

CONSTITUTION

As amended at the AGM, October 16th 2009

CLAUSE A NAME

The name of the Charity is The Listening Centre ("The Charity")

CLAUSE 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 Trustees, constituted by Clause F of this constitution.

CLAUSE C OBJECTS

The objects of the Charity ("the Objects") are for the preservation and protection of good health for people in need in Blackbird Leys and the surrounding area by providing a counselling service.

CLAUSE D POWERS

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

1. Power to raise funds and to invite and receive contributions. The Trustees shall not undertake any substantial permanent trading activities;
2. 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;
3. Power subject to any consents required by law to sell, lease or dispose of all or any of the property of the Charity;
4. Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money borrowed;
5. Power to employ such staff (who shall not be Trustees) as are necessary for the proper pursuit of the objects;
6. Power to appoint and constitute sub-committees;
7. Power to do all such other lawful things as are necessary for the achievement of the objects.

CLAUSE E MEMBERSHIP

1. Membership of the Charity ("Members") is limited to:
 - a. Volunteers currently serving as counsellors with the Charity
 - b. Volunteers serving as Trustees of the Charity
2. Every Member shall have one vote.
3. The Trustees may by unanimous vote, and for good reason, terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by

the Trustees, accompanied by a friend, before a final decision is made.

CLAUSE F TRUSTEES

1. At the Annual General Meeting of the Charity, the Members shall elect, from names brought forward by the existing Trustees, new Trustees such that not less than 4 and not more than 9 members shall hold office from the end of the meeting.
2. The Trustees shall appoint from among their number a Chair, a Secretary and a Treasurer.
3. Trustees will normally serve a three year term of office and may stand for re-election. At least three existing Trustees should continue in office beyond the Annual General Meeting.
4. During their term of office members of the Trustees may not serve as volunteer counsellors.
5. The proceedings of the Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment qualification of a member;
6. Nobody shall be appointed as a member of the Trustees who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clauses.

CLAUSE G SUB-COMMITTEES

1. At the Annual General Meeting of the Charity, the Members shall elect by simple majority the members of any Advisory or Management sub-committees.
2. Membership of Advisory or Management Sub-Committees shall be for a period of one year. Members may be re-elected at an AGM.

CLAUSE H DETERMINATION OF MEMBERSHIP OF TRUSTEES

A Trustee shall cease to hold office if he or she:

1. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
2. is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated; or
3. notifies a wish to resign (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
4. is the subject of a vote of no confidence by over 2/3rds of the membership at a Special General Meeting.

CLAUSE I TRUSTEES NOT TO BE PERSONALLY INTERESTED

1. (Subject to the provisions of sub clause (2) of this clause) no Trustees shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or to be interested (otherwise than as a Trustee) in any contract entered into by the Trustees.
2. Any Trustee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done

by him or her or his or her firm when instructed by the other members of the Trustees to act in a professional capacity on behalf of the Charity, provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

CLAUSE J MEETINGS & PROCEEDINGS OF THE TRUSTEES

1. The Trustees shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any three Trustees upon no less than 7 days' notice 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 of Trustees shall chair meetings of the Trustees. If the Chair is absent from any meeting, the Trustees present shall choose one of their number to chair the meeting before any other business is transacted;

3. There shall be a quorum when at least one third of the Trustees, or three Trustees, whichever is the greater, are present at a meeting;

4. Every matter shall be determined by a majority of votes of the Trustees present and voting on the question, but in the case of equality of votes, the Chairman of the meeting shall have a second or casting vote.

5. The Trustees shall keep minutes of the proceedings of meetings.

6. The Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

7. The Trustees may appoint one or more sub-committees consisting of one or more Trustees for the purpose of making any inquiry or supervising or performing any function or duty which would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.

CLAUSE K RECEIPTS AND EXPENDITURE

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into bank accounts operated by the Trustees in the name of the Charity. All cheques drawn on the account must have two signatures. These signatories must either be Trustees or other person to whom delegated authority to sign cheques has been minuted.

2. The funds belonging to the Charity shall be applied only in furthering the objects.

CLAUSE L PROPERTY

1. Subject to the provisions of sub-clause (2) of this clause, the Trustees shall cause the title to:

- All land by or in trust for the Charity, which is not vested in the Official Custodian, and
- 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 Trustees at their pleasure and shall act in accordance with the lawful

directions of the Trustees. Provided they act only in accordance with the lawful directions of the Trustees, the Holding Trustees shall not be liable for the acts and defaults of its members.

2. If a corporation entitled to act as a Custodian Trustee has not been appointed to hold the property of the Charity, the Trustees may permit any investment held by or in trust for the Charity to be 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 Trustees, and may pay such a nominee proper remuneration for acting as such.

CLAUSE M ACCOUNTS

The Trustees shall ensure that:

1. accounting records are kept for the Charity;
2. an Annual Statement of Accounts is prepared for the Charity;
3. the Annual Statements of Accounts are audited or independently examined.
4. the statements of the accounts of the Charity are transmitted to the Commission

CLAUSE N ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory modification of the Act) with regard to the preparation of an Annual Report and its transmission to the Commission.

CLAUSE O ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory modification of the Act) with regard to the preparation of an Annual Return and its transmission to the Commission.

CLAUSE P ANNUAL GENERAL MEETING

1. There shall be an Annual General Meeting of the Charity which shall be held in the month of October in each year or as soon as practicable thereafter.
2. Every Annual General Meeting shall be called by the Trustees. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the Members of the Charity. All the Members of the Charity shall be entitled to attend and vote at the meeting.
3. The Annual General Meeting shall be chaired by the Chair of the Trustees.
4. The Trustees shall present to each Annual General Meeting the Report and Accounts of the Charity for the preceding year.
5. Nominations for election to the Trustees must be made by Trustees in writing and must be in the hands of the Secretary of the Trustees at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

CLAUSE Q SPECIAL GENERAL MEETING

The Trustees may call a Special General Meeting of the Charity at any time. If at least 6

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, stating the business to be discussed.

CLAUSE R PROCEDURE AT GENERAL MEETING

1. The Secretary or other person appointed by the Trustees shall keep a full record of proceedings at every general meeting of the Charity.
2. Before any business is transacted at the General Meeting, a Chairman must be elected from amongst those Members present
3. There shall be a quorum when at least one third of the number of Members of the Charity for the time being are present at any General Meeting.

CLAUSE S NOTICES

1. Notice of Meetings as in clauses J(1), P(2) and Q shall be in writing and shall be served by the Secretary of the Trustees or his/her delegate either personally or by e-mail or by sending it through the post.
2. Any other notice required to be served on any Member of the Charity shall be in writing and shall be served by the Secretary of the Trustees either personally or by sending it through the post in a prepaid letter addressed to such Member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

CLAUSE 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, clause B, clause I 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 Trustees should promptly send to the Commission a copy of any amendment under this clause.

CLAUSE U DISSOLUTION

If the Trustees decide 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 two-thirds majority of those present and voting, the Trustees shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity, as the members of the Charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Signatures of those present at the Annual General Meeting of 16/10/09 to adopt the amended constitution: