

THE CONSTITUTION OF
REEDHAM COMMUNITY ASSOCIATION

Charity No: 276757

(reference in this document to the chairman or male gender shall include the female gender)

1. NAME: The name of the Association shall be: THE REEDHAM COMMUNITY ASSOCIATION

2. OBJECTS: The objects of the association shall be:

- (a) to promote the benefit of the inhabitants of the Parish of Reedham, Norfolk (hereinafter called "the area of benefit") by associating with local authorities, voluntary organisations, and local clubs and societies, in a common effort to advance education and to provide facilities for social welfare, recreation, and leisure time occupation.
- (b) to secure and manage the establishment of a Community Centre (hereinafter called "the Centre" or "The Village Hall"), and to co-operate with the above bodies in the maintenance and management of the centre for activities promoted by the Association and its constituent organisations in furtherance of the above objects.
- (c) The Association shall be non-party in politics and non-sectarian in religion.

2. POWERS OF TRUSTEES

- (1) The Trustees shall manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds and make charges for the use of facilities which are managed and/or maintained by the association. In doing so, the Trustees must remember that it is a non-profit making organisation and not undertake any substantial permanent trading activity.
 - (b) to determine and recommend a subscription to members for Approval at a General Meeting
 - (c) to buy, take on, lease, hire or otherwise acquire any property and to maintain and equip it for use;
 - (d) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. (In accordance with the terms of the various Charities Acts)
 - (e) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed (In accordance with the terms of the various Charities Acts).
 - (f) to co-operate, affiliate or associate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them as appropriate or necessary;
 - (g) to set aside income as a reserve against future expenditure
 - (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association
 - (i) to open and operate such bank and other accounts as the Trustees may consider necessary and to invest funds and to delegate the management of funds in the same manner, subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
 - (j) to do all such other lawful things, in accordance with the Charities Acts, 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 Trustees.

4. FINANCE:

- (a) All monies raised by or on behalf of the Association shall be applied to further the objects of
- (b) The Treasurer shall keep proper account of the finances of the Association and shall open a bank account or accounts in the name of the Association.
- (c) The accounts shall be prepared, audited or certified by a suitably qualified accountant. in accordance with the provisions of any Statement of Recommended Practice issued by the Charities Commission at least once a year and be presented to the Annual General Meeting.

5. APPLICATION OF THE INCOME AND PROPERTY BY TRUSTEES

- (1) A Trustee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (2) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member or Trustee from
 - (a) receiving reasonable and proper remuneration for any goods or services supplied to the Association;
 - (b) buying goods or services from the Association upon the same terms as other members or members of the public;
 - (c) receiving a benefit from the Association in the capacity of a beneficiary of the Association, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Association and upon the same terms as other members;
 - (d) selling goods, services or any interest in land to the Association;
 - (e) being employed by or receiving any remuneration from the Association;
- (3) If it is proposed that a Trustee should receive a benefit from the Association that is not already permitted under sub-clause (2) 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 and not vote on the proposal.
- (4) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (5) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee
- (6) Trustees must in all matters and at all times act in accordance with the relevant and current Charities Acts

6 MEMBERSHIP:

- (1) Membership of the association shall be open, to all individuals & voluntary organisations approved by the Management Committee, irrespective of gender, ability or disability, political party, nationality, religious opinion, race or colour, as follows:
 - a) **All memberships:** will be renewed from 1st November of each year.
 - b) **Individual members:** all persons of 18 years or over living in the parish and appearing on the electoral roll who shall be called **Full Members**.
 - c) **Junior members:** persons under the age of 18 years may be admitted into Junior membership, subject to such conditions as the Management Committee may decide.
 - d) **Associate Members:** well-wishers anywhere who shall be called Associate Members. They may have such membership benefits as the Management Committee shall from time to time determine, but shall not have the right to vote at any Meetings.
 - e) **Affiliated Organisations:** Such voluntary organisations as operate in the parish shall be eligible to become Affiliated Organisations and to have the right and duty to appoint one **Representative Member** each to the Management Committee. Members of such organisations will only receive benefits if they become individual full members.
 - f) **Honorary Life Vice-Presidents:** such persons whose work for the Association the committee wish to recognise. These members shall be members for life without subscription.
- (2) (a) The Management Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application in which case they must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
(b) The Applicant may make written representations after notification but thereafter the Committee's decision shall be final.
- (3) The Management Committee must keep a register of names and addresses of the members that must be made available to any member upon request.

