

# **THE DEVON RACIAL EQUALITY COUNCIL**

## **CONSTITUTION**

**15 York Road  
Exeter  
EX4 6BA**

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# The Devon Racial Equality Council

## Constitution

### 1 NAME

The name of the organisation shall be The Devon Racial Equality Council hereinafter referred to as the Council, the REC or Devon REC.

### 2 OBJECTS

The objects of the Council shall be:

- (1) to work towards the elimination of racial discrimination; and
- (2) to promote equality of opportunity, and good relations, between persons of different racial groups;

especially in the Devon and Exeter area, hereinafter known as the Council's "area of benefit"

### 3 FUNCTIONS

- 3.1 In pursuing these objects and ancillary thereto but not further or otherwise, the Council shall seek to fulfil the following functions and may do anything lawful and necessary to fulfil them:
  - 3.1.1 To acquaint organisations, agencies and employers in the statutory, non-statutory, private, and voluntary sectors, especially in the Council's area of benefit with the extent and nature of racial discrimination and inequality, experienced by minority racial groups in fields such as housing, employment, education, health care, etc., with the aim of encouraging them to implement policies and practices which will eliminate racial discrimination and promote equality of opportunity, and good relations, between persons of different racial groups.
  - 3.1.2 To support ethnic minority organisations in the Council's area of benefit in their own endeavours to obtain and promote equality of opportunity, by providing them with such information, advice and other forms of assistance as may be both appropriate and in keeping with the Council's objectives.

- 3.1.3 (a) To give information, advice, and support of a non-financial nature to individuals who seek the Council's assistance as a consequence of their experience of racism or racial discrimination, in circumstances where such information, advice and support are not readily obtainable from other local agencies.
- (b) Subject to clause 4(k) below, "support" may include representation at tribunals in circumstances where it is unreasonable, having regard to the financial resources available to a complainant, to expect them to deal with the case unaided.
- 3.14 To maintain an appropriate programme of public information and public education related to the Council's objects and functions.
- 3.2 The Council shall devise a work programme to guide it in fulfilling its functions. In so doing, it shall have regard to:
- (a) priorities for action agreed in national and /or regional planning forum between Racial Equality Council's, hereinafter known as REC's, or their representative body, and the Commission for Racial Equality hereinafter known as the CRE; and
- (b) priorities for action related to local needs to which it can respond in keeping with its objects.
- 3.3 In pursuing its objects and fulfilling its functions, the Council:
- (a) shall be non-party in politics and non-sectarian in religion;
- (b) shall, in its own activities and its employment of staff, implement an effective equal opportunities policy and shall not therefore discriminate against any person on grounds of colour, race, nationality, ethnic or national origin, gender, marital status, disability, sexual orientation, age or creed.

#### **4. POWERS**

The Council shall have power:

- (a) to raise funds **provided that** in raising funds the REC shall not undertake any permanent trading activities and shall conform to any relevant requirements of law;
- (b) to open and operate bank accounts;
- (c) to invest temporarily surplus funds;
- (d) to rent lease or buy premises and necessary equipment;

- (e) to undertake research and publish the useful results thereof;
- (f) to charge fees for services (including for training and corporate consultancy) or price publications when it considers it necessary to do so to recover its outlay, but on a non-profit making basis and without engaging in any permanent trading operation;
- (g) to employ staff;
- (h) to effect all necessary insurances;
- (i) otherwise to expend funds as necessary to fulfil its objects;
- (j) subject to such consents as may be required by law, to sell, mortgage, charge or borrow on the security of, any real property belonging to the Council;
- (k) on the case of a complainant who has been supported by the REC under clause 3.1.3 (b) above and who is awarded costs, to ask for a donation of a proportion of those costs in order to recover its outlay;
- (l) power to do all such other lawful things as are necessary for the furtherance of the objects.

