

Thornbury & District Community Association

Constitution

Adopted 20th May 2013

CONSTITUTION OF THE THORNBURY & DISTRICT COMMUNITY ASSOCIATION

1. NAME

The name of the charity is the Thornbury and District Community Association (hereinafter called "the Association").

2. OBJECTS

The objects of the Association are to:

- (a) promote the benefit of the inhabitants of Thornbury and the neighbourhood together defined by the parishes of: Thornbury, Oldbury, Hill, Rockhampton, Falfield, Tortworth, Cromhall, Charfield, Tytherington, Alveston, Olveston and Aust (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, race or of political, religious or other 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 recreation 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.

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 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 leisuretime 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 United Kingdom 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, SUBJECT TO the provisions of Clause 18 hereof;
- (f) make regulations for the proper supervision, control and management of any property which may be so acquired;
- (g) sell, let, 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 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 property 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 dependants;
- (n) remunerate any member of the Council for services rendered to the Association PROVIDED THAT:
 - i) such member shall not be present at or take part in any formal discussions or any decision relating to such remuneration;
 - ii) any decision to remunerate such member shall be taken unanimously by the 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 rendered by such 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 member's ability, qualifications, or experience and/or to the level of 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 Council.
- (o) insure and arrange insurance cover and to indemnify its 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.
- (p) provide indemnity insurance for the members of the Council (or any of them) out of the funds of the Association PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the members of the Council (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Council (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 within the area of benefit, who shall be known as Full members;
 - (b) who live outside the area of benefit, who shall be known as Associate members, and who may attend as observers but who shall not have the right to vote at General

Meetings of the Association, PROVIDED THAT they shall have power to elect 2 of their number to represent them and vote on their behalf at General Meetings and at meetings of the Council.

- (ii) individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be known as Junior members and who may be admitted to membership subject to such conditions as the Council 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 Council. Any Junior members may also attend General Meetings as observers but shall not have the right to vote.
 - (iii) associations and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within the area of benefit, are voluntary or non-profit-distributing and which wish to support the objects of the Association, which shall be known as Affiliated Groups;
 - (iv) the Statutory Authorities in whose administrative area the area of benefit lies.
- (b) Each member organisation as set out in Clause 4 (a) (iii) and (iv) above and each Section established in accordance with Clause 6 below shall have the right to appoint one individual person being a member thereof to represent it and vote on its behalf at meetings of the Council and at General Meetings of the Association; and may appoint an alternate being a member thereof to replace its appointed representative as an observer at such meetings if the appointed representative is unable to attend. In the event of such individual person resigning or leaving a member organisation or Section he or she shall forthwith cease to be a representative thereof. The member organisation concerned shall have the right to appoint a new representative, informing the Chairman in writing.

- (c) Individual members admitted under Clause 4 (a) (i) (a) or elected as voting representatives under Clause 4 (a) (i) (b), and representatives appointed under Clause 4 (b) above shall hereafter be referred to as 'members with power to vote'.

5. SUBSCRIPTIONS

All individual members and Affiliated Groups shall pay such subscriptions as the Council may from time to time determine.

6. SECTIONS

Sections shall be such groups of individual members as may, with the permission of the Council, be formed within the Association for the furtherance of common activities. The Council shall determine the terms of reference and functions of each such Section and the duration of its activities.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Association may resign his/her membership and any representative of a member organisation or Section may resign such position, by giving to the Chairman of the Association written notice to that effect.
- (b) The Council may, by resolution passed at a meeting thereof, terminate or suspend the 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 or representative of the member organisation (as the case may be) shall

have the right to be heard by the Council before the final decision is made.

