

# SCARBOROUGH MARITIME HERITAGE CENTRE CONSTITUTION

Registered Charity 1144532

The name of the charity is: ‘Scarborough Maritime Heritage Centre (and in this document it is called the Charity)’

The Registered Office of the Charity is at 36 Eastborough, Scarborough, YO11 1NJ.

The objects for which the Charity is established are:

- a) To advance the education of the public in every possible way concerning the maritime heritage of Scarborough and the surrounding areas.
- b) To own and manage any building used as the Centre for the Charity.
- c) To help advance the regeneration of Scarborough in every way including Social, Cultural, Economic and Environmental aspects to the benefit of those who live and work in Scarborough. In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
  - (d) To provide educational, training, advisory, counselling, management consultancy, administrative, professional and technological support services, and to facilitate the provision of offices, shops, workspaces, community centres, childcare and other facilities, and to pursue any other activity calculated to facilitate the development of new and existing community-based and other enterprises in the Area;
  - (e) To establish and maintain links with other organisations, local, national and international, which undertake socio-economic activities or any other activity that is of benefit to residents of the area of benefit.
  - (f) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Charity may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Charity may think necessary for the promotion of its objects;
  - (g) To publish books, pamphlets, reports, leaflets, journals, films and instructional matter plus any marketing material that would advance the aims and objectives of the group;
  - (h) To purchase or otherwise acquire or found training courses, and to run lectures, seminars, conferences, and courses;
  - (i) To make appeals for money and to solicit subscriptions to the funds of the Charity and to accept any gifts of real or personal property including those subject to any trust and/or conditions compatible with the objects of the Charity and to undertake to carry out any such trust and/or conditions compatible with the objects of the Charity;
  - (j) To borrow or raise money for the Charity on such terms and on such security as may be thought fit;
  - (k) To give grants, loans, donations or any other kind of assistance, financial or in kind, to any individual, firm, charity, society or statutory authority (whether or not a member of the Charity) provided that any such assistance is in respect of activities which are in furtherance of the objects of the Charity;

- (l) To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be necessary to the promotion of the objects of the Charity;
- (m) To establish and support or aid in the establishment and support of any charity, society, firm or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of the Charity;
- (n) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or charity carrying on any activities which the Charity is authorised to carry on;
- (o) To invest the monies of the Charity not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law;
- (p) To enter into any partnership or joint-purse or profit-sharing arrangement with any organisation, charity, firm or person carrying on or proposing to carry on any activities within the objects of the Charity, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of any such charity;
- (q) To obtain all necessary permits, licences or trade marks required for the purpose of enabling the Charity to carry out its objects upon such terms and conditions as it may think fit;
- (r) To open and operate bank accounts and other facilities for banking;
- (s) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Charity for such consideration as the Charity think fit, subject to the provisions of clause 7;
- (t) To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees of the Charity or their dependants;
- (u) To make payments for social or charitable purposes connected or compatible with the objects of the Charity;
- (v) To act within the confines of UK Charity Law
- (w) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

In carrying out its objects the Charity shall have regard to the physical, mental and spiritual well being of the community, and in particular of those who participate in any way in the activities of the Charity.

The Charity shall promote equal opportunities within all of its services and activities and oppose any form of discrimination on any grounds including those of race, ethnic origin, gender, sexual preference, age, disability, previous criminal convictions, or religion.

The income and property of the Charity from whatever source obtained shall be applied solely towards the promotion of the objects of the Charity as set out above and no portion shall be paid or transferred directly or indirectly to any members of the Charity, provided that nothing shall prevent any payment in good faith by the Charity. No person acting as a trustee shall receive any financial benefit from the actions of the charity;

- (a) of reasonable and proper remuneration to any member, officer or servant of the Charity in return for any service actually rendered to the Charity;
- (b) of reasonable and proper rent for premises demised or let by any member of the Charity;
- (c) as repayment of reasonable out-of-pocket expenses incurred by any member whilst acting on behalf of the Charity;
- (d) of the payment of loans, grants, donations and other forms of assistance to members of the Charity in accordance with the provisions of clause 4(i) above.

Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while she/he or it is a member or within one year after she/he or it ceases to be a member for payment of the debts and liabilities of the Charity contracted before she/he or it ceased to be a member, and of the costs, charges or expenses of winding up and for the adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound.

