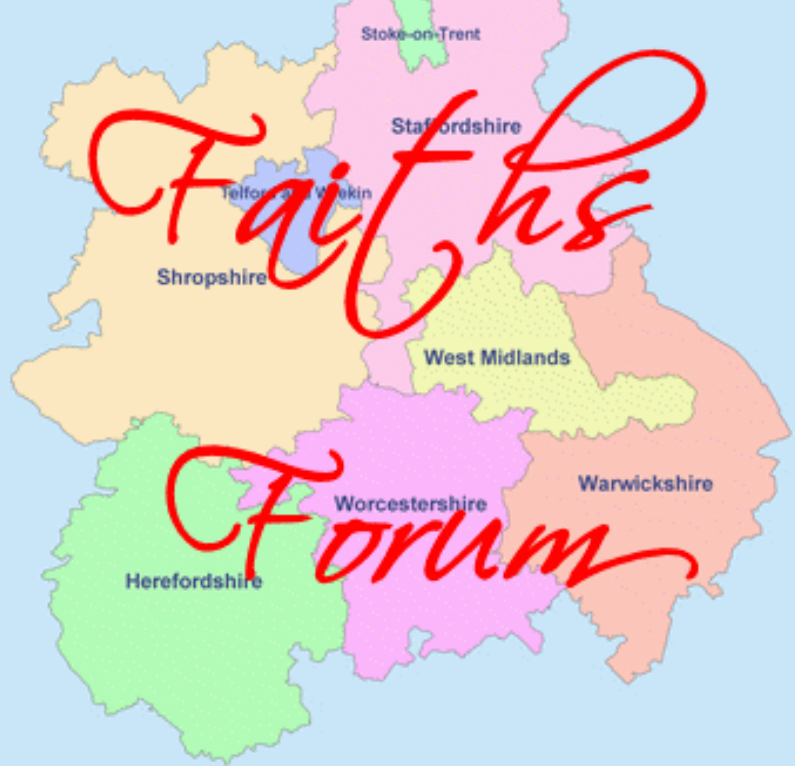


WEST MIDLANDS



Believing in the West Midlands

CONSTITUTION

WEST MIDLANDS FAITHS FORUM (WMFF) CONSTITUTION

adopted by WMFF Executive on the 10 November 2005

PART I

1. **Adoption of the Constitution**

The body and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. **Name**

The name of the body shall be The West Midlands Faiths Forum (thereafter 'WMFF').

3. **The Objects**

The objects of the West Midlands Faiths Forum are:

- (1) To interface with regional agencies delivering government policies in the West Midlands and advise them on the impact of such agendas on faith communities.
- (2) To facilitate discussion between and research among faith communities on matters of common concern.
- (3) To help build the capacity of faith communities to engage with policy-makers and service providers at regional, sub-regional and local levels and to act as their advocate.
- (4) To encourage community cohesion both through interfaith dialogue and discussion with the wider public.

4. **Application of Income and Property**

- (1) The income and property of the body shall be applied solely towards the promotion of WMFF's objects.
- (2) A member of the Executive may pay out, or be reimbursed from the property of WMFF in respect of, reasonable expenses properly incurred by him or her when acting on behalf of WMFF.
- (3) None of the income or property of WMFF may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any member of WMFF. This does not prevent:
 - (a) a member who is not also an Executive member from receiving reasonable and proper remuneration for any goods or services supplied to WMFF;

- (b) a member of the Executive from:
 - (i) buying goods or services from WMFF upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from WMFF in the capacity of a beneficiary of WMFF, provided that the Executive members comply with the provisions of sub clause (5) of this clause, or as a member of WMFF and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Executive against any liability that by virtue of any rule of law would otherwise attach to an Executive member in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to WMFF but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Executive member ;
 - (iii) liabilities to WMFF that result from conduct that the Executive member knew or ought to have known was not in the best interests of WMFF or in respect of which the person concerned did not care whether the conduct was in the best interests of WMFF or not.
- (4) No member of the Executive may be paid or receive any other benefit for being an Executive member.
- (5a) If it is proposed that a member of the Executive should receive a benefit from WMFF 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) Those members of the Executive who do not stand to receive the proposed benefit must be satisfied that it is in the interest of WMFF to contract with or employ that member of the Executive rather than someone who is not a member of the Executive and they must record the reason for their decision in the minutes. In reaching that decision the members of the Executive must balance the advantage of contracting with or employing a member of the Executive against the disadvantage of so doing (especially the loss of the Executive member's services as a result of dealing with the Executive member's conflict of interest).
- (c) The members of the Executive may only authorise a transaction falling within paragraph 5 of this clause if the members of the Executive comprises a majority of members of the Executive who have not received any such benefit.
- (d) If the members of the Executive fail to follow this procedure, the resolution to confer a benefit upon the member of the Executive will be void and the Executive member must repay to WMFF the value of any benefit received by the Executive member from WMFF.
- (6) An Executive member must absent himself or herself from any discussions of the Executive in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of WMFF and any personal interest (including