8. GENERAL MEETINGS OF THE ASSOCIATION

(a) Annual General Meetings:

Once in each calendar year, an Annual General Meeting of the Association shall be held at such time and place as the Council shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. At least 21 clear days' notice shall be posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

The business of each Annual General Meeting shall be:

- (i) to receive the Annual Report of the Council, 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 receive the accounts of the Association for the preceding financial year;
- (iii) to elect the Honorary Officers of the Association in accordance with Clause 9 hereof;
- (iv) to note the names of the persons appointed/elected to serve as members of the Council under clause 10 (a) (ii) – (iv) hereof;
- (v) to elect representatives of Full members to serve on the Council, in accordance with Clause 10 (a) (v) hereof;
- (vi) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Association in accordance with the Charities

Act 1993 (or any statutory modification or re-enactment of that Act);

- (vii) to consider and vote on any proposals to alter this constitution in accordance with Clause 23 hereof;
- (viii) to consider any other business of which due notice has been given.

(b) Special General Meetings:

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

9. HONORARY OFFICERS

- (a) Only members of the Association aged eighteen years and over shall be eligible to serve as Honorary Officers.
- (b) The members with power to vote present at the Annual General Meeting shall elect the Treasurer of the Association and such other Honorary Officers as the Association may from time to time decide who shall serve in their respective capacities as Honorary Officers of the Council and of any Executive Committee which may be established in accordance with Clause 11 hereof. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 12 hereof.
- (c) At its first meeting after the Annual General Meeting the Council shall elect from among its members a Chair and Vice-Chair who shall serve

in their respective capacities as Honorary Officers of any Executive Committee which may be established in accordance with Clause 11 hereof. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 12 hereof.

- (d) An Honorary Officer shall cease to hold office if he/she notifies the Council in writing of his/her resignation.
- (e) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Association or of the Council, the Council shall have the power to fill it from among its members.
- (f) Subject to sub-clause (d) of this clause, 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.

10. THE COUNCIL

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Association shall be directed by a Council which shall meet not less than 3 times a year. As the charity trustees, the Council shall have 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.

- (a) The Council shall consist of:
 - (i) the Honorary Officers elected under Clause 9 hereof;
 - (ii) one representative appointed by each Affiliated Group and Statutory Authority in accordance with Clause 4 (b) hereof;
 - (iii) one representative appointed in accordance with clause 4 (b) hereof by each Section established in accordance with Clause 6 hereof;

- (iv) 2 representatives of Associate members elected in accordance with Clause 4 (a) (i) (b) hereof;
 - (v) a number of representatives of Full members to be elected by the Full members present at the Annual General Meeting – this number being the greater of 10 and the number of Council members appointed in accordance with subclause (a) (ii) and (iii) of this clause;
 - (vi) persons co-opted individually by the Council who shall serve on the Council until the conclusion of the next Annual General Meeting; PROVIDED THAT the number of coopted members shall not exceed one quarter of the total number of members elected and appointed to the Council in accordance with the provisions of this subclause and enumerated above.
- (b) All members of the Council shall retire from office together at the conclusion of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
 - (c) If casual vacancies occur among the elected members of the Council it shall have power to fill these from among the members of the Association.
 - (d) The proceedings of the Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
 - (e) A member of the Council shall cease to hold office if he or she –
 - (i) is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory modification 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 Council from all its meetings held within a period of six months and the Council resolves that he/she shall cease to hold office, or
- (iv) notifies the Council in writing of his or her resignation (PROVIDED THAT at least three members of the Council will remain in office when the notice of resignation is to take effect).

The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 18 (a) below, and of paragraphs (iii) and (iv) of this sub-clause mutatis mutandis to any member of any Executive Committee which may be established in accordance with Clause 11 below.

- (f) Each member of the Council shall upon election or appointment to the committee receive a copy of the Association's constitution. No person shall be entitled to act as a member of the Council, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the Council a declaration of acceptance and willingness to act as a managing charity trustee of the Association.
- (g) No persons under the age of eighteen shall be members of the Council or of any Executive Committee which may be established in accordance with Clause 11 hereof but such persons may be invited to attend meetings of such committees as observers without the right to vote.

