

Whitstone Residents Association

Constitution

1. Name

The name of the Association is Whitstone Residents Association ('The Association')

2. Administration

Subject to the matters set out below The Association shall be administered and managed in accordance with this constitution by members of the Management Committee, constituted by clause 7 of this constitution ('The Management Committee').

3. Objectives

The objectives of The Association ('the objectives') are:

1. To promote the interests of the residents of the Parish of Whitstone.
2. To help to provide social activities and facilities for the Whitstone Parish Residents Association with the objective of improving the conditions of life for the Residents and to raise funds for these purposes.
3. To represent the views and interests of its members to elected councils and other bodies.
4. To liaise with all statutory and voluntary bodies as appropriate.
5. To assist in the improvement of communication in the widest sense within the Whitstone Parish or any projects that fall outside of the Parish but that would benefit the Residents of Whitstone Parish.
6. To support, maintain, develop and/or operate a centre or centres providing facilities for childcare, community learning, healthy living initiatives, educational and cultural activities, training activities, leisure pursuits and accommodation for community groups, and for voluntary, public and private sector agencies which provide services of benefit to the Whitstone Residents, and which may include refreshment facilities. So long as the providers of already established or in hand facilities/activities/pursuits require the support of The Association.
7. To support/advise in relation to, prepare, organise, conduct and/or support training courses, and educational and training events and activities of all kinds. Where other organisations are not able to assist or involve themselves in.

8. To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and DVD recordings, multimedia products and display materials, and to support the already established Whitstone website and the local news publication The Whistler.
9. To promote, operate, coordinate, monitor and/or support other projects and programmes (which may include workspace projects) which further the objectives of The Association.
10. To provide information, advisory, support and/or consultancy services which further the objectives of The Association.

4. Powers

In pursuance of those objectives (but not otherwise), the committee shall have the following powers within the area of benefit defined as Whitstone Residents Association and the Parish:

1. To carry on any other activities which further any of the above objectives.
2. To promote companies whose activities may further one or more of the above objectives, or may generate income to support the activities of The Association.
3. To fund, and to give security in support of any such funds by The Association, in support of any obligations undertaken by The Association or in support of any guarantee issued by The Association.
4. To improve, manage, develop, or otherwise support any part of the property rights of The Association.
5. To engage such consultants and advisers as are considered appropriate from time to time.

5. Membership

Membership shall be open to all residents of the age of 18 of the Whitstone Parish. These will be called the full members. Every member shall have the right to vote at the Annual General Meeting or Extraordinary General Meetings of the Association. Members under the age of 18 may be admitted to junior membership as and when and subject to such conditions as the General Committee may decide. Any member or group **not** resident in the Whitstone Parish who wishes to further The Associations objectives can become an associate member. Associate members shall not have a right to vote at the AGM or EGM.

6. Honorary Officers

At the Annual General Meeting the members shall elect from among themselves the following Honorary Officers, who shall hold office from the conclusion of that meeting:

- The Chair
- The Secretary
- The Treasurer

7. Management Committee

The Management Committee shall consist of:

- a. The Honorary Officers specified in the preceding clause, plus
- b. Not less than 3 members and not more than 7 members, and representatives of The Association, elected at the Annual General Meeting, who shall hold office from the conclusion of that meeting and
- c. Not more than 3 members whom The Management Committee may co-opt for specific projects. Co-opted members shall not have voting rights.

All members of The Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

A member of The Management Committee shall cease to hold office if s/he:

- Has been convicted of any offence involving dishonesty or deception;
- Has been adjudged bankrupt or sequestration of her/his estate has been awarded and s/he has not been discharged;
- Has made a composition or arrangement with, or granted a trust deed for, her/his creditors and has not been discharged;
- Has been removed by the Charity Commissioners or by any court or under the Company Directors Disqualification Act 1986 or the Insolvency Act 1986 from being concerned with the management or control of any body;
- Has become incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
- Is absent without the permission of The Management Committee from all its meetings held within a period of six months and The Management Committee resolves that s/he shall cease to hold office; or
- Notifies The Management Committee of her/his resignation: Provided that at least four members of The Management Committee will remain in office when the notice of resignation is to take effect.

