



CONSTITUTION

1 Definitions

- (1) The name of the association shall be 'Campus Children's Holidays (Cambridge University)'. The association may be referred to as 'Campus Children's Holidays', or merely 'Campus', for short.
- (2) In this constitution, the following terms have the meanings assigned to them below:
 - (a) a 'Campus project' is any undertaking involving the care of children organised by Campus;
 - (b) a 'volunteer' is an adult, whether or not a member of Campus, who participates in a Campus project;
 - (c) a 'Campus child' is a child on a Campus project for whom Campus is *in loco parentis*; and
 - (d) a 'young helper' is a Campus child aged over 14 years who has been trained by Campus and invited onto a Campus project by the Executive Committee to contribute to the project.

2 Administration

- (1) Subject to the matters set out below Campus and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 7 of this constitution ('the Executive Committee').
- (2) Without prejudice to clause 2(1) above, the supreme decision-making body of Campus shall be the meeting of the membership as a whole ('the general meeting'). The Executive Committee shall not be bound except in honour by resolutions of a general meeting, but shall have a duty duly to consider all such resolutions; and where it decides not to follow a resolution, shall publish its reasons for that decision.

3 Objects

- (1) Campus' objects ('the Objects') are to provide or assist in the provision of holidays and holiday activities in the interests of social welfare for children whose conditions of life will thereby be improved and who have need of such holidays by reason of their poverty or social and economic circumstances.
- (2) Campus aims:
 - a) to operate policies of equal opportunity for all, regardless of race, colour, sex, culture, class, marital status, sexuality or religion;
 - b) to be secular, and not to organise any religious teaching, worship or celebration;
 - c) to respect the beliefs, views and faiths of all, subject to the above two aims;
 - d) to be fair, and in particular to eschew favouritism, when selecting children to come on any Campus project;
 - e) to provide a change of environment for Campus children on Campus projects;
 - f) to provide a period of respite for the families of those children;
 - g) to guarantee the safety of adults and Campus children on any Campus project;
 - h) to maintain contact with Campus children between holidays; and
 - i) to provide a caring, secure and happy environment free from all forms of discrimination for all Campus children;insofar as each of these aims is legally charitable.

4 Powers

1. In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:
 - a. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
 - b. power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to equip it for use;
 - c. power subject to any consents required by law to sell, lease or dispose of all or part of the property of Campus;
 - d. power subject to any consents required by law to borrow money and to charge all or part of the property of Campus with repayment of the money so borrowed;
 - e. power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects;
 - f. 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;
 - g. power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - h. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
 - i. power to pass standing orders to regulate the exercise of its powers and the conduct of its business, the proceedings of general meetings, the actions of Campus members on behalf of Campus, or any other matter: provided that no standing order may be passed which is inconsistent with this constitution; and
 - j. power to do all such other lawful things as are necessary for the achievement of the Objects.

5 Membership

1. Membership of Campus shall be open to any person interested in furthering the Objects who is over the age of 18 years and is or has been a volunteer, or who has been invited by the Executive Committee to be an advisor to the Executive Committee, or who is a child aged 14 to 17 years and has been a young helper on a Campus project.
2. Every member shall have the following rights: the right to a vote; the right to speak (at a time directed by the chair) at a general meeting; and the right to reply to any allegations made against them.
3. Should any member fail for a period of two years to communicate to Campus an intention to remain active in the organisation, their membership shall be deemed to have lapsed: provided that no member shall lose their membership under this provision without having been given by the Executive Committee at least 21 days' notice that their membership is about to lapse.
4. As the final step in the disciplinary procedure laid down in standing orders, any member may be deprived of their membership by resolution of a general meeting, passed in a vote in which not fewer than two-thirds of those voting are in favour of such deprivation: provided that no member of the Executive Committee may be so deprived while they remain on the Executive Committee.
5. A person deprived of membership under clause 5(4) above may only regain membership if a majority at a subsequent general meeting vote in favour of this.

6 Officers

1. At the annual general meeting the members shall elect from amongst themselves, subject to clause 7(5) below, a Chair, a Secretary, a Treasurer, and any other officers from time to time deemed necessary by the Executive Committee, who shall hold office from the conclusion of that meeting.
2. As well as these officers, Campus shall have a Senior Treasurer, who shall be a resident member of the Regent House of the University of Cambridge appointed by the Executive Committee. Should the Senior Treasurer wish to become a trustee of Campus, they shall be appointed to the Executive Committee as if a co-opted member under clause 7(2) below; otherwise, they shall be invited to act as an advisor to the Executive Committee under clause 7(8) below.
3. The Senior Treasurer shall be responsible for the auditing of the accounts for the purposes of the University of Cambridge, but not for those of the Charity Commission.
4. The Senior Treasurer shall supervise the activities of the Treasurer, and may give advice to the Treasurer, but shall not have any authority over the Treasurer or any other of the trustees. For the avoidance of doubt, it is reiterated that a Senior Treasurer who is not a trustee may only advise, and has no power to make decisions over the funds of Campus, or any other matter.
5. The Senior Treasurer shall serve until they resign or are required by law or by the University of Cambridge to step down. A Senior Treasurer who is a trustee may lose their position on the Executive Committee according to the provisions of clause 8 (including clause 8(1)(e)), after which they shall automatically become an advisor to the Executive Committee.

