

# **WINSCOMBE COMMUNITY ASSOCIATION**

Charity Number 280231/R

## **Constitution**

**at the Annual General Meeting of the Association on**

**26<sup>th</sup> June 2013**

# CONSTITUTION OF WINSCOMBE COMMUNITY ASSOCIATION

## PART 1

### 1. ADOPTION OF THE CONSTITUTION

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

### 2. THE ASSOCIATION

The association's name is

WINSCOMBE COMMUNITY ASSOCIATION

(and in this document it is called the Charity).

The Association shall be organised and managed as a Charitable Unincorporated Association and shall conform to the guidance provided by the Charity Commission.

The Association shall be non-party in politics and non-sectarian. The Association shall have power to affiliate to the National Federation of Community Associations and to other organisations with similar charitable objects.

### 3. THE OBJECTS

The Charity's objects (the Objects) are

- a) To promote and facilitate the benefit of the inhabitants of the civil parish of Winscombe and Sandford (hereinafter called the area of benefit) without distinction of gender or of political, religious or other opinions.
- b) To associate with the local authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants.
- c) To maintain and manage a Community Centre ('the Centre'), or to co-operate with any local statutory authority in the maintenance and management of such a Centre, for activities in furtherance of the above objectives.

### 4. APPLICATION OF THE INCOME AND PROPERTY

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

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(b) a Trustee from:

- (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
- (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity 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 Trustee or other officer;
- (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4) No Trustee may be paid or receive any other benefit for being a Trustee.

(5) A Trustee may:

- (a) sell goods, services or any interest in land to the Charity;
- (b) be employed by or receive any remuneration from the Charity, with the prior written consent of the Charity Commission.
- (c) receive any other financial benefit from the Charity, with the prior written consent of the Charity Commission.

if:

- (i) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (ii) the benefit is permitted by sub-clause (3) of this clause; or
- (iii) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6)

(a) If it is proposed that a Trustee should receive a benefit from the Charity 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) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a

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Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

- (c) The Trustees may only authorise a transaction falling within paragraphs 5(a)-(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (e) 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 Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (f) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

## 5. DISSOLUTION

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply any remaining property or money:
  - (a) directly for the Objects;
  - (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;
  - (c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- (6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period that ended before its dissolution, they must send the Commission the Charity's final accounts.

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## 6. AMENDMENTS

(1) The Charity may amend any provision contained in Part 1 of this Constitution provided that:

- (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
- (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
- (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
- (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting,

(3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## PART 2

### 7. MEMBERSHIP

All persons living within the area of benefit and over the age of 18 years shall be Members of the Association and eligible to vote at General Meetings of the Association.

### 8. TERMINATION OF MEMBERSHIP

A member removing his or her residence from the area of benefit shall cease to be a member of the Association.

### 9. GENERAL MEETINGS

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Trustees may call a special general meeting at any time.
- (5) The Trustees must call a special general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. If the Trustees 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.

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## 10. NOTICE

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) 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.
- (3) The notice shall be given by posting a notice stating the date, time and place thereof in a conspicuous place at the Community Centre, in at least four other places in the parish of Winscombe and Sandford and in at least two local publications. This notice shall include the agenda. The general meeting shall consider only those matters of which notice has been given in the agenda.

## 11. QUORUM

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is; fifteen members, including Trustees, entitled to vote upon the business to be conducted at the 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 Trustees shall determine.
- (4) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) 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.

## 12. CHAIR

- (1) General Meetings shall be chaired by the person who has been elected as Chair
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee 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.

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## 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 meeting is to be re-convened 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 re-convened meeting stating the date time and place of the meeting.

## 14. VOTES

Subject to the provisions of Clauses 6(1)(d) and 6(2) of this document, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No person shall exercise more than one vote. If there is an equality of votes, the vote may be left over to an adjourned or later General Meeting which must be held within three months of the adjourned meeting.

## 15. REPRESENTATIVES OF OTHER BODIES

There are to be no arrangements for formal representation of other bodies.