8. Meetings and Proceedings of Management Committee

- 8.1** The Management Committee shall hold at least 6 ordinary meetings each year. A special meeting may be called by the chair or by any two members of The Management Committee upon not less than 3 days' notice being given to the members of The Management Committee of the matters to be discussed.
- 8.2** There shall be a quorum when 4 members are present at the meeting.
- 8.3** When a vote is taken the matter shall be decided by a majority of those present and voting. In the case of equality of votes the chair shall have a second or casting vote.
- 8.4** The Secretary shall keep minutes of the proceedings of The Management Committee.
- 8.5** In the absence of the Chair or Secretary the first business of the meeting shall be to ensure that a substitute is appointed for the duration of the meeting.

9. Sub-committees

The Management Committee may appoint such sub-committees as it thinks fit for supervising or performing any activity or service, defining the terms of reference and determining each sub-committee's composition and the duration of its activities. All acts and proceedings of each sub-committee shall be reported as soon as possible to The Management Committee.

10. Receipts and expenditure

The funds of The Association including all subscriptions, donations, contributions and bequests, and receipts of any other nature shall be paid into an account operated by The Management Committee in the name of The Association at such bank or other financial institution as The Management Committee shall from time to time decide. Funds belonging to The Association shall be applied only in furthering the objectives.

11. Accounts

- 11.1** The Treasurer shall present to each ordinary meeting of The Management Committee an up-to-date statement of the accounts.
- 11.2** The Treasurer shall prepare annual statements of accounts to 31st December, which, after examination by an independent member appointed by The Management Committee, shall be presented to the Annual General Meeting.

12. Indemnity

No members of The Management Committee 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 s/he shall have received professional advice before making such investment); or
- b.** For the negligence or fraud of any agent employed by her/him or by any other member of The Management Committee in good faith (provided reasonable supervision shall have been exercised)

No member of The Management Committee shall be liable by reason of any mistake or omission made in good faith by any member of The Management Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member whom it is sought to make liable.

The Management Committee should take out indemnity insurance to cover any liability incurred by the Association.

13. Annual General Meetings

There shall be an Annual General Meeting of the Association which shall be held in the month of April each year or as soon as is practicable thereafter. Every Annual General Meeting shall be called by The Management Committee. The secretary shall give at least 21 day's notice of the Annual General Meeting to all members of The Association, who shall be entitled to attend and vote at the meeting.

The business of each Annual General Meeting shall be:

- a.** To receive any apologies;
- b.** To approve the minutes of the previous Annual General Meeting;
- c.** To receive the Annual Report of The Management Committee;
- d.** To receive the accounts of The Association for the preceding financial year;
- e.** To elect the Honorary Officers specified in clause 6 of this constitution;
- f.** To elect the members of The Management Committee specified in sub-clause 7(b);
- g.** To appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of The Association;
- h.** To consider and vote on any proposals to alter this constitution in accordance with clause 14 of this constitution;
- i.** To consider any other business of which due notice has been given.

13.1 Extraordinary General Meetings

13.1.1 The Management Committee may call an Extraordinary General Meeting at any time. If at least ten members of the Association request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting without delay. At least 21 days' notice must be given and the notice must state the business to be discussed.

13.1.2 Notice for the General Meetings shall consist of ensuring that a Notice of the Meeting is publicised in the usual places within the Parish e.g. notice boards and the Post Office. In addition there should also be an insertion in the appropriate local newsletter/magazine.

14. Procedure at General Meetings

All general meetings shall be chaired by the Chair appointed at the preceding Annual General Meeting or, in his/her absence, by a member appointed at the beginning of the meeting. The Secretary or some other member specially appointed by the meeting shall keep a full record of proceedings at every general meeting. There shall be a quorum when at least 6 members are present.

All resolutions at General Meetings other than those relating to matters referred to under clauses 14 & 15 shall be decided by a majority of those present and voting. In the case of equality of votes the Chair shall have a second or casting vote.

15. Alterations to the Constitution

This Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting.

16. Dissolution

If The Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a General Meeting of all members of The Association, of which not less than 21 days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting The Management Committee shall have the power to realise any assets held by or on behalf of The Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to other Association/Organisations within the Whitstone Parish with the agreement of the Management Committee.

This changed constitution shall be adopted at an Extraordinary General Meeting called specifically for this purpose with 21 days notice given.

17. Foundation and Adoption

The Whitstone Residents Association was founded and the Constitution adopted following a public meeting held on:

Date:

Signed:

Chairperson: -----

Secretary: -----

Treasurer: -----