



CONSTITUTION OF THE BROOKVALE COMMUNITY ASSOCIATION

1. NAME

The name of the charity shall be the Brookvale Community Association (hereinafter called "the Association").

2. OBJECTS

The objects of the Association are to:

- (1) To promote the benefit of the inhabitants of Brookvale and the neighbourhood (hereinafter called 'the area of benefit') without distinction of sex or of political, religious or other opinions, by associating the local authorities, voluntary organisations and inhabitants 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.
- (2) To establish or to secure the establishment of a Community Centre (hereinafter called the 'Centre') and to maintain, or to co-operate with any local statutory authority in the maintenance and management of such a Centre for activities promoted by the Association and its constituent bodies in furtherance of the above objects.
- (3) To promote such other charitable purposes as may from time to time be determined.
- (4) The Association shall be non-party in politics and non-sectarian in religion. The area of benefit shall be Brookvale and the neighbourhood together defined by Basingstoke.

3. POWERS

In furtherance of the objects but not otherwise, the Association may exercise the following powers:

- (1) to raise funds and to invite and receive contributions provided that, in raising funds, the Association shall not undertake any substantial permanent trading activity and shall comply with any relevant statutory regulations;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property for the achievement of the objects and to maintain and equip it for use;
- (3) subject to any consents required by law, to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity;
- (4) subject to any consents required by law, to borrow money and to charge all or part of the property of the Charity with repayment of the money so borrowed;
- (5) to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for the staff and their dependants;
- (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (7) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) to appoint and constitute such advisory/sub committees as the Management Committee may think fit;
- (9) to set aside income as a reserve against future expenditure
- (10) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;

- (11) to open and operate such bank and other accounts as the association considers necessary and to invest funds and to delegate the management of funds in accordance with the provisions of the Trustee Act 2000;
- (12) acquire and distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- (13) 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;
- (14) write, print or publish, in whatever form, material to further the associations objects, and to issue or circulate the same whether for payment or otherwise;
- (15) remunerate any member of the Management Committee for services rendered to the Association PROVIDED THAT:
 - i) such member shall not be present at or take part in any discussions or decision relating to such remuneration and that all members present take a unanimous decision about remuneration and amount;
- (16) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the performance of their duty
- (17) provide indemnity insurance for the members of the association (trustees) out of the funds of the Association
- (18) do all such other lawful things as shall further the charitable objects of the Association.

4. MEMBERSHIP

Membership shall be open, irrespective of sex, sexual orientation, nationality, age, disability and race or of political, religious or other opinions to:

Membership of the Association shall be of two kinds:

- (1) Individual members who shall be Full, Junior or Associate members.
- (2) Group members who shall be the Constituent bodies and Sections.

INDIVIDUAL MEMBERSHIP

- (a) All persons aged 18 and over living in the area of benefit who shall be called Full members.
- (b) All persons under the age of 18 living in the area of benefit who shall be called Junior members. Junior members shall not have the right to vote at members' meetings but may elect from among themselves one representatives to the Management Committee who shall each have the right to vote as if they were full members. The manner in which Associate and Junior members elect their representatives shall be determined by the Management Committee from time to time.
- (c) Well-wishers anywhere, excluding the area of benefit, who shall be called Associate members. Associate members shall not have the **(1)** right to vote at members' meetings but may elect from among themselves one representative to the Management Committee who shall have the right to vote as if he were a Full member.

(2) GROUP MEMBERSHIP

- (a) Constituent bodies shall be the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Management Committee that they are independent organisations or branches of independent national or other organisations.
- (b) Sections shall be such groups as may, with the permission of the Management committee, be formed within the Association among the individual members for the furtherance of a common activity:

(i) Each Constituent body and Section shall have the right to appoint one representative to be a member of the Management Committee and at any time by giving notice in writing to the Secretary of the Association, to revoke the appointment of such a member and to appoint another member in his place.

(ii) Such a member shall have the right to attend and to vote at General Meetings of the Association.

(iii)

(3) The Committee may choose to keep a register of all its members and a record of any subscriptions paid.

5. RESIGNATION AND TERMINATION OF MEMBERSHIP

(1) 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 Secretary of the Association written notice to that effect.

(2) Membership may be terminated by a resolution of the association providing that it is in the best interests of the Charity that the membership should be terminated. A resolution to remove a member from membership may only be passed if:

(b) the member has been given at least twenty-one days' notice in writing of the meeting of the Management Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(c) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

6. SUBSCRIPTIONS

Members shall pay such subscriptions as the Management Committee may from time to time determine.

7. THE MANAGEMENT COMMITTEE

(1) The Charity and its property shall be managed and administered by an management committee comprising of officers elected onto the committee as set out in the constitution clause 11. The officers of the Management Committee shall be the trustees of the charity and in this constitution are together called the 'Trustees'

(2) At the annual general meeting of the Charity, the members shall elect from among themselves (only members aged 18 and over) the following Officers:

a. a chairman, a secretary and a treasurer, and other such officers that they deem required and they shall hold office from the date of that meeting until the following AGM.

(3) The Management Committee, will comprising of the Officers and not less than two and not more than six members elected at the annual general. These will form the trustees of the charity. meeting other members shall be the trustees of the Charity.

(4) The Management Committee may in addition appoint not more than 2 co-opted members but not if such appointments would result in more than one third of the committee being co-opted members.

(5) No person shall be entitled to act as a member of the Management Committee unless the Charity has been given notice of his or her willingness to be appointed at the AGM.