## 16. OFFICERS AND TRUSTEES

- (1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other persons elected in accordance with this Constitution. The Officers and others appointed to be Trustees of the Charity in this constitution are together called "the Trustees".
- (2) The Charity shall have the following Officers:  
A chair, a secretary and a treasurer.
- (3) At least two thirds of the Trustees shall reside in the Parish of Winscombe and Sandford.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Charity in General Meeting) shall not be subject to any maximum.
- (6) The first Trustees (including Officers) shall be those persons elected at the meeting at which this constitution is adopted.
- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

## 17. THE APPOINTMENT OF TRUSTEES

- (1) The Charity in general meeting shall elect the Officers and the other Trustees.

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- (2) Each Trustee shall be elected for a period of up to three years and may be subsequently elected for further periods of three years but his or her total continuous service shall be limited to six years, following which he or she may not serve for a period of one year.
- (3) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (4) The Trustees may appoint at any time any person who is willing to act as a Trustee. Subject to sub-clause 6(b) of this clause, they may appoint Trustees also to act as officers.
- (5) A Trustee appointed under clause 17(4) shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for election at that annual general meeting.
- (6)
  - (a) The appointment of a Trustee, whether by the Charity in general meeting or by the accordance with this constitution as the maximum number of Trustees.
  - (b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

## 18. POWERS OF TRUSTEES

- (1) The Trustees shall manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply 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 the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
  - (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;



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- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity
- (k) to open and operate such bank and other accounts as the Trustees 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 Trustee Act 2000;
- (l) 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 Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## 19. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to serve 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) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns as a Trustee by notice to the Charity (but only if at least four Trustees will remain in place when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that this should be so.

## 20. PROCEEDINGS OF TRUSTEES

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the question shall be considered and voted upon for a second time. Should there still be an equality of votes, the matter will be left over for decision at a future meeting to be held within three months of the vote.
- (6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) A quorum shall be a simple majority of the total number of Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees present at a meeting of the Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the

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purpose of filling vacancies or of calling a general meeting.

- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## 21. DELEGATION

- (1) The Trustees may delegate any of their powers to a committee of two or more Trustees or any of their functions to other persons appointed by them, but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including conditions that:
  - The relevant powers are to be exercised exclusively by the committee to whom they delegate.
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (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.

## 22. 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 disqualified from holding office;

who had previously retired or who had been obliged by the constitution to vacate office;

who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

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if, without:

the vote of that Trustee; and

that Trustee being counted in the quorum,

the decision has been made by a majority of the Trustees at a quorate meeting.

- (2) 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.
- (3) No resolution or act of
  - (a) the Trustees
  - (b) any committee of the Trustees
  - (c) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or 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 the Charity.

## 23. MINUTES

The Trustees shall ensure that minutes are kept of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Trustees and all committees: including the names of those present at the meetings; the decisions made at the meetings; and where appropriate the reasons for the decisions.

## 24. ANNUAL REPORT AND RETURN AND ACCOUNTS

- (1) The Trustees shall comply with their obligations under the Charities Act 1993 with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the transmission of the statements of account to the Commission;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts shall be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

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## 25. REGISTERED PARTICULARS

The Trustees shall notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## 26. PROPERTY

- (1) The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in the Winscombe and Sandford Parish Council, acting as Custodian Trustee, or in the Official Custodian for Charities, or in not less than 3 or more than 6 individuals (not being members of the Management Committee) appointed at a General Meeting.
- (2) The terms of the appointment of any Custodian Trustees shall 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 Charity.
- (3) The Trustees may remove the Custodian Trustees at any time.

## 27. REPAIR AND INSURANCE

The Trustees shall keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They shall also insure suitably in respect of public liability and employer's liability

## 28. NOTICES

- (1) Any notice required by this constitution to be given to or by any person shall be:
  - (a) in writing; or given using electronic communications.
  - (b) by public notice as provided in clause 10.
- (2) The Charity may give any notice 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 the member; or
  - (d) by giving it using electronic communications to the member's address. or
  - (e) in the case of calling General Meetings, as specified in clause 10 of this Constitution.
- (3) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (4)
  - (a) 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 sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

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- (c) In the case of calling General Meetings, proof that notice was posted and published as set out in clause 10 of the Constitution shall be conclusive evidence that notice was given

## 29. RULES

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