees, are voluntary or non-profit-distributing and which wish to support the Objects
- (c) Each member organisation as set out in Clause 4 (b) (iv) – (viii) above shall appoint one individual person being a member thereof to represent it and vote on its behalf at General Meetings of the Forum; and may appoint an alternate being a member thereof to replace its appointed representative as an observer at such meetings if the appointed representative is unable to attend. In the event of such individual person resigning or leaving a member organisation he or she shall forthwith cease to be a representative thereof. The member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.

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- (d) Individual members admitted under Clause 4(b) (i) - (iii) or appointed as voting representatives under Clause 4 (c) shall hereinafter referred to as 'members with power to vote'.

5. SUBSCRIPTIONS

Members shall pay such subscriptions as the Steering Group may from time to time determine.

6. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Forum may resign his/her membership and any representative of a member organisation may resign such position, by giving to the Secretary of the Forum written notice to that effect.
- (b) The Steering Group, by resolution passed at a meeting thereof, may terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Forum, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the Steering Group before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

7. GENERAL MEETINGS OF THE FORUM

The Forum shall meet at least two times a year inclusive of Annual General Meetings but exclusive of Special General Meetings.

(a) **Annual General Meetings:**

Once in each calendar year an Annual General Meeting of the Forum shall be held at such time and place as the Steering Group shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all members which shall be in writing or posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

The business of each Annual General Meeting shall be:

- (i) to receive the Annual Report of the Steering Group, which shall incorporate the accounts of the Forum referred to below, and give an account of the work of the Forum and its activities during the preceding year;

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- (ii) to receive the accounts of the Forum for the preceding financial year;
- (iii) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Forum in accordance with the Charities Act 2011 (or any statutory modification or re-enactment of that Act);
- (iv) to consider and vote on proposals to alter this constitution in accordance with Clause 21 hereof;
- (v) to consider any other business of which due notice has to be given.

(b) **Special General Meetings:**

The Chair of the Steering Group may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do signed by not less than 15 members with power to vote and giving reasons for the request, call a Special General Meeting of the Forum to consider the business specified on the notice of meeting and for no other purpose. The Secretary shall give at least fourteen days' clear notice to all members which shall be in writing or posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

8. HONORARY OFFICERS

- (a) At its first meeting after the Annual General Meeting the Steering Group shall elect from among its members a Chair and Vice Chair of the Forum and shall appoint by election or co-option a Secretary and a Treasurer.
- (b) Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 10 hereof.
- (c) An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Forum in writing of his/her resignation.
- (d) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Forum, the Steering Group shall have the power to fill it from among its members.
- (e) Subject to sub-clause (d) of this clause, all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the Forum and shall be eligible for re-election.

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9. THE STEERING GROUP

Subject to the provisions of Clause 7 hereof the policy and general management of the affairs of the Forum shall be directed by a Steering Group which shall hold at least four ordinary meetings each year. As the charity trustees, the Steering Group shall have power to enter into contracts for the purposes of the Forum on behalf of all members and may exercise on behalf of the Forum any or all of the powers enumerated in Clause 3 hereof.

- (a) In exercising its powers on behalf of the Forum, the Steering Group shall:
- (i) have regard to views expressed at meetings of the Forum where such views reflect a consensus of those present at such meetings;
 - (ii) use all reasonable means, including electronic communication, to communicate the business of the Steering Group to members of the Forum and to facilitate feedback by Forum members on the execution of its policies by the Steering Group
 - (iii) use reasonable endeavours to engage and communicate with those who live and work in the area of benefit, whether members of the Forum or not, through events, a website and other means of engagement and communication.
- (b) The Steering Group shall consist of:
- (i) Up to 4 persons elected by those members who are individuals aged 18 and above who live in the area of benefit
 - (ii) Up to 3 persons elected by those members who are individuals aged 18 or above who work in the area of benefit
 - (iii) Up to 4 persons elected by those members who are residents associations, tenants associations or housing co-operatives operating in the area of benefit, and which wish to support the Objects
 - (iv) Up to 3 persons elected by those members who are Companies which operate solely or in part within the area of benefit, with over 250 employees and which wish to support the Objects
 - (v) Up to 3 persons elected by those members who are Companies which operate solely or in part within the area of benefit, with under 250 employees and which wish to support the Objects
 - (vi) Up to 3 persons elected by those members who are Public and third sector bodies, associations and organisations, which operate solely or in part within the area of benefit, have over 100 employees, are voluntary or non-profit-distributing and which wish to support the Objects
 - (vii) Up to 3 persons elected by those members who are Public and third sector bodies, associations and organisations, which operate solely or in part within the area of benefit, have under 100 employees, are voluntary or non-profit-distributing and which wish to support the Objects
 - (ix) persons co-opted individually by the Steering Group who shall serve on the

