



## Water for Kids

Registered Charity No. 1059901

### CONSTITUTION

Adopted on the 28<sup>th</sup> day of June 2008

#### **A Name.**

The name of the Association is "Water for Kids" ("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 Board of Trustees, constituted by clause F of this constitution ("the Board of Trustees").

#### **C Objects.**

The Charity's objects ("the objects") aim to preserve and protect the good health of children and communities in the developing world by assisting in the provision of safe drinking water, good sanitation and other related public health measures.

#### **D Powers.**

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) 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;
- (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 advisory committees as the Board of Trustees 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 who are interested in furthering the work of the Charity and who have paid the annual subscription and
- (ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

Annual subscription rates shall be decided by the Board of Trustees and reviewed annually.

(2) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend. Except where the context requires otherwise, the term 'member' shall include the appointed representative of a member organisation

(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 Board of Trustees may unanimously and for good reason terminate the membership of any individual or member organisation or require that a member organisation appoint a different representative. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.

## **F Board of Trustees.**

(1) The Board of Trustees shall consist of not less than 4 members nor more than 6 members being elected at the Annual General Meeting or an Extraordinary General Meeting from the members of which no more than 2 nominated members appointed will be representatives of member organisations.

(2) At every Annual General Meeting one third of the trustees will be subject to retirement, or if their number is not two the number nearest to one third shall retire from office. The trustee(s) to retire will be those who have longest been in office since their last appointment or reappointment, but as between persons who became or were last appointed trustees on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

(3) No person other than a trustee retiring by rotation shall be elected or re-elected at a general meeting unless:

(a) he/she is recommended by the trustees, or

(b) notice executed by a member entitled to vote at the meeting has been given to the Secretary of the Board of Trustees not later than 1st May in any year, or sixty days before the AGM, whichever is later, of the intention to nominate another member for appointment. The notice shall be in the form of an application form agreed by the trustees.

Not less than twenty-one days before the date of the General Meeting notice shall be given to all members of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given of the intention to nominate him/her at the meeting for appointment or reappointment as a Trustee. Trustees will be elected for a period of three years.

(4) The Board of Trustees may at any time appoint a person who is willing to act as a trustee to fill a vacancy. A trustee so appointed shall hold office only until the next AGM and shall not be taken into account in determining the trustees who will retire by rotation at the next meeting. If not reappointed at such AGM, he/she shall vacate office at the conclusion thereof.

(5) Subject to the aforesaid, a trustee who retires at an AGM may, if willing, be appointed for one further consecutive term in office and thereafter (subject to the trustees powers of co-option set out in F(7)) shall not be entitled to be re-elected to a further term unless and until he/she has remained out of office for the whole period between two AGMs. If he/she is not reappointed, he/she shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(6) The Board of Trustees shall elect at their first meeting after the AGM from amongst themselves a chairman, a vice chairman, a secretary and a treasurer. These officers shall hold office until the first meeting of the Board of Trustees after the following AGM. In the event of a resignation due to exceptional and unforeseen circumstances, the Board of Trustees shall elect a substitute officer to hold office until the first meeting of the Board of Trustees after the following AGM.

(7) The Board of Trustees may in addition appoint not more than two 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 Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Board of Trustees called under clause 11 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.

(8) The proceedings of the Board of Trustees 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.

(9) Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

(10) No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the Charity.

### **G Determination of Membership of Board of Trustees.**

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

(1) is disqualified from acting as a member of the Board of Trustees 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 the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated; or

(4) notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

### **H Board of Trustees Members not to be personally interested.**

(1) No member of the Board of Trustees 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 Board of Trustees) in any contract entered into by the Board of Trustees.

### **I Meetings and proceedings of the Board of Trustees.**

(1) The Board of Trustees shall hold at least three meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Board of Trustees upon not less than seven days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

(2) The chairman shall act as chairman at meetings of the Board of Trustees. If the chairman is absent from any meeting, the vice chairman will be chairman of the meeting, if both are absent the members of the Board of Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the Board of Trustees, including co-opted members, for the time being or three members of the Board

of Trustees, whichever is the greater, are present at a meeting. A quorum must include at least one trustee elected at a General Meeting.

(4) Every matter shall be determined by a majority of votes of the members of the Board of Trustees 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. Voting will normally be by a show of hands.

(5) The Board of Trustees shall keep minutes, of the proceedings at meetings of the Board of Trustees and any sub-committee.

(6) The Board of Trustees 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 Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees 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 Board of Trustees.

#### **J Receipts and expenditure.**

(1) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All cheques, electronic payments and transfers drawn on the account must be signed or approved by at least two members of the Board of Trustees.

(2) The funds belonging to the Charity shall be applied only in furthering the objects, including fundraising and other supporting activities to achieve the objects.

#### **K Property.**

(1) Subject to the provisions of sub-clause (2) of this clause, the Board of Trustees 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 custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful

directions of the Board of Trustees, 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 Board of Trustees 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 stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Board of Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **L Accounts.**

The Board of Trustees 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.

#### **M Annual Report.**

The Board of Trustees 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.

#### **N Annual Return.**

The Board of Trustees 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.

#### **O Annual General Meeting.**

(1) There shall be an Annual General Meeting of the Charity which shall be held by the end of September each year or as soon as practicable thereafter.

(2) Every Annual General Meeting shall be called by the Board of Trustees. 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 who are over sixteen shall be entitled to vote at the meeting. Voting will normally be by a show of hands of members present. In the case of equality of vote, the Chairman will have a second or casting vote.

(3) The chairman of the Board of Trustees shall act as chairman at Annual General Meetings. If the chairman is absent, the vice chairman will be chairman of the meeting, if

both are absent the members of the Board of Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(4) The Board of Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

(5) Should nominations to the Board of Trustees exceed vacancies, election shall be by show of hands.

### **P Extraordinary General Meetings.**

The Board of Trustees may call an Extraordinary General Meeting of the Charity at any time. If at least twenty members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

### **Q Procedure at General Meetings.**

(1) The secretary or other person specially appointed by the Board of Trustees 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.

### **R Notices.**

(1) 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 Board of Trustees on any member:

(a) personally

(b) 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, or

(c) by electronic communication to his or her last known email address

(2) Any notice to be served on a member organisation shall be sufficient if served on the appointed representative of that member organisation.

(3) All members shall provide the Secretary with an address for electronic communication (e-mail) and nothing in this constitution shall require the Secretary or the Board of Trustees to communicate with or send any notice to any member otherwise than by electronic communication. No meeting of the Charity shall be invalidated by reason of a member or members having failed to provide an address for electronic communication.

(4) Any letter sent by first class prepaid post shall be deemed to have been delivered on the next business day following posting and any letter sent by second class prepaid post shall be deemed to have been delivered on the second business day next after posting.

Any notice contained within an electronic communication shall be deemed to have been given at the time it was sent

**S 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 the 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 (the name of charity clause), clause C (the objects clause), clause H (Board of Trustees members not to be personally interested clause), clause T (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 Board of Trustees should promptly send to the Commission a copy of any amendment made under this clause.

**T Dissolution.**

If the Board of Trustees 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 21 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 Board of Trustees 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 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 Commission.

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

**Signed by trustees:**

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