## **5 MEETINGS OF THE COUNCIL**

- 5.1 The Council shall meet not less often than three times a year. One of these meetings shall be annual general meeting. Twenty-one days notice of ordinary meetings and twenty-eight days notice of annual general meetings shall be given to members in writing.
  - 5.1.1 Nominations for election to the membership panel and the executive committee must be made and, in the case of the executive committee, seconded by members of the REC in writing and must be in the hands of the Secretary at least 21 days before the annual general meeting.
- 5.2 Extraordinary meetings of the Council may additionally be convened at any time on the application of one-sixth of the total membership, or if in view of not fewer than six members of the executive committee, such a meeting is necessary. The request or need shall be made or recorded in writing and shall state the main business to be transacted at the meeting. Subject to the requirements of clauses 14 and 15, fourteen days notice of an extraordinary meeting shall be given to members, in writing, by the Secretary.
- 5.3 The Council may determine whether all or part of any Council meeting shall be closed to the public, provided that only members of the Council may vote at meetings of the Council.

## 6 MEMBERSHIP

6.1 The Council shall consist of not fewer than 20 voting members, all of whom shall live in, work in, or be the nominees of affiliated organisations and groups operating in, the Council's area of benefit.

6.2 There shall be two categories of full membership, viz:

- (a) organisational (i.e. affiliated bodies)
- (b) individual members;

The Council may consider whether any limit should be imposed on the number or proportion of individual members. It shall have power to determine the limit, and subsequently to amend or remove it, provided it has the prior approval of the CRE.

6.3 (a) Affiliation and individual membership shall be subject to renewal at three-yearly intervals, subject to clauses 6.4, 6.5, and 6.8 of this constitution.

(b) Additionally, affiliated members must renew their commitment in writing to the REC yearly, subject to clause 6.6a (below)

(c) No member may exercise more than one vote.

### 6.4 Affiliation

Organisations and groups which operate in the Council's area of benefit, and which at the time of their application have been in existence for at least six months, may be admitted as affiliated organisations, if they;

(a) make a written declaration of their commitment to the Council's objects and their desire to work strategically towards the achievement of those objects;

(b) satisfy the Council that there is nothing in their constitution, aims or actions which conflicts with the Council's objects and functions.

6.5 In considering each application for affiliation, the Council shall:

- (a) obtain a copy of the organisation's or group's current constitution or other documents setting out its aims and objectives, or an assurance that it will supply the Council with such documentation within six months of the date of its admission as an affiliate;

- (b) seek evidence in writing that the organisation or group has a bona fide membership;
- (c) if the organisation or group employs staff or provides services, obtain a copy of its equal opportunities policy or an assurance that it will adopt such a policy, and supply the Council with a copy of it, within six months of the date of its admission as an affiliate.

Failure to comply with the provisions of (a) and/ or (c) above would cause the affiliation to lapse at the end of the six months' period.

6.6 In considering each application for yearly renewal of commitment, the REC shall;

- (a) seek confirmation that the organisation's or group's constitution or statement of aims and objectives and its equal opportunities policy remain in force (as a minimum, the affiliated member must sign a statement confirming this);
- (b) seek evidence that it still has a bona fide membership.

6.6.1 Each affiliated organisation or group may annually nominate two persons of 18 years or over to serve as voting members of the Council.

6.6.2 Each representative shall have one vote exercisable personally.

6.7 In keeping with the statement made in accordance with clause 6.4(a), the persons nominated shall, before they are recognised by the Council as voting members, also declare in writing that they subscribe to its objects, and shall thereafter renew the declaration annually during their period of service.

6.7.1 An affiliated organisation or group may replace one or both of its nominated voting members. **Provided that**

- (a) it gives notice in writing of its intention to do so not less than seven days before the Council meeting at which it desires its new nominee(s) to assume membership;  
and
- (b) the provision of 6.7 is observed

## 6.8 Individual Members

A person living or working in the Council's area may be admitted as an individual voting member of the Council, and her/his membership may be renewed every three years, subject to the provisions of 6.2 above and provided that s/he submits a written declaration of her/his

commitment to the Council's objects and desire to work for the fulfilment of the Council's functions.

- 6.9 Each member of the Council shall have one vote exercisable personally.
- 6.10 No member of the Council who is under the age of 18 may be elected to the membership panel or the executive committee.
- 6.11 The Council may at its discretion offer non-voting associate membership to:
- (a) any person whose application for individual voting membership cannot be accepted because the number or proportion of individual members has already reached the limit determined by the Council under the provision clause 6.2.
  - (b) any person who lives outside the Council's area of benefit provided that she/he fulfils the requirements of 6.8.