but not limited to any personal financial interest) and take no part in the voting upon the matter.

- (7) In this Clause 4, “Executive member” shall include any person, firm or company associated with the Executive member.

5. Dissolution

- (1) WMFF may be dissolved by a resolution passed by a two-thirds majority of the Executive and of those present and voting at a meeting convened for the purpose, of which twenty-one days notice shall have been given to the members.
- (2) Such resolution may give instructions for the disposal of any assets held by or in the name of WMFF, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members but shall be given or transferred to such other institution/s having objects similar to some or all of the objects as the Executive may determine.
- (3) If the members resolve to dissolve WMFF, the Executive members will remain in office and be responsible for winding up the affairs of WMFF in accordance with this clause.

6. Amendments

- (1) Any provision contained in this constitution may be amended provided that:
- (a) no amendment may be made to alter the Objects and Aims (at Clause 3) if the change would not be within the reasonable contemplation of the members or funders of the organisation;
- (b) any resolution to amend a provision of this constitution is passed by not less than two thirds of the Executive and of the members present and voting at a general meeting.
- (c) such changes shall be proposed at such a meeting consequent on 21 days’ notice of the changes contemplated being given to members.

PART 2

7. Membership

- (1) Membership is open to all practising members of a faith who live or work in the West Midlands region and to faith, multi-faith and inter-faith organisations based in the West Midlands region that apply to its Secretariat and are approved by the Executive in accordance with its Equalities & Diversity Statement.
- (2a) The Executive may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of WMFF to refuse the application.

- (b) The Executive must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The Executive must consider any written representations the applicant may make about the decision. The Executives' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) The Executive must keep a register of names and addresses of the members and shall be subject to and adhere to data protection legislation.
 - (4) Membership shall be renewed annually and monitored by the Executive.
 - (5) Members shall be prepared to offer themselves as active participants in WMFF's activities, including conferences, membership of subgroups and as nominees to the Executive.
 - (6) Membership fees shall be determined by the Executive from time to time.
 - (7) Members representative of sub-regional and local faith and interfaith groups shall report back regularly on the work of WMFF to their groups and shall forward items of business from them to be considered by the Executive.

8. 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 WMFF unless, after the resignation, there would be less than two members.
- (3) Any sum due from the member to WMFF is not paid in full within six months of it falling due.
- (4) The member moves out of the West Midlands region or ceases to work there.
- (5) The member is removed from membership by a resolution of the Executive that it is in the best interests of WMFF 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 Executive 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 WMFF) has been allowed to make representations to the meeting.

9. General Meetings

- (1) WMFF must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) Meetings of WMFF members and non-member invitees shall be of various kinds including:

- (i) Regional and sub-regional conferences;
 - (ii) The Annual General Meeting at which the Executive shall report on its work, canvass the opinions of the general membership and undertake governance actions as required by this constitution.
- (3) An annual general meeting must be held in each subsequent year and not more than 13 months may elapse between successive annual general meetings.
 - (4) The Executive may also call a special general meeting at any time.
 - (5) The Executive must call a special general meeting if requested to do so in writing by at least 25 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 Executive 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.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of WMFF is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) 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.
- (4) The notice must be given to all the members and to the Executive.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (i) 25 members entitled to vote upon the business to be conducted at the meeting; or
 - (ii) one third 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) At the discretion of the Chair of WMFF the general meeting may decide to override the quorum by consent of two-thirds of the members present;
- (5) Or, at the Chair's discretion, if
 - (a) a quorum is not present within half an hour from the time appointed for the meeting;
 - (b) or during a meeting a quorum ceases to be present,
 the meeting shall be adjourned to such a time and place as the Executive shall determine.
- (6) The Executive must then reconvene the meeting giving at least seven clear days' notice and stating the date, time and place of the reconvened meeting.

