

# **CONSTITUTION OF OADBY & WIGSTON HINDU COMMUNITY**

## **1. Name**

- 1.1 The name of this Organisation shall be Oadby & Wigston Hindu Community (hereinafter referred to as "OWHC").

## **2. Address**

- 2.1 The address of OWHC shall be the main residence address of its President for the time being unless agreed otherwise by The Trustees.

## **3. Date Established**

- 3.1 OWHC was established at a public meeting held on 8th March 2009 at St Paul's Church, Oadby, Leicestershire.

## **4. Adoption of the Constitution**

- 4.1 This constitution was adopted at the Committee Meeting of OWHC held on 10th February 2010, at Beauchamp Community College, Oadby, Leicestershire.
- 4.2 This constitution includes amendments voted and agreed by OWHC members at the 2<sup>nd</sup> OWHC AGM held on 21/05/2011.
- 4.3 OWHC and its income and property will henceforth be administered and managed in accordance with the provisions of this constitution.

## **5. Aims & Objectives**

- 5.1 To encourage provision of facilities and services to meet and promote further the spiritual, religious, cultural, social, educational, sporting and welfare needs of the Hindu community living particularly, but not exclusively, in and around Oadby & Wigston.
- 5.2 To relieve sickness and poverty and preserve and protect the good health of the community living particularly, but not exclusively, in and around Oadby & Wigston.
- 5.3 To advance the awareness of the public in Hinduism and the principles and practices of Hindu culture and Hindu religion in accordance with the following doctrines:
- Friendship, brotherly love and devotion
  - Assistance and selflessness in time of need of others
  - Wisdom, righteousness, truth and freedom
  - Unity in diversity
- 5.4 For such other charitable, religious and community purposes as the Trustees may from time to time determine.

## **6. Membership**

- 6.1 All persons who are already on the register of OWHC at the date of adoption of this constitution are automatically admitted as founder members of this organisation.

- 6.2 Membership is open to individuals over eighteen years of age who are of Hindu origin, and to other individuals and organisations; in all cases membership applications must be approved by the Trustees.
- 6.3 The Trustees may decide from time to time on the amount of membership fees payable by the members of OWHC.
- 6.4
- (a) The Trustees may refuse an application for membership provided they comply with the following guidelines: acting reasonably they consider it to be in the best interests of OWHC to refuse the application;
  - (b) The Trustees must inform the applicant of the refusal within twenty-one days of the decision;
  - (c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final;
  - (d) Membership is not transferable to anyone else;
  - (e) The Trustees must keep a register of names and addresses of the members.
- 6.5 Affiliation: OWHC is a non-political organisation.

Any member of the OWHC Committee, who is affiliated to or aspires to be affiliated with or wishes to hold a political position in any local or national political party must:

- (a) Declare his/her interest prior to such affiliations to the committee, which shall decide whether there is likely to be a conflict of interest and if so, whether the committee members should continue to hold his/her position on the committee; and
- (b) Not use the OWHC as a platform to enhance their political interests in any shape or form

Breach of the above constitutional requirement may lead to termination of membership from the OWHC committee.

## **7. Members Rights, Obligations and Entitlements**

- 7.1 Members are eligible to participate and vote in person or by proxy in all General Meetings of OWHC.
- 7.2 Members are eligible to be elected or appointed as Trustees.
- 7.3 Members are eligible to attend and participate in all activities conducted or organised by OWHC.
- 7.4 Members are expected to work in the best interest of OWHC at all times.
- 7.5 Members must endeavour to be good citizens, progress good values of OWHC, cause no hindrance to the operation of OWHC and not bring disrepute to the good name of OWHC.
- 7.6 Members Declaration of Gifts and Hospitality
- (a) Members must register gifts and hospitality which are received in connection with their duties as a Committee Member of OWHC and the source of the gift or hospitality. The gift or hospitality and its source must be registered with the Secretary within 28 days of receiving it.
  - (b) Members do not need to register gifts and hospitality which are not related to their role as a member, such as Christmas gifts from friends and family, or gifts which they do not accept.

