

Registration Number 1105783

Kent Workplace Mission

Constitution

Adopted on 5th November 2003

and as amended on 14th June 2004, 29th November 2006 and 31st May 2007.

Following the adoption on 5th November 2003 of a new Constitution of Kent Industrial Mission, its subsequent amendments, and its registration as a charity, the clauses in the Local Ecumenical Partnership Constitution continue to apply except the following:

- (i) Clause C from “The Churches exercise oversight of the Mission” to the end.
- (ii) Clause D
- (iii) Clause G

All references to “Kent Industrial Mission Advisory Council” in this Local Ecumenical Partnership Constitution shall be interpreted as referring to the Council that is referred to in the new Constitution, and in any apparent contradiction between the wording in this Local Ecumenical Constitution and the new Constitution it is the clauses in the new Constitution that shall apply.

KENT WORKPLACE MISSION

CONSTITUTION

Adopted on 5 November 2003
and as amended on 24 June 2004, 29 November 2006 and 31 May 2007

A Name

The name of the Association is Kent Workplace Mission (“the Charity”).

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Council, constituted by clause G of this constitution (“the Council”).

C Objects

The Charity’s objects (“the objects”) are the advancement of religion among persons employed in industry and commerce by the provision of industrial chaplains and voluntary helpers.

D Powers

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

- (i) Power to promote and strengthen the mission of the Church of England Diocese of Canterbury, the Church of England Diocese of Rochester, the Roman Catholic Archdiocese of Southwark, the Salvation Army London South-East Division, the South East District of the Methodist Church, the South Eastern Baptist Association, and the Southern Province of the United Reformed Church, (the existing local ecumenical partnership) who together with any other church body having charitable status that shall be added to the membership pursuant to clause E(1)(ii) hereof, all of whom shall be situated in the geographical areas of Kent County Council, the Medway Unitary Authority, the London Boroughs of Bexley and Bromley (and any successor bodies), and in particular but without prejudice to the generality of the foregoing
 - to co-ordinate and resource the work of the industrial chaplains appointed by those Churches, and
 - to work in conjunction with the existing local ecumenical partnership.
- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

- (i) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (ii) power to co-operate with the member organisations, other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

- (iv) power to appoint and constitute such sub-committees as the Council may think fit;
- (v) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

(1) Membership of the Charity shall be open to:

- (i) individuals (over the age of 18 years), who are interested in furthering the work of the Charity, whose membership has been approved by a meeting of the Council and who have paid any annual subscription laid down from time to time by that Council, and
 - (ii) any body corporate or unincorporated association (any such body being called in this constitution a "member organisation"), which is interested in furthering the work of the Charity, whose membership has been approved by a meeting of the Council and who have paid any annual subscription laid down from time to time by that Council.
- (1) Every member and member organisation shall each have one vote.
 - (2) Each member organisation shall, through the process proper to that organisation, appoint an individual to represent it and to vote on its behalf at meetings of the Charity, and may similarly appoint an alternate to replace its appointed representative at any meeting of the charity, if the appointed representative is unable to attend.
 - (3) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
 - (4) The Council may unanimously and for good reason terminate the membership of any member or member organisation, provided that the member, or the appointed representative of the member organisation concerned, shall have the right to be heard by the Council, accompanied by a person of their choice, before a final decision is made.

F Honorary Officers

At the annual general meeting of the Charity the members shall elect, from among those elected or appointed to membership of the Council under Clause G, a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

G Council

- (1) **The Council shall consist of not less than ten persons nor more than twenty two persons, being:**
- (b) **not more than eight members nominated separately in writing and to be in the hands of the Secretary twenty-one days before the annual general meeting by any another member organisation or by an individual member. Of these eight it is preferable, but not essential, that:**
- (iii) no more than three shall be recognised by the Charity as associate chaplains and
- (iv) no more than five shall be able to be described accurately as being from the industrial/business community,
- (e) upto fourteen members of whom no more than two shall be appointed by each of :
- 1 The Church of England Diocese of Canterbury
 - 2 The Church of England Diocese of Rochester
 - 3 The Roman Catholic Archdiocese of Southwark
 - 4 The Salvation Army London South-East Division
 - 5 The South East District of the Methodist Church
 - 6 The South Eastern Baptist Association and
 - 7 The Southern Province of the United Reformed Church
- (1) **The Council may in addition appoint not more than four co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one-third of the members of the Council would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council called under clause J (1), and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.**
- (2) All the members of the Council shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (3) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint, or any defect in the appointment or qualification of, a member.
- (4) Nobody shall be appointed as a member of the Council who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
- (5) No person shall be entitled to act as a member of the Council, whether on a first or on any subsequent entry into office, until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Charity, and having taken out individual membership of the Charity.

H Determination of Membership of Council

A member of the Council shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without permission of the Council from all their meetings held within a period of six months and the Council resolve that his or her office be vacated; or
- (4) notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

I Council Members not to be personally interested

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

J Meetings and proceedings of the Council

- (1) The Council shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Council upon not less than four days' notice being given to the other members of the Council of the matters to be discussed but if the matters include the appointment of a co-opted member then not less than twenty-one days' notice must be given.
- (2) The Chairman shall act as chairman at meetings of the Council. If the Chairman is absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Council for the time being or three members of the Council, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.
- (6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.
- (8) Also entitled to attend, but not vote at, meetings of the Council are:
 - a. the industrial chaplains who are currently working in association with the Charity.
 - b. appropriate officers of the Christian denominations that are members of Churches Together in Kent, and
 - c. staff employed by the Council.

K Income and Expenditure

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

L Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Council shall cause the title to:
 - (b) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (c) all investments held by or on behalf of the charity; to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided that they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.
- (1) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Council may permit any investments held by or in trust for the Charity 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 such stockbroking company) as nominee for the Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

N Annual Report

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held no later than 31 March in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Council. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual meetings, but if he or she is not present, before any business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Council shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Council must be made by members of the Charity in accordance with Clause G. Should nominations exceed vacancies, election shall be by ballot of those present and eligible to vote.

Q Special General Meetings

The Council may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the charity for the time being or ten members of the charity, whichever is the greater, are present at any general meeting.

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary of the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

T Alterations to the Constitution

- (1) **Subject to the following provisions of this clause the Constitution may be altered by a resolution passed in separate ballots at a general meeting by not less than two thirds of the individual members present and voting and two thirds of the member organisation members present and voting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.**
- (2) **No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Council members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.**
- (3) No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- (4) The Council should send promptly to the Commission a copy of any amendment made under this clause.

U Dissolution

If the Council decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts or liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the charity must be sent to the Commission.

V Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Council were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed[JOHN A KIRBY]

.....[P WHAPHAM]

.....[R M JOHNSON]

..... [M PRATER]