

VINTERS PARK RESIDENTS' ASSOCIATION

REVISION OF THE CONSTITUTION - REASONS FOR PROPOSED AMENDMENTS.

The reasons for the proposed amendments of the Constitution as shown on the attached copy of the Constitution are as follows:

- | <u>Clause</u> | <u>Reasons for proposed amendment</u> |
|---------------|---|
| | N.B. The Clause numbers are shown below as they would be if the amendments are approved except where otherwise indicated. |
| 3(a) | The proposal to include "gender" with "race or colour" is to ensure there is no suggestion of discrimination. |
| 3(a) | It would be appropriate to add the new sentence at the end of the existing paragraph reading "Voting shall be on the basis of 'one member, one vote'" to make the position clear. |
| 4(c) | The word "rectified" is inappropriate and should be replaced by the word "supported". |
| OLD 5 | Subscriptions have been eliminated and this Clause should therefore be deleted and subsequent Clauses renumbered. |
| 6(a)(iii) | As there are in fact very few Group Members there could be a practical difficulty in the future in ensuring there were two so the words "not less than two and" ought to be deleted. |
| 6(a)(v) | The existing wording should be deleted and replaced by the words "the Finance, Bookings and Premises Managers who shall be appointed annually at the first meeting of the Executive Committee after the AGM to ensure the smooth and efficient running of the affairs of the Association" to make it clear there is a requirement placed on the Executive Committee to make these appointments. |
| 6(d) | In view of the proposed amendment to Clause 6(a)(v) above it would be appropriate to delete the words "and the appointment of...." and then to the end of the Clause. |
| OLD 8 | As the Community Centre Management Committee no longer exists and is not needed, this Clause should be deleted and subsequent Clauses renumbered. |
| 7(a)(v) | In view of recent amendments to other Clauses this Clause should be amended to read "to appoint an Independent Examiner or Auditor". |
| 7(a)(vi) | In view of recent amendments to other Clauses and to tie in with the practice which has developed over recent years this Clause be amended to read "to decide the honoraria to be paid for the ensuing year to the Independent Examiner or Auditor unless it is delegated to the Executive Committee to make this decision". |
| 7(a)(vii) | As this Sub-clause is not operative it should be deleted and subsequent Sub-clauses should be renumbered. |

CONSTITUTION

VINTERS PARK RESIDENTS' ASSOCIATION

WITH REVISIONS UP TO AND INCLUDING THOSE MADE AT AGM ON 24 APRIL 2002
AND PROPOSED AMENDMENTS - ADDITIONS SHOWN underlined in bold
DELETIONS SHOWN [underlined in square brackets]

1. NAME OF ASSOCIATION

The Association shall be called the "Vinters Park Residents' Association" (hereinafter called the "Association").

2. OBJECTS

The objects of the Association shall be:

- (a) to promote the benefit of the inhabitants of the Vinters Park and Woodland estates and the neighbourhood (hereinafter called "the area of benefit"), without distinction of sex, or of political, religious, or other opinions, by associating with the local authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities in the interest of social welfare for recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants; and
- (b) to establish or to secure the establishment of a Community Centre and to maintain and manage, or to co-operate with any local statutory authority in the maintenance or management of, such a Centre for activities promoted by the Association in furtherance of the above objects.

The Association shall be non-party in politics and non-sectarian in religion. The Association shall have power to affiliate to the National Federation of Community Organisations and to other organisations with similar charitable objects.

3. MEMBERSHIP

Membership of the Association shall be of two kinds:

(a) Individual Membership

Individual membership shall be open, irrespective of political party, nationality, religious opinion, **gender**, race or colour, to all persons aged eighteen and over living in the area of benefit, who shall be called "Individual Members". Voting shall be on the basis of 'one member, one vote'.

(b) Group Membership

Constituent bodies and sections who shall be "Group Members".

- (i) Constituent bodies shall be the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Executive Committee that they are independent national or other organisations.

- (ii) Sections shall be such groups as may, with the permission of the Executive Committee, be formed within the Association among Individual Members for the furtherance of a common activity.

Each constituent body and section shall have the right to nominate one representative to be a member of the Executive Committee. Such a member shall have the right to attend and vote at General Meetings of the Association.

4. TERMINATION OF MEMBERSHIP

- (a) An Individual Member may resign at any time by giving notice in writing to the Secretary of the Association.
- (b) Each constituent body or section may revoke the appointment of such body's representative at any time by giving notice in writing to the Secretary of the Association, and may appoint another member in his/her place.
- (c) The Executive Committee shall have the right for good and sufficient reason to suspend from membership of the association any Individual or Group Member, and to recommend to the following Annual General Meeting that his/her/their membership be terminated. The Annual Meeting shall itself have the right for good and sufficient reason to terminate the membership of any Individual or Group Member. Such a right may be exercisable only when [rectified] **supported** by a majority of three-quarters of those present and voting at the meeting, and before such a right is exercised, seven days' notice in writing shall be given to the person concerned or person representing the constituent body or section and an opportunity provided for that member to speak at the meeting to show cause why the individual or group membership should not be terminated.