In the event of the winding up or dissolution of the Charity, after the satisfaction of all its debts and liabilities the assets remaining shall be transferred in the furtherance of the aforementioned objects to any organisation having objects similar to or compatible with any of the objects of the Charity as may be determined by a General Meeting or, insofar as the assets are not transferred, shall be given for charitable purposes in the Scarborough area.

## Members

The Trustees will allow membership to:

- (a) any person who is in agreement with the objects of the Charity, without discrimination between persons by reference to wealth, politics, race, religion, sex, previous criminal convictions, or disability; and gender.
- (b) any society, charity, local authority or unincorporated association which is in agreement with the objects of the Charity;

Any acceptance of an application for membership shall be subject to payment by the applicant of the full amount of the annual membership subscription. No applicant shall be entered in the Register of Members unless and until such subscription has been received by the Charity, unless the Trustees decides to waive the subscription in any particular case

## Categories of Membership

- (a) Individuals who reside in the Scarborough area.
- (b) Agencies and Organisations active in the area.
- (c) Founder members of Scarborough Maritime Heritage Centre.
- (d) Volunteers of the Charity
- (e) Users of the services

## Register of Members

10. The Charity shall keep a Register of Members containing the name and address of every member, the date on which she/he or they became a member and the date on which she/he or they ceased to be a

member. Every member shall either sign a written consent to become a member or sign the Register on becoming a member.

11. The entry for every member shall include a note of her/his/their category of membership.
12. A member shall notify the Secretary in writing within seven days of a change to their name or address.

#### Cessation of Membership

13. The rights and privileges of a member shall not be transferable or transmissible, and all such rights and privileges shall cease upon the member ceasing to be such.
14. A member shall cease to be a member immediately that she/he or they:
  - (a) in the opinion of the Trustees, ceases to fulfil any of the qualifications for membership specified in Article 4, or ceases to qualify for any of the categories of membership specified in Article 8; or
  - (b) fails in the opinion of the Trustees to pay the annual subscription or any other monies due to the Charity; or
  - (c) resigns in writing to the Secretary; or
  - (d) dies, if an individual person; or
  - (e) is wound up or goes into liquidation, if a corporate body or association; or
  - (f) is, in the opinion of the Trustees, found to have brought the Charity into disrepute.

#### Annual General Meetings

The Charity shall in each calendar year hold an Annual General Meeting and shall specify the meeting as such in notices calling it. AGMs shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

The business of an Annual General Meeting shall comprise:

- (i) The receipt of the reports of the Chairperson and Trustees of the Charity;
- (ii) The consideration of the independently examined accounts presented by the Trustees;
- (iii) The elections of the Trustees;

#### The Trustees

The qualification of a Trustee shall be that she/he is a member of the Charity.

Unless otherwise determined by the Charity the number of Trustees shall be not more than nine and not less than three.

The quorum necessary for the transaction of the business of the Trustees shall be four.

Elections to the Trustees shall be conducted amongst the Committee or prior to the Annual General

Meeting in such manner as the Trustees may direct.

A Trustee shall declare an interest in and shall not vote in respect of any contract in which she/he has a personal financial or material interest or any matter arising there from and if she/he does so vote his/her vote shall not be counted.

A Trustee shall be removed from the Charity if she/he:

- (a) resigns her/his office in writing to the Charity
- (b) in the opinion of the Trustees, fails to declare her/his interest in any contract
- (c) becomes bankrupt or of unsound mind
- (d) is disqualified by law from being a Trustee
- (e) is considered by the Trustees to have brought the Scarborough Maritime Heritage Centre into disrepute.

## Accounts

The Trustees shall cause proper accounts to be kept in accordance with the law for the time being in force with respect to:

- (a) all sums of money received and expended by the Charity and the matters in which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Charity;
- (c) the assets and liabilities of the Charity.

Proper accounts shall be deemed to be kept if they give a true and fair record of the state of the Charity's affairs and explain its transactions.

The accounts shall be kept at the Registered Office of the Charity and shall at all reasonable times be open to the inspection of all members and officers and by other persons authorised by the Charity.

The Trustees shall be prepared to present profit and loss accounts, balance sheets, group accounts (if any) and any reports.

In addition, the Trustees shall prepare and present to the Charity such financial reports, results and cash flow predictions showing as far as is possible the current financial position of the Charity as the AGM or Charity Commission shall require to be laid before them.

## Audit / Independent Examination

Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified Auditor or Auditors.

## Application of Surplus

The not-for-profit nature of the Charity means that any surplus of the Charity shall be applied solely to creating a general reserve for the continuation and development of the Charity.