

CONSTITUTION OF ORINOCO – THE OXFORD SCRAPSTORE

Adopted on the2005

PART 1

1 Adoption of the constitution

Orinoco and its property will be administered and managed in accordance with Parts 1 and 2 of this constitution.

2 Name

The charity's name is Orinoco, hereinafter referred to as "the Charity".

3 Objects

The Charity's objects are:

- (1) to improve the lives of children, young adults, and adults who are disadvantaged socially, economically, or with special needs grow and develop which will result in betterment of their educational, physical, mental, or spiritual wellbeing.
- (2) to promote the use of waste into playthings.

4 Application of Income and Property

- (1) The income and property of the Charity shall be applied solely towards the Promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
 - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the charity;
 - (b) a Trustee from:
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;

- (ii) receiving a benefit from the Charity upon in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of the this clause, or as a member of the Charity and upon the same terms as other members;
- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee may:
 - (a) sell goods, services or any interest in land to the Charity;
 - (b) be employed by or receive any remuneration from the Charity;
 - (c) receive any other financial benefit from the Charity,if:
 - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and;
 - (e) the benefit is permitted by sub-clause (3) of this clause; or
 - (f) the benefit is authorized by the Trustees in accordance with the conditions
In sub-clause (6) of this clause.
- (6) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this Clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (i) not vote on the proposal
- (7) 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 interest of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

- (8) In this Clause 4, “Trustee” shall include any person firm or company connected with the Trustee.
- (9) Orinoco will not reimburse or accept any decisions ultra vires; nor will Orinoco promote such activities that will place Orinoco into the risk of insolvency or bankruptcy.

5 Dissolution

- (1) The Charity may be dissolved by a Resolution passed by a two thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall have been given (to the members).
 - (a) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
 - (b) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the charity.
 - (c) The Trustees must apply any remaining property or money:
 - (i) directly for the Objects;
 - (ii) by transfer to any charity or charities for purposes the same as or similar to the Charity;
 - (iii) in such other manner as the Charity Commissioners for England and Wales (“the Commission”) may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with the paragraphs (i)-(iii) in sub-clause (3) of (1)(c) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).
- (6) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the charity’s final accounts.

6 Amendments

- (1) Any provision contained in Part 1 of this constitution may be amended provided that:
 - (a) no amendment may be made that have the effect of making the Charity 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 to the Charity;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of the resolution amending this Constitution must be sent to the Commission within twenty-one days of its passing.

Part 2

7 Membership

- (1) Membership of the Charity shall be open to any
 - (a) individual above the age of 18 and
 - (b) any public or private organization which is interested in furthering the work of the charity and has paid an annual subscription laid down by the management committee. The membership is subject to the approval of the trustees.
- (2) The trustees may only refuse an application for membership if they consider the refusal to be in the best interest of the Charity.
- (3) The trustees are to keep an up-to-date list of all members.
- (4) Membership is not transferable.
- (5) Membership is automatically granted to all persons appointed as trustees, managers, volunteers and paid staff members.

8 Termination of membership

- (1) memberships expires automatically when
 - (a) the member dies, or the group or institution ceases to exist
 - (b) the subscription is not paid after two month of it's due date. Membership has to be renewed annually.
 - (c) the member resigns by written notice to the trustees. No refunds of subscription will be given.
- (2) Membership may be terminated by a resolution of the trustees, if it is in the best interest of the Charity to end this particular membership. The individual concerned or the appointed representative of the member organization concerned shall have the right to be heard in a meeting of the trustees, accompanied by a friend, before a final decision is made. Notification of the hearing and reason for the proposal of revoking membership must be sent to the concerned party 20 days prior to the hearing.

9 Representatives

- (1) A member organization of the Charity shall nominate a number of representatives according to their number of votes to act on its behalf in any meeting and contact with the Charity.
- (2) Written notice must be provided to the Charity of the identity of the representatives, a week prior to the representatives' first General Meeting.
- (3) The charity will continue to treat the nominees as the representatives until a written statement is provided that new representatives have been appointed.
- (4) The Charity shall not be required to consider whether the nominees have been appointed properly by the association they represent.