5. SUBSCRIPTIONS (Not operative - deleted by Resolution of AGM on 30. 4.2001.)

5. OFFICERS

- (a) The Officers of the association shall be:
 - (i) Chairman.
 - (ii) Vice-Chairman.
 - (iii) Honorary Secretary
 - (iv) Such other Officers as an Annual General Meeting may from time to time determine.
- (b) The Officers, who shall be members of the Association, shall be elected annually at the Annual General Meeting.
- (c) No person holding political office (being defined as being a member of or a candidate for local or national government or European Assembly and sponsored by a recognised political party) shall be an officer of the Association or its committees.

6. EXECUTIVE COMMITTEE

- (a) Subject to the limitations set out in Clause 7 hereof, the policy and general management of the affairs of the Association and of the Community Centre shall be directed by an Executive Committee. The Executive Committee shall consist of:
- (i) the Officers of the Association elected at the Annual General Meeting;
 - (ii) not less than four and not more than ten Individual Members as elected at the Annual General Meeting;
 - (iii) [not less than two and] not more than five **representatives of** Group Members as nominated by constituent bodies and sections and elected at the Annual General Meeting;
 - (iv) any Co-opted Members as provided for by sub-clause (b) below; and
 - (v) [any Manager as provided by for by sub-clause (d) below] **the Finance, Bookings and Premises Managers who shall be appointed annually at the first meeting of the Executive Committee after the AGM to ensure the smooth and efficient running of the affairs to ensure the smooth and efficient running of the affairs of the Association.**
- (b) The Executive Committee may co-opt further members who shall be members of the Association. If any Officer or Committee Member ceases to hold office for any reason, the Executive Committee may co-opt or appoint a successor until the following Annual General Meeting. The total number of Co-opted Members shall not exceed one half of the total number of members of the Executive Committee as elected at the Annual General Meeting.
- (c) The Executive Committee shall have the power to appoint such sub-committees as it may from time to time decide and may determine their powers, composition and terms of reference, provided that all acts and proceedings of any such sub-committee shall be reported back to the Executive Committee as soon as possible.
- (d) The Executive Committee shall have the power (subject to any restrictions of the Association in a General Meeting) to deal with all day-to-day matters affecting the Association, including its financial affairs and property, [and the appointment of Finance, Bookings and Premises Managers to ensure the smooth and efficient running of the affairs of the Association].
- (e) The Executive Committee shall at all times observe the Deed of Trust for which see Clause 12 hereof.

[8. COMMUNITY CENTRE MANAGEMENT COMMITTEE (Not operative)]

7. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held once in each year, and so far as it is practicable, during the months of April or May, for the following purposes:
- (i) to receive and adopt the audited accounts of the Association for the financial year ended on 31st January;

- (ii) to receive the annual report of the Association;
- (iii) to elect the Officers of the Association in accordance with Clause 5 hereof;
- (iv) to elect members of the Executive Committee in accordance with Clause 6 hereof;
- (v) to appoint [an auditor or auditors] an Independent Examiner or Auditor;
- (vi) to decide the honoraria to be paid for the ensuing year to the [Honorary Auditor] Independent Examiner or Auditor unless it is delegated to the Executive Committee to make this decision;

[(vii) (Not operative - deleted by Resolution of Annual General Meeting on 30. 4.2001.)]

- (vii) if necessary, to vote on proposals to amend this Constitution in accordance with Clause 14 hereof; and
- (viii) to transact such other relevant business as may be brought before it, subject to the Rules of Procedure set out in Clause 9 hereof.

(b) Notice of the Annual General Meeting shall be given in writing to every member of the Association at least fourteen days before the date of the meeting, which will be deemed to be sufficient upon delivery of one notice to each household in the case of Individual Members and one notice to each constituent body or section in the case of Group Members. It shall require nominations for Officers and Committee Members [within seven days of the date of the notice] prior to the commencement of the meeting, provided that if no nominations are so received for any particular office, nominations made for that office at the meeting shall be valid.

(c) Any member of the Association shall be entitled to propose a candidate for nomination provided that the consent of the nominee is first obtained and the nomination seconded. The nomination shall be void unless at least one of the nominee, proposer or seconder attends the meeting.

(d) Where the number of nominations exceeds the number of vacancies to be filled, voting shall be by ballot at the meeting. In election of Individual Members of the Executive Committee each member of the Association shall vote for not more than ten nominees and in the election of Group Members of the Executive Committee for not more than five nominees.

8. SPECIAL GENERAL MEETINGS

The Chairman or the Secretary of the Association may at any time at their discretion, and shall within twenty-eight days of receiving a written request to do so, signed by not less than twenty members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the Constitution in accordance with Clause 14 hereof, or of considering any matter which may be referred to them by the Executive Committee, or for any other purpose.