(6) All members of the Management Committee shall retire from office at the end of the annual general meeting three years after his or her appointment but shall be eligible for re-election.

(7) The first trustees of the charity shall be those elected as officers at the meeting at which this constitution is adopted

8. Disqualification and Removal of Members of the Management Committee

- (1) A member of the Management Committee shall cease to hold office if he or she:
 - (1) is disqualified from acting as a Trustee by virtue of section 45 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) ceases to be a member of the Charity;
 - (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (4) notifies the Management Committee of a wish to resign, in writing (but only if at least two members of the Management Committee will remain in office when the notice of resignation is to take effect); or
 - (5) is absent without the permission of the Management Committee from all their meetings held within a period of six consecutive months and the Management Committee resolves that his or her office be vacated.

9. SUB-COMMITTEES

- (1) The Management Committee may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:-
- (2) the Management Committee shall define the terms and reference of the sub-committee and may also determine its composition and the duration of its activities;
- (3) all acts and proceedings of the sub-committees shall be reported as soon as possible to the Management Committee.
- (4)

10. MANAGEMENT COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- (1) no member of the Management Committee (otherwise than as a trustee for the Association) shall acquire any interest in property belonging to the Association;
- (2) no member of the Management Committee (otherwise than as a members of the Management Committee) shall be interested in any contract entered into by the Management Committee;
- (3) no member of the Management Committee shall receive remuneration unless set out in clause 3 (15).

11. ANNUAL GENERAL MEETING.

- (1) Once in each year, in the month of May The Management Committee shall convene an Annual General Meeting of the Association, which all individual members and representatives of the Constituent bodies and Sections shall be entitled to attend, for the purpose of
 - receiving the Annual Report of the Management Committee
 - receiving the independently examined statements of accounts
 - of appointing Honorary Officers of the Association
 - of accepting resignations of members of the Management Committee
 - of electing representatives of Full members to serve on the Management Committee
 - of appointing an independent examiner or examiners
 - of making recommendations to the Management Committee and whenever necessary, of voting on proposals to amend this Constitution in accordance with Clause 20 hereof.

12. SPECIAL GENERAL MEETINGS

- (1) The Chairman of the Management Committee Or the Secretary may at any time, at their discretion, and shall within twenty-one days of receiving a written request so to do, signed by not less than five members having the power to, vote and giving reasons for the request, call a Special General Meeting of the Association

13. RULES OF PROCEDURE AT ALL MEETINGS

- (1) **Voting:**
all questions arising at a meeting of the Association, the Management Committee or one of its sub-committees shall be decided by a simple majority of those present and voting. Each member shall have one vote and in case of an equality of votes the chair shall have a casting vote in addition to any other vote he or she may have.
- (2) **Quorum:**
One third of the members shall form a quorum at meetings of the Management Committee, the Executive and all other Committees. Twenty five members shall form a quorum at General Meetings of the Association.
- (3) **Minutes:**
Signed minutes shall be kept by the Association and all its committees and the respective Secretary shall enter therein a record of all proceedings and resolutions.

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

- (1) The Management Committee shall have power to adopt and issue Standing Orders and/or Rules/policies/procedures for the conduct of Association business and/or Rules for the use of the Centre. Such Standing Orders, Rules, policies and procedures shall come into operation immediately on approval at the management committee.

15. FINANCE

- (1) All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- (2) The accounts shall be independently examined at least once a year by a an independent examiner or examiners who shall be appointed at the Annual General Meeting.
- (3)
- (4) An independently examined statement of accounts for the last financial year shall be submitted, by the Management Committee, to the Annual General Meeting.
- (5) The Honorary Treasurer shall keep proper accounts of the finances of the Association.

16. TRUST PROPERTY

- (1) The title of all and any real estate property which may be acquired by or for the purposes of the Association shall be vested in Trustees who shall be appointed by the Management Committee and who shall enter into a Deed of Trust setting forth the purposes and conditions under which they hold the said property in trust for the Association. The number of Trustees shall not be less than two (2) nor more than four.

17. ACCOUNTS

- (1) The Management Committee 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 accounts to the Charity Commission for England and Wales.

18. ANNUAL REPORT AND RETURNS

- (1) The Management 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.

19. DISSOLUTION

- (1) 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 a meeting of all members of the Association who have the 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 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 Secretary of the National Federation of Community Associations.
- (2) If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Management Committee shall have power to dispose of any assets held by or in the name of the Association.
- (3) Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the area of benefit as the Management Committee may decide and as may be approved by The Charity Commissioners for England and Wales.

20. ALTERATIONS TO THE CONSTITUTION

- (1) 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.
- (2) An alteration will require the approval of both:
 - (a) A simple majority of members of the Management Committee present and voting at a Management Committee meeting
 - (b) A two-thirds majority of individual members and representatives of the Constituent bodies and sections of the Association present and voting at a General Meeting. Notice of each such meeting must have been given in accordance with normal procedure but not less than 14 days prior to the meeting in question and giving the wording of the proposed alteration.
- (3) No alteration to Clause 2 shall be made without the consent of the Charity Commissioners for England and Wales.
- (4) If Trustees have been appointed in accordance with Clause 16 an alteration shall not be made without the knowledge and consent of the Trustees

This constitution was re-adopted as the Constitution of the Brookvale Community Association at a Public Meeting duly convened at: BROOKVALE VILLAGE HALL 20th May 2008.