Associate members may attend Council meetings with the right to speak but not to vote.

6.12 Termination of Membership and Withdrawal of Recognition:

The Executive Committee shall have the power to:

- (a) terminate the membership of –
  - an affiliate member, or
  - an individual member,
  - an associate member

whose actions, or whose consistent failure to participate, are deemed to be prejudicial to the interests of the Council; **provided that** the affiliate or individual or associate member shall have the right to be heard by the Executive Committee before a final decision is made and thereafter a right of appeal to the next ordinary general meeting of the REC;

- (b) withdraw recognition and the right to vote from the representative of an affiliated member.
- (c) any member of the REC may resign her/his /its membership and any representative of an affiliated member may resign her/his position by giving written notice to the Secretary to that effect.

6.13 Membership Panel

6.13.1 For the purpose of clauses 6.3 to 6.12 inclusive there shall be established a Membership Panel.

- (a) A Membership Panel shall receive and consider all applications for affiliation, membership, and associate membership and annual reviews thereof;
- (b) the Membership Panel shall comprise of
  - (i) two members of the Council who are not members of the executive committee (to be elected to the panel at the annual general meeting) and;
  - (ii) two members of the executive committee (to be appointed by that committee at its first meeting after the annual general meeting).
- (c) the panel shall have delegated power to determine all such applications, with the proviso that an organisation or individual wishing to appeal against a decision of the panel shall have the right to do so, and to be heard in such appeal, at the next ordinary meeting of the Council;
- (d) any proposal to disaffiliate an organisation or withdraw membership shall be considered in the first instance by the panel, who shall make recommendations to the executive committee. The organisation or individual concerned shall have the right to be heard by the executive committee before a decision is taken, and shall thereafter have a right of appeal to the next council meeting;
- (e) the outcome of appeals to the Council under 6.3 (c) or (d) shall be determined by a simple majority of members present and voting;
- (f) when appeals are being heard under the provisions of 6.13 (c) or (d), those members of the executive committee and/ or of the Membership Panel who were present at a meeting which took the decision now the subject of appeal, together with individual appellants or nominees of appellant organisations, shall not exercise their vote.

#### 6.14 Consultant Observers

6.14.1 Any Commissioner or Officer of the CRE may attend meetings of the Council as a consultant observer with the right to speak but not to vote. This provision shall extend to meetings of the executive committee.

- 6.14.2 The executive shall have power to invite any chief officer of any local authority in the Council's area, or his/her representatives to attend executive committee meetings, meetings of sub-committees or working groups, and meeting of the Council with the right to speak but not to vote.
- 6.14.3 The Council shall determine, on the recommendation of the executive committee, whether invitations to attend meetings as consultant observers, on similar terms, should be extended to the chief officers of other organisations in the public, private or voluntary sectors, or their named representatives.

## **7 EXECUTIVE COMMITTEE: COMPOSITION, DUTIES AND MEETINGS**

- 7.1 There shall be an executive committee:

Subject as herein approved, the REC and its property shall be administered and managed in accordance with this constitution, and having regard to specific policy decisions of the REC, by members of the executive committee hereinafter constituted (who will be the charity trustees within the meaning of section 87(1) of the Charities Act 1993)

- (a) numbering not more than 12 persons, and not less than 6 persons, unless the CRE gives prior approval to a larger number because of special local circumstances;
- (b) of whom not fewer than two thirds of the total at any time shall be voting members of the Council elected by the ballot at the time of the Council's annual general meeting; and
- (c) of whom not more than one third of the total at any time may be
  - (i) nominees of one or more local authorities in the Council's area of benefit

- 7.2 The duties of the executive committee shall be as follows:

- (a) to fulfil the responsibilities which fall upon the Council for the employment, management, support, and conditions of service of paid staff, as provided for in clause 7.4.2 below;
- (b) to keep and maintain minute books and books of account and to establish and maintain efficient financial management and accounting;
- (c) to fulfil the Council's responsibilities in respect of:

- (i) the purchase of lease, and the maintenance of premises;
  - (ii) insurances;
  - (iii) health and safety provisions
  - (iv) and legal matters;
- (d) within the existing policy framework laid down in clauses 2 and 3 above, having regard to specific policy decisions of the Council, and in consultation with the CRE, to prepare, implement, monitor, and evaluate an appropriate programme of work, taking all such other decisions regarding policy, priorities and practice as may be required between meetings of the Council;
- (e) to report on its activities and decisions to each meeting of the Council, making recommendations and/or seeking endorsement as may be appropriate.