11. EXECUTIVE COMMITTEE

- (a) The Council may establish until the next following Annual General Meeting an Executive Committee to which it may delegate the conduct, in accordance with the general policy of the Council, of such of the day-to-day affairs of the Association as the Council shall decide. The Executive Committee shall meet not less than 10 times a year and shall consist of:
 - (i) the Honorary Officers elected under Clauses 8 (a) (iii) and 9 hereof;
 - (ii) up to 12 members elected by and from the members of the Council;
 - (iii) up to 2 further persons who may be co-opted by resolution of the Executive Committee PROVIDED THAT the number of co-opted members shall not exceed one third of the membership of the Executive Committee;
- (b) The Council may make such regulations and impose such terms and conditions and give such mandates to the Executive Committee as it may from time to time think fit;
- (c) Every delegation under this clause shall be revocable by the Council at any time;
- (d) The deliberations of the Executive Committee shall be reported regularly to the Council and any resolution passed or decision taken by the Executive Committee shall be reported promptly to the Council;
- (e) A member of the Executive Committee shall cease to hold office in accordance with the provisions of Clause 10 (e) above.

12. SUB-COMMITTEES

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

- (a) the Council 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 Council and/or to any Executive Committee it may have established in accordance with Clause 11 hereof.

13. COUNCIL AND EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

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

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

14. PAID EMPLOYEES

- (a) The Council shall have the sole right in exercise of the power conferred by clause 3 (m) hereof of dismissing, and determining the terms and conditions of service of all employees of the Association; appointment to vacant posts may be delegated to the Officers of the Association.

- (b) An employee of the Association shall not be eligible to be a member of the Council, the Executive Committee, any section committee or any sub-committee of the Association, but may be invited to attend such committees as a nonvoting adviser.

15. 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 notwithstanding that he or she may have been appointed to represent two or more interests, but in 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 with power to vote shall form a quorum at meetings of the Council and all other committees and sub-committees of the Association.
- (ii) General Meetings: twelve members with power to vote or one third of the members with power to vote, whichever is the less, shall form a quorum at General Meetings of the Association.

In the event that no quorum is present at an Annual General Meeting of the Association, or the meeting has to be abandoned the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

(c) Minutes

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

16. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The Council shall have power to adopt and issue Standing Orders for the conduct of 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.

17. FINANCE

- (a) 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, 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 employees and volunteers.
- (b) An account shall be opened in the name of the Association with the Clifton Down branch of the Barclays bank, or with such other financial institution as the Council may from time to time decide. The Council shall authorise in writing the Treasurer of the Association, and three members of the Council 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 Jan 1st to Dec 31st.

18. TRUST PROPERTY

(a) Land and Buildings

Subject to the provisions of sub-clause (b) of this clause, the Council shall cause the title to all land (which is not 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 Council) appointed by the Council as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Council. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of members of the Council. Holding trustees may be removed by the Council at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (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 Council may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Council and may pay such nominee reasonable and proper remuneration for acting as such.

19. ACCOUNTS

The Council 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 for the Association;
- (c) the auditing or independent examination of the statements of account of the Association;
- (d) the transmission of the statements of account to the Charity Commission for England and Wales.

20. ANNUAL REPORT AND ANNUAL RETURN

The Council 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 an annual return and their transmission to the Charity Commissioners for England and Wales.

21. INDEMNITY

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

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

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

22. DISSOLUTION

If the Council 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 days' 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 Charity Commissioners for England and Wales and the National Director of the National Federation of Community Organisations (Community Matters). 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 such charitable purposes for the benefit of the inhabitants of the area of benefit as the Council shall decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

23. ALTERATIONS TO THE CONSTITUTION

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

- (a) a simple majority of members of the Council present and voting at a Council 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 a newspaper circulating 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 22 (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, pursuant to Clause 18 of the Constitution adopted on 16th April 1963 , at a General Meeting of the Association held on 13th May 1996, having been approved at a Council meeting held on 15th April 1996.

Signed:

R S Dale
Chair of the meeting

K S Sullivan
Treasurer of the Association