



WESTFIELD COMMUNITY ASSOCIATION

CONSTITUTION

June 2010

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1. NAME

The name of the Association shall be the **Westfield Community Association** (hereinafter called "**the Association**")

2. OBJECTS The objects of the Association shall be:

to promote the benefit of the inhabitants of the Parish of Westfield without distinction of sex or of political, religious or other opinions by associating 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, in particular but not exclusively, by maintaining and managing in co-operation with any local statutory authority, the Community Centre (hereinafter called "the Centre").

3. POWERS

In furtherance of the said objects, but not otherwise, the Association shall have power to:

- a) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- b) arrange and provide for, either alone or with others, the holding of exhibitions; seminars, training courses, and all forms of recreational and leisure-time activities;
- c) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the UK or elsewhere;
- d) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- e) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objects, and to construct, maintain or alter the same;
- f) make regulations for the proper supervision, control and management of any property which may be so acquired;
- g) sell, let or dispose of or turn to account all or any of its property or assets subject to such consents as may be required by law;
- h) raise funds and invite or receive donations and contributions, whether by subscription or otherwise provided that the Association shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;

- i) support any charitable trusts, associations or institutions formed for all or any of the objects;
- j) receive money on deposit or loan or overdraft, in such a manner as the Council may think fit, subject to such consents or on such conditions as may be required by law;
- k) invest money not immediately required for its objects in a suitable account with a financial institution authorised by the Financial Services Authority or its successors to accept deposits, as the Association may see fit subject nevertheless to such conditions as may be imposed by law;
- l) subject to clause 10(c) hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for appropriate remuneration;
- m) insure and arrange insurance cover and to indemnify its honorary officers, employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- n) provide indemnity insurance for the members of the Council, including honorary officers, either collectively or as individuals, out of the funds of the Association provided that such insurance shall not extend to any claim arising from any act or omission which the members of the Council, or individually, knew to be a breach of duty or breach of trust or which was committed in reckless disregard of whether it was a breach of duty or breach of trust or not;
- o) affiliate to appropriate national or local organisations providing support to the Association's objects and to other organisations with similar charitable objects; and
- p) do all such other lawful things as shall further the charitable objects of the Association.

4. MEMBERSHIP

Membership of the Association shall be of two kinds:

- (a) **Individual Members**, who shall be either **Full, or Junior Members**.
- (b) **Group Members** who shall be the Constituent Bodies and Sections.

5. INDIVIDUAL MEMBERSHIP.

Individual membership shall be open, irrespective of political party, nationality, religious opinion, race or colour, to the residents of the Parish of Westfield as follows:-

- (a) All persons aged eighteen and over who shall be called **Full Members**.
- (b) All persons under the age of eighteen who shall be called **Junior Members**. Junior Members shall not have the right to vote at members' meetings but may elect from among themselves, at a General Meeting of the Association, two representatives to the Council, who shall each have the right to vote as if they were Full Members.

6. GROUP MEMBERSHIP

(a) **Constituent Bodies** shall be the local statutory authorities and such voluntary organisations as operate in the parish of Westfield and satisfy the Council that they are independent organisations or branches of independent national or other organisations.

(b) **Sections** shall be such groups as may, with the permission of the Council, be formed within the Association among the individual members for the furtherance of a common activity of benefit to the community.

(c) Each Constituent Body and Section shall have the right to appoint one representative to be a member of the Council and, at any time, by giving notice in writing to the Secretary of the Association, to revoke the appointment of such a member and to appoint another member in his or her place. Such a member shall have the right to attend and to vote at General Meetings of the Association.

(d) In the event of a member resigning, the relevant Constituent Body or Section shall notify the Association and appoint a replacement.

(e) A list of Voluntary Organisations and Sections shall be maintained by the Secretary, and the Voluntary Organisations shall confirm in writing to the Secretary at least 14 calendar days ahead of the Annual General Meeting that they wish to continue to be a Constituent Body of the Association.

7. TERMINATION OF MEMBERSHIP.

The Council shall have the right for good and sufficient reason to terminate the membership of an individual member or of a Constituent Body or Section by a simple majority of Council Members present at a Council Meeting, provided that the individual member or person representing the body or Section shall have the right to be heard by the Council before a decision is made.

8. SUBSCRIPTIONS

All members, Constituent Bodies and Sections shall pay such subscriptions as the Council may from time to time determine.

9. THE COUNCIL

The policy and general management of the affairs of the Association shall be directed by a Council (herein referred to as "**The Council**"), which shall meet at least four times a year. The Council shall consist of:

(a) The representatives appointed by Constituent Bodies and Sections in accordance with Clause 6.

(b) Representatives of the Full Members, elected at the Annual General Meeting from and by those attending, to a number no greater than the representatives appointed under Clause 9(a).

(c) Two representatives of Junior Members elected in accordance with Clause 5(b).

- (d) The Honorary Officers of the Association and of the Council ex-officio in accordance with Clause 10(a).
- (e) Such persons employed by the Association as the Council may from time to time determine.
- (f) In addition the Council may co-opt members who shall be Full Members of the Association, provided that the number of co-opted members shall not exceed one-third of the total number of members of the Council as defined above.
- (g) All Individual members of the Council shall retire annually at the Annual General Meeting of the Association, but shall be eligible to be appointed or co-opted again.
- (h) The Council shall have power to appoint committees as it may from time to time decide and may determine their powers and terms of reference.