However, members should always register a gift or hospitality if it could be perceived as something given to them because of their position within OWHC.

- (c) There is no need to register gifts and hospitality offered but declined. However, it may be good practice to let the Secretary know about such offers as other Committee Members may also be offered gifts.

## **8. Termination of Membership**

### **Membership is terminated if:**

- 8.1 The member dies or, if it is an organisation, it ceases to exist.
- 8.2 The member resigns by written notice to OWHC unless, after the resignation, there would be less than two members, in which case the organisation should be dissolved.
- 8.3 The Trustees may resolve that membership is terminated of all those members who have not paid in full any sums within six months of it falling due.
- 8.4 The member is removed from membership by a resolution of the Trustees that it is in the best interests of OWHC that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

The member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

The member or, at the option of the member, the member's representative (who need not be a member of OWHC) has been allowed to make representations to the meeting.

## **9. General Meetings**

- 9.1 OWHC must hold its first general meeting within twelve months of the date of adoption of this Constitution.
- 9.2 An Annual General Meeting must be held in each subsequent calendar year and not more than fifteen months may elapse between successive annual general meetings.
- 9.3 All general meetings other than annual general meetings shall be called Special General Meetings.
- 9.4 The Trustees may call a special general meeting at any time.
- 9.5 The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting at their own expense but in doing so they must comply with the provisions of this Constitution.
- 9.6 Only OWHC members may attend general meetings unless the Trustees permit otherwise.

## **10. Notice of General Meetings**

- 10.1 The minimum period of notice required for holding any general meeting of OWHC is fourteen clear days from the date on which the notice is issued.

- 10.2 A general meeting may be called by shorter notice, if it is so agreed by at least 75% of all the members entitled to attend and vote.
10. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 10.4 The notice must be given to all the members and to all the Trustees and any external auditors appointed by OWHC.

#### **11. Quorum at General Meetings**

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum is the greater of five members entitled to vote upon the business to be conducted at the meeting, and 10% of the total membership at the time.
- 11.3 The authorised representative of a member organisation shall be counted as one member in the quorum.
- 11.4 If a quorum is not present within fifteen minutes of the time appointed for the meeting or during a meeting a quorum ceases to be present, the members present at that time shall constitute the quorum for that meeting.

#### **12. Adjournments of General Meetings**

- 12.1 The members present at a meeting may resolve at anytime during that meeting that the meeting shall be adjourned.
- 12.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are already specified in the resolution proposing the adjournment of the said meeting. Unless otherwise agreed, the re-convened meeting shall be held at exactly the same time and day 4 weeks from the date of the adjourned meeting.
- 12.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the original meeting had the adjournment not taken place.
- 12.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

#### **13. Chairing of General Meetings**

- 13.1 General meetings shall be chaired by the President of OWHC.
- 13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, the Vice-President shall chair the meeting, and failing him or her, a Trustee nominated by the Trustees shall chair the meeting.
- 13.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 13.4 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

#### **14. Voting at General Meetings**

- 14.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

- 14.2 Voting shall be by show of hands unless at least 20% of full members voting in person demand that the voting be by Secret Ballot.
- 14.3 Any member is eligible to vote in person or by proxy provided the appointed proxy is also a member of OWHC and the proxy form is correctly completed and lodged with the Secretary of OWHC at least seven days in advance of the date of the general meeting.
- 14.4 The proxy form must be clearly marked to indicate that it is either for all the resolutions or only for specific resolutions to be conducted at the general meeting.
- 14.5 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
- 14.6 A simple majority, unless specified elsewhere in this Constitution, will determine all resolutions.
- 14.7 Any resolution to change any part of this Constitution must be passed by a 75% majority.

