

# THE CONSTITUTION OF

## *Southwick Community Association*

### 1. NAME

The name of the charity is Southwick Community Association (hereinafter called “**the Association**”).

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### 2. OBJECTS

The objects of the Association are:

- (a) to promote the benefit of the inhabitants of Southwick and its immediate neighbourhood in the Adur district of West Sussex (hereinafter called “**the area of benefit**”) without distinction of sex, sexual orientation, race or disability, 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) to establish a Community Centre in Southwick (hereinafter called “**the Community 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;
- (c) to 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.

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### 3. POWERS

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

- (a) to bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (b) to 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) to 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) to 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) to 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 17 below;
- (f) to make regulations for the proper supervision, control and management of any property which may be so acquired;
- (g) to 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) to 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) to support any charitable trusts, associations or institutions formed for all or any of the objects;
- (j) to 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) to 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) to 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 13 below, to 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) subject to the approval of the Charity Commissioners in each specific case, to remunerate any member of the Board of Trustees (hereinafter called “**the Board**”) for services rendered to the Association, provided also that:
  - (i) such member shall not be present at or take part in any discussions or 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 or 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 Board;
- (o) to 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) to provide indemnity insurance for the members of the Board (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 Board (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Board (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not;

- (q) to affiliate to the National Federation of Community Organisations (Community Matters) and to other organisations with similar charitable objects;
- (r) to do all such other lawful things as shall further the charitable objects of the Association.

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#### 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 who live within the area of benefit, who shall be known as **Individual Members**, and who shall have power to elect one person for each complete thirty of their number as representatives to vote on the behalf of Individual Members at General Meetings;
  - (ii) individuals aged eighteen years and over who live outside the area of benefit, who shall be known as **Associate Members**;
  - (iii) individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be known as **Junior Members**;
  - (iv) individuals who, in recognition of outstanding service to the Association, have been granted honorary life membership by a resolution of the Board, and who shall be known as **Life Members**;
  - (v) 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, which are voluntary or non-profit-distributing and which wish to

support the objects of the Association - which shall be known as **Affiliated Groups**;

- (vi) the **Statutory Authorities** in whose administrative area the area of benefit lies.
- (b) Each member organisation as set out in Clause 4(a)(v) and (vi) above and each Section established in accordance with Clause 6 below may appoint one individual (being a member thereof) to vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or leaving a member organisation or Section, he or she shall forthwith cease to be the representative thereof. The member organisation concerned shall have the right to appoint a new representative, by informing the Secretary of the Association in writing.
- (c) A representative elected under Clause 4(a)(i) above or appointed under Clause 4(b) above shall hereafter be referred to as a **“Voting Member”**.

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## 5. SUBSCRIPTIONS

All individual members and member organisations shall pay such subscriptions as the Board may from time to time determine.

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## 6. SECTIONS

A Section shall be such group of members under Clause 4(a)(i)-(iv) above as may, with the permission of the Board, be formed within the Association for the furtherance of common activities. The Board shall determine the terms of reference and functions of each such Section and the duration of its activities.

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## 7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Association under Clause 4(a) above may resign their membership by giving the Secretary of the Association written notice to that effect.

- (b) Any Voting Member may resign such position by giving the Secretary of the Association written notice to that effect.
- (c) The Board may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, the conduct of the member is prejudicial to the interests and objects of the Association, provided that the member or representative of the member organisation (as the case may be) shall have the right to be heard by the Board before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

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## 8. GENERAL MEETINGS OF THE ASSOCIATION

General Meetings of the Association shall be open to any member of the Association or of a member organisation, provided that Voting Members alone shall have the power to vote.

Notice of a General Meeting 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. At least 21 clear days' notice shall be given in the case of an Annual General Meeting, and 14 clear days' notice in other cases.

### (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 Board shall determine, being not more than 15 months after the adoption of this Constitution and thereafter not more than 15 months after the holding of the preceding Annual General Meeting.

The business of each Annual General Meeting shall be:

- (i) to receive the Annual Report of the Board, which shall incorporate the Accounts of the Association referred to below, and shall 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 below;
- (iv) to elect members and representatives of member organisations to serve on the Board, in accordance with Clause 10(d)(ii) and (iii) below;
- (v) to appoint to the Board the persons nominated under Clause 10(d)(iv) and (v) below;
- (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 22 below;
- (viii) to consider any other business of which due notice has been given.