7.3 The executive committee shall meet at least six times a year.

7.4 The executive committee may appoint from its members the following sub-committees:

7.4.1 a finance and general purposes sub-committee, to which shall be delegate the responsibilities listed in 7.2 (b) and (c) above. The sub-committee shall consist of not more than five persons, of whom one shall be the honorary treasurer, and three persons shall constitute a quorum. The sub-committee shall report to each meeting of the executive committee, with recommendations as appropriate.

7.4.2 (a) a personnel sub-committee of not more than seven persons, whose composition shall have regard to the equal opportunities policy of the Council. Within the limits and guidelines set down by the executive committee, it shall oversee all stages of the recruitment and appointment of staff, their conditions of service, and relevant matters relating to discipline and grievances.

(b) Panels consisting of three members of the personnel sub-committee may be set up, as and when necessary; to deal with or support the chief officer in their role to:

- (i) the appointment of staff
- (ii) disciplinary and grievance matters

(c) Appointments panels shall have power to co-opt, when necessary, a representative of the local authority or other

funding agency, in accordance with procedures agreed by the CRE. Unless the person so co-opted is a member of the Council or the executive committee, she/he shall not have a vote.

- (d) Both panels shall have delegated powers, to make appointments and to resolve disputes respectively, but shall report their decisions to the executive committee.

7.5 The executive committee may appoint other sub-committees, ad hoc working parties or tasks groups for the support of specialist areas of the Council's work. Each of these shall:

- (a) have power to co-opt persons, whether members of the Council or not, with expertise to offer in its subject area;
- (b) include at least one member of the executive committee, to represent the policy interests of the Council;
- (c) report to each meeting of the executive committee, making recommendations on all matters requiring policy decisions.

Such sub-committee, working parties or task groups shall not have power to commit the executive committee to any particular action without explicit prior authorisation.

7.6 Any Commissioner or officer of the CRE may attend meetings of the sub-committees, working parties and task groups referred to in 7.4 and 7.5 above, with the right to speak but not to vote.

#### **EXECUTIVE COMMITTEE: APPOINTMENT, etc.**

8.1 The elected members of the executive committee shall be chosen at the annual general meeting of the Council. They shall serve for a period of three years, and at the third annual general meeting after their election shall be required to resign.

8.2 At the conclusion of any three-year term of office, a member of the executive committee shall be eligible for re-election for a further period of three years.

8.3 All persons that have been individual voting members, or who are the nominees of organisations which have been affiliated, shall be eligible to be nominated, to nominate and to vote.

8.4 Every person nominated and seconded to serve on the executive committee shall sign a declaration that she/he will:

- (a) seek to promote the objects of the council and not the Interests of any one group;

- (b) fulfil her/his share of responsibility for:
  - (i) implementing the Council's policies and work programme;
  - (ii) the employment, management, and support of staff;
- (c) the financial affairs of the Council;
- (d) participate actively in executive committee meetings;
- (e) undertake such training as may be required by the CRE.

## 8.5

8.5.1 The first meeting of the newly-elected executive committee shall take place within one month of the annual general meeting.

8.6 For the purposes of enabling it to fulfil its functions more effectively, the executive committee may during each year co-opt persons to serve as members of the committee until the next annual general meeting, in accordance with the provisions of clause 7.1 (c)

8.6.1 Co-optees who are members of the Council shall become voting members of the executive committee.

8.6.2 Co-optees who are not members of the Council shall have the right to speak but not to vote at meetings of the executive committee.

8.6.3 The co-option of any person shall be subject to her/his compliance with the provisions of clauses 8.5 to 8.6.

8.7 If through resignation or other cause a vacancy occurs in the elected membership of the executive committee, the committee may appoint a member of the Council to fill the vacancy until the next annual general meetings.