## **15. General Meeting Resolutions**

15. Any member wishing to put forward a resolution at a general meeting must lodge the resolution with the Secretary of OWHC at least one calendar week prior to the final scheduled Trustees meeting before the date of the general meeting at which it is to be proposed. The resolution shall be included as an agenda item at the said Trustees meeting and, if approved, included in the agenda of the forthcoming general meeting at which it is to be proposed. The Trustees shall communicate their decision to the member who lodged the said resolution.  
An amended form of resolution is permitted during the course of a meeting. Such a resolution can be in place of the original resolution with the agreement of the member who proposed the resolution or as a stand-alone alternative resolution.
- 15.2 Resolution in its original and/or amended form shall be valid on approval of the majority of the votes of the members present voting in person or by proxy.
- 15.3 Resolution votes can be in favour, against or abstention.
- 15.4 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15.5 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## **16. Representatives of Other Bodies**

- 16.1 Any organisation that is a member of OWHC may nominate any person to act as its representative at any meeting of OWHC.
- 16.2 The organisation must give written notice to OWHC of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by OWHC. The nominee may continue to represent the organisation until written notice to the contrary is received by OWHC.

16.3 Any notice given to OWHC will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. OWHC shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **17. Management Committee**

17.1 OWHC and its property shall be managed and administered by a Management Committee comprising the Office Bearer and Committee Members elected in accordance with this Constitution.

17.2 The office bearers and committee members of the management committee shall all be the Trustees of OWHC and are together called “the Trustees” in this Constitution.

17.3 OWHC shall have the following office bearers:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Assistant Secretary
- (5) Treasurer
- (6) Assistant Treasurer
- (7) Internal Auditor

17.4 In addition to the officer bearers above, OWHC will have up to a maximum of 18 Committee Members.

17.5 A Trustee must be a member of OWHC or the nominated representative of an organisation that is a member of OWHC.

17.6 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause hereinafter titled ‘Disqualification and Removal of Trustees’.

17.7 The number of Trustees shall not be less than 8 and (unless otherwise determined by a resolution of OWHC in general meeting) not more than 25.

17.8 The first Trustees shall be those persons who are committee members at the conclusion of the meeting at which this Constitution is adopted.

17.9 A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

17.10 All members of the management committee will attend management committee meetings, take part in discussions, vote on issues where necessary to arrive at decisions and generally assist the office bearers in carrying out their duties.

## **18. Duties and Responsibilities of Office Bearers**

18.1 The Duties and Responsibilities of Office Bearers will be broadly, but not limited to, as follows:

### **President**

The President has a responsibility to ensure the successful functioning of the organisation, the attainment of its objectives, the responsibility to foster the fair participation of all members and consistent adherence to its Constitution. The President, as far as possible, will chair all meetings of the organisation and the management committee. The duties of the President include, but not limited to, preserving order, ruling on contentious matters of procedure and assisting the progress of discussion by preventing irrelevant or repetitious discussion or offensive remarks.

The President also has important responsibilities outside of meetings. The President may represent the organisation at official functions and act as the organisation's spokesperson when public statements or actions are appropriate.

### **Secretary**

The Secretary is the principal administrative officer of the organisation and is responsible for carrying out the decisions of the meeting unless otherwise stipulated.

The Secretary prepares, in consultation with the President and the other office bearers, all meeting agendas. The Secretary maintains a list of members or delegates this to be done by a member of the management committee. The Secretary is also required to attend every organisation meeting and take notes of the discussions in order to produce a set of minutes for subsequent distribution to members. Minutes should indicate the time, date and location of the meeting, the members in attendance, and the apologies accepted, the identity of the Chairperson and record every decision which was supported by majority vote.

The Secretary is also asked to receive and table all incoming correspondence and write and send all outgoing correspondence.

The Secretary shall hand over all records and minutes to the incoming Secretary who may have succeeded him/her.

### **Treasurer**

The Treasurer is responsible for the sound financial management of the organisation. The Treasurer receives and deposits monies, maintains records, draws cheques and presents accounts, in the form of a report, at each general meeting. The Treasurer presents all records for auditing each year and ensures that the audited accounts are tabled for adoption at the Annual General Meeting.

