

**“Zimbabwean Community Association Norwich”
“ZIMCAN”**

CONSTITUTION

adopted on the 19th September, 2009

A Name.

The name of the Association is Zimbabwean Community Association Norwich (“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 Executive Committee, constituted by clause G of this constitution (“the Executive Committee”).

C Objectives.

The Charity’s objectives (“the objectives”) are:

The advancement of education of members of the Charity and the Community through culturally appropriate activities; thus promoting closer integration and potential for development within the community, by fostering closer ties between members and the general public.

The promotion of health and social care through a range of activities intended to promote well-being of individuals within the community of people of African origins, specifically Zimbabweans.

To facilitate the relief of poverty, sickness and distress through a support network offering support, advice and assistance, including prison visiting, to members and relevant others of African origins who are in distress.

To promote the cultural richness and history that supports the development of cultural and personal identity, particularly for children and isolated individuals in Norfolk.

D Powers.

In furtherance of the objectives but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee 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 any 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;
- (iv) power to provide indemnity insurance for themselves out of the income of the charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees knew to be a breach of trust or breach of duty or which

was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not.

- (v) power to employ such staff (who shall not be members of the Executive Committee) 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 of staff and their dependants;
- (vi) power to insure and indemnify out of the assets of the Charity against personal liability arising from acts properly undertaken in the administration of the Charity or acts undertaken in breach of trust but under an honest mistake;
- (vii) power to insure the Charity against loss to its own funds resulting from the acts and defaults of the trustees;
- (viii) power to co-operate with 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, subject to appropriate rules in respect of confidentiality;
- (ix) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- (x) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (xi) power to collect, distribute or disseminate or to cause to be collected, distributed or disseminated, such information as the Executive Committee see fit and to set charges or fees in relation to the distribution of information in furtherance of the said objectives, provided that no substantial permanent trading activities shall take place and that such sales shall conform to any relevant requirements of the law;
- (xii) power to provide and enable, or cause to be provided and enabled, the on-going education of persons in relation to the said objects, including the provision of bursaries and grants where other sources of funding shall not be available;
- (xiii) power to do all such other lawful things as is necessary for the achievement of the objects.

E Membership.

- (1) Membership of the Charity shall be open to any corporate body, unincorporated organisation or any person who; is interested in furthering the objects; is approved by the Executive Committee; and who has paid the relevant annual subscription laid down from time to time by the Executive Committee.
- (2) Full members are those who are over the age of 18 years. Full members shall have one vote and are eligible for election to the Executive Committee or other office.
- (3) Junior members are those who are under the age of 18 years. Junior members do not have voting rights and may not be elected to the Executive Committee or other office.
- (4) The Executive Committee may by majority vote and for good reason terminate the membership of any member: provided that the member concerned shall have the right to be heard by the Executive Committee accompanied by a representative of their choice, before the final decision is made.

- (5) The membership of any member shall be automatically terminated two months after her/his renewal date if for any reason, after having been notified, that member fails to pay the prescribed membership fee.
- (6) Membership of a member of the Executive Committee shall not be terminated where invoking of this clause would cause the number of members of the Executive Committee to become less than three.

F Honorary Officers.

At the first Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairperson, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting for a period of two years. The Executive may also appoint additional officers, which may include a Vice Chair; Vice Treasurer; Vice Secretary (Fundraising); and Organising Secretary.

G Executive Committee.

- (1) The Executive Committee shall consist of not less than four members and not more than ten members being:
 - a) the honorary officers specified in the preceding clause;
 - b) not less than one and not more than seven members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting for two years;
- (2) The Executive Committee may in addition appoint not more than three 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 Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J (2) 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.
- (3) One third of the members of the Executive Committee shall retire from office by rotation but they may be re-elected or re-appointed subject to a maximum term in a particular office of two terms. The determination of those members of the Executive Committee who shall firstly and subsequently retire by rotation shall be decided by a simple straw poll if necessary.
- (4) If an officer is willing and unopposed in standing for office for a third or subsequent term then a special resolution shall be sought at the Annual General Meeting at which the officer is appointed.
- (5) The proceedings of the Executive Committee 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. But, should the number of members of the Executive Committee fall below four, the only business to be transacted shall be the appointment of one or more officers to the Executive Committee.
- (6) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (7) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of

the Executive Committee a declaration of acceptance and of willingness to act as trustee and in the interests of the Charity.

