

CONSTITUTION

Note: Clauses 2.00,13.00 and 14.00 may not be altered without prior approval of the Charity Commission. All other Clauses may be amended as the trustees consider appropriate if approved at the AGM

1.00 NAME

- 1.01 The organisation will be called Sport, Amenities, Recreation in Kesgrave (hereinafter called SPARK)

2.00 PURPOSES AND POWERS

- 2.01 SPARK is established to provide and assist in the provision for Sport, Recreation and other leisure time occupation for the benefit of the inhabitants of the Town of Kesgrave (hereinafter called " the area of benefit") in the interests of social welfare and in order to improve the quality of life of the said inhabitants
- 2.02 In furtherance of the above SPARK may raise funds and invite and receive contributions from any person or persons or organization to meet its primary objectives.
- 2.03 SPARK shall not participate directly or indirectly in any activity which is not charitable according to the laws of the United Kingdom. All funds and property of SPARK shall at all times be used only for purposes that are charitable and in pursuance of its objects.

3.00 INCOME AND PROPERTY

- 3.01 The income and property of SPARK shall be applied solely to the objects of SPARK and no portion thereof shall be paid transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Board of Trustees members or any other persons associated directly or indirectly with SPARK.
- 3.02 The Board of Trustees may on occasions, through written agreement with the Trustee, make payment for goods or services provided by the Trustee to the Charity in line with the Charity Commission guidelines.
- 3.03 The primary source of income for SPARK is the 2nd Stop Charity Shop. Governance of the shop is provided in its own document agreed by SPARK Board of Trustees.

4.00 ELIGIBILITY

- 4.01 Eligibility to apply for grants / loans and participate in the activities of SPARK and which comply with the requirements of Clause 2.01 are: -
- 4.01.01 Individuals of sixteen years and over residing in the town of Kesgrave (note Clause 17.05 and Clause 17.06)
- 4.01.02 the Town Council, voluntary organisations, sports organisations and any clubs or organisations operating within the area of benefit, whose activities fully comply with Clause 2.01 Purposes and Powers.

- 4.02 Each organisation compliant with Clause 4.01.02 may appoint a representative and register one individual to represent it and vote on its behalf at Annual General Meetings.
- 4.03 Each representative compliant with Clause 4.01.02 may elect and register a deputy to replace its appointed member if the latter is unable to attend any Annual General Meeting.
- 4.04 The Board of Trustees (Clause 5.00) shall have the right to terminate eligibility for good and proper reason any individual or organisation provided that the individual member or organisation has a right to be heard by the Board of Trustees before a final decision is made.

5.00 BOARD OF TRUSTEES

- 5.01 The policy and general management of SPARK shall be directed by a Board of Trustees. All such elected members of the Board of Trustees will be registered with the Charity Commission as Trustees of SPARK.
- 5.02 The Board of Trustees shall consist of a maximum of twelve elected members over eighteen years of age and shall include the Chairman, Deputy Chairman, Secretary and Treasurer.
- 5.03 The members of the Board of Trustees shall be elected in accordance with clause 8.00 thereof.
- 5.04 The elected Board of Trustees shall hold office for three years but shall be eligible for re-election at the end of that period.
- 5.05 Should a Board of Trustees vacancy occur a note is to be made in the minutes at their next meeting. A replacement member can be proposed, seconded and subsequently elected by a simple majority vote by the Committee and shall serve until the next Annual General Meeting following their election.
- 5.06 The Board of Trustees may at its discretion also co-opt persons to provide specialist knowledge or skills. Such persons shall not be entitled to vote at Board of Trustees meetings.
- 5.07 The proceedings of the Board of Trustees shall not be invalidated by any failure to elect or any defect in election, appointment, co-option or qualification of any member.
- 5.08 The Board of Trustees may appoint any working party deemed necessary and determine its terms of reference and powers or duration and composition. All acts of such appointed groups shall be reported back to the Board of Trustees within the terms of reference as aforementioned.

6.00 HONORARY OFFICERS

- 6.01 Within fourteen days following the Annual General Meeting the Chairman shall convene a Special Board of Trustees meeting to elect a Chairman, Deputy Chairman, Secretary and Treasurer from the newly constituted Board of Trustees.
- 6.02 The Chairman and other Officers shall hold office for fourteen days following the next Annual General Meeting but shall be eligible for re-election.
- 6.03 The Board of Trustees shall annually appoint an auditor and determine their remuneration at the Special Board of Trustees meeting aforementioned in Clause 6.01.

