

A01 CONSTITUTION OF THE ALTON COMMUNITY ASSOCIATION

1. NAME

The name of the Association shall be The Alton Community Association (herein called "the Association")

The Association has premises at Amery Street, Alton, Hampshire that are known as the Community Centre ("Centre").

2. OBJECTS

The objects of the Association shall be: -

- a) To promote the benefit of, primarily, the inhabitants of Alton and the neighbourhood but extending to include East Hampshire (hereinafter called "the area of benefit") without distinctions of sex or of political, religious or other opinions, by associating the local authorities, voluntary organisations and inhabitants to 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 of the said inhabitants.
- b) To secure the establishment of a community centre (hereinafter called "the Centre") and to maintain and manage, or to co-operate with the local statutory Authority in the maintenance and management of the Centre for activities promoted by the Association and its constituent bodies in furtherance of the above objects.

3. POWERS

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


- a) Do all such lawful things necessary or expedient for the accomplishment of all objects specified in 1.2.2.
- b) Create and manage a not-for-profit limited company whose trading surpluses may be used for the benefit of the Association in the fulfilment of its charitable objects.
- c) Enter into an occupation Licence with Wey Co. Ltd in order for that Company to carry out its business within the curtilage of the premises of the Association at Amery Street, Alton, Hampshire.
- d) The Association shall have power to affiliate to "Community Matters" and other organisations with similar charitable objects
- e) The Association is precluded from distributing and does not distribute and surplus it makes; and applies any surplus made from supplies of a description within this group to the continuance or improvement of such supplies.

4. MEMBERSHIP

4.1 Qualification

The membership of the Association shall be those persons who are members at the date of the adoption of this Constitution, together with such other persons as the Board of Managing Trustees (BMT) shall from time to time elect to membership in the categories detailed in 1.2.4.1a, b and c as follows. Persons satisfying these criteria are hereinafter collectively referred to as "Members" and acceptance as members shall impose an obligation to be bound by the Rules and Regulations of the Association.

- a) *Ordinary members:* Who are divided into individual members, family members, and certain other categories of membership as hereinafter provided, and those members shall be subject to the following conditions and procedures: -

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- i) Membership shall be open to any person over the age of 18 living in the area of benefit, and such members shall be known as Full Members.
 - ii) Young persons below the age of 18 may be admitted to membership of the Association, such members shall be known as Junior Members and have a membership card endorsed accordingly. There shall be no Junior Member who is not a Family Member.
 - iii) On payment of the first subscription a membership card will be issued.
 - iv) Members of staff, after one month's satisfactory service, are entitled to become Ordinary Members without payment of subscription, for the duration of their employment by the Association.
- b) *Other members:* Who are persons, not exceeding five in number at any one time, accepted for membership by the BMT in recognition of their service to the community. These other members must be nominated by a Trustee to the Honorary Secretary of the Association and may be elected for life or such other period, as the BMT shall decide. They will not be required to pay a membership fee.
- AND the above are hereinafter collectively referred to as "Members".*
- c) An application for any class of membership shall impose on the applicant, if accepted, an obligation to be bound by the Rules and Regulations of the Association.

4.2 Termination of Membership

- a) The BMT shall have the right, for good and sufficient reason, but shall not be obliged to divulge such reasons, to terminate the membership of any individual members.
- b) A member wishing to resign his or her membership shall notify the Membership Secretary in writing and thereupon cease to be a member.

4.3 Payment of Subscriptions


- a) All members shall pay such subscriptions as the BMT may from time to time determine.
- b) The annual subscription shall be due and payable on the 1st September in each year. The annual subscription payable by a member elected after the 1st April shall be 50% of the annual rate.

4.4 Benefits of Membership

The benefits of membership shall be determined by the BMT from time to time and detailed in the 'Application for Membership' and Membership Renewal forms and in the Members Handbook.

5. THE BOARD OF MANAGING TRUSTEES

- a) Subject to the limitation set out in Section 1.2.11 the affairs of the Association shall be vested in a Board of Managing Trustees (BMT) in accordance with this Constitution and the Rules and Regulations of the Association from time to time.
- b) The BMT shall consist of the Chairman, one Vice-Chairman, the Honorary Secretary and the Honorary Treasurer (all of whom shall be known as the Officers of the Association) and not more than eight further Trustees who shall be elected by and from the Membership at a General Meeting. No person may be elected to serve upon the BMT if at the date that the election of Officers and Trustees takes place if that person is, or it is intended shall be, an employee of the ACA.
- c) In addition to the elected members there may be one nominee from each of the following bodies to serve on the BMT:
 - i) Alton Town Council
 - ii) East Hampshire District Council