7. TERMINATION OF MEMBERSHIP:

Membership shall be terminated if:

- (1) An organisation ceases to exist;
- (2) The member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- (3) Any sum due to the Association from the member or member's organisation is not paid in full within four months of it falling due;
- (4) The member or organisation is removed from membership by a resolution of the Management Committee that it is in the best interests of the Association that the membership is terminated. A resolution to remove an organisation from membership may only be passed if the member or, at the option of the organisation, the organisation's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.
- (5) In the event of this decision not being accepted the National Federation of Community Associations shall be asked to nominate an arbitrator

8. HONORARY OFFICERS:

- (1) The Association shall have the following Officers elected by a General Meeting:
 - A chairperson who shall also be chairperson of the Management Committee
 - A secretary
 - A treasurer

9. THE ELECTION AND APPOINTMENT OF TRUSTEES

- (1) The Association in General Meeting shall elect the Officers and the other Trustees.
- (2) A Trustee must be a member of the Association or the nominated representative of an organisation that is a member of the Association.
- (3) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 9.
- (4) The number of Trustees shall be not less than three nor more than The number of Representative members plus 8 elected ordinary members.
- (5) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.
- (6) The Trustees may co-opt any person who is willing to act as a Trustee, subject to sub-clause 2 of this clause.
- (7) Each of the Trustees shall retire with effect from the conclusion of the annual Management meeting next after his or her appointment but shall be eligible for re-election at that annual Management meeting.

10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

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

- (1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Association;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

11. REPRESENTATIVES OF OTHER BODIES

- (1) Any organisation that is a member of the Association shall nominate any person to act as its representative at any meeting of the Association. No person shall represent more than one organisation, unless approved by the Management Committee.
- (2) If a representative of an organisations is absent without the permission of the Trustees from a majority of their Management meetings held within a period of six consecutive months the Trustees may resolve to terminate the membership of that organisation, but not without notice and the opportunity to appoint another representative.

12. MANAGEMENT COMMITTEE:

- (a) The Association and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the Management Committee shall be the Trustees of the Association and in this constitution are together called "the Trustees".
- (b) The Management Committee shall consist of the Honorary Officers elected under clause 11, eight representatives of individual members, and appointed representatives of the Affiliated Organisations as appointed under (10) above
- (c) Management meetings shall be chaired by the person who has been elected as Chairperson. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the members present and entitled to vote must choose one of their number to chair the meeting.
- (d) Any member of the Management Committee may call a meeting of the Management Committee and the Secretary must call a meeting if requested to do so by the member
- (e) Each Affiliated Organisation shall appoint one representative to the Management Committee who shall not be an Honorary Officer of the Association.
- (f) If vacancies occur among the officers, the Management Committee shall have the power to fill them from it's members
- (g) In addition, the Management Committee may co-opt further members who must be full members of the Association provided that the number of co-opted members shall not exceed one third of the total membership of the Committee defined above or not more than the number of vacancies for elected members to the Committee, whichever shall be the greater.
- (h) The Management Committee may appoint such sub-Committees as it may from time to time determine and may determine their powers and terms of reference (see Delegation below)
- (i) The Management Committee may engage on such terms and dismiss such paid officers and employees as it may consider necessary.
- (j) The Management Committee may invite employees of the Association and other observers or advisers to attend meetings but none shall be eligible to vote at the meetings.
- (k) The Management Committee may issue from time to time policy statements, standing orders, rules, guidelines, and procedures which shall be binding on sub-committees, members and users of Association's facilities until such time as they are amended or revoked by the Management Committee.
- (l) Questions arising at a meeting must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

13. DELEGATION TO SUBCOMMITTEES

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including restrictions to their powers and limits to expenditure
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

14. IRREGULARITIES IN PROCEEDINGS

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who was not eligible to vote by virtue of retirement, conflict of interest or any other reason.
The meeting will not be declared inquorate by virtue of the presence of that Trustee

- (3) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

15. ANNUAL GENERAL MEETING:

Once in each year in the month of November the Management Committee shall convene an Annual General Meeting of the Association, to receive the Annual Report of the Management Committee, (or Chairman's report which shall have been endorsed by the Committee) and the audited or certified Statement of Accounts; to elect the Honorary Officers; to elect representatives of individual members to serve on the Management Committee; and to vote whenever necessary on proposals to amend the Constitution submitted in accordance with Clause 25 below, or any other proposals which may be submitted by a member in writing to the Secretary not less than 28 days before the meeting. Notwithstanding the above the Chairperson may, at his discretion if he considers it expeditious and fair so to do, take other proposals or resolutions from the meeting under Other Business.

