

Hanney Community Association

Constitution

Adopted on the 27th day of November 2014

As amended by resolution at the AGM 14th March 2016

A Name of association

The name of the association is Hanney Community Association

B Administration

The Association will be managed under this constitution by the members of the Steering Group, as provided by clause G ('the Steering Group').

C Objects

The objects of the Association ('the objects') are to promote the community interests of East Hanney & West Hanney ("The Hanneys") by acquiring assets, supporting organisations and events and maintaining facilities for community benefit in The Hanneys.

D Powers

The following powers may be used by the Steering Group provided that:

- they are used to promote the objects;
 - the Steering Group complies with all relevant laws; and
 - consents are obtained where necessary.
- i Power to invite and receive contributions.
 - ii Power to raise funds, as long as the Steering Group does not undertake any substantial permanent trading activities.
 - iii Power to set any membership subscription
 - iv Power to buy, take on, lease or exchange any property, and power to maintain and equip the property for use.
 - v Power to sell, lease or dispose of all or any part of the Association's property.
 - vi Power to borrow money and to charge all or any part of the Association's property with repayment of the borrowed money.
 - vii Power to employ staff (who must not be members of the Steering Group) as necessary for promoting the objects, and power to make all reasonable and necessary arrangements for the payment of pensions for staff and their dependants.
 - viii Power to cooperate with other charities, voluntary bodies and statutory authorities who have identical or similar objects, and to exchange information and advice with them.
 - ix Power to establish or support any charitable trusts, associations or institutions to achieve all or any of the objects.
 - x Power to establish any advisory committees necessary.
 - xi Power to do all other things necessary for the achievement of the objects.

E Membership

- 1 Any person is eligible to become a member of the Association if he or she:
 - is 18 years or over;
 - is interested in promoting the objects;
 - has paid the Association's enrolment fee & annual subscription (if any); and
 - whose application has been accepted by the Steering Group.

- 2 Every member has one vote.
- 3 The Steering Group can end a person's membership only if:
 - the Steering Group unanimously agrees that the membership should be ended; and
 - the person is given the right to be heard by the Steering Group accompanied by a friend before a final decision is made.
- 4 Data Protection - In making an application to be a Member of Hanney Community Association, each person understands that their personal data of name and contact details will be maintained by the Treasurer and other Steering Group members in accordance with data protection provisions. Hanney Community Association is not registered under data protection legislation.

F Honorary officers

At the annual general meeting of the Association, the members will elect from among themselves a chair, and a treasurer. The honorary officers take up their offices from the end of that meeting.

G Steering Group

- 1 The Steering Group will be made up of not less than 2 members or more than 9 members being:
 - a the honorary officers specified in clause F; and
 - b and not more than 7 members elected at the annual general meeting who hold office from the end of that meeting.
- 2 The Steering Group may, in addition, appoint not more than 3 members ('co-opted members'). However, the Steering Group cannot appoint any person as a co-opted member if, as a result, more than one-third of the members of the Steering Group would be co-opted members. Co-opted members can be appointed at a special meeting of the Steering Group called under clause J. A co-opted member's appointment takes effect from the end of that meeting, unless the appointment is to fill a future vacancy; in that case, the appointment begins on the date the post is vacated.
- 3 All the Steering Group members, including the honorary officers, will retire from office together at the end of the next annual general meeting after they came into office. They may be re-elected or re-appointed.
- 4 The proceedings of the Steering Group are not invalidated by:
 - any vacancy in the Steering Group;
 - any failure to appoint a member; or
 - any defect in the appointment or qualification of a member.
- 5 No person is allowed to act as a Steering Group member until after they have signed the Steering Group's minute book, declaring that they accept the Association's objects and will act toward achieving them.
- 6 The Steering Group may take out indemnity insurance to protect the Steering Group members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:
 - all fines;
 - costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct; and
 - liabilities to the Association resulting from conduct that the Steering Group member knew, or must be assumed to have known, was not in the best interests of the

Association, or that the Steering Group member did not care whether it was in the best interests of the Association.

H Termination of membership of the Steering Group

A member will no longer be a member of the Steering Group if he or she:

- 1 becomes incapable, by reason of mental disorder, illness or injury, of managing his or her own affairs;
- 2 is absent without permission from all Steering Group meetings held over six months, and the Steering Group resolves that his or her office be vacated; or
- 3 notifies the Steering Group that he or she wishes to resign (but only if at least two members of the Steering Group will remain in office when the resignation takes effect).

I Steering Group members and personal interest

- 1 Except in keeping with sub-clause 2 and sub-clause 3 of this clause, no member of the Steering Group must have any interest in property belonging to the Association (except as the Association's trustee) or receive payment from or have an interest in (except as a member of the Steering Group) any contract entered into by the Steering Group. This sub-clause shall not affect the Steering Group's right to obtain indemnity insurance as described in sub-clause 6 of Clause G.
- 2 A member of the Steering Group can be repaid for any reasonable out-of-pocket expenses incurred on behalf of the Association.
- 3 Any members of the Steering Group may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of the Steering Group. At no time must a majority of the Steering Group members benefit under this provision. Members of the Steering Group must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

J Meetings and proceedings of the Steering Group

- 1 The Steering Group will hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Steering Group. The other Steering Group members must be notified of the matters to be discussed at least four days before the meeting. If a co-opted member is to be appointed at the meeting, members must be informed at least 21 days before the meeting.
- 2 The chair will act as chair at meetings of the Steering Group. If the chair is absent, the attending members of the Steering Group will choose one member to be chair of the meeting before any other business is done.
- 3 At least one-third of the members of the existing Steering Group, but never less than two Steering Group members, must be present for a meeting to be valid.
- 4 Every matter will be decided by a majority of votes of the attending Steering Group members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.
- 5 The Steering Group will keep minutes, kept for the purpose, of meetings of the Steering Group and any sub-committee.