7.00 MEETINGS OF SPARK

- 7.01 The Annual General Meetings of SPARK shall be suitably advertised within the area of benefit at least one calendar month in advance of the meeting and take place once a year not later than 31 July at a place and time decided by the Board of Trustees. At least 14 days notice shall be given by the Secretary in writing to each committee member.
- 7.02 Attendance at the Annual General Meeting shall be open to all inhabitants of the Town of Kesgrave over the age of eighteen and shall be entitled to vote.
- 7.03 At the Annual General Meeting the business shall include a register of those attending, adoption of the minutes of the previous Annual General Meeting, matters arising there from, reports from the Chairman, Secretary and Treasurer, consider any proposed amendments to the Constitution and adopt by majority vote if so agreed, the election and/or re-election of a maximum of twelve Board of Trustees members and the consideration of an annual report.
- 7.04. The Chairman upon receipt of a written request for a meeting signed by no less than four Board of Trustees members giving reasons for the request, shall within 14 days instruct the Secretary to call a Special General Meeting of the Executive Committee.
- 7.05 The Board of Trustees shall convene a minimum of two ordinary committee meetings per year in addition to the Annual General Meeting, giving 14 days written notice of such meetings.
- 7.06 It is incumbent that all Board of Trustees members, co-opted members and all representatives shall at all SPARK meetings declare and register any vested interests related to any agenda item or items.

8.00 NOMINATIONS OF OFFICERS AND COMMITTEE MEMBERS

- 8.01 Proposed and seconded nominations for Board of Trustees members must be tabled at the Annual General Meeting and should be received in writing at least three days before the meeting. Should such nominations exceed vacancies an election by show of hands or ballot shall be executed. Of those present at the Annual General Meeting only individuals 18 years of age and over and are residents of Kesgrave are eligible to vote. (Individuals aged 18 years and over are eligible for election as Officers to comply with the Law of Property Act 1925.)

9.00 RULES OF PROCEDURE AT MEETINGS

- 9.01 The quorum at any other meeting of SPARK or working party appointed under Clause 5.08 shall be a minimum of four Board of Trustees members.
- 9.02 Voting at all meetings with the exception of votes under Clause 13.00 Alterations to the Constitution and Clause 14.00 Dissolution shall be decided by a simple majority of those present and entitled to vote. Persons who have declared a vested interest in any agenda item or items under Clause 7.06 may take part in any discussions related to those items but will not be entitled to vote. In the case of equality of votes the Chairman of the meeting shall have a second casting vote.
- 9.03 Proper minutes of all meetings shall be kept by the Board of Trustees. The Secretary shall make a permanent record of all such proceedings, resolutions, a register of all present and of those eligible to vote.

10.00 FINANCE

- 10.01 All monies raised by or on behalf of SPARK shall be applied to the furtherance of its objectives and not otherwise. However, nothing shall prevent the payment in good faith of reasonable remuneration to any employee of SPARK or the repayment of any reasonable out of pocket expenses of persons delegated and approved to act on behalf of SPARK.
- 10.02 The Honorary Treasurer shall keep proper accounts that comply with the regulations laid down by the Charities Act 1993 (or any other re-enactment or modifications under the Act) of the finances of SPARK
- 10.03 The accounts shall be independently examined or audited as prescribed by the Charities Act 1993 by such persons appointed by the Board
- 10.04 An independently examined or audited statement of the accounts for the last financial year shall be submitted by the Board of Trustees to the Annual General Meeting.
- 10.05 All funds raised on behalf of SPARK shall be paid into a current bank account operated by the Board of Trustees in the name of SPARK. All cheques drawn on that account and approved by the Board of Trustees must be signed by two authorised members drawn from a panel comprising the Treasurer, Secretary and two other Board of Trustees members. Transactions made by bank transfer (BACS), having been initiated by the Treasurer, must be further authorised by one of the other nominated Trustee signatories with on-line authorisation.
- 10.06 At the discretion of the Board of Trustees sums from the current account may be transferred into an approved investment account, such investments to be reviewed yearly.