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- iii) Hampshire County Council
- d) The Centre Manager will serve on the BMT unless otherwise stated by the BMT. The Centre Manager shall not have a vote.
- e) The BMT shall be elected annually at the Annual General Meeting. Half of the BMT shall cease to be trustees in every year but shall be eligible for re-election save that trustee may not serve for more than two consecutive years without re-election.
- f) The BMT shall meet at least twice in every quarter of the year and a quorum shall consist of not less than five officers and/or BMT members. The Chairman may summon a special meeting at any time at which a quorum shall also be five.
- g) At a BMT meeting at which the Chairman is not present at the commencement of the meeting, the Vice-Chairman or, failing that, a past Chairman shall take the chair at that meeting. In the absence of any such person the trustees present may appoint any one of their number to take the chair at the meeting.
- h) Decisions of the BMT shall be based on a simple majority. Each trustee shall have one vote and the Chairman shall in addition have a casting vote.
- i) Votes recorded, opinions expressed and information presented to the members of the BMT at its meetings are confidential.
- j) Nominations for appointment of officers and trustees shall be made in writing by any Ordinary Member and seconded by any other such Member. Nominations shall be forwarded to the Honorary Secretary at least seven days before the date fixed for the Annual General Meeting, and shall be accompanied by a written statement of the nominee declaring willingness to serve if elected.
- k) A majority at any formal meeting may remove any member of the BMT attending less than four out of eight BMT meetings in any calendar year, without prior apology, from the BMT at the discretion of the other members of the BMT.

6. ADMINISTRATION

Without limiting the general power of the BMT to manage the affairs of the Association and in addition to the powers defined in 1.2.3 and 1.2.5 the BMT shall have the following specific powers:

- a) To make and revise regulations which shall be binding on all members of the Association provided always that such regulations should not be inconsistent with the provisions of the Constitution.
- b) To invite Ordinary Members and members under Paragraph 1.2.4.1 other than Junior Members to fill vacancies on the BMT, but all such Members appointed under this paragraph shall retire at the next Annual General Meeting, though they may offer themselves for re-election.
- c) To appoint and dismiss paid employees of the Association as it may from time to time determine.
- d) To appoint such sub-committees as it may from time to time decide and to determine their powers and terms of reference. No sub-committee or member thereof shall spend money on behalf of, or pledge the credit of, the Association without prior agreement of the Chairman and Honorary Treasurer of the BMT. One half of the Members shall constitute a Quorum of a sub-committee.
- e) To appoint an auditor in case of a vacancy to hold office until the next Annual General Meeting.
- f) To invest the funds of the Association in Trust Securities in such manner as the BMT may think fit.

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- g) To establish a Membership Committee from the trustees as a sub-committee of the BMT charged with the responsibility of considering applications for membership.
- h) To establish other sub-committees as may be required and the BMT may co-opt up to one-third of the total members of such committees.
- i) To affiliate to Community Matters and to other such organisations with similar charitable objects.
- j) To arrange bank loans and overdrafts as necessary to meet business commitments.

7. THE MANAGER

The Manager shall be responsible to the BMT for the management of the Centre in accordance with the Manager's Job Description as shown in Appendix 1 of The Association Policies and Rules of Operation Document. The Manager shall act in all matters in accordance with the directions of the BMT.

8. GENERAL MEETINGS

- a) Once in each calendar year, and such that there shall not be more than fifteen months between one Annual General Meeting and the next, the BMT shall convene an Annual General Meeting of the Association. All Adult Ordinary Members and members under Paragraph 1.2.4.1 shall be entitled to attend, for the purpose of:
 - i) Receiving the Annual Report of the BMT.
 - ii) Receiving the Annual Statement of Accounts.
 - iii) Appointing Officers of the Association.
 - iv) Accepting the resignation of the members of the BMT.
 - v) Electing representatives of members to serve on the BMT.
 - vi) Appointing an Auditor or Auditors
 - vii) Making recommendations to the BMT and voting on proposals to amend the Constitution in accordance with Section 1.2.15.
- b) The Chairman of the BMT, or the Honorary Secretary, may at any time at their discretion, and shall either within 21 days of receiving a written request so to do signed by not less than 20 (being Ordinary or other Members over the age of 18 years), members having the power to vote, or within 21 days of receiving an appropriate resolution of the BMT, call an Extraordinary General Meeting. The place and hour of the meeting shall be determined by the BMT. Any such request of resolution shall specify the reasons for calling the Extraordinary General Meeting and the matters proposed to be discussed thereat and the Meeting shall have no power to deal with other matters.
- c) The BMT shall cause to be published in the local press notice of any Annual General Meeting or Extraordinary General Meeting not less than 14 days before the date of that meeting, and also cause a notice to be posted on the Notice Board in the Centre which shall contain:
 - i) A copy of the resolution proposed showing proposer and seconders.
 - ii) A list of all nominations that have been proposed for appointment as Officers and Members of the BMT.
 - iii) Any other matters relevant to the meeting.
- d) At all General Meetings of the Association the Chairman shall take the chair and failing that the Vice-Chairman, and if he is not present, any other Adult Ordinary Member appointed by the General Meeting shall take the Chair.

