

NEIGHBOURHOOD AND HOME WATCH NETWORK (NHWN) ENGLAND & WALES

Constitution

adopted on the19th September 2009

1. Adoption of the Constitution

The Association and its property will be administered and managed in accordance with the provisions of this constitution.

2. The Name

The Association's name is the Neighbourhood and Home Watch Network (England and Wales) hereinafter called NHWN

3. The Objects

The objects of the NHWN are to :

(a) promote for the benefit of the public, good citizenship, community safety and greater public participation, in the prevention and detection of crime and

(b) promote public support for the work of the police service and other partners, in the protection of people and property from, and prevention of crime.

4. Membership

(1) The membership shall consist of the ten regions of England and Wales (a member organisation). Each region shall appoint a representative, who shall be authorised to vote on behalf of that region for the period of their appointment. The rules contained within this constitution shall apply to this representative, as if he were a member.

(2) Membership is also open to individuals over eighteen years or organizations that are approved by the Trustees.

3)

(a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the NHWN to refuse the application.

(b) The Trustees must inform the applicant in writing of the reasons for 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.

(4) Membership is not transferable to anyone else.

(5) The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

5. Termination of Membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the NHWN unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the NHWN is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the NHWN that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) 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;

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

6. Application of the Income and Property

(1) The income and property of the NHWN shall be applied solely towards the promotion of the Objects, having regard to the Statement of Purpose. (Appendix A attached)

(2) A Trustee may pay out of, or be reimbursed from, the property of the NHWN reasonable expenses properly incurred by him or her when acting on behalf of the NHWN.

(3) None of the income or property of the NHWN may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the NHWN. 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 NHWN;

(b) a Trustee from:

(i) buying goods or services from the NHWN upon the same terms as other members or members of the public;

(ii) receiving a benefit from the NHWN in the capacity of a beneficiary of the NHWN, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the NHWN and upon the same terms as other members;

(c) the purchase of 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 the NHWN but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;

(iii) liabilities to the NHWN that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the NHWN or in respect of which the person concerned did not care whether that conduct was in the best interests of the NHWN or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee. In this clause "Trustee" shall include any person firm or company connected with the Trustee.

(5) A Trustee may:

(a) sell goods, services or any interest in land to the NHWN;

(b) be employed by or receive any remuneration from the NHWN;

(c) receive any other financial benefit from the NHWN,

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 authorised 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 NHWN 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;

(iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the NHWN 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 conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the NHWN the value of any benefit received by the Trustee from the NHWN.

(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 interests of the NHWN and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

7. Amendments

(1) The NHWN may amend any provision contained in Part 1 of this Constitution provided that:

(a) no amendment may be made that would have the effect of making the NHWN cease to be a NHWN 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 the NHWN;

(c) no amendment may be made to this constitution without the prior written consent of the Commission;

(d) any resolution to amend a provision of Part 1 of this constitution is 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 any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

8. General meetings

(1) The NHWN must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The Trustees may call a special general meeting at any time.

(5) The Trustees must call a special general meeting if requested to do so in writing by at least six 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 but in doing so they must comply with the provisions of this Constitution.

9. Notice

(1) The minimum period of notice required to hold any general meeting of the NHWN is fourteen clear days from the date on which the notice is deemed to have been given.

(2) 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.

(3) The notice must be given to all the members and to the Trustees.

10. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is; Six members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total membership at the time, whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If: (a) a quorum is not present within half an hour from the time appointed for the meeting; or (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.

(5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11. Chairman

(1) General meetings shall be chaired by the person who has been elected as Chairman.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(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 number to chair the meeting.

12. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(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. Votes

(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.

(2) 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. Representatives of Other Bodies

(1) Any organisation that is a member of the NHWN may nominate any person to act as its representative at any meeting of the NHWN.

(2) The organisation must give written notice to the NHWN 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 the NHWN. The nominee may continue to represent the organisation until written notice to the contrary is received by the NHWN.

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

15. Officers and Trustees

(1) The NHWN and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the NHWN and in this constitution are together called "the Trustees".

(2) The NHWN shall have the following Officers:

- A chair,
- A secretary, who shall act as vice-chair in the absence of the chair
- A treasurer.