9. RULES OF PROCEDURE AT ALL MEETINGS

- (a) Voting. Except for (i) the election of Officers and Committee Members and the

appointment of auditors (for which see Clause 7(d) hereof), and (ii) alterations to the Constitution (for which see Clause 14 hereof), the votes at all meetings shall be decided by a simple majority of those present and entitled to vote thereat. Employees of the Association shall not be entitled to vote at Executive Committee meetings. Voting shall be by a show of hands except that the Chairman may at his discretion, and must if directed to do so by one third of the members present, direct a ballot to be taken. The Chairman shall have a casting vote in all cases where the voting is declared to be equal.

- (b) Quorum. The quorum at General Meetings of the Association shall be twenty-five members. The quorum of the Executive Committee shall be five members (including Officers), which must include at least one committee member who is not an officer.
- (c) Minutes. Minute books shall be kept of all meetings of the Association and the Executive Committee, and the Secretary shall enter therein a record of all proceedings.
- (d) Running the Association. The Association's day-to-day administration is vested in the Executive Committee. Matters may be formally submitted for inclusion in the agenda of the next Executive Committee if the member does so in writing to the Secretary, provided that the member concerned has obtained not less than three additional signatures of members (all signatories being of different households or of accredited representatives of constituent bodies or sections as is the case) in support of the motion. When a formal submission is made, the committee must consider the matter at the next committee meeting or within six weeks of the date of receipt, whichever is the sooner. Any member of the Association may informally submit matters for consideration of the committee by advising a member of that committee of the matter concerned, which committee shall not be obliged to consider any matters submitted informally.
- (e) Committee Meetings. The Executive Committee shall meet as, so far as is practicable, monthly. If no committee meeting has been held for three consecutive months, the Honorary Secretary shall convene a meeting forthwith. Additional meetings may be held at the discretion of the Chairman. A special meeting of the committee may be summoned at any time by three members of that committee jointly sending a written request to this effect to the Chairman, who must instruct the Secretary to convene a meeting within seven days of the receipt of the request. In the case of all committee meetings, at least three day's notice shall be given, [and an agenda circulated to the committee members.] except that, in an emergency, the Chairman (or, in his absence, the Vice-Chairman), may authorise the summoning of a meeting at shorter notice than three days. The decisions of any such emergency meeting shall, so far as is practicable, be subject to ratification by the next properly summoned committee meeting.

10. FINANCE

- (a) Subject to General Meetings of the Association, all funds of the Association shall be under the over-riding control of the Executive Committee, and all monies raised by or on behalf of the Association shall be used to further the objects of the Association and for no other purpose.
- (b) The Finance Manager shall keep proper accounts of the finances of the Association. With the exception of petty cash held by the Finance Manager, the funds of Association shall be invested in a bank account, or other method of investment approved under the [Trustee Investment Act 1961] Trustee Act 2000, as authorised by the Executive Committee.

- (c) The accounts shall be audited annually by an Independent Examiner or Auditor as appropriate under the current legislation and advice of the Charity Commission, such Independent Examiner or Auditor to be appointed at the Annual General Meeting, or where this proves impossible, by the Executive Committee. (*Amended sub-clause introduced by Resolution of Annual General Meeting on 24.4.2002.*)
- (d) An audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting.
- (e) All cheques must be signed jointly by the Finance Manager and either the Chairman or the Honorary Secretary. [In the event of the incapacity of the Finance Manager the Executive Committee shall be empowered to appoint another signatory.] The Executive Committee shall be empowered to appoint another signatory to act in the event of the absence or incapacity of the Finance Manager.
- (f) The Finance Manager, with the concurrence of at least one other officer of the Association, shall have power to sanction expenditure of up to £300. All amounts above this figure must be approved by the Executive Committee.

11. STANDING ORDERS AND RULES FOR THE USE OF THE COMMUNITY CENTRE

- (a) The Executive Committee shall have the power to adopt and issue Standing Orders and/or Rules for the use of the Community Centre provided always that they shall not be inconsistent with the provisions of this Constitution.
- (b) The Executive Committee shall have power to determine the scale of hiring charges and any waiver thereof.
- (c) [The Executive Committee shall ensure that no alcoholic drink of any description is bought, sold or consumed on any part of the premises.] The Executive Committee shall, to the best of its ability, ensure that no alcoholic drink of any description is bought, sold or consumed within the Community Centre Building.

12. TRUST PROPERTY

The title of all and any real property which may be acquired by or for the purposes of the Association shall, as may be determined by the Executive Committee, be vested either in the Official Custodian for Charities, or in Trustees who shall be appointed by the Executive 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 be not less than two nor more than four.

13. DISSOLUTION

If the Executive 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 power to vote, and of the inhabitants of the area of benefit of the age of eighteen years and upward, of which meeting not less than twenty-one days notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or