7 Executive Committee

1. The Executive Committee shall consist of not fewer than 7 members nor more than 17 members, being:
 - a. the officers specified in clause 6 above (with the exception of the Senior Treasurer, if they do not wish to be a trustee);
 - b. Campus members elected to the Executive Committee at the annual general meeting who shall hold office from the conclusion of that meeting; and
 - c. Campus members appointed to the Executive Committee under clause 7(2) below.
2. Up to the maximum number of members specified in clause 7(1) above, the Executive Committee may appoint co-opted members to itself (and shall be under a duty to do so should the number of members fall below the minimum specified): provided that no more than one-third of the members of the Executive Committee at any one time shall have been co-opted under this clause. Co-opted members shall hold office from the conclusion of the meeting at which they are appointed, unless the appointment is to fill a place which has not yet been vacated, in which case the appointment shall run from the date when the post becomes vacant.
3. All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office (or in the case of an extraordinary general meeting at which a new Committee is to be elected, that extraordinary general meeting); but they may be re-elected or reappointed.
4. The proceedings of the Executive Committee 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.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8 below.
6. For the avoidance of doubt, it shall be made clear to Campus members that members of the Executive Committee shall be trustees of Campus, and as such shall bear any legal responsibilities imposed by the Charities Acts 1993 and 2006 and other relevant legislation.

7. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book a declaration of acceptance of trusteeship and of willingness to act in the Campus Trusts.
8. Members of Campus, and other persons interested in furthering the Objects who have been invited by the Executive Committee, may act as advisors to the Executive Committee. Advisors to the Executive Committee shall not be trustees. They shall be entitled to take part in discussions of the Committee, but not to vote.

8 Determination of Membership of the Executive Committee

1. A member of the Executive Committee shall automatically cease to hold office if they:
 - a. are disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - b. become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - c. are absent without the permission of the Executive Committee from all the meetings held during a Full Term of the University of Cambridge, and the Executive Committee resolves that their office be vacated;
 - d. notify to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect); or
 - e. are voted out of office by resolution of a general meeting, passed in a vote in which not fewer than two-thirds of those voting are in favour.

9 Executive Committee Members not to be personally interested

1. No member of the Executive Committee shall acquire any interest in property belonging to Campus (otherwise than as a trustee of Campus) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
2. [deleted]

10 Meetings and proceedings of the Executive Committee

1. The Executive Committee shall hold at least two meetings in each Full Term of the University of Cambridge. A meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 7 days' notice of the matters to be discussed being given to the other members of the Executive Committee and to the present advisors to the Executive Committee: save that if the matters to be discussed include the 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 Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall elect 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 Executive Committee for the time being, or five members of the Executive Committee, whichever is the greater, are present at a meeting. The Executive Committee may discuss matters while inquorate, but may not vote or otherwise take decisions.

4. Every matter shall be determined either by consensus among the members of the Executive Committee present, or by a vote in which a simple majority of those voting are in favour. In the case of an equality of votes, the status quo ante shall prevail.
5. The Secretary shall act as minute-taker at meetings of the Executive Committee. If the Secretary is absent from any meeting, the members of the Executive Committee present shall elect one of their number to be minute-taker before any other business is transacted (save the election of a chair, if necessary). The minute-taker shall keep minutes of the proceedings at meetings of the Executive Committee in the 'minute book', which term shall mean an authoritative permanent documentary record of proceedings.
6. The Executive Committee may appoint one or more sub-committees consisting of one or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee 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 Executive Committee.
7. The Executive Committee may vote to require any person to leave a meeting while a particular matter is discussed, save that no trustee may be required to be absent during a vote or formation of a consensus. The Executive Committee shall in any case publish its reasons for such a decision.

11 Receipts and expenditure

1. In this clause, 'account' means an account operated by the Executive Committee in the name of Campus at such bank, building society (within the meaning of the Building Societies Act 1986), or other financial institution authorised by the Bank of England to receive deposits, as the Executive Committee shall from time to time decide.
2. The funds of Campus, including all donations, contributions and bequests, shall be paid into such an account or accounts. All cheques drawn on the account(s) must be signed by at least two members of the Executive Committee.
3. The funds belonging to Campus shall be applied only in furthering the Objects.

