



## **The Widcombe Association**

### **Constitution**

**Revised [       ] April 2012**

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## **1 Name**

1.1 The name of the association is the Widcombe Association (**Association**).

## **2 Objects and Powers**

2.1 The Association is established to:-

2.1.1 protect the area within the local government ward of Widcombe lying to the east of the Wells Road (**Widcombe**);

2.1.2 act as a focus for opinion on local matters;

2.1.3 represent the views of the local community to relevant bodies and organisations;

2.1.4 promote all aspects of the Widcombe area;

2.1.5 foster and develop a sense of community spirit in the Widcombe area; and

2.1.6 undertake such activities directly or indirectly related to the above as the Committee established under clause 5 (**Committee**) shall from time to time see fit.

2.2 In furtherance of such objects but not otherwise the Association may:

2.2.1 employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;

2.2.2 facilitate discussions with representatives of voluntary organisations, Government departments, statutory authorities and individuals;

2.2.3 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof for the benefit of the public;

2.2.4 arrange and provide for, or join in arranging and providing for, the holding of social events, exhibitions, meetings, lectures, classes, seminars, training courses and other events as the Committee may from time to time deem consistent with the objects of the Association;

2.2.5 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects;

- 2.2.6 undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association;
- 2.2.7 raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise;
- 2.2.8 make donations gifts or loans to other events, associations, organisations and bodies whether or not charitable which the Committee may from time to time deem consistent with the objects of the Association;
- 2.2.9 carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the objects;
- 2.2.10 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes electronic or digital media and other means from time to time devised (whether audio or visual or both) as shall further the above objects;
- 2.2.11 purchase, take on, lease, exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;
- 2.2.12 make regulations for any property which may be so acquired;
- 2.2.13 subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Association;
- 2.2.14 accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;
- 2.2.15 subject to such consents as may be required by law, borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be necessary;
- 2.2.16 invest the money of the Association not immediately required for the said objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law; or
- 2.2.17 do all such other lawful things as are necessary for the attainment of such objects.

- 2.3 The Committee shall use reasonable endeavours to ensure that the affairs of the Association are conducted in a way that is free from religious or political affiliation.

### **3 Membership**

- 3.1 Full membership of the Association shall be open to the following (**members**) who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Committee:
- 3.1.1 individuals of full voting age who live in Widcombe (**Resident Members**);
  - 3.1.2 individuals of full voting age who live outside Widcombe who the Committee at its discretion agrees should be admitted to membership (**Affiliated Individuals**).
  - 3.1.3 businesses and professional practices in each case whether corporate or unincorporated, with a place of business in Widcombe (**Business Members**); or
  - 3.1.4 such other local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which the Committee at its discretion agrees should be admitted to membership (**Affiliated Organisations**);
- 3.2 Each Business Member or Affiliated Organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Association. In the event of such individual person resigning or otherwise leaving the Business Member or Affiliated Organisation concerned he or she shall immediately cease to be a representative of such organisation but may be replaced.
- 3.3 Each Business Member or Affiliated Organisation may appoint a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Association.
- 3.4 Junior membership shall be open to individuals who have not reached full voting age and who are interested in furthering the work of the Association. Junior members shall not be entitled to vote.
- 3.5 The Committee shall be entitled to:
- 3.5.1 create other categories of members from time to time on such terms including as to voting and as to membership fees as the Committee shall from time to time determine including life members and honorary members; and
  - 3.5.2 appoint such persons as the Committee shall think fit to such categories of membership.

3.6 The Committee shall have the right:

3.6.1 to approve or reject applications for membership; and

3.6.2 for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing a Business Member or an Affiliated Organisation (as the case may be) shall have the right to be heard by the Committee before a final decision is made.

## **4 Honorary Officers**

4.1 At the Annual General Meeting mentioned below the Association shall elect a Chair, a Vice-Chair, a Treasurer, a Secretary and such other honorary officers as the Association shall from time to time decide.

4.2 The Chair and the honorary officers of the Association shall hold office for a period expiring at the Annual General Meeting next following the third anniversary after their election but:-

4.2.1 shall be eligible for re-election for one further period of three years; and

4.2.2 shall be eligible immediately for election for other office holding positions in the Association.

4.3 With the unanimous agreement of the Committee and the approval of the majority of members attending a general meeting the provisions of clause 4.2 may be suspended or varied in order to provide for succession planning and continuity of the work of the Committee.

4.4 The Chair and the honorary officers shall be members of the Association.

4.5 The Association shall at its Annual General Meeting appoint one or more qualified auditors or suitably experienced examiners to audit or examine the books and records of the Association and may determine their remuneration (if any).

## **5 Committee**

5.1 Subject as mentioned below the policy and general management of the affairs of the Association shall be directed by a Committee which shall meet on such occasions as shall be necessary to carry on the business of the Association properly and efficiently and shall consist of not less than 5 nor more than 9 members in addition to the office holders referred to above.

