

Newchurch Parish Sports & Community Association

Registered Charity No 288368

Constitution of the Newchurch Community Association (Amended 1997, 2000 and 2001, 2003)

1. Name.

1.1 The name of the Association shall be called Newchurch Parish Sports and Community Association (hereinafter called the Association).

2. Objects.

2.1 The Objects of the Association shall be:-

2.1.1 To promote the benefit of the inhabitants of the Parish of Newchurch Isle of Wight (hereinafter called the area of benefit) 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,

2.1.2 to maintain and manage a Community Centre (hereinafter called 'the Centre') , or to co-operate with any local statutory authority in the maintenance and management of such a Centre, and any other property owned by the Association for activities promoted by the Association and its constituent bodies in furtherance of the above objects.

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

3. Powers.

3.1 In furtherance of the objects but not otherwise the General Management Committee may exercise the following powers:-

3.1.1 power to buy, take on lease or in exchange any property necessary for the achievement of the objectives and to maintain and equip it for use,

3.1.2 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity,

3.1.3 power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Association's objects or of similar charitable purposes and to exchange information and advice with them,

3.1.4 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objectives,

3.1.5 power to make grants to other organisations within the area of benefit,

3.1.6 power to do all such lawful things as are necessary for the achievement of the objects.

4. Individual membership.

4.1 Membership shall be open irrespective of any political party, nationality, religious opinion, race or colour to:-

4.1.1 all persons aged eighteen and over living in the area of benefit who shall be called full members,

- 4.1.2 all persons under the age of eighteen living in the area of benefit who shall be called Junior members. Junior members shall not have the right to vote at members meetings but may elect from amongst themselves one representative to the Association who shall have the right to vote as if he/she was a full member,
- 4.1.3 well-wishers anywhere who shall be called Associate members. Associate members shall not have the right to vote at general meetings of the Association.
- 4.1.4 The manner in which Junior members elect their representative shall be determined by the General Management Committee from time to time.

5. Affiliated Organisations and Community Association Sections.

- 5.1 Affiliated Organisations shall be such voluntary organisations as operate in the area of benefit and satisfy the General Management Committee that they are independent organisations or branches of independent national organisations, and open to all persons living in the area of benefit.
- 5.2 Sections shall be such groups as may, with the permission of the General Management Committee be formed within the Council among the individual for the furtherance of a common activity.
- 5.3 Each affiliated organisation 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 General Management Committee to revoke the appointment of such a member and to appoint another member in his place. (Such a member shall have the right to attend and to vote at General Meetings of the Association.)
- 5.4 Any affiliated representative elected to the General Management Committee or appointed as an Honorary Officer under Clause 10.1 shall cease to be a representative of the affiliated organisation. The affiliated organisation may appoint another representative to serve on Council, and shall give notice to the Secretary of the General Management Committee to that effect.

6. Termination of Membership and/or Affiliation.

- 6.1 The Council shall have the right for good and sufficient reason to terminate the membership of an individual member or of an affiliated organisation provided that the individual member or person representing the affiliated organisation shall have the right to be heard by the Council accompanied by a friend, before a decision is made.

7. Subscriptions.

- 7.1 All members and affiliated organisations shall pay such subscriptions as the Association may from time to time determine.

8. The Council

- 8.1 The Council shall consist of:-

- 8.1.1 one representative appointed by each of the affiliated organisations,
- 8.1.2 at least six representatives elected at the Annual General Meeting but not more than the number of representatives as appointed under Clause 8.1.1 above,
- 8.1.3 one representative of residents of the area of benefit under eighteen years of age,
- 8.1.4 the Honorary Officers of the Association ex-officio in accordance with Clause 10.2

- 8.2 The Council shall meet not less than three times a year. They shall receive a report of the activities of the General Management Committee, give advice on matters affecting the area of interest, and hear any representations made under Clause 6.1.

- 8.3 In the event of an elected member of the Association resigning before the next Annual General Meeting the Council may co-opt a resident of the area of benefit to serve until the Annual General Meeting. Such person shall be eligible to be re-appointed as an elected member.

8.4 Where an Affiliated Organisation cancels the appointment of its representative or such representative resigns from Council, the Affiliated Organisation may request the Council to co-opt another of its members they nominate to serve until the next Annual General Meeting.

8.5 All elected members of the Council shall retire annually but shall be eligible to be re-appointed.

9. General Management Committee

9.1 There shall be a General Management Committee consisting of the Honorary Officers and not less than four and not more than six members of the Association (including Associate members) elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

9.2. The General Management Committee shall be responsible for the day-to-day affairs of the Association and shall have power to:-

9.2.1 appoint such sub-committees as may be necessary for the efficient running of the Association's functions,

9.2.2 co-opt additional members who need not be members of Council, provided that the number of co-opted members does not exceed one-third of the total number of members of the Committee.

9.3 All members of the General Management Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they shall be eligible for re-appointment or re-election.

9.4 The proceedings of the General Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

9.5 Nobody shall be appointed as a member of the General Management Committee who is aged under 18 or who would if appointed be disqualified under the provision of Clause 9.6

9.6 A member of the General Management Committee shall cease to hold office if he or she:-

9.6.1 is disqualified from acting as a member of the General Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

9.6.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or in the opinion of the General Management Committee becomes incapable of discharging their responsibilities as a Trustee to the Association.