12 Property

1. Subject to clause 12(2) below, the Executive Committee shall cause the title to:
 - a. all land held on trust for Campus which is not vested in the Official Custodian for Charities; and
 - b. all investments held by or on behalf of Campus;to be vested either in a corporation entitled to act as custodian trustee or in not fewer than three individuals appointed by it to act as holding trustees. Holding trustees may be removed by the Executive Committee at its pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, 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 Campus, the Executive Committee may permit any investments held by or in trust for Campus to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the London Stock Exchange (or any subsidiary of any such stockbroking company) as

nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13 Accounts

1. The Executive Committee shall comply with its 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;
 - b. the preparation of annual statements of account;
 - c. the auditing or independent examination of the statements of account; and
 - d. the transmission of the statements of account to the Charity Commission.

14 Annual Report

1. The Executive Committee shall comply with its 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 Commission.

15 Annual Return

1. The Executive Committee shall comply with its 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 Charity Commission.

16 Annual General Meeting

1. There shall be an annual general meeting of Campus which shall be held in the Michaelmas Term of the University of Cambridge in each year or as soon as practicable thereafter.
2. Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all Campus members and to other persons known to be interested. All Campus members shall be entitled to attend and to vote at the meeting.
3. The Executive Committee shall present to each annual general meeting the report and draft accounts of Campus for the preceding year.
4. Nominations for election as officers or to the Executive Committee must be made by Campus members in writing and must be in the hands of the Secretary at least 14 days before the annual general meeting. The procedure for election shall be as laid down in standing orders issued by the Executive Committee.
5. A general meeting may by a vote in which not fewer than two-thirds of those voting are in favour require any person to leave while a disciplinary matter is discussed, save that no Campus member may be required to be absent during a vote.

17 Extraordinary General Meetings

1. The Executive Committee may call an extraordinary general meeting at any time. If at least ten Campus members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting as soon as practicable. At least 21 days' notice, stating the business to be discussed, shall be given.

18 Procedure at General Meetings

1. The Chair shall act as chair at general meetings. If the Chair is absent from any general meeting, the Campus members present shall elect one of their number to be chair of the meeting before any other business is transacted.
2. Subject to clause 22 below, there shall be a quorum when at least one-fifth of the number of Campus members for the time being, or 25 Campus members, whichever is the greater, are present at a general meeting. The general meeting may discuss matters while inquorate, but may not pass resolutions.
3. Every proposed resolution shall be considered in a vote, and passed if a simple majority of those voting are in favour (save for those proposed under clauses 5(4), 8(1)(e), 16(5), 21(1) or 22, which require two-thirds of those voting to be in favour to be passed). In the case of an equality of votes, the proposed resolution shall fail.
4. Voting by proxy and by post shall be allowed at general meetings. The procedures for proxy and postal votes shall be as laid down in standing orders issued by the Executive Committee.
5. The Secretary shall act as minute-taker at general meetings. If the Secretary is absent from any general meeting, the Campus members present shall elect one of their number to be minute-taker before any other business is transacted (save the election of a chair, if necessary). The minute-taker shall keep minutes of the proceedings at general meetings in the minute book.

19 [deleted]

20 Notices

1. Any notice required to be served on any Campus member shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending through the post in a prepaid letter addressed to such member at their last known address, or by email to a working email address, and any letter or email so sent shall be deemed to have been received after 10 days.

21 Alterations to the Constitution

1. Subject to the following provisions of this clause the constitution may be altered by resolution of a general meeting, passed in a vote in which not fewer than two-thirds of those voting are in favour. The notice of the general meeting shall include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause 1(1) (the name), clause 3(1) (the Objects), clause 9 (Executive Committee members not to be personally interested), clause 22 (dissolution) or this clause without the prior consent in writing of the Charity Commissioners.
3. No amendment may be made which would have the effect of making Campus cease to be a charity at law.
4. The Executive Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

22 Dissolution

1. If the Executive Committee decides that it is necessary or advisable to dissolve Campus it shall call an extraordinary general meeting, of which not less than 21 days' notice (stating the terms of the proposed resolution) shall be given. If the resolution is passed in a vote at which at least one half of the number of Campus members for the time being are voting, and in which not fewer than

two-thirds of those voting are in favour, the Executive Committee shall have power to realise any assets held by or on behalf of Campus. Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objects similar to the Objects as the meeting 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 Campus shall be sent to the Charity Commissioners.

Record of updates:

1st May 1994	Constitution adopted
25th October 2008	AGM amended the constitution to make young helpers members of Campus and to allow notices by email