- (7) If no quorum is present at the reconvened 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.

12. Chair

- (1) General meetings will be chaired by the Chair of the Executive Committee.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting an Executive member nominated by the Executive shall chair the meeting.
- (3) If there is only one Executive member present and willing to act, he or she shall chair the meeting.
- (4) If no Executive member 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.

13. 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 the meeting is to be reconvened 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 reconvened meeting stating the date, time and place of the meeting.

14. 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.

15 Representatives of other bodies

- (1) Any organisation that is a member of WMFF may nominate any person to act as its representative at any meeting of WMFF so long as that person lives or works in the West Midlands region.
- (2) The organisation must give written notice to WMFF 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 WMFF. The nominee may

continue to represent the organisation until written notice to the contrary is received by WMFF.

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

16. WMFF Officers and Executive Committee

- (1) WMFF and its property shall be managed and administered by an Executive Committee (together called “the Executive”) in accordance with this constitution.
- (2) The Executive shall be the governing body of WMFF, responsible for steering its work, convening standing committees and task groups, overseeing the expenditure of funders’ resources and appointing workers.
- (3) An Executive member must be a member of WMFF or the nominated representative of an organisation that is a member of WMFF.
- (4) The Executive shall be bound by its Equalities & Diversity and Data Protection Statements.
- (5) The Executive members will normally be recruited from nominees who shall have served as a member of the Faiths Forum for at least 12 months.
- (6) They shall attend Executive meetings regularly and participate in the work of standing committees and task groups.
- (7) Such officers as are deemed necessary to WMFF’s work shall be elected from the Executive; currently these comprise Chair and Vice Chair, who shall always be of different faiths from each other in this instance.
- (8) The Chair of the WMFF Executive shall always be the Faith Representative in the Regional Assembly and the Vice Chair shall be the Alternate Member.
- (9) The Secretarial function shall be performed by a paid appointee of the Executive (the “Secretariat”).
- (10) The Treasurer’s function shall be performed by a paid appointee of the Executive (the “Accountable Body”).
- (11) No one may be appointed to the Executive if he or she would be disqualified from acting under the provisions of Clause 19.
- (12) The first Executive shall be those persons serving as Executive members at the meeting at which this constitution is adopted.

17 Appointment of Executive Committee

- (1) The Executive shall comprise a maximum of 18 members reflective of their faith organisations as set out below. They shall, however, be selected on the basis of their skills, experience and knowledge. No organisation shall claim a place on the Executive as of right.

- (2) Other selection criteria shall include
 - (a) at least one member reflecting each of the majority faith communities across the region;
 - (b) three members shall be faith practitioners engaged in sub-regional interfaith groups;
 - (c) three shall reflect the region's rural interests.
- (3) The Executive also aspires to gender equality.
- (4) Members shall serve for a period of three years and one third of the membership shall resign at the end of each year.
- (5) Vacancies in the Executive shall be filled from a pool of nominees according to the selection criteria set out above or by such election processes as may be decided by the Executive.
- (6) In addition, the Executive may be supplemented by representatives of funders and the Accountable Body, Secretariat staff and Development Workers. Those in attendance shall be without voting rights.
- (7) Should there be any substantive divergence of interest in the direction of the Faiths Forum and the purpose of funding, the funders, with appropriate notice, may instigate a project review.

18 Powers of Executive Committee

- (1) The Executive must manage the business of WMFF and they have the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds, providing that in so doing, the Executive does not undertake any substantial permanent trading activity and complies 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 WMFF. In exercising this power, the Executive must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to WMFF as security for repayment of the money borrowed.
 - (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 charity 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;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of WMFF;
 - (j) to open and operate such bank and other accounts as the Executive 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 Trustees Act 2000;
 - (k) to carry out research;

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

19. Disqualification and Termination of Executive Membership

Executive membership shall cease if the member:

- (1) is considered by the decision of two-thirds of voting members at any meeting to have disqualified him/herself by bringing the work of WMFF into disrepute;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) ceases to be a member of WMFF;
- (4) resigns as an Executive member by notice to WMFF (but only if at least six Executive members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without giving apologies for three successive monthly meetings, or following a letter of warning about persistent but intermittent absenteeism during the course of a year, and the Executive resolves that his or her place is vacant.