The Treasurer will ensure that all cheque payments are countersigned by at least two of the officers from the President, Secretary and Treasurer.

The Treasurer shall hand over all financial records to the incoming Treasurer who may have succeeded him/her.

### **When one of its office bearer positions becomes vacant:**

Sometimes in the period between annual general meetings one or more office-bearer positions fall vacant because of an incumbent's untimely death, resignation, decision to leave the organisation or because of the some continuing and long-term incapacity to fill the functions of a particular office bearer position.

A casual vacancy will also occur if the organisation, through majority vote at a general or special meeting, declares its lack of confidence in a particular office-bearer.

Casual vacancies should be filled by ballot at any management committee, general or special meeting.

## **19. The Appointment of Trustees**

19.1 Trustees shall be elected at annual general meeting.

19.2 The Trustees may appoint new committee members in-between annual general meetings to fill vacancies arising due to resignations or removal of Trustees due to non-attendance or for any other reason, provided the total number of Trustees does not exceed 25.

19.3 Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

- 19.4 The appointment of a Trustee, whether by members in general meeting or by Trustees in-between annual general meetings, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.

## **20. Power of Trustees**

- 20.1 The Trustees must manage the business of OWHC and have the following powers in order to further the Objects (but not for any other purpose):
- (a) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to OWHC. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) To borrow money and to charge the whole or any part of the property belonging to OWHC as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
  - (e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (h) To obtain and pay for such goods and services as are necessary for carrying out the work of OWHC;
  - (i) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
  - (j) To do all such other lawful things as are necessary for the achievement of the Objects.

## **21. Disqualification and Removal of Trustees**

- 21.1 A Trustee shall cease to hold office if he or she:
- (a) Is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b) Ceases to be a member of OWHC;
  - (c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs;
  - (d) Resigns as a Trustee by notice to OWHC (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

- (e) A Trustee not attending 3 consecutive management committee meetings without good reason or not attending 5 or more management committee meetings in total for any reason since his or her election or appointment in-between annual general meetings shall be deemed to have resigned as a Trustee with effect from the conclusion of the 3rd or the 5th such meeting as the case may be, unless the majority of Trustees present at such a meeting resolves otherwise. For the purposes of this paragraph, a good reason for not attending meetings of the Trustees includes, but not limited to, (a) being sick: (b) being out of the country: and (c) bereavement of close member of family.

## **22. Trustees Meetings**

- 22.1 The management committee shall endeavour to meet at least once every 2 months. A minimum of 6 such meetings shall be held each year.  
Persons may be invited, only by the joint prior decision of the office bearers to attend any meeting of the management committee as observers but without any authority to vote.
- 22.2 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 22.3 The Secretary must call a meeting of the Trustees if requested to do so by the President.
- 22.4 Any Trustee may call a meeting of the Trustees provided at least 6 Trustees have agreed to attend such meeting.
- 22.5 Questions arising at a meeting must be decided by a majority of votes.
- 22.6 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 22.7 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 22.8 The quorum shall be six or such larger number as may be decided from time to time by the Trustees.
- 22.9 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 22.10 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 22.11 The person elected as the President shall chair meetings of the Trustees.
- 22.12 If the President is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Trustees present may appoint one of their numbers to chair that meeting.
- 22.13 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing the Trustees.
- 22.14 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 22.15 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## **23. Sub-Committees**

- 23.1 The Trustees may delegate any of their powers or functions to a sub-committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- 23.2 The Chairperson of any sub-committee shall be permitted to co-opt additional members, provided they are Trustees or members of OWHC.
- 23.3 The Trustees may impose conditions when delegating, including the conditions that:
- (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) No expenditure may be incurred on behalf of OWHC except in accordance with a budget previously agreed with the Trustees.
- The Trustees may revoke or alter a delegation or appointment of co-opted members.
- 23.4 Chairperson of each sub-committee shall fully and promptly report all acts and proceedings of their sub-committee to the Trustees within the period as specified by the Trustees or at the next Trustees meeting, if earlier.