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- e) A quorum for the Annual or Extraordinary General Meeting shall be twenty-five or one-third of the membership, whichever is the least. 'Save that if such quorum is not present within half an hour from the time appointed for the meeting or if during such a meeting such a quorum ceases to be present the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the BMT defines.
- f) Every Adult Ordinary member, who has been accepted for membership not less than seven days previously, any member falling within Paragraph 1.2.4.1 shall be entitled to vote and the voting shall be by ballot if so demanded by not less than twelve members present. No member shall exercise more than one vote. In the event of an equality of voting the Chairman shall have the casting vote.
- g) Any member wishing to raise a matter at the General Meeting which relates to the conduct and management of the Association and refers in detail to meetings or resolutions of the BMT or otherwise shall furnish the Honorary Secretary of the same not less than seven days before the General Meeting so that detailed reports and minutes can be available at the said General Meeting.

9. REGULATIONS FOR OFFICERS OF THE ASSOCIATION

- a) The Honorary Treasurer will take charge of the funds of the Association and pay therefore all proper liabilities of the Association. He shall keep proper books and shall inform the BMT at each meeting concerning the financial state of the Association and shall if required produce the books of accounts and vouchers for their scrutiny, for which service he may be paid an honorarium.
- b) The Association Bankers shall be instructed to honour bills of exchange with such signatures of the Officers and Members of the BMT in combination or otherwise as the BMT may from time to time resolve.
- c) Each year prior to the Annual General Meeting, the Honorary Treasurer shall arrange for the ACA accounts to be subject to an independent examination by an authorised auditor in accordance with the applicable details in the Charities Act and the UK accounting standards and legal practices. The accounts, once verified are to be presented by the Honorary Treasurer at the Annual General Meeting.
- d) The Honorary Secretary shall keep full and correct minutes of all BMT meetings and General Meetings.


10. POLICIES AND PROCEDURES

The BMT shall have power to adopt and issue Policies and Procedures for the conduct of the business of the Association and Standard Operating Instructions for the use of the Centre. Such Rules and Standard Practice Instructions shall come into operation immediately, provided always that they shall be subject to review by the Association in General Meeting and that they shall be consistent with the provisions of this Constitution.

11. NOTICES

- a) Each member shall keep the Manager informed at the Manager's office on the Centre's premises of that Member's private address or of some other address at which communications may be addressed to him. Nevertheless, it shall not be necessary to send any Notice intended for Members generally to any Member by post or otherwise.
- b) Any Notice posted on the Centre's Notice Board shall be Notice to all Members provided in the case of a General Meeting, such Notice is posted not less than 14 days before the convening of such a meeting.

12. EXCLUSION OF LIABILITY

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Neither the Centre nor any Officer thereof shall be liable to any Member or guest of any Member for any loss of or damage to any property occurred from whatever cause in or about the Centre premises nor for any injury sustained by any Member or guest on or entering or leaving the Centre premises and a Notice to this effect shall at all times be displayed in a prominent position on the Centre premises.

13. TRUST PROPERTY

The Title of all real, or other, property which may be required for the purpose of the Association may be vested in Holding Trustees who shall be appointed by the BMT and who shall, if required to do so by the Charity Commissioners, 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 Holding Trustees shall not be less than two or more than four. Trust Property shall be listed in an Appendix to the Association's Rules of Operation.

14. TRUST PROPERTY ON DISSOLUTION OF THE ASSOCIATION

- a) If the BMT by a simple majority decides at any time that on the ground of insolvency or otherwise it is necessary or advisable to dissolve the Association they shall call an Extraordinary General Meeting of the Association giving not less than 21 days' notice (stating the terms of the resolution to be proposed thereat).
- b) Such notice shall be posted in a conspicuous place, or places, at the Centre and in Alton and advertised in a newspaper circulating in Alton and given in writing to the Charity Commissioners for England and Wales and the Secretary for the National Federation of Community Associations. If such decisions shall be confirmed by a simple majority of those present and voting at such Extraordinary General Meeting the BMT shall with the prior consent of the Charity Commissioners in respect of realty have power to dispose of any of the assets held by, or in the name of, the Association. Any assets remaining after the satisfaction of any property debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of Alton as the BMT may decide and as has been approved by the Charity Commissioners for England and Wales.


15. ALTERATIONS TO THE CONSTITUTION


Any proposals to alter the Constitution must be delivered in writing to the Honorary Secretary of the Association not less than 28 days before the date of the Annual General Meeting at which it is first to be considered in accordance with the procedure in Paragraph 1.2.8. An alteration will require the approval of both: -

- a) A simple majority of members of the BMT present and voting at a Committee Meeting is a two-third majority of the Members of the Association present and voting at the Annual General Meeting, being those members previously defined as entitled to vote.
- b) No alteration to Clause 2.2 shall be made without the consent of the Charity Commissioners for England and Wales. If Holding Trustees have been appointed in accordance with Paragraph 2.13 hereof an alteration shall not be made without the knowledge and consent of the Holding Trustees but such consent shall not be unreasonably withheld by them.

16. INTERPRETATION OF THE CONSTITUTION

The BMT shall determine all questions of interpretation arising from the Constitution and Rules and such determination shall be recorded and will be final.

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