

# Constitution of the Cottam Community Association

Adopted 31<sup>st</sup> March 1999 last amended 28<sup>th</sup> October 2015

## 1) NAME

The name of the charity is the COTTAM COMMUNITY ASSOCIATION (hereinafter called "The Association").

## 2) OBJECTS

The objects of the Association are to:

- (a) Promote the benefit, primarily but not exclusively of the inhabitants of the Cottam area and neighbourhood (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, race or of political, religious opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and to provide facilities in the interests of social welfare for recreations and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- (b) Establish, or secure the establishment of, a Community Centre (hereinafter called "the Centre") and to maintain and manage the same (whether alone or in cooperation with any local authority or other person or body) in furtherance of these objects;
- (c) Promote such other charitable purposes as may from time to time be determined.

The Association shall be non-party in politics and non-sectarian in religion.

## 3) POWERS

In furtherance of the said objects, but not otherwise, the Association shall have the 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, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure time activities;
- (c) Collect and disseminate information on all matters relating to its objects, and to exchange such information with the bodies having similar objects whether in the United Kingdom or elsewhere;
- (d) Write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded materials, 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 right and privileges as may be necessary for the promotion of the objects, and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 18 hereof;
- (f) Make regulation for the proper supervision, control and management of any property which may be acquired;
- (g) Sell, let dispose of or turn to account all or any 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 Association 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 or upon such investments, securities or properties as the Association may think fit, SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;
- (l) Borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the property of the Association with the repayment of money so borrowed;
- (m) Subject to clause 14 hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- (n) Remunerate any member of the General Committee for services rendered to the Association PROVIDED THAT:
  - (i) Such member shall not be present or take part in any discussions of decision relating to such remuneration
  - (ii) Any decision to remunerate such member will be taken unanimously by other members present and voting at the meeting at which the decision is made;
  - (iii) The other members are satisfied that the level of remuneration is reasonable and proper having regard to the services by such a member to the Association;
  - (iv) The other members are satisfied that the services rendered to the Association are of special value to the Association having regard to such members ability, qualifications or experience and the level of the remuneration for which he/she has agreed to provide them;
  - (v) The number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the General Committee.
- (o) Insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the performance of their duties as may be thought fit;
- (p) Provide indemnity insurance for the members of the General Committee (or any of them) out of the funds of the Association PROVIDED THAT such insurance shall not extend to any claim arising from an act or omission which members of the General Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;
- (q) Affiliate to the National Federation of Community Organisations (Community Matters) and to other organisations with similar charitable objects;
- (r) Do all such other lawful things as shall further the charitable objects of the Association.

#### 4) MEMBERSHIP

- (a) Membership shall be open, irrespective of sex, sexual orientation, race, nationality, or political religious or other opinion to:
  - (i) Individuals aged eighteen years and over:
    - (a) Who live, work, have lived or have worked within the area of benefit, who shall be known as full members;
    - (b) Full members shall be entitled to one vote;
  - (ii) Individuals aged under eighteen years, living within the area of benefit, who shall be known as junior members and who may be admitted to membership subject to such conditions as the General Committee may decide. They shall have the power to elect two of their number to represent them, without the right to vote, at meetings of the General Committee. Any junior members may also attend General Meetings as observers but shall not have the right to vote.

#### 5) SUBSCRIPTIONS

All individual members shall pay such subscriptions as the General Committee may from time to time determine.

## 6) RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Association may resign his/her membership by giving the Secretary of the Association written notice to that effect.
- (b) The General Committee may, by resolution passed at a meeting thereof, terminate or suspend membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Association, PROVIDED THAT the individual member shall have the right to be heard by the General Committee, accompanied by a friend if required, before the final decision is made.