10 General meetings

- (1) The Charity shall hold an Annual General Meeting each fiscal year and may hold two other elective General Meetings.
- (2) The Annual General Meeting has to be held no later than 6 month after the end of the fiscal year.
- (3) The trustees may call an Extraordinary General Meeting at any time.

- (4) On written request of one tenth of all members, an Extraordinary General Meeting must be called by the Secretary within 28 days. The request must state the nature of the business to be discussed at this particular meeting.
- (5) General Meetings shall be chaired by the elected Chair Person or any representative appointed by the Chair.

11 Notice

- (1) A General Meeting shall be called by the Secretary giving each member a 28 days notice.
- (2) An Extraordinary General Meeting shall be called by the Secretary with a minimum of 7 days notice to all members and trustees.
- (3) The notice must specify the date, time, place and the nature of business to be discussed and decided at this General Meeting.

12 Annual General Meeting

- (1) The members shall receive unaudited reports and account of the last fiscal year from the trustees.
- (2) The new Management Committee for the upcoming year shall be elected. The Management Committee consists of the Chair, the Secretary and the Treasurer as well as other charity trustees as the Charity sees fit. In addition other people may be co-opted onto the Executive Management in a non-voting capacity by the trustees.
- (3) If at least ten members request in writing that a particular item of business shall be raised, discussed and voted on, then that item shall be added to the agenda of the meeting, assuming that notice is received no less than 7 days prior to the date of the Annual General Meeting.

13 Quorum

- (1) No business shall be transacted at any General Meeting or trustee meeting unless a quorum is present.
- (2) The Quorum for a General Meeting is
 - (a) 15 voting members
 - (b) Or one tenth of all voting members, whichever is the lesser number.

- (3) A representative of a member association shall count into the quorum with the number of votes he or she is entitled to exercise.
- (4) If the quorum is not established half an hour into the meeting the trustees shall take over the decision, in case the trustee quorum is present. Otherwise the meeting shall be postponed.

14 Votes

- (1) Each individual member shall have one vote.
- (2) Each representative of an association shall have a number of votes based on the size of the association and the number of people he or she represent.
- (3) If there is a tie vote the elected Chair shall have a casting vote.
- (4) All voting members must exercise their voting right in the best interest of the Charity.
- (5) Voting may take place in person or by using means of electronic communication. In any case the voting right must be exercised by the entitled person and no proxy shall be used.
- (6) Charity trustees may open any decision to the membership but are only bound to open decisions where the constitution, rules or bye-laws direct that they must.
- (7) Decisions which have to be entrusted to the members for decision include
 - (a) a change of the Charity's name
 - (b) a change of the Charity's objects
 - (c) other material constitutional changes

15 Advisory Board

- (1) A board of advisors shall assist the Management Committee in their decision making and shall represent the general opinion of the community.
- (2) Any person may volunteer for the position of Advisor, however the charity trustees shall carefully select and appoint those volunteers with superior knowledge, experience and commitment towards the community and the Charity.
- (3) Any appointed Advisor is required to sign up for membership immediately and pay annual subscription.

- (4) Applications for the board of advisors have to be received by the Charity no less than 21 days prior to the upcoming Annual General Meeting where the new Advisors will be nominated.
- (5) The title of Advisor shall be awarded for one year expiring at the successive Annual General Meeting, however Advisors may be reappointed.
- (6) The charity trustees may appoint a number of Advisors as they see fit.
- (7) Trustees may seek advice from the board at any time and but are not bound to act on the board's recommendations.

16 Officers and Trustees

- (1) The Charity and its property shall be administered by the charity trustees (the trustees), who as a group will be called the Management Committee, consisting of three Officers and other members elected in accordance with this constitution.
- (2) The Charity shall have the following Officers:
 - (a) a Chair
 - (b) a Secretary
 - (c) a Treasurer
- (3) The number of trustees shall be no less than three (the Officers) but is not subject to a maximum.
- (4) In addition, the charity trustees may vest land, property or investment in one or more custodian trustee. The position of Custodian may be filled by a charity trustee or any other person. In case the Custodian is not a charity trustee, he or she does not have the powers of the charity trustees and may act only in accordance with lawful directions of the Management Committee.
In doing so he or she is not liable for the acts or defaults of the charity trustees.
The Management Committee may remove the title of Custodian at any time.