**(b) Special General Meetings**

The Chair of the Board may at any time, at his or her discretion, call a Special General Meeting of the Association.

The Secretary shall within 21 days of receiving a written request so to do, signed by not less than 15 Voting Members and giving reasons for the request, call a Special General Meeting of the Association.

A Special General Meeting shall be called to consider the business specified on the notice of meeting and for no other purpose.

**(c) Other General Meetings - the Forum of the Association**

Each year, in addition to an Annual General Meeting and any Special General Meeting, there shall be no less than two other General Meetings (which shall bear the name of “**Forum**”). The purpose of a Forum shall be for the Honorary Officers to report on the affairs of the Association and for persons attending to present questions and views to the Honorary Officers and to members of the Board. No other business shall be transacted and no votes taken.

**9. HONORARY OFFICERS**

- (a) Only those persons who are members of the Association or of a member organisation, and who are aged eighteen years and over, shall be eligible to serve as Honorary Officers.
- (b) Voting Members present at the Annual General Meeting shall elect the Chair, Treasurer and Secretary of the Association, together with a President, a Vice-President 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 Board. Such Honorary Officers may be appointed as members of any committee or sub-committee established under Clause 11 below.
- (c) An Honorary Officer shall cease to hold office if he or she notifies the Secretary of the Association in writing of his or her resignation.
- (d) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Association or of the Board, the Board shall have the power to fill it from among its members.
- (e) All Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the Association (except where office is terminated in the circumstances in Clause 9(d) above) and shall be eligible for re-election.

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**10. THE BOARD OF TRUSTEES**

- (a) The policy and general management of the affairs of the Association shall (subject to the provisions of Clause 8 above) be directed by the Board of Trustees.
- (b) The Board 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 set out in Clause 3 above.
- (c) The Board shall meet not less than six times a year.
- (d) The Board shall consist of:

- (i) the Honorary Officers elected under Clause 9 above;
  - (ii) up to four Voting Members elected at the Annual General meeting who are Individual Members of the Association;
  - (iii) up to six Voting Members elected at the Annual General meeting who are members of an Affiliated Group;
  - (iv) one person nominated by each Section established in accordance with Clause 6 above;
  - (v) one person nominated by each Statutory Authority;
  - (vi) persons co-opted individually by the Board who shall serve on the Board until the conclusion of the next Annual General Meeting; provided that the number of co-opted members shall not exceed one quarter of the total number of members serving on the Board by virtue of sub-clauses (i)-(v) above.
- (e) If casual vacancies occur among the members of the Board in one of the categories described in sub-clause (d)(i)-(iv) above, it shall have power to fill such vacancies from among the relevant area of the Association's membership.
- (f) All members of the Board 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 by that meeting (or reappointed at that meeting, if nominated again by a Section or a Statutory Authority).
- (g) The proceedings of the Board shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (h) A member of the Board 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 Board from all its meetings held within a period of six months and the Board resolves that he or she shall cease to hold office, or
- (iv) notifies the Board in writing of his or her resignation (provided that at least three members of the Board 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 17(a) below.

- (i) Each member of the Board shall upon election or appointment to the Board receive a copy of the Association's Constitution. No person shall be entitled to act as a member of the Board (whether following election, re-election, appointment or reappointment) until they have signed in the minute book of the Board a declaration of acceptance and willingness to act as a managing charity trustee of the Association.
- (j) No persons under the age of eighteen shall be members of the Board, but such persons may be invited to attend meetings as observers without the right to vote.

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## **11. COMMITTEES AND SUB-COMMITTEES**

The Board may appoint committees (or sub-committees) for supervising or performing any activity or service. In each such case:

- (a) the Board shall define the terms of reference of the committee and may also determine its composition and the duration of its activities;
- (b) all acts and proceedings of the committee shall be reported as soon as possible to the Board.

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## **12. MEMBERS OF THE BOARD NOT TO BE PERSONALLY INTERESTED**

Except as provided for in Clause 3(n) and 3(p) above:

- (a) no member of the Board (otherwise than as a trustee for the Association) shall acquire any

interest in property belonging to the Association;

- (b) no member of the Board (otherwise than as a member of the Board) shall be interested in any contract entered into by the Board;
- (c) no member of the Board shall receive remuneration.