8.8 Any nominees of the Local Authorities to the executive committee shall serve for one year from the time of their appointment and shall thereafter be eligible for re-appointment if the Local Authorities so wish. The Local Authorities may at any time replace one or more of their nominees.

8.9 Resignation and termination of membership of the executive committee.

8.9.1 Any member of the executive committee may resign his/her/its membership by giving the executive committee written notice to that effect (but only if at least three members of the executive committee will remain in office when the notice of resignation takes affect)

- 8.9.2 The Council may at any time invite the resignation of, or dismiss from the membership of the executive committee, a person who, without good cause, fails to fulfil the duties set out in 8.5 or whose actions are prejudicial to the Council's interests. A member who is dismissed under the provisions of this clause shall have the right to appeal, and to be heard in such appeal, at the next ordinary meeting of the Council.
- 8.9.3 A member of the executive committee shall cease to hold office she or he –
- (a) is disqualified from acting as a member of the executive committee by virtue of section 72 of the Charities Act 1993;
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his own affairs.

## **9 HONORARY OFFICERS**

- 9.1 The Council may at any time, at its discretion, and on the recommendations of the executive committee, confer the title of honorary President on a person subscribing to the objects of the Council and wishing to support its work. The decision to do so shall thereafter be subject to annual review.
- 9.2 The Annual General Meeting, in addition to the election of the members of the Executive Committee, shall choose from those members the Honorary Officers of Chair and Vice-Chair(s) for the ensuing twelve months.
- 9.3 The Annual General Meeting shall also elect annually an Honorary Treasurer, who shall be a member of the Executive Committee, or require the Executive Committee to co-opt for this purpose as one of the co-optees permitted under clauses 7.19 (c) and 8.8.
- 9.4 To assist it to fulfil its responsibilities, the executive committee may elect from among its members such honorary officers as it sees fit.
- 9.5 All members of the executive committee, regardless of the number of years remaining in their three – year period of service, are eligible for election as honorary officers. No person shall serve more than six years consecutively in any one office except that of the Treasurer.
- 9.6 The duties of the Chair shall be:

- (a) to preside at meetings of the Council and of the executive committee.
- (b) to prepare, in consultation with the senior employee of the Council, agenda for meetings of the Council and the executive committee;
- (c) as may be required by the Council or executive committee, to act as a principal spokesperson on public occasions or when representations are being made on behalf of the Council to public bodies;
- (d) to uphold the constitution and standing orders of the Council, to ensure the efficient and proper conduct of its affairs, and to encourage co-operation and goodwill among members and paid staff in acting she/he shall be bound by the provision of the clause 9.7

9.7 The Chair may, on the advice of the senior employee and/or other members of the executive committee, take decisions under “Chair’s action”, provided that:

- (a) Whenever possible she/he shall normally so act only after consultation with at least two other members of the executive committee;
- (b) all such action shall be reported to the next meeting of the executive committee with the request that it be ratified;
- (c) expenditure that may be incurred under the Chair’s action between any two meetings of the executive committee shall not exceed a sum to be predetermined by the executive committee;
- (d) the Chair shall act as line manager of the chief officer unless another independent appointment by the Executive Committee to carry out this role.

9.8 The Vice-Chair shall deputise for the Chair in the performance of any of the duties listed under 9.6,

- (a) when so requested by the Chair, or
- (b) in the absence or non-availability of the Chair; and while so acting shall be bound by the provisions of 9.7 above.

In the absence or non-availability of both these officers, the executive committee shall appoint one of its number, being a voting member, to

act as Chair, and while so acting she/he be bound by the provisions of clause 9.7.

9.9 If the office of Chair falls vacant, through resignation or any other cause, the executive committee shall, as soon as possible, elect one of its number to assume the title and duties of office until the first executive committee meeting after the next annual general meeting. If the person elected to the Chair is the person who has been serving as Vice-Chair, the executive shall similarly elect a new Vice Chair.