- 6 The Steering Group may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.
- 7 The Steering Group may appoint sub-committees of at least two Steering Group members to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the Steering Group.

K Receipts and expenditure

- 1 The funds of the Association, including all donations, contributions and bequests, will be paid into an account operated by the Steering Group in the name of the Association, at a bank chosen by the Steering Group. All cheques drawn on the account must be signed by at least two members of the Steering Group.
- 2 The funds belonging to the Association will be used only to further the objects.

L Property

- 1 The Steering Group must make sure that:
 - a all land held by or in trust for the Association; and
 - b all investments held by or in trust for the Association,

must be held in the name or names of:

- a corporation entitled to act as custodian trustee; or
- not less than two individuals.

Holding trustees may be removed by the Steering Group at its discretion and must act under the lawful directions of the Steering Group. As long as the holding trustees act only under the Steering Group's lawful directions, they will not be liable for the acts and defaults of the Steering Group members.

- 2 If a corporation entitled to act as custodian trustee has not been appointed to hold the Association's property, the Steering Group may permit any investments held by or in trust for the Association to be held by a nominee, and may pay a reasonable and proper amount to the nominee for its work. The nominee may be any:
 - clearing bank;
 - trust corporation; or
 - stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company).

M Accounts

Although not a registered Charity, the Steering Group must follow the Charities Act 1993 (or any update or change to it) with regard to:

- 1 keeping the Association's accounting records;
- 2 preparing the Association's annual statements of account;
- 3 auditing or independent examination of the Association's statements of account.

N Annual report

The Steering Group must present to all members of the Association an Annual Report of its activities including Financial Statements by 31 March each year for the preceding calendar year commencing on 1st January and finishing on 31st December.

O Annual general meeting

- 1 An annual general meeting of the Association will be held before 30th April each year, or as soon as possible after that.
- 2 Every annual general meeting will be arranged by the Steering Group. The Steering Group must notify the members of the Association at least 21 days before the meeting. All Association members can attend and vote at the meeting.
- 3 Before any other business at the first annual general meeting, the attendees will appoint a meeting chair. The chair will also be the chair of future annual general meetings. If he or she is not present at subsequent meetings, the attendees will appoint a meeting chair before any other business.
- 4 The Steering Group will present to each annual general meeting the Annual Report and Financial Statements of the Association for the preceding year.
- 5 Nominations for election to the Steering Group must be made by Association members in writing. The Steering Group must receive all nominations at least 28 days before the annual general meeting. Election will be by ballot only if the number of nominations exceeds the number of vacancies.

P Special general meetings

Special general meetings of the Association can be called:

- by the Steering Group at any time; or
- by the Steering Group if at least one tenth of Association members write a request including the business to be considered.

All members of the Association must be notified of the business to be discussed at least 21 days before a special general meeting.

Q Procedure at general meetings

- 1 The Steering Group, will keep a full record of proceedings at every general meeting of the Association.
- 2 At least 10 members or if less, one-tenth of the current members of the Association, must be present at any general meeting for it to be valid.

R Notices

Any required notice must be served on Association members in writing or by electronic transmission when an e-mail address has been provided. The Steering Group will serve any member either personally, by e-mail or by post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom. Any letter sent will be considered received after 2 days. Any e-mail not rejected will be deemed to have been received.

S Alterations to the constitution

- 1 Subject to the following sub-clauses, the constitution may be altered by a resolution passed by at least two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include the terms of the proposed alteration.
- 2 No amendment may be made which would have the effect of making the Association cease to be an Association by law.

T Dissolution

If the Steering Group decides that it is necessary or advisable to dissolve the Association, it will call a meeting of all Association members. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the Steering Group will have the power to realise any assets held by or on behalf of the Association. Any assets remaining after all proper debts and liabilities are paid will be transferred to Association members or an Association or charities with identical or similar objects, as decided by the Association members. Failing that, the assets will be applied for some other charitable purpose for the benefit of the residents of East Hanney & West Hanney.

U Arrangements until first annual general meeting

Until the first annual general meeting, the people whose signatures appear at the bottom of this document will act as the Steering Group. This constitution was adopted on the date at the top of this document by the following people.

Attested the following Members,

Angela Miller – Membership no. 1

Hilary CakebreadHall – Membership no. 5

David Lea – Membership no. 6

Dated: 27 November 2014

Witnessed by:

Signature: [electronically signed]

Name: Christopher French

Occupation: Retired

Address:
3 Snuggs Lane, East Hanney, OX12 0HU