



**CHARITY COMMISSION FOR ENGLAND AND WALES**  
**Constitution for a Charitable Unincorporated Association**

**Constitution**

adopted on the 12<sup>th</sup> day of June 2019 by resolution presented to the Annual General Meeting

In this constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:

1. a physical meeting
2. a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation, and
3. telephone conferencing

In this constitution the expression 'Board' refers to those members elected at an Annual General Meeting or subsequently co-opted who act as trustees for the Charity

In this constitution the expression 'in writing' means any communication hand written or typed by post or electronic means

In this constitution the expression 'minute book' means the paper based or electronic records of Board meetings and AGMs stored in one place.

In this constitution the expression 'signed off' means there is documented evidence and an audit trail.

**A. Name**

The name of the Association is International Play Association for the Child's Right to Play in England. (IPA England) (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 G of this constitution ("the Board").

### **C. Objects.**

The Charity's objects ("the objects") are:

1. The provision, or assistance in the provision of facilities, opportunities and promotion of play for children in all countries with the object of improving their conditions of life
2. The promotion and advancement of all conditions leading to the implementation of the United Nations Convention on the Rights of the Child criteria for the protection and provision of children's well-being.
3. The advancement of education through play of such children and the protection and preservation of their good overall health.
4. The advancement of education through play for those involved in working with children and their play by facilitating the international exchange of evidence and experience.

The area of operation of the charity shall be England and the rest of the world.

### **D. Powers.**

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Board shall not undertake any substantial permanent trading activities and shall conform to any relevant requirement of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power to employ such staff (who shall not be members of the Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation for staff and their dependants;
- (iv) 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;
- (v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (vi) power to appoint and constitute such advisory committees as the Board may think fit;
- (vii) 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) persons (over the ages of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Board,

- (ii) Any organisation, corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription laid down from time to time by the Board (any such body being called in this constitution "group member").
2. Every member or group member shall have one vote.
3. Each-group member 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.
4. Each-group member 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 group member, they shall forthwith cease to be the representative of the member organisation.
5. The Board may unanimously and for good reason terminate the membership of any individual or group member: Provided that the individual concerned (as the case may be) shall have the right to be heard by the Board, accompanied by a friend, before a final decision is made.

#### **F. Honorary Officers.**

1. At the first meeting of the Board after the Annual General Meeting the Board shall elect from amongst themselves a chair, a secretary and a treasurer, who shall hold office from the conclusion of that election, for a term of three years.

The honorary offices shall form an executive.

#### **G. Board.**

1. The Board shall consist of not less than 7 members nor more than 15 members: Members elected to the board will serve for three years. Each year five places, including at least one honorary officer, on the Board have to be re-elected in accordance with Clause (P5 below).
2. The Board may in addition appoint not more than 5 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 would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board called under clause J (1) 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.
3. The proceedings of the Board 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.
4. Nobody shall be appointed as a member of the Board who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.

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

#### **H. Determination of Membership of Board.**

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

- (i) is disqualified from acting as a member of the Board by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (iii) is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolve that his or her office be vacated; or
- (iv) notifies to the Board a wish to resign (but only if at least three members of the Board will remain in office when the notice of resignation is to take effect).

#### **I. Board Members not to be personally interested.**

1. No member of the Board 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 trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Board) in any contract entered into by Board.

#### **J. Meetings and proceedings of the Executive Committee Board.**

1. The Board shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Board upon not less than 4 days' notice being given to the other members of the Board 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 chair shall act as chair at meetings of the Board. If the Chair is absent from any meeting, the members of the Board present shall choose one of their number to be chair 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 for the time being or three members of the Board, whichever is greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Board present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
5. The Board shall keep minutes, in minute books kept for the purpose, of the proceedings at the meetings of the Board and any sub-committee.

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

#### **K. 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 in the name of the Charity at such bank as the Board shall from time to time decide. All payments drawn from the account must be approved and signed off by at least two members of the Board
2. The funds belonging to the Charity shall be applied only in furthering the objects.

#### **L. Property.**

1. Subject to the provisions of sub-clause (2) of this clause, the Board shall cause this title to:
  - (i) all land held by or in trusts for the charity which is not vested in the Official Custodian for Charities; and
  - (ii) 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 at their pleasure and shall act in accordance with the lawful directions of the Board. Provided they act only in accordance with the lawful directions of the Board, 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 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 stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **M. Accounts.**

The Board 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.

#### **N. Annual Report.**

The Board shall comply with their obligations under the Charities Act (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.

#### **O. Annual Return.**

The Board 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.

#### **P. Annual General Meeting.**

1. There shall be an annual general meeting of the Charity which shall be held in the month of May in each year or as soon as practicable thereafter.
2. Every annual general meeting shall be called by the Board. 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 shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chair of the meeting. The chair shall be the chair of subsequent annual general meetings, but if they are not present, before any other business is transacted, the persons present shall appoint a chair of the meeting.
4. The Board shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Board must be made by members of the Charity in writing and must be in the hands of the secretary of the Board at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **Q. Special General Meetings**

The Board may call a special general meeting of the Charity at any time. If at least ten 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.

#### **R. Procedure at General Meetings.**

1. The secretary or other person specially appointed by the Board shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when ten members of the Charity are present at any general meeting.

#### **S. Notices.**

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 on any member and any communication so sent shall be deemed to have been received within 10 days of sending.

#### **T. 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 I (Board members not to be personally interested clause), clause U (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 should promptly send to the Commission a copy of any amendment made under this clause.

#### **U. Dissolution.**

If the Board 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 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.