9.10 The duties of the Treasurer shall be:

- (a) to keep or ensure that the proper accounts are kept of all monies received by or on behalf of the Council and of all payments made on its behalf, that they are presented annually for audit by a qualified auditor, and that the auditor's report thereon is presented at the annual general meeting.
- (b) In consultation with the finance and general purposes sub-committee, to prepare an annual budget to cover the work of the Council and to keep the out-turn under review;
- (c) to advise the finance and general purposes sub-committee, and through them the executive committee and the Council, on all matters, included those listed below under clause 10, relating to the Council's financial management.
- (d) to present an account of current income and expenditure to the executive committee at least once a quarter. the office of Treasurer falls, vacant, through resignation or any other cause, the executive committee shall, as soon as possible, elect one of its number or co-opt a person under the provision of clause 9.3, to assume the title and duties of office.

## **10 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN.**

10.1 The executive committee shall comply with the obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the REC;
- (b) the preparation of annual statements of account for the REC;
- (c) the auditing of independent examination of the statements of account of the REC;
- (d) the transmission of statements of account to the Charity Commissioners.

- 10.2 The executive committee shall comply with the 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 Charity Commissioners.

## **11 FINANCES**

- 11.1 The Council shall have power to raise money by means of donation gifts, covenants, legacies, grant-aid from statutory and non-statutory bodies, loans, (subscriptions), and fundraising events.
- 11.2 At its discretion, the Council may require affiliated organisations and individual members to pay an annual subscription of an amount to be determined from time to time by the Council. The amount of the subscriptions may vary as between affiliated organisations, individual members and associate members, and the Council may waive the payment of such subscriptions, or modify the amount to be paid at its discretion.
- 11.3 The income and property of the Council, whencesoever derived, shall be applied by and at the discretion of the executive committee solely towards the promotion of the objects and functions of the Council as set forth in this constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to any member of the Council, provided that nothing herein shall prevent the payment in good faith or reasonable and proper remuneration to any employee of the Council, not being a member of the executive committee, of the payment of out-of pocket expenses incurred as the direct result of the carrying out by any employee of her/his duties as such or by the discharge by any member of the Council of the Council's business.
- 11.4 No cheque shall be drawn on the Council's bank account(s) unless it bears the signatures of at least two persons, of whom at least one must be a member of the executive committee, from among four persons authorised so to sign by resolution of the executive committee.
- 11.5 No sub-committee or working group shall incur expenditure on behalf of the Council except in accordance with a budget which has previously been approved by the executive committee.
- 11.6 In the interests of financial control, the executive committee shall determine from time to time the limits within which expenditure may be incurred on the authority of the senior employee and/or of the Treasurer or other honorary officers, and beyond which specific authorisation is required from the finance and general purposes sub-committee.

- 11.7 The Council shall have power to appoint not fewer than two of its members or a trust corporation to act as trustees or Custodian Trustee for the purpose of holding any monies or property for the time being belonging to the Council upon such terms as the Council shall, at its absolute discretion, think fit with power at the like discretion to vary such terms **provided always** that no such remuneration shall exceed the rate currently chargeable by the Public Trustee for so acting and no remuneration shall be paid to members of the Council appointed to act as trustees.
- 11.8 The Council's financial year shall run from the first day of April to the last day of March in the following year. At each annual general meeting:
- a) audited accounts for the past financial year shall be presented:
  - (b) a qualified auditor or auditors shall be appointed to audit the accounts for the current financial year.

## **12 STAFF**

- 12.1 The Council may appoint such staff as it sees fit. The appointment of staff will normally be delegated to the chief officer, who will carry out appointments in close liaison with personnel sub-committee set up under the provisions of 7.4.2
- 12.2 The terms and conditions of employment of all staff shall be governed by:
- (a) the provisions of all current equality, Health and Safety and other relevant employment legislation;
  - (b) any equal opportunities policy agreed by the CRE;
  - (c) any other agreements on employment matters entered into from time to time with the approval of the CRE.
- 12.3 No employee of the Council shall be a member of the executive committee. Any member of the executive committee:
- (a) Who applies for paid employment by the Council shall cease to function as a member of the executive committee while her/his application is being determined;
  - (b) Who accepts paid employment by the Council shall immediately resign her/his membership of the executive committee.
- 12.4 The senior employee shall act as Secretary of the Council and shall be responsible, through the Chair for the efficient and proper conduct of the Council's affairs.