11.00 GRANTS AND LOANS

- 11.01 All written applications for grants and / or loans fully in accordance with Clause 2.00 are acknowledged in writing and reviewed by the Board of Trustees. Each such request is considered and judged on its merits against the policy for approval of grants as set down in Clause 17 appended to this constitution.
- 11.02 Requests for grants and / or loans from SPARK funds shall be administered at the entire discretion of the Board of Trustees in part or in full on a majority vote. There will be no rights of appeal should any such written application be refused.
- 11.03 A full record of each written application shall be kept together with any decisions made in accordance with Clauses 11.01 and 11.02. and minuted in accordance with Clause 9.03.
- 11.04 The grants / loans policy is to be reviewed by the Board of Trustees at regular intervals and any amendments, additions or deletions ratified at the next following Annual General Meeting.

12.00 TRUST PROPERTY

- 12.01 The title to all real or personal property which may be acquired by or on behalf of SPARK shall be invested in Kesgrave Town Council to act as Custodian Trustees.

13.00 ALTERATIONS TO THE CONSTITUTION

- 13.01 Proposed alterations to the Constitution shall be carried out by a working party of not more than four Board of Trustees members. The working party may be supplemented by further individuals who have specialist knowledge.
- 13.02 Such proposed changes must be approved and agreed by no less than two thirds of Board of Trustees members prior to submission for approval at an Annual General Meeting.
- 13.03 No alteration shall cause SPARK to cease to be a Charity or alter Cause 2.00 Purposes and Powers, Clause 14.00 Dissolution or this Clause 13.00 Alterations without the prior consent of the Charities Commission.
- 13.04 Changes compliant with Clauses 13.01 and 13.02 shall be subject to a simple vote at an Annual General Meeting.

14.00 DISSOLUTION

- 14.01 If the Board of Trustees by a simple majority decide at any time that on grounds of expense or otherwise it is necessary or advisable to dissolve SPARK, it shall call a meeting of all members who comply with Clause 4.00 Eligibility and have a power to vote. 14 days notice of the meeting and the terms of the resolution shall be given.
- 14.02 If such a decision is confirmed by a two thirds majority of the current voting members at such a meeting then the Board of Trustees shall have the power to dispose of any assets held by or on behalf of SPARK. Any assets remaining after all proper debts and liabilities have been satisfied shall be given to such other Charities within the area of benefit having similar objectives of SPARK as the Board of Trustees may determine.
- 14.03 SPARK may by two thirds of the current voting members decide that it may join with, be absorbed by or in any way deemed satisfactory by SPARK, amalgamate with any charity within the area of benefit having similar objects of SPARK.

15.00 NOTICES

- 15.01 Any notice may be served by the Secretary on any current voting member or organisation either personally or if posted to his or her last known address will be deemed as served within 10 days of posting.

16.00 INTERPRETATION

- 16.01 For the interpretation of this Constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament

17.00 POLICY FOR THE APPROVAL OF SPARK GRANTS AND / OR LOANS

SPARK will advertise the availability of grants / loans at regular intervals in the local press and social media. It will approve grant / loan applications on the basis of the following guidelines.

- 17.01 Every grant request shall be decided by the Board of Trustees at their discretion. No grant shall be deemed to have set precedent for any future or repeat applications.

- 17.02 The latest set of accounts or a full financial statement may be required with each application if deemed appropriate.
- 17.03 Kesgrave organisations and organisations with major Kesgrave membership will receive preference for grant aid however: -
 - 17.03.01 Priority will be given to pump priming grants / loans
 - 17.03.02 Existing organisations carrying on normal activities will be expected to justify any application.
- 17.04 Applications from District organisations will be considered if it can be shown that their activities provide positive benefits for the residents of Kesgrave.
- 17.05 Applications from individuals will be considered if supported by a Kesgrave organisation, or an organisation with major Kesgrave membership, of which the individual is a member. Priority will be given to those applicants who have financial support in cash or in kind from a relevant organisation.
- 17.06 Exceptionally, other applications will be considered on their merits.
- 17.07 Organisations will be asked to state if their application is a first or subsequent request.
- 17.08 Grants will be made by cheque or bank transfer (BACS) made in favour of the applicant unless otherwise agreed.
- 17.09 These guidelines will remain in force unless amended or revised by the Board of Trustees and approved by majority vote at an Annual General Meeting.