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### 13. PAID EMPLOYEES

- (a) The Board shall have the sole right in exercise of the power conferred by Clause 3(m) above of appointing, dismissing, and determining the terms and conditions of service of all employees of the Association.
- (b) An employee of the Association shall not be eligible to be a member of the Board or of any committee or sub-committee of the Association, but may be invited to attend meetings as a non-voting adviser.

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### 14. RULES OF PROCEDURE AT MEETINGS

#### (a) Voting

Subject to the provisions of Clause 22, any question arising at a meeting of the Association, its Board or any of its committees or sub-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 of the meeting shall have a second or casting vote.

#### (b) Quorum

- (i) **General Meetings:** One third of Voting Members, or 20 of their number, whichever is the less, shall form a quorum at General Meetings of the Association. In the case of an Annual General Meeting, where no quorum is present or where the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and such Voting Members as are present at that reconvened meeting shall be deemed to form a quorum.

- (ii) **Board and Committee Meetings:** One third of the members with power to vote shall form a quorum at meetings of the Board and at all other committees and sub-committees of the Association.

#### (c) Minutes

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

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### 15. STANDING ORDERS AND RULES FOR USE OF THE COMMUNITY CENTRE

The Board shall have power to adopt and issue Standing Orders for the conduct of Association business and Rules for the use of the Community Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Association at an Annual General Meeting or Special General Meeting and that they shall be consistent with the provisions of this Constitution.

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### 16. 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 Southwick branch of Barclays Bank plc, or with such other financial institution as the Board may from time to time decide. The Board shall authorise in writing the Treasurer, the Secretary of the Association and up to two other members of the Board to sign cheques on behalf of the Association. All cheques must be signed by not less than two of these authorised signatories.
- (c) The Association's financial year shall be from 1 April to 31 March.

## **17. TRUST PROPERTY**

### **(a) Land and Buildings**

Subject to the provisions of Clause 17(b) below, the Board 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:

- (i) in a corporation entitled to act as custodian trustee; or
- (ii) in not less than three nor more than four named individuals (not being members of the Board) appointed by the Board as holding trustees.

Holding trustees (if any are appointed) shall act in accordance with the lawful directions of the Board. 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 Board. Holding trustees may be removed by the Board at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10(h) above.

### **(b) Investments**

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Board 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 stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board and may pay such nominee reasonable and proper remuneration for acting as such.

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## **18. ACCOUNTS**

The Board 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.

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## **19. ANNUAL REPORT AND RETURN**

The Board 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.

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## **20. INDEMNITY**

In the execution of the trusts hereof no member of the Board 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 or she shall have sought professional advice before making such investment); or
- (b) for the negligence or fraud of any agent employed by him or her or by any other member of the Board in good faith (provided reasonable supervision shall have been exercised);

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

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## **21. DISSOLUTION**

- (a) If the Board 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 Voting Members and of the inhabitants of the area of benefit of the age of eighteen years and upwards. Not less than 21 days' clear notice of that meeting shall be given,

stating the terms of the resolution to be proposed thereat. Notice shall be posted in a conspicuous place or places in the area of benefit, advertised in a newspaper circulating in the area of benefit, and given in writing to the Charity Commissioners for England and Wales and to the National Director of the National Federation of Community Organisations (Community Matters).

- (b) If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Board shall have power to dispose of any assets held by or in the name of the Association.
  - (c) 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 Board shall decide, subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.
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## 22. ALTERATIONS TO THE CONSTITUTION

- (a) Any proposal to alter this Constitution must be delivered in writing to the Secretary 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:
  - (i) a simple majority of members of the Board present and voting at a Board meeting;
  - (ii) a two-thirds majority of Voting Members present and voting at an Annual General Meeting or at a Special General Meeting called for that purpose.
- (b) 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 12 (Personal Interests), Clause 21 (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, making minor amendments to the previous version, was adopted at a General Meeting of the Association held on 25 June 2012.*

*Signed:* [ Robert Ryder ]  
*Chair of the General Meeting,*  
*25 June 2012*

[ David Comber ]  
*Secretary of the General Meeting,*  
*25 June 2012*