- 12.5 The Council, executive committee, sub-committees, working parties and task groups shall have power to invite the attendance, in an advisory capacity, of any paid employee of the Council at any of their meetings, but no employee shall have a vote at any such meeting.
- 12.6 Every paid employee of the Council shall be required to withdraw from any meeting when his/her personal terms of service or any matter relating to her/his employment are to be discussed, unless she/he has a duty or right to attend under the terms of her/his contract of employment and in accordance with the grievance or discipline procedures agreed by the CRE.

### **13 CONDUCT OF BUSINESS**

- 13.1 The Council and all its committees shall observe the standing orders attached to this constitution. The Council shall have power to make additional standing orders relating to the conduct of its affairs provided that they are fully consistent with all the provisions of the constitution, and that in the event of a conflict between the standing orders and the provisions of the constitution the latter shall prevail.
- 13.2 All the meetings of the Council and the executive committee, voting on motions duly proposed and seconded shall be by show of hands, unless at least five members request otherwise. All elections, however, shall be by means of secret ballot when more stand for election than vacant roles.

### **14 QUORUM**

Meetings of the Council, shall be deemed to be quorate when at least one fifth of the total number of voting members (as defined by clauses 6.7 and 6.8) are present. A quorum for meetings of the executive committee shall be fifty percent (50%) of the total, of whom at least one shall be an honorary officer.

### **15 DISSOLUTION**

- 15.1 The Council may at any time be dissolved by a resolution passed by two thirds majority of those present and voting at a quorate meeting of the Council, provided that at least 21 days' notice of the intention to move such a resolution has been given in writing to members. Such a resolution may give instructions for the disposal of any assets held by or in the name of the Council, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed amongst members of the Council but shall be given or transferred to such (other) charitable institution or institutions having objects similar to some or all of the objects of the Council as the

Council may (with the approval of the Charity Commissioners or other authority having charitable jurisdiction) determine.

- 15.2 If notice of the intention to move such a resolution has been given in accordance with 14.1 to two successive meetings of the Council and neither of them has been quorate, then, providing the resolution provides for the application of all the property of the Council and has been approved in draft in writing by the Charity Commissioners, the Chair shall (pursuant to this clause) declare the resolution passed 15 minutes after the time for commencement of the second meeting had it been quorate, and shall dispose of any assets in accordance with any instructions in the said resolution.

## **16 ALTERATIONS TO THE CONSTITUTION**

Alterations may be made to the provisions of this constitution by a resolution (hereinafter called an “amending resolution”), subject to the following conditions:

- 16.1 No amending resolution to any part of this constitution shall be validly passed unless it has the prior approval of the CRE.
- 16.2 No amending resolution, the effect of which is to make any variation or alteration whatsoever to the objects of the Council set out in clause 2 of this constitution, to the functions set out in clause 3, or to the provisions concerning dissolution set out in clause 14, or to this clause, or which might otherwise affect the charitable status of the Council, shall be validly passed unless it has received the prior approval of the court or the Charity Commissioners or other authority having charitable jurisdiction.
- 16.3 An amending resolution must be passed by a majority of not fewer than two thirds of the members present entitled to vote at a quorate meeting of the Council, and shall not be valid unless:
- (a) it has been proposed and seconded by the executive Committee or not fewer than ten members of the Council;
  - (b) if not emanating from the executive committee, notice of the intention of the proposer and seconder to move the same has been given to the executive committee not less than 28 days before the meeting at which it is intended to move it;
  - (c) notice of the said intention to move the amending resolution has been given by the executive committee in writing to all members of the Council not less than 21 days before the meeting at which it is intended to move the same.

## **17 INTERPRETATION**

In this constitution:

- (a) “Race”, “racial”, “ethnic” “discrimination”, and “Commission for Racial Equality” shall have the meaning assigned to them by the Race Relations Act 1976 or any amending or replacing Act.
- (b) All references to local government districts or officers, or to elected members of local authorities, shall have the meaning assigned to them by Local Government Act 1972 or amending or repealing legislation.
- (c) All references to the Race Relations Act 1976 and the Sex Discrimination Act 1975 shall be deemed to include all amending, repealing or replacing legislation.