H Determination of Membership of Executive Committee

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

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision); or who has been disqualified under section 72(1) of the Charities Act 1993;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee for all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated;
- (4) notifies to the Executive Committee a wish to resign (but only if at least three of the members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

- (1) Subject to the provision of clause D (vi) and sub-clause 2 of this clause no member of the Executive Committee shall acquire any interest in any property belonging to the charity (otherwise than as a trustee of the charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) Any member of the Executive Committee for the time being who is a solicitor or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her instruction or remuneration, or that of his or her firm is under discussion.

J Meetings and proceeding of the Executive Committee.

- (1) The Executive Committee shall hold at least two ordinary meetings each year. The Secretary shall give at least 14 days' notice to all members of the Executive Committee of the time, date, venue and status of the meeting.
- (2) A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if matters include an appointment of a co-opted member then not less than 14 days' notice must be given.
- (3) The Chairperson shall act as Chairperson at meetings of the Executive Committee. If the Chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.

- (4) There shall be a quorum when at least four members of the Executive Committee are present at a meeting, of which at least one must be an honorary officer as specified in clause F. If less than four are present, then the agreements of this meeting can only be validated by the agreement of the other member of the Executive Committee.
- (5) Every matter shall be determined by a simple majority of votes of members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairperson shall have a second and casting vote.
- (6) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee. The minutes shall be signed by the Chairperson as a true and accurate record.
- (7) The Executive Committee 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.
- (8) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

K Trustees Responsibilities

- (1) The members of Executive Committee, for their period of office, shall also be known as the Trustees.
- (2) Where the Executive Committee employs someone or contract for a piece of work, they will remain legally responsible for the matter in question. In these circumstances a formal contract must be issued.
- (3) The Executive Committee must act jointly in administering the charity and shall be responsible jointly to meet any liability incurred by them or on their behalf.
- (4) The Secretary shall be responsible for the safekeeping of the formal documents of the Charity.

L Receipts and expenditure.

- (1) The funds of the Charity, including all donations contributions and bequests, shall be wholly paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee. All claims for payment must be accompanied by proof of expenditure to the satisfaction of the Executive Committee.
- (2) The funds belonging to the Charity shall only be applied in furthering the objects.

M Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

- b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee 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 Executive Committee and may pay such nominee reasonable and proper remuneration for acting as such.

N Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity. The books of account and statements of account shall be preserved for at least six years;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account for the Charity; and
- (4) the transmission of the statement of account of the Charity to the Commissioners.

O Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

P Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Q Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Charity, which shall be held in the month of October in each year or as soon as practicable thereafter. The first Annual General Meeting may include up to eighteen months of operation.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all members of the Charity. All members of the Charity shall be entitled to attend and all Full Members shall be entitled to vote at the meeting.
- (3) Before any other business is transacted at the Inaugural General Meeting the persons present shall appoint a Chairperson of the meeting. The Chairperson may be

Chairperson of subsequent Annual General Meetings or another Chairperson may be appointed before any other business is transacted, by the persons present.

- (4) The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Executive Committee can be made by members of the Charity in writing or verbally. Nominations must be seconded by another member of the Charity. Should nominations exceed vacancies, election shall be by ballot.

R Special General Meetings.

The Executive Committee 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 14 days' notice must be given. The notice must state the business to be discussed.

S Procedure at General Meetings.

- (1) The Secretary or other person specially appointed by the Executive Committee 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 seven full members of the Charity, whichever is the greater, are present at a General Meeting.

T Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee 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 10 days of posting.

U Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of members present and voting at a General Meeting. 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, clause C, clause I, clause V 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 Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

V Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a Special General Meeting. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and 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 Commissioners.

W 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 Executive Committee 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