16. SPECIAL MANAGEMENT MEETING:

The Chairman or the Secretary of the Association shall, within twenty one days of receiving a written request so to do signed by not less than ten members having the power to vote, and who have been members for at least one year, and giving reasons for the request, call a Special Management Meeting of the Association for the purpose of altering the Constitution in accordance with Clause 25 hereof or for considering any other matter which may be referred to them by the Management Committee for any other purpose. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special Management meeting themselves, but in doing so they must comply with the provisions of this Constitution.

RULES OF PROCEDURE:

17. Notices For Meetings

The Notice of the General meeting and Agenda shall be displayed in the Village Hall and in other prominent places in the Village 14 days prior to the Annual Management Meeting.

- (1) The minimum period of notice required to hold any Management meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A Management meeting may be called at 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 Management nature of the business to be transacted.
- (4) The Association may give any notice to a member either personally; by sending it by post, by leaving it at the address of the member; or by giving it using electronic communications to the member's address.

17 Voting:

Full members and the authorised representative of a member organisation shall be entitled to vote but no member shall exercise more than one vote. All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes the Chairman of the meeting shall have a casting or second vote.

18 Quorum:

- (1) No business shall be transacted at any Management meeting unless a quorum is present.
- (2) (a) Twenty members or one third of the fully subscribed individual members, whichever is the less, shall form a quorum at **General Meetings** of the Association.
(b) One third of the sum of fully subscribed individual and representative members shall form a quorum at meetings of the Management Committee.

- (c) A minimum of one quarter of members of a Sub-Committee shall form a quorum always provided that at least 2 members meet together and that decisions are ratified at the following meeting
- (3) If:(a) a quorum is not present within half an hour from the time appointed for the meeting; or
(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Committee shall determine & the Management Committee must re-convene the meeting and give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (4) If no quorum is present at the re-convened 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.

19 Minutes:

- (1) Minute books shall be kept to record all meetings of the Association, the Management Committee, and all other committees comprising 4 or more members
- (2) The minutes shall record
- (a) appointments of Officers and Trustees made by the Trustees;
- (b) proceedings at meetings of the Association;
- (c) meetings of the Trustees and Committees of Trustees including the names of the Trustees present at the meeting; and the decisions made at the meetings; and where appropriate the reasons for the decisions
- (d) Where formal minutes are not kept by a sub-committee a note shall be taken of votes and decisions and reported by the chairman or a deputy to the next Management Meeting

20. Adjournments

- (1)The members present at a meeting may resolve that the meeting shall be adjourned. Whereupon the person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

21. TRUST PROPERTY:

- (1) The title of all and any real property which may be acquired by or for the purposes of the Association shall be vested in the Trustees who shall be appointed by the Management Committee from among full individual members of the Association and whom, advised by a Solicitor appointed by the Committee if requested, shall enter into a Deed of Trust that sets forth the purpose & conditions under which they hold the said property in Trust for the Association.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Association. Such purposes shall be agreed by the Management Committee. The number of Trustees shall not be less than two nor more than four.
- (3) The Trustees may remove the holding Trustees at any time.

22. REPAIR AND INSURANCE

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

23. DISSOLUTION:

- (1) If the Management Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a Meeting of all members of the Association who have power to vote and the inhabitants of the area of benefit of the age of 18 years and upwards.
Notices (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Association Commissioners for England and Wales

and the Secretary for the National Federation of Community Associations not less than twenty one days prior to the meeting


- (2) The Trustees will remain in office as Association Trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (3) If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Management Committee shall have power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the area of benefit such as the Management Committee may decide and as may be approved by the Association Commissioners for England and Wales.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) The Trustees must notify the Commission promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Association's final accounts.

24. ALTERATIONS TO THE CONSTITUTION

The Association may amend any provision contained in this Constitution provided that:

- (a) Any proposal to alter this Constitution must be delivered in writing to the Secretary of the Association not less than 28 days before the date of the meeting at which it is first to be considered.
- (b) An alteration will require the approval of a two-thirds majority of individual members and representatives of the Affiliated Organisations and sections of the Association present and voting at a Management Meeting
- (c) Notice of each such meeting must have been given in accordance with normal procedure but not less than fourteen days prior to the meeting in question and giving the wording of the proposed alteration.
- (d) No amendment shall be made that would cause the Association to cease to be a Association at law or that would alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Association
- (d) If Trustees have been appointed in accordance with para. 11 hereof an alteration shall not be made without the knowledge and consent of the Trustees, but such consent shall not be unreasonably withheld by them.
- (e) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed

THIS REVISED CONSTITUTION WAS ADOPTED AS THE CONSTITUTION OF THE REEDHAM COMMUNITY ASSOCIATION AT A MANAGEMENT MEETING HELD AT REEDHAM VILLAGE HALL on 28th November 2013

Signed..........Chairman

Date.....28/11/2013.....