(3) A Trustee must be a member of the NHWN or the nominated representative of an organisation that is a member of the NHWN.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 18.

(5) The number of Trustees shall be not less than three, but (unless otherwise determined by a resolution of the NHWN in general meeting), shall not be subject to any maximum.

(6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

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

16. The Appointment of Trustees

(1) The NHWN in general meeting shall elect the Officers and the other Trustees.

(2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.

(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.

(4) (a) The appointment of a Trustee, whether by the NHWN in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

(b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

17. Powers of Trustees

(1) The Trustees must manage the business of the NHWN 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 the NHWN. 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 the NHWN 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 acquire, merge with or enter into any partnership or joint venture arrangement with any other NHWN formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the NHWN;

(k) 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; (l) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

(3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

18. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

(1) 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);

(2) ceases to be a member of the NHWN;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Trustee by notice to the NHWN (however if the resignation would result in less than two Trustees remain in office when the notice of resignation is to take effect, that trustee shall instigate the dissolution process);
or

(5) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

19. Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Trustee may call a meeting of the Trustees, and the Secretary must call a meeting of the Trustees if so requested.

(3) Questions arising at a meeting must be decided by a majority of votes.

(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(5) 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.

(6) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.

(7) 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.

(8) The person elected as the Chair shall chair meetings of the Trustees.

(9) If the Chairman is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

(10) 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 by the Trustees.

(11) 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.

(12) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

20. Delegation

(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the NHWN except in accordance with a budget previously agreed with the Trustees.

(3) The Trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

21. Irregularities in Proceedings

(1) 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:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

(2) No resolution or act of

(a) the Trustees, (b) any committee of the Trustees or (c) the NHWN in general meeting

shall be invalidated by reason 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 NHWN.

22. Minutes

The Trustees must keep minutes of all:

(1) appointments of Officers and Trustees made by the Trustees;

(2) proceedings at meetings of the NHWN;

(3) 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.

23. Annual Report and Return and Accounts

(1) The Trustees must comply with their obligations under the Charities Act 2006 with regard to:

(a) the keeping of accounting records for the NHWN;

(b) the preparation of annual statements of account for the NHWN;

(c) the transmission of the statements of account to the NHWN;

(d) the preparation of an Annual Report and its transmission to the Charity Commission;

(e) the preparation of an Annual Return and its transmission to the Charity Commission.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24. Registered particulars

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

25. Property

(1) The Trustees must ensure the title to:

(a) all land held by or in trust for the NHWN that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the NHWN, 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.

(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 NHWN.

(3) The Trustees may remove the holding Trustees at any time.

25. 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 NHWN (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.

26. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

(b) given using electronic communications.

(2) The NHWN may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her registered address; or

(c) by leaving it at the registered address of the member; or

(d) by giving it using electronic communications to the member's registered address.

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

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

(5) (a) Written proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Written 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.

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

27. Rules

(1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the NHWN (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 the NHWN in relation to one another, and to the NHWN's employees and volunteers;

(c) the setting aside of the whole or any part or parts of the NHWN'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 the NHWN to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The NHWN in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the NHWN.

(5) The rules or bye-laws shall be binding on all members of the NHWN. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

28. Dissolution

(1) If the members resolve to dissolve the NHWN the Trustees will remain in office as NHWN Trustees and be responsible for winding up the affairs of the NHWN in accordance with this clause.

(2) The Trustees must collect in all the assets of the NHWN and must pay or make provision for all the liabilities of the NHWN.

(3) The Trustees must apply any remaining property or money:

(a) directly for the Objects;

(b) by transfer to any NHWN or charities for purposes the same as or similar to the NHWN;

(c) in such other manner as the Charity Commission 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 NHWN specifying the manner in which the Trustees are to apply the remaining property or assets of the NHWN and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.

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

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

Signatures

Marion Lewis (East Midlands) Chair

Jim Maddan (London) Secretary

Margaret Filley (South East)

Bob Gooch (Eastern)

John Cox (Wales)

Julie Dowton (South West)

Queenie Smith (West Midlands)

Ron Taylor (North East)

Barry McGowan (Yorkshire and Humber)

John Perkins (North West)