

# **River Worth Friends Constitution**

## **1. ADOPTION OF THE CONSTITUTION**

The Charity's constitution was first adopted on 20th December 2020 and subsequently amended and re-adopted on 29th August 2024 at a General Meeting of the Charity held at The Marquis of Granby, Riddlesden.

## **2. NAME**

The Charity's name is River Worth Friends herein referred to as the Charity.

## **3. PURPOSES OF THE CHARITY**

To engage all communities to take practical action to look after the River Worth, the River Worth corridor and catchment including its heritage, flora, fauna and promote economic & social activity.

To advance the conservation, protection, restoration, and improvement of the River Worth and its environs for the benefit of wildlife and the public.

## **4. TRUSTEES AND MEMBERSHIP**

The members of the Charity shall be its Trustees for the time being. The only persons eligible to be members of the Charity are its Trustees. Anyone ceasing to be a Trustee automatically ceases to be a member of the Charity.

The Charity shall be managed by the Trustees in committee. The Trustees may for that purpose exercise all the powers of the Charity. It is the duty of each Trustee to act as he or she decides in good faith would most further the purposes of the Charity, and to exercise such care and skill as is reasonable in the circumstances.

There must be at least three Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees to wind up the Charity or appoint a new Trustee. The maximum number of Trustees is 10.

The Trustees will appoint a Chair, a Secretary, and a Treasurer from among their number.

## **5. CARRYING OUT THE PURPOSES**

In order to carry out the charitable purposes, the Trustees have the power to:

- (a) raise funds, receive grants and donations;
- (b) apply funds to carry out the work of the Charity;
- (c) co-operate with and support other charities with similar purposes; and
- (d) do anything which is lawful and necessary to achieve the purposes.

The Trustees may make reasonable additional rules to help run the Charity. These rules must not conflict with this constitution or the law.

## **6. APPOINTMENT OF TRUSTEES**

New Trustees must be appointed at a properly convened meeting of the Trustees.

In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the charity.

No individual may be appointed as a Trustee of the Charity if he or she is under the age of 18 years or if he or she is disqualified from acting as a Trustee in accordance with the Charities Act 2011.

## 7. TRUSTEE MEETINGS

Any Trustee may call a meeting of the Charity Trustees. Subject to that, the charity trustees shall decide how their meetings are to be called.

Trustees must hold at least three meetings each year. 14 days notice of all Trustee meetings will be given to all Trustees.

At least three Trustees must be present at the meeting to be able to take decisions. Minutes shall be kept for every meeting. Trustees may act by majority decision (except as specified in sections 8, 11 and 12).

If Trustees have a conflict of interest they must declare it and leave the meeting while the matter is being discussed or decided.

## 8. RETIREMENT AND REMOVAL OF TRUSTEES

A Trustee will cease to hold office if:

(a) he or she retires by notifying the trustees in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings); a person retiring as a Trustee remains eligible for reappointment;

(b) a resolution is passed by a two thirds majority at a properly convened meeting of the Trustees if the Trustees believe it is in the best interests of the Charity (but only if enough Trustees will remain in office to form a quorum for meetings); notice will be given to the relevant Trustee at least 14 days before the meeting; they will have the right to be heard by the trustees before the decision is made; they may be accompanied at the meeting by one other person if they wish; and they may vote on the resolution;

(c) in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months; or

(d) is disqualified from acting as a Trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

## 9. MONEY AND PROPERTY

Money and property must only be used for the Charity's purposes.

Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.

The Charity's financial year shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.

Trustees cannot receive any money or property from the Charity, except to refund reasonable out of pocket expenses.

Money must be held in the Charity's bank account or a dedicated class in the accounts of an umbrella organisation. The Charity may use online banking. Online transactions may be arranged by a single Officer (normally the Treasurer), but only with the prior agreement of a second Officer.

#### 10. ANNUAL GENERAL MEETING (AGM)

An Annual General Meeting must be held every year, within three months after the end of each financial year.

14 days' notice of the AGM will be given on the Charity's website and Facebook pages.

The AGM will be open to the public.

The Trustees shall present the annual report and accounts at the AGM. Minutes must be kept of the AGM.

#### 11. CHANGES TO THE CONSTITUTION

No change can be made that would make the organisation no longer a Charity.

The constitution may be amended by a resolution passed by a two thirds majority at a properly convened meeting of the Trustees, having given 14 days notice of the proposed changes to all Trustees.

#### 12. WINDING UP

The Charity may be wound up by a resolution passed by a two thirds majority at a properly convened meeting of the Trustees, or if less than three Trustees remain, by agreement of the remaining Trustees.

Any money or property remaining after payment of debts must be given to a Charity with similar purposes to this one.