



## Objects

The objects of the Association are to:

1. promote the benefit of the inhabitants of TONGHAM (hereinafter called "the area of benefit") without distinction of religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and o education and to provide facilities in the interests of social welfare for recreation and leisure-time occupation w the said inhabitants;
2. establish, or secure the establishment of, a Community Centre (hereinafter called "the Centre") and to maintain operation with any local authority or other person or body) in furtherance of these objects.
3. 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.

## Powers

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

1. bring together in conference representatives of voluntary organisations, Government departments, statutory auth
2. arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, semin and other leisure?time activities;
3. collect and disseminate information on all matters relating to its objects, and to exchange such information with United Kingdom or elsewhere;
4. write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, includ objects, and to issue or circulate the same whether for payment or otherwise;
5. purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and priv objects, and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 18 hereof;
6. make regulations for the proper supervision, control and management of any property which may be so acquired
7. sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be
8. raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED way engage in any permanent trading activities in raising funds for its charitable objects;
9. support any charitable trusts, associations or institutions formed for all or any of the objects;
10. receive money on deposit or loan or overdraft, in such manner as the Association may think fit, SUBJECT TO s required by law;
11. invest money not immediately required for its objects in or upon such investments, securities or property as the NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;
12. borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the property borrowed.
13. subject to clause 14 hereof, employ such persons as are necessary for the proper pursuit of the objects and make payment of pensions and superannuation for staff and their dependants;
14. remunerate any member of the General Committee for services rendered to the Association PROVIDED THAT
  1. such member shall not be present at or take part in any discussions or decision relating to such remunerat
  2. any decision to remunerate such member shall be taken unanimously by the other members present and v
  3. the other members are satisfied that the level of remuneration is reasonable and proper having regard to th Association;
  4. the other members are satisfied that the services rendered to the Association are of special value to the As qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide th
  5. the number of such members for the time being in receipt of remuneration shall not exceed a minority of
15. insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all s of their duties as may be thought fit.
16. provide indemnity insurance for the members of the General Committee (or any of them) out of the funds of the shall not extend to any claim arising from any act or omission which the members of the General Committee (or of trust or which was committed by members of the General Committee (or any of them) in reckless disregard o or not.
17. affiliate to the National Federation of Community Organisations (Community Matters) and to other organisation other lawful things as shall further the charitable objects of the Association.

## Membership

1. Membership shall be open, irrespective of sex, sexual orientation, race, nationality, or political, religious or other:
  1. individuals aged eighteen years and over:
    1. who live within the area of benefit, who shall be known as Full members;
    2. who live outside the area of benefit, who shall be known as Associate members, and who may attend and vote at General Meetings of the Association, PROVIDED THAT they shall have power to elect ON their behalf at General Meetings and at meetings of the General Committee.
  2. individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be eligible for membership subject to such conditions as the General Committee may decide. They shall have the power without the right to vote, at meetings of the General Committee. Any Junior members may also attend and have the right to vote.
  3. associations and organisations, whether corporate or unincorporated, (and including branches of national or in part within the area of benefit, are voluntary or non-profit distributing and which wish to support themselves as Affiliated Groups;
  4. the Statutory Authorities in whose administrative area the area of benefit lies.
2. Each member organisation as set out in Clause 4 (a) (iii) and (iv) above and each Section established in accordance with Clause 4 (a) (iii) and (iv) above shall appoint a person being a member thereof to represent it and vote on its behalf at meetings of the General Committee and shall also appoint an alternate being a member thereof to replace its appointed representative as an observer at such meetings. In the event of such individual person resigning or leaving a member organisation or Section he or she shall be replaced by another member of the member organisation concerned. The member organisation concerned shall have the right to appoint a new representative, informing the Secretary.
3. Individual members admitted under Clause 4 (a) (i) (a) or elected as voting representatives under Clause 4 (a) (i) (b) above shall hereafter be referred to as 'members with power to vote'.





## RESIGNATION AND TERMINATION OF MEMBERSHIP

1. Any member of the Association may resign his/her membership and any representative of a member organisation the Secretary of the Association written notice to that effect.
2. The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of prejudicial to the interests and objects of the Association, PROVIDED THAT the individual member or representative shall have the right to be heard by the General Committee before the final decision is made. There shall be a appointed by mutual agreement.

