

CONSTITUTION OF WATERHOUSES (DURHAM) COMMUNITY ASSOCIATION

1) NAME

The name of the organisation shall be Waterhouses (Durham) Community Association, referred to hereafter as “the Association”.

2) OBJECTS

The objects of the Association shall be to:

- a) promote activities in the interests of social welfare, education, recreation and leisure, to improve the conditions of life of the inhabitants of Waterhouses and the wider community (hereafter referred to as the “area of benefit”).
- b) provide facilities to enable local people to come together, build relationships and foster a community spirit.
- c) maintain and manage Waterhouses Village Hall to the furtherance of these objectives.
- d) 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 and non-racial.

3) POWERS

To further these aims the committee shall have power to:

- a) Co-operate with other voluntary organisations, statutory authorities, and individuals in a common effort to carry out the aims of the Association.
- 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) Let, sell, dispose of or turn to account all or any of its property or assets, subject to such consents as may be required by law.
- d) Raise funds and invite or receive donations, contributions grants and any other lawful method towards the aims of the Association.
- e) Invest money not immediately required for its objects as the Association thinks fit, subject to conditions imposed by law.
- f) 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.
- g) Provide indemnity insurance for each member of the management committee 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 management committee knew to be a breach of duty or breach of trust or which was committed by members of the management committee in reckless disregard of whether it was a breach of duty or not.
- h) If the Association is wound up, the members of the Association will have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.
- i) Conduct lawful activities as will further the charitable objects of the Association.

4) MEMBERSHIP

- a) Membership shall be open to individuals who live, work, volunteer or are otherwise associated with the Association.
 - i. Full Membership is open to anyone over the age of eighteen. Full members will be entitled to attend the Annual General Meeting and have a right to vote.
 - ii. Junior Membership is open to young people between the ages of 13 and 18 years. Junior members may attend the Annual General Meetings as observers.
 - iii. Affiliated Group Membership is open to associations and organisations which operate within the area of benefit, are voluntary or non-profit-distributing, and wish to support the objects of the Association. Representatives of associated groups may attend the Annual General Meetings as observers.
- b) The Management Committee shall have the power to approve or reject applications for membership or to terminate the membership of any member provided that the member shall have the right to be heard by the committee before a final decision is made.
- c) The Management Committee may, by resolution, terminate or suspend the membership of any member, if in its option, their conduct is prejudicial to the interests and objects of the Association, provided that the member shall have the right to be heard by the Management Committee before the final decision is made.
- d) A member of Management Committee shall cease to hold office if:
 - o they are disqualified from holding such office by virtue of Section 72 of the Charities Act 1993 (or any statutory modification or reenactment of that provision).
 - o Becomes incapable of managing their own affairs due to ill health or injury.
 - o resigns their membership by giving the Secretary of the Association written notice to that effect, provided that at least three members of Management Committee remain in office when the notice of resignation is to take effect.
- e) The Management Committee may, by resolution, terminate or suspend membership if their current subscription has not been paid in full.

5) SUBSCRIPTIONS

All members shall pay annual subscriptions as determined by the Management Committee.

6) MEETINGS OF THE ASSOCIATION

a) Management Committee

- i. The policy and management of the affairs of the Association shall be directed by the Management Committee.
- ii. As charity trustees, the Management Committee shall have power to enter into contracts for the purpose of the Association on behalf of all members and may exercise on behalf of the Association any or all of powers.
- iii. The committee shall consist of:
 - Honorary members.
 - Up to ten representatives of full members.
 - One non-voting representative appointed by each Affiliated Group.

- In addition, members who undertake particular activities on behalf of the Management Committee may be invited to attend on a non-voting basis.
- iv. The proceedings of the Management Committee shall not be invalidated by any failure to elect or any defect in the election, appointment or qualification of any member.
- v. If vacancies occur amongst the elected members of the Management Committee, it shall have power to fill these from amongst the members of the Association.
- vi. The committee shall meet at least four times per year.
- vii. At least three committee members must be present in order to make a decision, including at least one Honorary officer (Chair, Secretary or Treasurer).
- viii. The Management Committee may appoint one or more sub-committees to supervise or perform activities and services.
- ix. The Management Committee shall have power to adopt and issue Standing Orders for the conduct of the Association business and/or Rules for the use of the Village Hall.
- x. The Management Committee shall have the sole right to appoint, dismiss and determine the terms and conditions of service of all employees of the Association. An employee of the Association shall not be eligible to be a member of the Management Committee but may be invited to attend as a non-voting adviser.

b) Annual General Meetings

The Annual General Meeting shall be held within 12 months of the date of the adoption of this constitution and each year thereafter. Notices of the AGM shall be published at least 21 days beforehand.