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Steering Group until the conclusion of the next Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one quarter of the total number of members elected and appointed to the Steering Group in accordance with the provisions of this sub-clause and enumerated above.

- (c) Any individuals who are elected members (national, regional or local government) for the area of benefit or any part of it shall be invited to attend all meetings of the Steering Group, shall be entitled to speak at such meetings and shall be sent all papers relating to the business of the Steering Group.
- (d) All members of the Steering Group shall retire from office at the conclusion of the Annual General Meeting next after the date at which they came into office but they may be re-elected or re-appointed as provided for in Clause 9 (b).
- (e) If casual vacancies occur among the elected members of the Steering Group they shall be filled by election from the relevant membership class as provided for in Clause 9 (b).
- (f) It shall be the duty of the members of each membership class to establish fair and transparent procedures for the election of representatives from its membership class to the Steering Group and the Steering Group shall be entitled to review such procedures.
- (g) In electing members to the Steering Group the members of each membership class shall use their best endeavours to ensure a broad geographical spread of members of the Steering Group across the area of benefit.
- (h) The proceedings of the Steering Group shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (i) A member of the Steering Group shall cease to hold office if he or she:-
 - (i) is disqualified from holding office by virtue of section 178 of the Charities Act 2011 (or any statutory modification or re-enactment of that provision) or
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
 - (iii) is absent without the permission of the Steering Group from all its meetings held within a period of six months and the Steering Group resolves that he/she shall cease to hold office, or
 - (iv) notifies the Steering Group in writing of his/her resignation.

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The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 16 (a) below.

10. SUB-COMMITTEES

The Steering Group may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:

- (a) the Steering Group shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
- (b) all acts and proceedings of the sub-committees shall be reported as soon as possible to the Steering group.

11. STEERING GROUP MEMBERS NOT TO BE PERSONALLY INTERESTED

Except as provided in sub-clauses 3(p), 3 (q) and 3 (s):

- (a) no member of the Steering Group (otherwise than as a trustee for the Forum) shall acquire any interest in property belonging to the Forum;
- (b) no members of the Steering Group (otherwise than as a members of the Steering Group) shall be interested in any contract entered into by the Steering Group;
- (c) no members of the Steering Group shall receive remuneration.

12. PAID EMPLOYEES

- (a) The Steering Group shall have the sole right in exercise of the power conferred by Clause 3 (p) hereof of appointing, dismissing, and determining the terms and conditions of service of all employees of the Forum;
- (b) An employee of the Forum shall not be eligible to be a member of the Steering Group or any sub-committee of the Forum, but may be invited to attend such committees as a non-voting adviser.

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13. RULES OF PROCEDURE AT ALL MEETINGS

(a) **Voting:**

Subject to the provisions of Clause 21, all questions arising at a meeting of the Forum or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote but in case of an equality of votes the Chair shall have a second or casting vote.

(b) **Quorum:**

(i) Steering Group and committee meetings: one third of the members with power to vote shall form a quorum at meetings of the Steering Group and all other committees and sub-committees of the Forum.