10. HONORARY OFFICERS

- (a) The Annual General Meeting shall elect Honorary Officers, namely a President, Chairman, Vice Chairman, Secretary and a Treasurer and such other officers of the Association such as it may from time to time determine. All Honorary Officers of the Association and of the Council shall be ex-officio members of all other committees.
- (b) Nominations for all Honorary Officers' posts must be received by the Secretary not less than 14 calendar days before the AGM of the Association or other meeting called to appoint Honorary Officers.
- (c) If there is more than one candidate for any officer's post, a secret ballot shall be held by the attending members. No proxy votes will be permitted.

11. ANNUAL GENERAL MEETING.

Once in each year, within four months of the Association's financial year end, the Council shall convene an Annual General Meeting of the Association, to which all Individual Members and representatives of the Constituent Bodies and Sections shall be entitled to attend, for the purpose of :-

- (a) receiving the Annual Report of the Council, the annual audited statement of accounts or independent examiner's report.
- (b) accepting resignations of members of the Council.
- (c) electing representatives of **Full Members** and **Junior Members** (in accordance with Clause 5(b)) to serve on the Council,
- (d) appointing Honorary Officers of the Association.
- (e) appointing an auditor or independent examiner in compliance with Section 43, Charities Act 1993, as amended by the 2006 Act.
- (f) making recommendations to the Council and, whenever necessary,

g) voting on proposals to amend this Constitution in accordance with Clause 19 hereof.

12. EXTRAORDINARY GENERAL MEETINGS.

An Extraordinary General Meeting may be called:-

- (a) by either the Chairman or Secretary at any time at their discretion, or
- (b) within 21 calendar days of receiving a written request to do so by not less than 20 members having the power to vote. The reasons for making the request must be given.
- (c) Notice of the meeting shall be displayed on public notice boards maintained by Westfield Parish Council in the Parish, giving at least 14 calendar days' notice of the intended meeting.

(For alterations to the Constitution, see Clause 20).

13. RULES OF PROCEDURE AT ALL MEETINGS

- (a) **Voting.** Subject to the provisions of Clause 20 all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote, notwithstanding that he may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman shall have a second or casting vote.
- (b) **Declarations of Interest.** Members with a **financial interest** in an agenda item must declare that interest and must neither speak nor vote upon the item. Members with a **direct, but non-financial** interest must declare that interest, may speak but must not vote upon the item. The declaration of an interest is a decision only for the member concerned.
- (c) **Quorum.** One- quarter of the members shall form a quorum at meetings of the Council. Fifteen members shall form a quorum at General Meetings of the Association.
- (d) **Minutes.** Minute books shall be kept by the Association, the Council and all other committees, and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

14. COMMITTEES

The Council may appoint one or more committees for supervising or performing any activity or service of the Association.

In each case:

- (a) the Council shall from time to time define the powers and terms of reference of the committees and may also determine their composition and the duration of their activities.
- (b) all acts and proceedings of the committees shall be reported as soon as possible to the Council.

15. STANDING ORDERS

The Council shall have the power to adopt Standing Orders and /or rules for the Association. Such Standing Orders/rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association in General Meeting and shall not be inconsistent with this Constitution.

16. FINANCE

- (a) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- (b) The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- (c) The accounts shall be examined at least once a year by an auditor or independent examiner, who shall be appointed at the Annual General Meeting.
- (d) A statement of accounts, along with the auditors/independent examiner's report for the last financial year ending 31st March, shall be submitted by the Council to the Annual General Meeting.
- (e) The financial affairs of the Council shall be regulated by Financial Regulations and Grant Criteria, as agreed from time to time by the Council.
- (f) The maximum amount to be spent on any one project during any financial year shall not exceed £5000 unless approved by an Extraordinary or Annual General Meeting.

17. REMUNERATION

A member of the Council can be remunerated for services rendered to the Association, not provided under a contract under a contract of employment, where it is permitted in accordance with, and subject to the conditions of, Sections 73A-C of the Charities Act 1993.

18. TRUST PROPERTY.

The Title of all and any real property which may be acquired by or for the objects of the Association shall be vested in Trustees who shall be appointed by the Council and who shall enter into a Deed of Trust setting forth the purposes and conditions under which they hold the said property in trust for the Association. The number of Trustees shall not be less than two or more than four.

19. DISSOLUTION.

- (a) If the Council, by a simple majority, decide at any time that, on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Association they shall call a General Meeting of all members of the Association, who have the power to vote. Not less than 21 days' notice of the meeting shall be given, stating the terms of the Resolution to be proposed.
- (b) If such a decision shall be confirmed by a simple majority of those present and voting at such a

General Meeting, the Council shall have the power to dispose of any assets held by or in the name of the Association.

(c) Any assets remaining after the satisfaction of any debts and liabilities shall be given or transferred to such other charitable institution(s) having objects similar to the objects of the Association, as agreed by the members in a General Meeting.

20. ALTERATIONS TO THE CONSTITUTION.

Any proposal to alter this Constitution must be delivered in writing to the Secretary of the Association not less than 21 calendar days before the date of the meeting at which it is first to be considered. An alteration will require the approval of both;

(a) a simple majority of members present and voting at a Council meeting;

(b) a two-thirds majority of the members of the Association present and voting at a General Meeting.

(c) Notice of each such meeting must have been given in accordance with normal procedure but not less than 21 calendar days prior to the meeting in question and giving the wording of the proposed alteration.

(d) No alteration to Clause 2 shall be made without the consent of The Charity Commissioners for England and Wales.

(e) If Trustees have been appointed in accordance with Clause 17 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.

(f) This Constitution was adopted as the Constitution of the Westfield Community Association at a General Meeting duly convened at Westfield Community Hall, Workhouse Lane, Westfield on 21 June 2010.

Chairman.

Simon Welch

Secretary

Janet Colvert