

Constitution

Adopted on 30th day of May 1996

(A) Name

The name of the organisation shall be Wallington Village Community Association (hereinafter called 'The Charity').

Registered Charity No. 1038479

(B) Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause (H) of this constitution ("the Executive Committee")

(C) Objects

The objects of the Charity shall be:

1. To promote, without distinction of sex, sexual orientation, race, or of political, religious or other opinions, the advancement of 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 of the residents of Wallington.
2. To maintain and manage the Village Hall (hereinafter called 'The Hall') (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects.
3. To improve and maintain the natural and built environment.

The Charity shall be non-party in politics and non-sectarian in religion.

(D) Powers

In furtherance of the objects, but not otherwise, the Executive Committee shall have the power to:

1. Bring together in conference, representatives of voluntary organisations, statutory authorities and individuals.
2. Arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses and for all forms of recreational and other leisure-time activities.
3. 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.
4. Write, print or publish in whatever form, such papers, books, periodicals, pamphlets or other documents including films and recorded material, as shall further its whether for payment or otherwise.
5. Undertake, execute, manage or assist any charitable trusts which may be lawfully undertaken, executed, managed or assisted by the Charity.
6. 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 necessary for the work of the Charity.
7. Make regulations for the management of property which may be so required.
8. Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity.

9. Accept gifts and borrow for the said objects on such terms and on such security as shall be thought fit.
10. Raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
11. Receive money on deposit or loan, in such manner as the Charity may think fit, subject to such consents or on such conditions as may be required by law.
12. Invest money not immediately required for its objects in or upon such securities, investments or property as the Charity may think fit, subject to such conditions (if any) as may be required by law.
13. Affiliate to the National Federation of Community Organisations and to other organisations with similar charitable objects.
14. Employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pension and superannuation for staff and their dependants.
15. Appoint and constitute such advisory committees as the Executive Committee may think fit.
16. Do all such things as are necessary for the achievement of the objects.

(E) Membership

1. Membership shall be open, irrespective of sex, political opinion, nationality, religion or race to:
 - i. Adults aged eighteen years or over, who are interested in actively furthering the work of the Charity, regardless of where they live, and shall have one vote.
 - ii. Junior members under eighteen who wish to be associated with the Charity shall not have the right to vote at General Meetings but may elect one of their number to represent and vote on their behalf at meetings of the Executive Committee.
 - iii. Associations and organisations furthering the social, recreational, educational or general welfare of the neighbourhood or the community, which are voluntary or non-profit distributing, shall be known as "member organisations."
 - iv. The local authority in whose administrative area Wallington lies.
2. Each member organisation set out in clauses (E. 1 iii) and (E. 1 iv) may appoint one individual to represent it and vote on its behalf at General Meetings. In the event of such individual resigning or leaving the organisation, he or she shall cease forthwith to be a representative thereof. The organisation concerned shall have the right to appoint a new representative informing the Secretary in writing.
3. The Executive Committee may unanimously, and for good reason, terminate the membership of any individual or member organisation. Provided that the individual concerned, or the appointed representative of the member organisation (as the case may be) shall have the right to be heard by the Executive Committee accompanied by a friend, before a final decision is made.

(F) Subscriptions

All individual members and member organisations shall pay such subscriptions as the Executive Committee may from time to time determine on or before April 6th each year. Membership shall lapse if the subscription is unpaid three months after it is due.

(G) Honorary Officers

1. At the Annual General Meeting the members shall elect amongst themselves a Chairman, a Secretary and a Treasurer who shall hold office from the closure of the meeting.

2. If a vacancy occurs among the Honorary Officers, the Executive Committee shall have the power to fill it from amongst its members. Any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting, and shall be eligible for election at that meeting.

(H) Executive Committee

The Executive Committee shall consist of:

1. The Honorary Officers elected under clause G and
 - i. Not less than six and not more than ten individual adult members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting. The Honorary Officers and the elected members shall normally be resident or work in Wallington.
 - ii. One representative of the Junior Members if elected in accordance with clause (E. 1 ii)
 - iii. An elected member of Fareham Borough Council
 - iv. Persons co-opted individually by the Committee with the power to vote who shall serve on the Committee until the conclusion of the next Annual General Meeting.
 - v. If casual vacancies occur among the elected members of the Committee, it shall have power to fill these from among members of the Charity. Any person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting.
2. 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 members.
3. No person who is disqualified from acting as a charity trustee shall be eligible to be elected or appointed to the Committee. In the event of a member becoming disqualified during his/her term of office, he/she shall forthwith cease to be member of the Committee.
4. Each member shall upon election or appointment to the Executive Committee receive a copy of the Charity's Constitution, and shall signify in writing his/her agreement to support the purposes of the Charity.
5. Every member of the Executive Committee and of any other committee of the Charity and every officer and servant of the Charity shall be entitled to indemnification out of the assets of the Charity against all losses and liabilities incurred by him/her in relation to execution of his/her office providing that nothing in this clause shall entitle him/her to any indemnity against liability through negligence or fraud or similar actions on his/her part.
6. All members of the Executive Committee shall retire from office at the end of the Annual General Meeting next after the date at which they came into office, but they may be re-elected.

(I) Determination of Membership of the Executive Committee

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

1. Is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment of that provision).
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
3. Is absent without the permission of the Executive Committee from all of meetings held within a period of six months and the Executive Committee resolve that his/her office should be vacated.
4. Notifies the Executive Committee of a wish to resign (but only if at least three members of the Executive Committee will remain in Office when the notice of resignation is due to take effect).

(J) Executive Committee Members not to be Personally Interested.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity, nor receive remuneration, nor be interested (otherwise than as a trustee for the Charity) in any contract entered into by the Executive Committee.

(K) Meetings and Proceedings of the Executive Committee

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chairman shall act as chairman at meetings of the executive committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
4. Every matter shall be determined by a majority of the votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

(L) Receipts and Expenditure

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

(M) Property

- a) Subject to the provisions of sub-clause 2 of this clause, the Executive Committee shall cause the title to:
- b) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities;

and

- c) all investments held by or on behalf of the Charity; to be vested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 1. If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity 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 Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

(N) Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the Charity
3. the auditing or Independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the Commissioners.

(O) Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

(P) Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

(Q) Annual General Meeting

1. There shall be an annual general meeting of the Charity which shall be held in the month of May in each year or as soon as is practicable thereafter.
2. Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

(R) Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

(S) Procedure at General Meetings

1. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the number of members the Charity for the time being or twenty-five members of the Charity, whichever is the lesser, are present at any general meeting.

(T) Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

(U) Alterations to the Constitution

1. Subject to the following provisions of this clause 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. No amendment may be made to clause A (the name of Charity clause), clause C (the objects clause), clause J (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
2. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
3. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

(V) Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. 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 Charity as the members the Charity may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Charity must be sent to the Commissioners.

This constitution was adopted as the constitution of the Wallington Village Community Association at a public meeting duly convened at Wallington Village Hall at 7.30 p.m. on Tuesday, 24th May 1994.

(Signed) J. W. Hall (Chairman)

J. A. Brown (Secretary)

And amended at the Annual General Meeting held at Wallington Village Hall at 7.30 p.m. on Thursday 30th May 1996.

(Signed) J. W. Hall (Chairman)

P.S. Buckley (Secretary)