(ii) General Meetings: twenty five members with power to vote or one third of the members with power to vote, whichever is the less, shall form a quorum at General Meetings of the Forum. In the event that no quorum is present at an Annual General Meeting of the Forum, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

(c) **Minutes:**

Signed minutes shall be kept by the Forum and all its committees and the respective Secretary shall enter therein a record of all proceedings and resolutions.

(d) **Register of Members:**

The Secretary shall keep a register of all members of the Forum.

14. STANDING ORDERS AND RULES FOR THE CONDUCT OF BUSINESS

The Steering Group shall have power to adopt and issue Standing Orders and/or Rules for the conduct of Forum business. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Annual General Meeting and shall be consistent with the provisions of this constitution. This shall include provisions for establishing a register of interests of Steering Group members and provisions for resolving any conflicts of interest.

15. FINANCE

(a) All money raised by or on behalf of the Forum shall be applied to further the objects of the Forum and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and

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proper remuneration to any employee of the Forum or the repayment of reasonable out-of-pocket expenses incurred on behalf of the Forum by employees and volunteers.

- (b) An account shall be opened in the name of the Forum at such a bank or such other financial institution as the Steering Group shall from time to time decide. The Steering Group shall authorise in writing the Treasurer, the Secretary of the Forum and two members of the Steering Group to sign cheques on behalf of the Forum. All cheques must be signed by not less than two of the four authorised signatories.
- (c) The Honorary Treasurer shall keep proper accounts of the finances of the Forum.

16. TRUST PROPERTY

- (a) **Land and Buildings:**

Subject to the provisions of sub-clause (b) of this clause, the Steering Group shall cause the title of all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Forum to be vested in either a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the Steering Group) appointed by the Steering Group as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Steering Group. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of the members of the Steering Group. Holding trustees may be removed by the Steering Group at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 9(i) above.
- (b) **Investments:**

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Forum, the Steering Group may permit any investments held by or in trust for the Forum 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 stockbroking company) as nominee for the Steering Group and may pay such nominee reasonable and proper remuneration for acting as such.

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17. ACCOUNTS

The Steering Group shall comply with its obligations under the Charities Act 2011 (or any statutory modification or re-enactment of that Act) with respect to:

- (a) The keeping of accounting records for the Forum;
- (b) the preparation of annual statements of the accounts for the Forum;
- (c) the auditing or independent examination of the statements of account of the Forum;
- (d) the transmission of the statements of accounts to the Charity Commission for England and Wales.

18. ANNUAL REPORT AND RETURNS

The Steering Group shall comply with its obligations under the Charities Act 2011 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

19. INDEMNITY

In the execution of trusts hereof no member of the Steering Group shall be liable:

- (i) for any loss to the property of the Forum by reason or any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- (ii) for the negligence or fraud of any agent employed by him/her or by any other members of the Steering Group in good faith (provided reasonable supervision shall have been exercised);

and no member of the Steering Group shall be liable by reason of any mistake or omission made in good faith by any member of the Steering Group other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

20. DISSOLUTION

If the Steering Group by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Forum the Secretary shall give at least twenty-one days' notice of the Special General Meeting

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to all members which shall be in writing or posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit, and given in writing to the Charity Commissioners for England and Wales.

If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Steering Group shall have power to dispose of any assets held by or in the name of the Forum.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the Steering Group may decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

21. ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Forum not less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will require the approval of a two thirds majority of members with power to vote present and voting at a General Meeting.

No alteration should be made to this constitution which would cause the Forum to cease to be a charity at law. No alteration to Clause 1 (Name), Clause 2 (Objects), Clause 11 (Personal Interests), Clause 20 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

22. INTERIM STEERING GROUP

- (a) In the period immediately following the first Annual General Meeting this constitution shall take effect as if references in it to the Steering Group were references to an Interim Steering Group comprising those members of the Forum volunteering to be members of such a Group.
- (b) The Interim Steering Group shall as soon as reasonably practical make all necessary arrangements for the election of the Steering Group as set out in Clause 9 and shall otherwise undertake only such tasks as are urgently necessary to further the objects of the Forum.