## GENERAL MEETINGS OF THE ASSOCIATION

1. Annual General Meetings: Once in each calendar year, an Annual General Meeting of the Association shall be held, to be determined by the Association, being not more than fifteen months after the adoption of this constitution and thereafter the holder shall give at least 21 clear days' notice shall be posted in a conspicuous place or places in the area of benefit and/or advertise. The business of each Annual General Meeting shall be:
  1. to receive the Annual Report of the General Committee, which shall incorporate the accounts of the Association and its activities during the preceding year;
  2. to receive the accounts of the Association for the preceding financial year;
  3. to elect the Honorary Officers of the Association in accordance with Clause 9 hereof;
  4. to note the names of the persons appointed/elected to serve as members of the General Committee under
  5. to elect representatives of Full members to serve on the General Committee, in accordance with Clause 1
  6. to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts with the Charities Act 1993 (or any statutory modification or re-enactment of that Act);
  7. to consider and vote on any proposals to alter this constitution in accordance with Clause 23 hereof;
  8. to consider any other business of which due notice has to be given;
2. Special General Meetings:

The Chair of the General Committee may at any time at his/her discretion and the Secretary shall within 21 days, if less than 10% of the members with power to vote and giving reasons for the request, call a Special General Meeting specified on the notice of meeting and for no other purpose. At least 14 clear days' notice shall be posted in a conspicuous place and/or advertised in a newspaper circulating in the area of benefit.



## HONORARY OFFICERS

1. Only members of the Association aged eighteen years and over shall be eligible to serve as Honorary Officers.
2. The members with power to vote present at the Annual General Meeting shall elect the Treasurer and Secretary as the Association may from time to time decide who shall serve in their respective capacities as Honorary Officers. A Committee which may be established in accordance with Clause 11 hereof. Such Honorary Officers may be appointed in accordance with Clause 12 hereof.
3. At its first meeting after the Annual General Meeting the General Committee shall elect from among its members in their respective capacities as Honorary Officers of any Executive Committee which may be established in accordance with Clause 11 hereof. Members of any sub-committee established in accordance with Clause 12 hereof may be appointed as members of any sub-committee established in accordance with Clause 12 hereof.
4. An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Association in writing of his/her resignation.
5. If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Association or any sub-committee, the General Committee shall have the power to fill it from among its members.
6. Subject to sub-clause (d) of this clause, all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

## THE GENERAL COMMITTEE

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Association shall meet not less than FOUR times a year. As the charity trustees, the General Committee shall have power to enter into contracts on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3 hereof.

1. The General Committee shall consist of:
  1. the Honorary Officers elected under Clause 9 hereof;
  2. one representative appointed by each Affiliated Group and Statutory Authority in accordance with Clause 4 (b) hereof;
  3. one representative appointed in accordance with clause 4 (b) hereof by each Section established in accordance with clause 4 (a) hereof;
  4. ONE representatives of Associate members elected in accordance with Clause 4 (a) (i) (b) hereof;
  5. up to FOUR representatives of Full members or such larger number as shall be equal to the number of Full members with sub-clause (a) (ii) and (iii) of this clause to be elected by the Full members present at the Annual General Meeting;
  6. persons co-opted individually by the General Committee who shall serve on the General Committee until the end of their term of office PROVIDED THAT the number of co-opted members shall not exceed one quarter of the total number of members of the General Committee in accordance with the provisions of this sub-clause and enumerated above.
2. All members of the General Committee shall retire from office at the conclusion of the second Annual General Meeting but they may be re-elected or re-appointed. To ensure continuity, half of the members of the General Committee shall retire at each Annual General Meeting following the creation of the association. Thereafter, at each Annual General Meeting, any members whose term of appointment for two years shall retire but they may be re-elected or re-appointed.
3. If casual vacancies occur among the elected members of the General Committee it shall have power to fill these vacancies.
4. The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election of any member.
5. A member of the General Committee shall cease to hold office if he or she -
  1. is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory provision in force at the time of his or her election or appointment);
  2. becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
  3. is absent without the permission of the General Committee from all its meetings held within a period of six months; or
  4. notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three months' notice when the notice of resignation is to take effect). The provisions of paragraphs (i) and (ii) of this sub-clause shall not apply to a member appointed in accordance with Clause 18 (a) below, and of paragraphs (iii) and (iv) of this sub-clause shall not apply to a member of the Executive Committee which may be established in accordance with Clause 11 below.
6. Each member of the General Committee shall upon election or appointment to the committee receive a copy of the Association's Memorandum and Articles of Association and shall be entitled to act as a member of the General Committee, following election or re-election or appointment or re-appointment to the General Committee a declaration of acceptance and willingness to act as a managing charity trustee of the Association.
7. No persons under the age of eighteen shall be members of the General Committee or of any Executive Committee established in accordance with Clause II hereof but such persons may be invited to attend meetings of such committees as observers without the right to vote.

## EXECUTIVE COMMITTEE

1. The General Committee may establish until the next following Annual General Meeting an Executive Committee in accordance with the general policy of the General Committee, of such of the day-to-day affairs of the Association. The Executive Committee shall meet not less than TWELVE times a year and shall consist of:
  1. the Honorary Officers elected under Clauses 8 (a) (iii) and 9 hereof;
  2. up to TWO members elected by and from the members of the General Committee;
  3. up to TWO further persons who may be co-opted by resolution of the Executive Committee PROVIDED that they do not exceed one third of the membership of the Executive Committee;
2. The General Committee may make such regulations and impose such terms and conditions and give such mandates as it may think fit;
3. Every delegation under this clause shall be revocable by the General Committee at any time;
4. The deliberations of the Executive Committee shall be reported regularly to the General Committee and any resolutions of the Executive Committee shall be reported promptly to the General Committee;
5. A member of the Executive Committee shall cease to hold office in accordance with the provisions of Clause 10.