9.6.3 notifies to the General Management Committee a wish to resign (but only if at least six members of the General Management Committee will remain in office when the notice of resignation is to take effect).

9.6.4 is absent without the permission of the Management Committee from all their meetings held within a period of 6 months, and the Management Committee resolve that his or her office be vacated.

9.7 No member of the Management Committee shall acquire any interest in property belonging to the Charity (Otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

9.8 The General Management Committee shall meet as necessary but not less than six times a year.

10. Honorary Officers.

10.1 The Annual General Meeting shall elect a Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer to serve for one year until the next Annual General Meeting. The Annual General Meeting may appoint a President, a Deputy president and any number of Vice-Presidents who shall serve at the discretion of the Association.

10.2 The Honorary officers shall be the Honorary officers of Council, the General Management Committee, and any other committees at the discretion of the General Management Committee.

10.3 The Honorary Officers shall be co-opted members of all sub-committees.

11. Annual General Meeting.

11.1 Once a year in the month of March the General Management Committee shall convene an Annual General Meeting of the Association, giving at least 21 days notice of the date which all residents in the area of benefit. shall be entitled to attend. This meeting will receive the Annual Report of the Management Committee and the Annual audited Statement of Accounts. It will also elect the Honorary Officers of the Association and elect representatives of the Parish to serve on the Council . It will also elect members to serve on the General Management Committee, and to appoint a qualified Auditor and whenever necessary vote on proposals to amend the Constitution in accordance with Clause 19 hereof.

12. Special General Meeting.

12.1 The Chairman of the Association or the Honorary Secretary may at any time at their discretion and shall within 21 days of receiving a written request to do so, signed by not less than 20 members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the Constitution in accordance with Clause 19 hereof or of considering any matter which may be referred to them by the General Management Committee or for any other purpose.

13. Rules of procedure at all meetings.

13.1 The Chairman shall act as Chairman of the Council, and of the General Management Committee. If the Chairman is absent from any meeting the Vice-Chairman shall be chairman of the meeting or if absent the members of the meeting present shall choose one of their number to be chairman of the meeting before any business is transacted.

13.2 **Voting.** Subject to the provisions of Clause 19, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. No member may exercise more than one vote notwithstanding that he/she may have been appointed to represent two or more interests but in the case of an equality of votes, the Chairman shall have a second or casting vote.

13.3. **Quorum.** One third of the members shall form a quorum at meetings of the Council, the General Management Committee and all other committees. Twenty members shall form a quorum at all general meetings of the Association.

13.4 **Minutes.** Minute books shall be kept by the Association, the Council, the General Management Committee and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

14. Standing Orders and Rules for the use of Association property

14.1 The General Management Committee shall have the power to issue Standing Orders and/or Rules for the use of all Association property. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review and shall not be inconsistent with the provisions of this Constitution.

15. Finance.

15.1 All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.

15.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.

15.3 The accounts shall be audited at least once a year by a qualified auditor or auditors who shall be appointed at the Annual General Meeting.

15.4 An audited statement of accounts for the last financial year shall be submitted by the General Management Committee to the Annual General Meeting.

- 15.5 The statement of accounts, duly audited, shall be transmitted to the Charity Commissions in accordance with the Charities Act 1992, or any statutory re-enactment or modification of that Act.
- 15.6 The Association shall be empowered to insure the Trustees against personal liability arising from acts properly undertaken by the administration of the Association or acts undertaken in breach of trust but under an honest mistake.
- 15.7. All cheques shall be signed by two authorised signatories who must be members of the General Management Committee. They shall be fully accountable to the General Management Committee for all cheques issued on behalf of the Association.

16 Trustees

- 16.1 The General Management Committee are the Trustees of the Association. under the Charities Act.
- 16.2 Any Honorary Officer or member of the General Management Committee who cannot comply with Clause 9.6.1 and/or Clause 9.6.2 shall be automatically disqualified from being a member of the said Committee.
- 16.3. The General Management Committee may insure its members against the costs of a successful defence to a criminal prosecution brought about against them as charity trustees or against personal liability incurred in respect of any act or omission which it is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust of duty).

17 Dissolution

- 17.1 If the General 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 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 the residents of the village and parish of Newchurch aged eighteen year or over of which meeting not less than twenty-one days 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 Secretary of State for Education and Science. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Council 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 as the Council may decide and as approved by the Charity Commissioners for England and Wales.

18. Alteration to the Constitution.

- 18.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General meeting. The notice of the General meeting must include notice of the resolution setting out the terms of the alteration proposed.
- 18.2 No amendments may be made to Clause 1.1 (the name of the Charity); Clause 2 (the objects clause); Clause 9.7 (Management Committee members not to be personally interested), Clause 17 (Dissolution of the Charity) or Clause 18 without the prior consent of the Charity Commission
- 18.3 No amendments may be made which would have the effect of making the Charity cease to be a Charity at law.
- 18.4 The Management Committee should promptly send to the Commission a copy of any amendments made under this clause.

J Colenutt 18th March 2003