5.2 The members of the Committee shall be elected at a General Meeting of the Association in accordance with clause 5.5.

- 5.3 Election to the Committee shall be for a period expiring at the General Meeting next following the third anniversary after their election but Members of the Committee shall be eligible for re-election on expiry of such term.
- 5.4 Only full members of the Association whether individual or representative shall be eligible to serve as honorary officers or members of the Committee.
- 5.5 Nominations for honorary officers or members of the Committee must be made by full members of the Association in writing and must be in the hands of the Secretary at least 5 days before a General Meeting. Should nominations exceed vacancies, election shall be by show of hands or if required by a simple majority of members present by secret ballot.
- 5.6 In addition to the members so elected the Committee may co-opt further members who shall be full members of the Association whether individual or representative or a combination of both and who shall serve until the conclusion of the next General Meeting after individual co-option provided that the number of co-opted members shall not exceed one-third of the total membership of the Committee.
- 5.7 Any casual vacancy in the Committee or post of honorary officer may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next General Meeting of the Association and shall be eligible for election at that meeting.
- 5.8 The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any member.
- 5.9 The conduct and proceedings of the Committee shall be regulated by the Chairman.
- 5.10 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) as may in its opinion be necessary.
- 5.11 The Committee may appoint such special or standing sub committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing sub committees shall be reported back to the Committee as soon as possible.

## **6 Determination of Membership of the Committee**

A member of the Committee shall cease to hold office if he or she:

- 6.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- 6.2 resigns his or her office by notice in writing;
- 6.3 in the opinion of the majority of the Committee present and voting at a meeting where such matter is considered is subject to a conflict of interest in relation to the objects activities or interests of the Association; or
- 6.4 is subject to a resolution for removal passed by three-quarters of the other members of the Committee present and voting at a meeting where such matter is considered on the basis that:-
  - 6.4.1 the Committee member concerned has been absent from 4 consecutive meetings of the Committee; or
  - 6.4.2 that there is a good and sufficient reason to pass a resolution that the Committee member concerned shall be removed from office.

## **7 Meetings of the Association**

- 7.1 At least twice a year general meetings of the Association shall be held at such time and place as the Committee shall determine (**General Meetings**). At least 10 clear days' notice shall be given in writing by the Secretary to each member. One such General Meeting shall be designated by the Committee as an Annual General Meeting (**Annual General Meeting**) and shall be held not more than 15 months after the holding of the preceding Annual General Meeting. At such Annual General Meeting the business shall include:-
  - 7.1.1 the election of honorary officers;
  - 7.1.2 the election of full members to serve on the Committee;
  - 7.1.3 the consideration of an annual report of the work done by or under the auspices of the Committee and of the accounts; and
  - 7.1.4 the transaction of such other matters as may from time to time be necessary.
- 7.2 Any two or more full members of the Association wishing to raise an item of business (**Member's Business**) for discussion at a General Meeting of the Association shall (in addition to their right to requisition a special General Meeting of the Association in accordance with article 7.3.2 below) be entitled to have such Member's Business added to the agenda of the next General Meeting **provided that** not less than 14 clear days written notice of such Member's Business is given to the Secretary.
- 7.3 A special General Meeting of the Association:-
  - 7.3.1 may be convened by the Chair of the Committee;



7.3.2 shall be convened by the Secretary within 21 days of receiving a written request so to do signed by not less than 25 full members whether individual or representative and giving reasons for the request.

## **8 Rules of Procedure at all Meetings**

### **8.1 Quorum**

The quorum at a General Meeting of the Association shall be at least 25 members of the Association for the time being and the quorum of the Committee shall be at least 5 members of the Committee or such other number as the Association may in General Meeting from time to time determine.

### **8.2 Voting**

Save as otherwise provided, all questions arising at any General Meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Committee provided that no such arrangements shall be made with regard to clauses 12 (**Alterations to the Constitution**) or 13 (**Dissolution**). No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent 2 or more interests, but in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

### **8.3 Minutes**

Minute books shall be kept by the Committee and all other sub- committees and the appropriate Secretary shall enter in the minute book a record of all proceedings and resolutions.

## 8.4 **Agenda and Business**

The Chairman shall have the discretion not to allow any item of business to be considered at a General Meeting that has not been included in the agenda of that meeting.

## 8.5 **Standing orders and rules**

The Committee shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of this Constitution.

## 9 **Payments**

9.1 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 provided that nothing herein contained shall prevent: the repayment to members of the Committee or of any sub-committee appointed under clause 5.11 hereof of reasonable out-of-pocket expenses.

9.2 The Committee shall be entitled to effect policies of insurance or indemnity and to pay any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which they (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

## 10 **Finance**

10.1 A statement of the accounts for the last financial year examined in accordance with clause 4.5 shall be submitted by the Committee to the Annual General Meeting.

10.2 A bank account shall be opened in the name of the Association with such bank as the Committee shall from time to time decide. All cheques must be signed by an authorised signatory.

## 11 **Further Assurance**

11.1 Subject to the provisions of clause 11.2, the Committee shall cause the title to:

11.1.1 all property and assets belonging to the Association; and

#### 11.1.2 all investments held by or on behalf of the Association

to be vested either in a corporation entitled to act as a custodian trustee or in not less than two individuals appointed by them as holding trustees.

11.2 Holding trustees may be removed by the Committee at their discretion and shall act in accordance with the lawful directions of the Committee.

11.3 Provided they only act in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of the members.

11.4 The holding trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

## **12 Alterations to the Constitution**

12.1 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.

## **13 Dissolution**

13.1 If the 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 of the Association who have the power to vote of which meeting not less than 10 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

## **14 Notices**

14.1 Any notice may be served by the Secretary on any member or on its appointed representative as the case may be either personally or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

14.2 If any member has from time to time provided the Association with an email address:-

14.2.1 any notice may be served by the Secretary on such member or on its appointed representative as the case may be by sending it by email to such member at such email address and any email so sent shall be deemed to have been received within 2 days of sending; and

14.2.2 any documents which are available for inspection on any website which is referred to in any notice served in accordance with paragraph 14.2.1 above will be deemed to have been sent to such Member.