17 Appointment of Trustees

- (1) The members of the Charity shall elect the Officers and the other charity trustees at the Annual General Meeting.
- (2) Trustees may also be appointed by charity trustees elected at the Annual General Meeting.

- (3) Each trustee shall retire automatically from the conclusion of the Annual General Meeting the year after his or her appointment, but may be reelected.
- (4) No member may campaign for the election of Officer or trustee at any General Meeting unless 30 days prior to this meeting the Charity is provided with a written notice by a member that
 - (a) states his or her willingness to get involved as a charity trustee or Officer
 - (b) appoints another person as a nominee, in which case the proposed nominee also has to sign the statement, to show his or her willingness to run for office.

18 Powers of Charity Trustees

- (5) In furtherance of the objects but not otherwise the trustees may exercise the following powers
 - (a) To raise funds. The trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
 - (b) To buy, take, lease or hire any property and to maintain and equip it for use.
 - (c) To sell, lease or otherwise dispose of all or any part of property belonging to the charity.
 - (d) to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrow.
 - (e) to employ and appoint such staff as is necessary for the proper pursuit of the objects.
 - (f) to co-operate with other charities, voluntary bodies and governmental authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
 - (g) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
 - (h) to do all such other lawful things as are necessary for the achievement of the objects.

19 Proceedings of Trustees

The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution and the rules or bye-laws.

20 Delegation

A trustee may temporarily delegate any of his or her routine powers or functions to other trustees, staff or non-members however the responsibility towards the Charity for all actions taken will always remain with the initial trustee. The terms of any such delegation must be recorded in detail in the minute book.

21 Minutes

The Secretary must keep minutes of all General and trustee meetings.

22 Annual Report and Return and Accounts

- (1) The trustees must comply with their obligations under Charities Act 1993, or any statutory re-enactment or modification of that Act, with regards to
 - (a) the keeping of accounting records for the Charity
 - (b) the preparation of annual statements of account for the Charity
 - (c) the transmission of the statements of accounts to the Charity and the Commissioners
 - (d) the auditing and independent examination of the statements of account of the Charity
 - (e) the preparation of an annual report and an annual return as well as their transmission to the Commissioners.
- (2) Accounts must be prepared following the guidelines and recommended practices of the Charity Commission.

23 Rules

- (1) The trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) These may regulate the following matters but are not restricted to them
 - (a) the admission of members to the charity and the rights and privileges of such members, the entrance fees, subscriptions and other fees or payments to be made by members

- (b) the conduct of members of the charity in relation to one another and to the charity's employees and volunteers
 - (c) the setting aside of the whole or any part of the charity's premises at any particular time or for any particular purpose
 - (d) the procedure at General Meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution
 - (e) the keeping and authenticating of records
 - (f) generally, all such matters as are commonly the subject matter of the rules of an incorporated association.
- (3) The members have the power to alter, add or abolish rules or bye-laws in a General Meeting.
- (4) The trustees must bring the rules and bye-laws to the attention of the charity members.
- (5) The rules or bye-laws shall be binding to all members.
- (6) No rule or bye-law shall be contradictory to this constitution or alter its contents.

RULES AND BYE-LAWS TO THE ORINOCO CONSTITUTION

Membership

- (1) The Charity offers four types of memberships
 - (d) Supporters
These are associates or beneficiaries who are non-voting members but entitled to claim all other benefits of membership.
 - (e) Individuals
These are all physical persons above the age of 18 who have paid an annual subscription of ten pounds to the Charity.
 - (f) Groups
These are community or play groups with a maximum of 20 members. The membership extends automatically to all members of the group are able to use the charity's services. The annual subscription for groups is 30 pounds.
 - (g) Institutions
These are schools and groups with more than 20 members. The membership extends automatically to all members of staff or group members are entitled to use the charity's services. The annual membership fee collected from institutions is 60 pounds.
- (6) The up-to-date membership list has to specify the names, addresses, type of membership, years of membership, and payment dates for members. In case of groups and institutions the name of the representative and the number of staff the membership covers has to be itemized as well. The list must be available to any member upon request.