## SUB-COMMITTEES

The General Committee may appoint one or more sub-committees for supervising or performing any activity or service

In each such case:-

1. the General Committee shall define the terms of reference of the sub-committee and may also determine its composition
2. all acts and proceedings of the sub-committee shall be reported as soon as possible to the General Committee as established in accordance with Clause 11 hereof.

## GENERAL AND EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

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

1. no member of the General Committee (otherwise than as a trustee for the Association) or of the Executive Committee belonging to the Association;
2. no member of the General Committee (otherwise than as a member of the General Committee) shall be interested in the Association or its Committee;
3. no member of the General Committee and no member of the Executive Committee shall receive remuneration.

## PAID EMPLOYEES

1. The General Committee shall have the sole right in exercise of the power conferred by clause 3 (m) hereof of a conditions of service of all employees of the Association.
2. An employee of the Association shall not be eligible to be a member of the General Committee, the Executive C committee of the Association, but may be invited to attend such committees as a non-voting adviser.

## RULES OF PROCEDURE AT ALL MEETINGS

1. Voting Subject to the provisions of Clause 23, any question arising at a meeting of the Association or one of its those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have but in case of an equality of votes the Chair shall have a second or casting vote.
2. Quorum
  1. Committee Meetings: one third of the members with power to vote shall form a quorum at meetings of the sub-committees of the Association.
  2. General Meetings: twenty five members with power to vote or one third of the members with power to vote at General Meetings of the Association. In the event that no quorum is present at an Annual General Meeting abandoned the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote to form a quorum.
3. Minutes:

Minute books shall be kept by the Association and all its committees and the respective secretary shall enter the

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

The General Committee shall have power to adopt and issue Standing Orders for the conduct of Association business ; Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the A consistent with the provisions of this constitution.



## FINANCE

1. All money raised by or on behalf of the Association shall be applied to further the objects of the Association and herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee out-of-pocket expenses incurred on behalf of the Association by employees and volunteers.
2. An account shall be opened in the name of the Association with a bank or such other financial institution as the General Committee shall authorise in writing the Treasurer, the Secretary of the Association and two members on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.
3. The Association's financial year shall be from 1st April to 31st March .

## TRUST PROPERTY

### 1. Land and Buildings

Subject to the provisions of sub-clause (b) of this clause, the General Committee shall cause the title to all land (Charities) and all investments held by or in trust for the Association to be vested either in a corporation entitled to act in accordance with the lawful directions of the General Committee. PROVIDED THAT they act only in accordance with the lawful directions of the General Committee. Holding trustees may resign at their pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (e) above.

### 2. Investments

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

## ACCOUNTS

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification

1. the keeping of accounting records for the Association;
2. the preparation of annual statements of the accounts for the Association;
3. the auditing or independent examination of the statements of account of the Association;
4. the transmission of the statements of account to the Charity Commission for England and Wales.

## ANNUAL REPORT AND ANNUAL RETURN

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England

## INDEMNITY

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

1. for any loss to the property of the Association by reason of any improper investment made in good faith (so long as the member acted in good faith before making such investment); or
2. for the negligence or fraud of any agent employed by him/her or by any other member of the General Committee (so long as the member shall have been exercised);

and no member of the General Committee or the Executive Committee shall be liable by reason of any mistake or omission of the General Committee or the Executive Committee other than wilful and individual fraud, wrongdoing or wrongful omission. No member shall be made liable.

## DISSOLUTION

If the General Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary 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 or over shall give 21 days' clear notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales and the Secretary of State for Community Organisations (Community Matters). If such decision shall be confirmed by a simple majority of those present at the meeting the Committee shall have power to dispose of any assets held by or in the name of the Association. Any assets remaining after the discharge of liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the Committee may determine with the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

## 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 in advance to be considered. Any alteration will require the approval of both:

1. a simple majority of members of the General Committee present and voting at a General Committee meeting;
2. 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 or other public medium in 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 21 (Charitable Purposes and Interests), Clause 22 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commission or the relevant court of law in the jurisdiction shall have been obtained.

ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the General names appear below.

This Constitution was adopted as the Constitution of the Tongham Community Association at a public meeting at the ( Tuesday 22nd February, 2000 at which the following people were elected as members of an Interim Committee to serve Meeting.

- John Chipman - Honorary Secretary
- Cllr Jeremy Meckiffe - Honorary Treasurer
- Cllr Clive Handy - Parish Council representative
- Martin May - Tennis Club representative
- Ian Phillips - Youth Club representative
- Cllr Robin Hughes
- Cllr Denis Barber-Kebby
- Tony Fitzpatrick-Brown
- Tim Knight

Signed:

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Robin Hughes  
Chair of the Meeting

John Chipman  
Secretary of the Meeting