## 7) GENERAL MEETINGS OF THE ASSOCIATION

### (a) Annual General Meetings:

The Annual General Meeting of the Association shall be held at such time and place as the General Committee shall determine, being held in the month of May or as soon as practicable thereafter. At least 21 clear days' notice shall be posted in conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit. The business of the Annual General Meeting shall be:

- (i) To receive the Annual Report of the General Committee, which shall incorporate the accounts of the Association referred to below, and give an account of the Work of the Association and its activities during the preceding year;
- (ii) To adopt the accounts of the Association for the preceding financial year;
- (iii) To elect the persons to serve as members of the General Committee – those elected will, at the first meeting after the AGM, appoint the honorary officers referred to at Clause 8 hereof;
- (iv) To appoint one or more qualified auditors or independent examiners (if required statutorily) for the coming year to audit or examine the accounts of the Association in accordance with the Charities Act 1993 (or any statutory modifications or re-enactment of that Act);
- (v) To consider and vote on proposals to alter this constitution in accordance with Clause 21 hereof;
- (vi) To consider any other business of which due notice has been given.

### (b) Special General Meetings:

The Chair of the General Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request to do so signed by not less than 20 members with power to vote and giving reason for the request, call a Special General Meeting of the Association to consider the business specified on the notice of the meeting and for no other purpose. At least 14 days clear notice shall be posted in conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

## 8) HONORARY OFFICERS

- (a) The members with the power to vote present at the Annual General Meeting shall elect the persons to serve of the General Committee and those elected will, in accordance with Clause 7(a)(iii) appoint those persons to the roles of Chair, Vice-Chair, Secretary and Treasurer.
- (b) An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Association in writing of his/her resignation.
- (c) All Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for re-election.

## 9) THE GENERAL COMMITTEE

The Association shall be directed by the General Committee which shall meet not less than 2 times a year. As charity trustees, the General Committee shall have the power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3 hereof. When complete the General Committee will consist of not less than 5 nor more than 9 elected persons being:

- (i) The Honorary Officers appointed from those elected under the following sub-clause using the process defined in Clause 7(a)(iii);
  - (ii) A minimum of 5 and a maximum of 9 full members to be elected at the Annual General Meeting
  - (iii) In addition the General Committee may co-opt up to three additional persons to serve on the committee who shall retire at the next subsequent Annual General Meeting, provided that at no time shall the number of co-opted members exceed more than one third of the total number serving on the General Committee.
- (a) If casual vacancies occur among the elected members of the General Committee it shall have the power to fill these by co-option.
  - (b) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
  - (c) A member of the General Committee shall cease to hold office if he/she:
    - (i) Is disqualified from holding such office by virtue of Section 72 of the Charities Act 1993 (or any statutory modifications or re-enactment of that provision, or
    - (ii) Becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
    - (iii) Is absent without the permission of the General Committee for all its meetings within a six month period and the General Committee resolves that he/she shall cease to hold office, or
    - (iv) Notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three members of the General Committee will remain in office when the notice of resignation is to take effect.
  - (d) Each member of the General Committee shall upon election or appointment to the committee receive a copy of the Association Constitution. No person shall be entitled to act as a member of the General Committee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the General Committee a declaration of acceptance and willingness to act as a managing charity trustee of the Association.
  - (e) No persons under the age of eighteen shall be members of the General Committee, but such persons may be invited to attend meetings of such committees as observers without the right to vote.

## 10) SUB-COMMITTEES

The General Committee may appoint one or more sub-committees for supervising or performing any activity or service. In each case:

- (a) The General Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
- (b) All acts and proceedings of the sub-committee shall be reported as soon as possible to the General Committee.

## 11) GENERAL COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Except as provided in sub-clauses 3(n) and 3(p):

- (a) No member of the General Committee (otherwise than as a trustee for the Association) shall acquire any interest in property belonging to the Association
- (b) No members of the General Committee (otherwise than as a member of the General Committee) shall be interested in any contract entered into by the General Committee;
- (c) No member of the General Committee shall receive remuneration.

## 12) PAID EMPLOYEES

- (a) The General Committee shall have the sole right in exercise of the power conferred by Clause 3(m) hereof of appointing, dismissing and determining the terms and conditions of service of all employees of the Association.
- (b) An employee of the Association shall not be eligible to be a member of the General Committee or any sub-committee of the Association, but may be invited to attend such committees as a non-voting advisor.