20. Proceedings of Executive

- (1) The Executive may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Questions arising at a meeting must be decided by a majority of votes.
- (3) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (4) No decision may be made by a meeting of the Executive unless a quorum is present at the time the decision is purported to be made.
- (5) The quorum shall be six or the number nearest to one third of the total number of the Executive, whichever is the greater, or such larger number as may be decided from time to time by the Executive.
- (6) An Executive member shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
- (7) If the number of Executive members is less than the number fixed as the quorum, the continuing Executive members or member 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 Executive.
- (9) If the Chair is unwilling to preside or is not present within ten minutes after the time

appointed for the meeting, the Executive members present may appoint one of their number to chair that meeting.

- (10) The person appointed to chair meetings of the Executive shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Executive.
- (11) In the event of urgent business, Chair's action may be taken in consultation with such others as the Chair may choose, provided that it shall be reported to the Executive at its next meeting.
- (12) A resolution in writing signed by all the Executive members entitled to receive notice of a meeting of the Executive or a committee of the Executive and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive or (as the case may be) a committee of the Executive duly convened and held.
- (13) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Executive members.
- (14) The dates for regular meetings of the Executive shall generally be agreed at the beginning of each year. Members shall receive adequate notice of these from the Secretariat in consultation with the Chair.

21. Delegation

- (1) The Executive may set up standing committees and task groups in line with its aims and as need arises and the powers of any such delegation of its powers shall be recorded in the minute book.
- (2) Such committees and groups shall be convened by at least one member of the Executive who may co-opt additional members from the Executive and from among nominees and volunteers from WMFF. Where particular knowledge or expertise is needed, co-option may be from outside WMFF.
- (3) Members of such committees and groups shall be informed of meetings in good time by the Secretariat in consultation with the convenor.
- (4) The Executive may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of WMFF except in accordance with a budget previously agreed with the Executive.
- (5) The Executive may revoke or alter a delegation.
- (6) All acts and proceedings of any committees must be fully and promptly reported to the Executive.

22. Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Executive, or

of a committee of the Executive, shall be valid notwithstanding the participation in any vote of an Executive member:

- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without:
 - (d) the vote of that Executive member; and
 - (e) that Executive member being counted in the quorum, the decision has been made by a majority of the Executive at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit an Executive member to keep any benefit that may be conferred upon him or her by a resolution of the Executive or of a committee of the Executive if the resolution would otherwise be void.
- (3) No resolution or act of:
- (a) the Executive;
 - (b) any committee of the Executive;
 - (c) WMFF in general meeting,
- shall be invalidated by reason of the failure to give notice to any Executive member or WMFF 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 WMFF.

23. Minutes

The Executive must cause minutes to be kept of all:

- (1) appointments of officers and to membership of the Executive that it makes;
- (2) proceedings at meetings of WMFF;
- (3) meetings of the Executive and committees of the Executive including:
 - (a) the names of the Executive members and others present at the meeting;
 - (b) the decisions made at the meeting; and
 - (c) where appropriate the reasons for the decisions.

24. Annual Report and Return and Accounts

- (1) The Executive must comply with their obligations to funders with regard to:
 - (a) the keeping of accounting records for WMFF;
 - (b) the preparation of annual statements to be presented at the Annual General Meeting (AGM);
 - (c) the preparation of an annual report of its work to be presented at the AGM.

25. Property

- (1) The Executive must ensure the title to:
 - (a) all land held by or in trust for WMFF ; and
 - (b) all investments held by or on behalf of WMFF,
 is vested either in the Accountable Body 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 Executive and that if they do so they will not be liable for the acts and defaults of the Executive or of the members of WMFF.
- (3) The Executive may remove the holding trustees at any time.

26. Repair and Insurance

The Executive must keep in repair and insure to their full value against fire and other usual risks all the buildings of WMFF (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.

27. 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) Notice may be given 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 address; or
 - (c) by leaving it at the address of a member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with WMFF or who registers only a postal address that is not within the West Midlands region shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of WMFF shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was properly addressed and sent 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.

28. Rules

- (1) The Executive 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 to WMFF (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 WMFF in relation to one another, and to WMFF's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of WMFF's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Executive 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 WMFF to be kept in electronic form and require an Executive member 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) WMFF in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Executive must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of WMFF.
- (5) The rules or bye-laws shall be binding on all members of WMFF. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.