NOTE: The original constitution was adopted at the 20 July 1999 meeting of SPARK held at Kesgrave Parish Offices (now Kesgrave Town Offices) and subsequently amended and adopted and inclusive of a policy for the approval of grants and / or loans at the Annual General Meeting held in the Deben Room at Kesgrave Community Centre on 27 April 2010 and incorporated by the Charity Commission in July 2010

Minor amendments approved by the Charity Commission were incorporated at the Annual General Meeting held in the Conference Centre at Kesgrave Community Centre on 17 April 2012

Further amendments approved by the Board of Trustees are incorporated in the Appendix (Page 7 herewith) and approved at the Annual General Meeting held electronically (4 May 2020). These were submitted to the Charity Commission 19 May 2020 subsequently approved by them 29 May 2020. This document is thus now adopted as the current New Constitution 2020.

Signatories	Chairman / Secretary	Vice Chairman
	Print	Print
	Elected trustee.	Elected trustee
	Print	Print

APPENDIX

April 2020 Amendments

Reference to **Executive Committee** now excluded and substituted with **Board of Trustees**.

New Clauses 3.02 and 3.03 added

- 3.02 The Board of Trustees may on occasions, through written agreement with the Trustee, make payment for goods or services provided by the Trustee to the Charity in line with the Charity Commission guidelines.
- 3.03 The primary source of income for SPARK is the 2nd Stop Charity Shop. Governance of the shop is provided in its own document agreed by SPARK Board of Trustees.

Amendments to Clause 5

- 5.02 **Existing Clause** The Executive Committee shall consist of a maximum of ten elected members over eighteen years of age and shall include the Chairman, Deputy Chairman, Secretary and Treasurer.

Revision to Clause Increase in the number of trustees from 10 to 12

- 5.04 **Existing Clause** The elected Executive Committee shall hold office for two years but shall be eligible for re election. (Note: At the first Annual General Meeting following approval of this revised constitution only five will be elected for the full term of two years and five elected for a term of one year. This initial arrangement to be carried out by ballot.)

Revision to Clause hold office for three years but shall be eligible for re-election at the end of that period.

Amendments to clause 7

- 7.01 **Existing Clause** The Annual General Meetings of SPARK shall be suitably advertised within the area of benefit at least one calendar month in advance of the meeting and take place once a year not later than 30 April at a place and time decided by the Executive Committee. At least 14 days notice shall be given by the Secretary in writing to each committee member.

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- 7.03 **Existing Clause** At the Annual General Meeting the business shall include a register of those attending, adoption of the minutes of the previous Annual General Meeting, matters arising there from, reports from the Chairman, Secretary and Treasurer, consider any proposed amendments to the Constitution and adopt by majority vote if so agreed, the election and/or re-election of a maximum of ten Executive Committee members and the consideration of an annual report.

Revised Clausetwelve Board of Trustees members

Amendments to Clause 9

9.01 **Existing Clause** The quorum at any other meeting of SPARK or working party appointed under clause 5.08 shall be a minimum of three Executive Committee members.

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Amendments to Clause 10

10.05 **Existing Clause** All funds raised on behalf of SPARK shall be paid into a current bank account operated by the Executive Committee in the name of SPARK. All cheques drawn on that account and approved by the Executive Committee must be signed by two members drawn from a panel comprising the Treasurer, Secretary and two other Executive Committee

Revised Clausecheques drawn on that account and approved by the Board of Trustees must be signed by two authorised members drawn from a panel comprising the Treasurer, Secretary and two other Board of Trustees members. Transactions made by bank transfer (BACS), having been initiated by the Treasurer, must be further authorised by one of the other nominated Trustee signatories with on-line authorisation.

Amendments to Clause 17

Existing Note SPARK will advertise the availability of grants / loans at regular intervals in Kesgrave News. It will approve grant / loan applications on the basis of the following guidelines.

Revised Noteintervals in the local press and social media. It will approve grant / loan applications.....

17.01 Existing Clause deleted and replaced by the following

Every grant request shall be decided by the Board of Trustees at their discretion. No grant shall be deemed to have set precedent for any future or repeat applications.

17.08 **Existing Clause** Grants will be made by cheque made in favour of the applicant unless otherwise agreed

Revised Clause be made by cheque or bank transfer (BACS) made in favour of the applicant unless otherwise agreed.