## **24. Minutes**

- 24.1 The Trustees must keep minutes of all:
- (a) Appointments of officers and Trustees made by the Trustees;
  - (b) Proceedings at meetings of OWHC;
  - (c) Meetings of the Trustees and committees of Trustees including the names of the Trustees present at the meeting, the decisions made at the meetings and, where appropriate, the reasons for the decisions.

## **25. Application of Income and Property of OWHC**

### 25.1 FINANCE

- (a) All money payable to the organisation shall be passed on to the Treasurer who shall pay it into such bank as shall be appointed by the Executive Committee. The financial year of the organisation shall end on 31st March in each year;
  - (b) All funds belonging to the organisation (unless invested) shall be deposited in a bank account in the name of the organisation and no sum of cash shall be withdrawn from this account except by a signed cheque by such person or persons, as the executive committee shall direct;
  - (c) The Treasurer shall be authorised to withdraw cash by a signed cheque to a maximum value of £25 from the bank in any month;
  - (d) Any two of the President, the Hon. Secretary and the Treasurer shall be authorised to jointly sign and issue cheques for between £25 and £500;
  - (e) For amounts between £500 and £5,000 the spend shall be sanctioned by the executive committee;
  - (f) For amounts greater than £5,000, the spend shall be approved by a full meeting of executive committee and Trustees.
- 25.2 The income and property of OWHC shall be applied solely towards the promotion of the Objects.
- 25.3 A Trustee may pay out of, or be reimbursed from, the property of OWHC reasonable expenses properly incurred by him or her when acting on behalf of OWHC.

25.4 None of the income or property of OWHC may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of OWHC. This does not prevent a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to OWHC.

25.5 Trustees may:

- (a) Buy goods or services from OWHC upon the same terms as other members or members of the public;
- (b) Receive benefit from OWHC in the capacity of a beneficiary of OWHC, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of OWHC and upon the same terms as other members;
- (c) Purchase indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to OWHC but excluding:
  - (1) Fines;
  - (2) Costs of unsuccessfully defending criminal prosecutions for offences arising out the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other office;
  - (3) Liabilities to OWHC that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of OWHC or in respect of which the person concerned did not care whether that conduct was in the best interests of OWHC or not.

25.6 If it is proposed that a Trustee should receive a benefit from OWHC that falls outside the transactions listed above under this paragraph, the Trustees must comply with the following conditions and procedures, failing which the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to OWHC the value of any benefit received by the Trustee from OWHC.

- (a) The Trustees may only authorise a transaction under this sub-paragraph if the Trustee body comprises a majority of Trustees who have not received any such benefit;
- (b) In cases covered by this sub-paragraph, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of OWHC to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's potential conflict of interest);
- (c) The Trustee receiving the benefit must:
  - (1) Declare his or her interest in the proposal;
  - (2) Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (3) Not be counted in determining whether a quorum is present for the meeting;
  - (4) Not vote on the proposal.
- (d) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of OWHC and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter;

(e) In this paragraph, "Trustee" shall include any person, firm or company connected with the Trustee.

**26. Annual Report, Annual Return and Accounts**

26.1 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (a) The keeping of accounting records for OWHC;
- (b) The preparation of annual statements of account for OWHC;
- (c) The transmission of the statements of account to OWHC;
- (d) The preparation of an Annual Report and its transmission to the Commission;
- (e) The preparation of an Annual Return and its transmission to the Commission.

26.2 Annual Financial Accounts must be prepared and audited in accordance with the provisions and guidelines of any Statement of Recommended Practice issued by the Charities Commission, unless the Trustees are required to prepare accounts in accordance with the provisions and guidelines of such a Statement prepared by another body.

26.3 The Treasurer must prepare interim financial accounts every month or at the least every 3 months and have these presented and approved by the management committee at the monthly meetings.

**27. Registered Particulars**

27.1 The Trustees must notify the Commission promptly of any changes to OWHC's entry on the Central Register of Charities.