The business of each AGM shall be:

- i. To receive the annual report of the Management Committee, which shall incorporate the accounts of the Association 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 Honorary Offices of the Association.
- iv. To record the names of the persons appointed to serve as members of the Management Committee.
- v. To appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the account of the Association in accordance with the Charities Act 1993 (or any statutory modification or re-enactment of that Act).
- vi. To consider and vote on any proposals to alter this constitution.
- vii. To consider any other business of which due notice has been given.

c) Extraordinary General Meeting

- i. The Chair of the Management Committee may at any time call an Extraordinary General Meeting to consider specific urgent business.
- ii. Notices of Extraordinary General Meetings shall be published two weeks beforehand.

d) Honorary Officers

- i. Only Full Members of the Association shall be eligible to serve as Honorary Officers.
- ii. Members with power to vote present at the Annual General Meeting shall elect the Treasurer and Secretary of the Association.
- iii. At its first meeting after the Annual General Meeting, members of Management Committee shall elect the Chair from amongst its members.
- iv. All Honorary Officers shall hold office until the conclusion of the next Annual General Meeting.
- v. An Honorary Office shall cease to hold office if they notify the Secretary in writing of their resignation.
- vi. If vacancies occur by death, resignation or disqualification, the Management Committee shall have the power to fill that position from amongst its members.

7) RULES OF PROCEDURE AT ALL MEETINGS

a) Voting

Any questions arising at a meeting of the Association shall be decided by a simple majority of voting members present. The Chairperson shall have the casting vote in the case of votes being equal.

b) Quoracy

- i. Management Committee Meeting: one third of the members or a minimum of three members, whichever is the greater, with power to vote is required for quoracy at the Management Committee and all sub-Committees.
- ii. Annual General Meeting: ten members with power to vote or one third of members with power to vote, whichever is the less is required for quoracy. In the event that quoracy isn't reached, the AGM will be reconvened 14 days later, and those members with power to vote present at the meeting shall be deemed to form a quoracy.
- iii. Extraordinary General Meeting: At least five members with power to vote is required for quoracy, including at least one Honorary member.

c) Minutes

The Association shall keep a proper record of all meetings.

8) STANDING ORDERS AND RULES FOR THE USE OF THE VILLAGE HALL

Management Committee shall have power to adopt and issue Standing Orders for the conduct of Association business and/or Rules for the use of the Village Hall. Such Standing Orders and Rules shall come into operation immediately, provided that they shall be subject to review by Management Committee and that they shall be consistent with the provisions of this Constitution.

9) FINANCE

- a) The funds of the group including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee.
- b) The funds belonging to the group shall be applied only to further the aims of the group.
- c) A current record of all income, funding and expenditure will be kept by the Treasurer.
- d) All cheques and online payments must be authorized by two members of the Management Committee.

e) The Association's financial year shall run from 1 April to 31 March.

10) APPLICATION OF INCOME AND PROPERTY

The income and property of the Association must be applied solely towards the promotion of the objects.

Trustees may benefit from trustee indemnity insurance cover purchased at the Association's expense of the Association. They may also be reimbursed reasonable expenses incurred when acting on behalf of the Association.

11) ACCOUNTS

The Management Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of the 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 account of the Association.
- d) The transmission of the statements of account to the Charity Commission for England and Wales.

12) 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 an annual return and their transmission to the Charity Commissioners for England and Wales.

13) 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 any 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 or the Executive Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Management Committee other than willful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

14) DISSOLUTION

If the Management Committee, by a simple majority, decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call an Extraordinary General Meeting.

Notices of the Extraordinary General Meeting shall be published at least 21 days beforehand, stating the terms of the resolution to be proposed, 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 the proposal is confirmed, by a simple majority of those present and voting at this meeting, the Management 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 Management Committee shall decide, subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

15) ALTERNATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association not less than 21 days before the date of the meeting at which it is first to be considered. Any alternations will require the approval of both:

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

At least 14 days' notice shall be given, stating the wording of the proposed alternation.

No Alternation shall be made to this constitution which would cause the Association to cease to be a charity at law. No alteration shall take effect until the approval in writing of the Charity Commissions or other authority having charitable jurisdiction shall have been obtained.

This constitution was adopted at the General Meeting held INSERT DATE, having been approved at a Management Committee held on INSERT DATE.

Signed by: Date.....
Angela Collinson, Chair

Signed by: Date.....
Tracey Gemski, Secretary