## 13) RULES OF PROCEDURE AT ALL MEETINGS

### (a) Voting:

Subject to the provisions of Clause 23, any question arising at a meeting of the Association or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote but in the case of an equality of votes the Chair shall have a second or casting vote.

### (b) Quorum:

- (i) Committee Meetings: one third of the members shall form a quorum at meeting of the General Committee and sub-committees of the Association.
- (ii) General Meetings: five full members or one third of the total membership present and voting, whichever is the less, shall form a quorum at General Meetings of the Association,

### (c) Minutes:

Minute books or electronic records shall be kept by the Association and all its committees and the respective secretary shall enter therein a record of all proceedings and resolutions

## 14) STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The General Committee shall have the power to adopt and issue standing orders for the conduct of the Association business and/or Rules for the use of the Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Association in General Meeting and that they shall be consistent with the provisions of this constitution.

## 15) FINANCE

- (a) All money raised by and on behalf of the Association shall be applied to further the objects of the Association and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of reasonable out of pocket expenses incurred on behalf of the Association by members of the General Committee.
- (b) An account shall be opened in the name of the Association at such bank or banks as the General Committee may from time to time decide. The General Committee shall authorise in writing the Treasurer, the Secretary and two members of the General Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.
- (c) The Association's financial year shall be from 1<sup>st</sup> April to 31<sup>st</sup> March.

## 16) TRUST PROPERTY

### (a) Land and Buildings:

Subject to the provision of sub-clause (b) of this clause, the General Committee shall cause the title to all land (which is vested in the Official Custodian for Charities) and all investments held by or in trust for the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the General Committee) appointed by the General Committee as holding trustees. Holding trustees shall not be liable for the acts and defaults of members of the General Committee. Holding trustees may be removed by the General Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 3(e) above.

### (b) Investments:

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the General Committee may permit any investments held by or in trust for the Association to be held in the name of the clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the General Committee and may pay such nominee reasonable and proper remuneration for acting as such.

## 17) ACCOUNTS

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to:

- (a) The keeping of accounting records for the Association
- (b) The preparation of annual statements of the accounts of the Association
- (c) The auditing or independent examination of the statements of accounts of the Association
- (d) The transmission of statements of account to the Charity Commission for England and Wales.

## 18) ANNUAL REPORT AND ANNUAL RETURN

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and annual return and their transmission to the Charity Commissioners of England and Wales.

## 19) INDEMNITY

In the execution of the trusts hereof no member of the General Committee shall be liable:

- (a) For any loss to the property of the Association by reason of improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- (b) For the negligence or fraud of any agent employed by him/her or by any other member of the General Committee in good faith (provided reasonable supervision shall have been exercised);

And no member of the General Committee shall be liable by reason of any mistake or omission made in good faith by any member of the General Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

## 20) DISSOLUTION

If the General 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 with power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than 21 day's clear notice (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 Charities Commissioners for England and Wales. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the General 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 such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee shall decide subject to prior approval in writing of the Charity Commissioners for England and Wales, or other Authority having charitable jurisdiction.

## 21) ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association not less than 28 days before the meeting at which it is first to be considered. Any alterations will require the approval of both:

- (a) A simple majority of members of the General Committee present and voting at a General Committee meeting;
- (b) A two-thirds majority of members with power to vote present and voting at a General Meeting.

At least 14 clear days' notice shall be posted in a conspicuous place in the area of benefit and advertised in the area of benefit, stating the wording of the proposed alteration.

No alteration shall be made to this constitution which would cause the Association to cease to be a charity at law. No alteration to Clause 2 (Objects), Clause 13 (Personal Interests), Clause 20 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other Authority having charitable jurisdiction shall have been obtained.

This Constitution was adopted as the Constitution of the Cottam Community Association at a public meeting on 1<sup>st</sup> March 1999. Amendments were proposed on 15<sup>th</sup> September 2005 and were accepted at the AGM on the 30<sup>th</sup> May 2006. Amendments were proposed on the 9<sup>th</sup> September 2015 and were accepted at the EGM on 28<sup>th</sup> October 2015. This is an updated copy of the Constitution.