**28. Property**

28.1 The Trustees must ensure the title to the following is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees:

- (a) All land held by or in trust for OWHC that is not vested in the Official Custodian of Charities; and
- (b) All investments held by or on behalf of OWHC.

28.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the OWHC.

28.3 The Trustees may remove the holding Trustees at any time.

**29. Repair and Insurance**

29.1 The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of OWHC (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

**30. Notices**

30.1 Any notice required by this Constitution to be given to or by any person must be in writing or given using electronic communications.

30.2 OWHC may give any notice to a member by any one of the following means:

- (a) Personally;
- (b) By sending it by post in a prepaid envelope addressed to the member at his or her last known address;
- (c) By leaving it at the address of the member;
- (d) By giving it using electronic communications to the member's last known electronic address.

30.3 A member who does not register an address with OWHC or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from OWHC.

30.4 A member present in person at any meeting of OWHC shall be deemed to have received notice of the meeting and of the purposes for which it was called.

30.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

30.6 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

30.7 A notice shall be deemed to have been given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **31. Irregularities in Proceedings**

31.1 Subject to sub clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) Who was disqualified from holding office;
- (b) Who had previously retired or who had been obliged by the Constitution to vacate office;
- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise. Provided the exclusion of that Trustee from those attending and voting at the meeting has no effect on the majority decision taken at that meeting or the validity of the meeting.

31.2 Sub clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

31.3 No resolution or act of the Trustees, any committee of the Trustees or OWHC in general meeting shall be invalidated by reasons of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the OWHC.

### **32. Rules**

32.1 The Trustees may from time to time make rules or byelaws for the conduct of their business.

32.2 The byelaws may regulate the following matters but are not restricted to them:

- (a) The admission of members of OWHC (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) The conduct of members of OWHC in relation to one another, and to the OWHC's employees and volunteers;
- (c) The setting aside of the whole or any part or parts of OWHC's premises at any particular time or times or for any particular purpose or purposes;
- (d) The procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
- (e) The keeping and authenticating of records. (If regulations made under this clause permit records of OWHC to be kept in electronic form and requires a Trustee to sign the record, the regulations authenticated.)
- (f) Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

32.3 The OWHC in general meeting has the power to alter, add to or repeal the rules or byelaws.

32.4 The Trustees must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of OWHC.

32.5 The rules or byelaws shall be binding on all members of the OWHC. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.

### **33. Amendments**

33.1 OWHC may amend any provision contained in this Constitution provided that:

- (a) No amendment may be made that would have the effect of making OWHC cease to be a charity at law;
- (b) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to OWHC;
- (c) No amendment may be made to clause 5 without the prior written consent of the Commission;
- (d) Any resolution to amend a provision of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting.

33.2 A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

### **34. Dissolution**

34.1 If the members resolve to dissolve OWHC, the Trustees will remain in office as OWHC Trustees and be responsible for winding up the affairs of OWHC in accordance with this clause.

34.2 The Trustees must collect in all the assets of OWHC and must pay or make provision for all the liabilities of OWHC.

34.3 The Trustees must apply any remaining property or money:

Directly for the Objects of OWHC.

By transfer to any charity or charities whose purposes are the same as or similar to OWHC.

In such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

The members may pass a resolution before or at the same time as the resolution to dissolve OWHC specifying the manner in which the Trustees are to apply the remaining property or assets of OWHC and the Trustees must comply with the resolution if it is consistent with the objects of OWHC.

In no circumstances shall the net assets of OWHC be paid to or distributed among the members of OWHC (except to a member that is itself a charity).

The Trustees must notify the Commission promptly that OWHC has been dissolved. If the Trustees are obliged to send OWHC's accounts to the Commission for the accounting period that ended before its dissolution, they must send to the Commission OWHC's final accounts.

**The adoption of this Constitution has been witnessed for and on behalf of Oadby & Wigston Hindu Community by:**

**President:** .....

**Secretary:** .....

**Dated this 1<sup>st</sup> day of June 2011**