Votes

- (1) All Individual members have one vote.
- (2) Representatives of Groups may exercise two votes.
- (3) Representatives of Institutions may execute three votes.

Minutes

- (1) Minutes shall include the date, nature and agenda of the meeting and list the names and status of the people present.
- (2) They shall also include but are not exclusive to
 - (a) precise wording of any resolution and the name of the proposer
 - (b) a summary of the discussion on each item of business
 - (c) information upon which the decision was based
 - (d) details of the decision (in trustee meetings: who voted how, in general meetings what percentage voted how), did the Chair exercise his or her casting vote

- (e) actions required to carry out the decision
- (f) names of the people who are responsible for the implementation
- (g) date, time and venue for the next meeting

Notices

- (2) any notice required by this constitution to be given to or by any person must be in writing or given using electronic communications.
- (3) Notice must be given to members either
 - (a) personally
 - (b) or by sending it by post to the members address
 - (c) by leaving it at the members address
 - (d) by using electronic communications
- (4) It is not the responsibility of the Charity to verify if the postal or electronic address provided by the member is still valid. The member must report any changes to the Charity immediately.
- (5) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called
- (6) Proof that an envelope containing a notice was properly addressed prepaid and posted, or and electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- (7) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of electronic communication, 48 hours after it was sent.

Advisory Board

- (1) The advisory board may be organized into different committees each researching solutions for a particular challenge or entrusted with a particular area of business.
- (2) The Advisors do not meet regularly but are summoned by the trustees.

Officers and trustees

- (1) The Treasurer's main function is to ensure the accuracy of the accounts and other financial statements and to guarantee the Charity's solvency at all times. In case of financial discrepancies he must inform the other trustees immediately.
- (2) The Secretary is mainly responsible for the administration and day-to-day operation. This includes but is not exclusive to
 - (a) documentation, specifically keeping the minutes and records for the Charity
 - (b) calling and organizing meetings with particular emphasis on notices, venue, agenda, providing documents
- (3) The Chair is the person who leads through the business items on the agenda in the meetings. He or she shall have a casting vote in tied decisions. Specific responsibilities include
 - (h) signing the minutes prepared by the Secretary
 - (i) enforcing any procedural rule

- (j) ensuring participation of all charity trustees and a large number of members
- (k) prevent a dominating group of people from controlling the charity's business

Exertion of Trustee Power

The trustees may exercise their powers according to the nature of the business to be conducted.

- (1) Any one trustee may use the trustee powers listed in the constitution to conduct routine business.
- (2) For decisions concerning material risk to the charity, the quorum of the trustees has to approve of the decision. Any decision extending 100 pounds is to be considered a material risk.
- (3) For any business or decision employing serious risk to the Charity, an unanimous vote is required. Any business concerning an amount exceeding 500 pounds qualifies as a serious risk to the Charity.

Disqualification and Removal of Trustees

A trustee shall be removed from office if he or she

- (1) notifies to the Management Committee in signed statement of his or her wish to resign
- (2) is absent from three consecutive trustee meetings without permission and the other trustees believe his or her office to be vacated
- (3) ceases to be a member of the Charity
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
- (5) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision.
- (6) In case a trustee is removed from office, his or her responsibilities shall be divided reasonably among the remaining trustees until the next General Meeting where this office shall be open for election.
- (7) A minimum of three trustees (the Officers) must remain on the Management Committee at all times.

Trustee Proceedings

- (1) The trustees shall meet once a month.
- (2) The Secretary must call an extraordinary trustee meeting on request of any trustee.
- (3) No decisions shall be made without a quorum present during the entire meeting. The quorum for trustee meetings shall consist of three trustees.
- (4) Decisions are made by a simple majority of votes, in case of tie vote the Chair shall have a casting vote.

Registered particulars

The trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Repair and Insurance

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