

CHILLINGTON COMMUNITY ASSOCIATION (Registered Charity: 1000070) CONSTITUTION – 25.9.1989, Updated 13.10.2021

1. Name

The name of the Association shall be Chillington Community Association (the 'CCA').

2. Objects

The objects of the CCA shall be:

- a) To promote the benefit of the inhabitants of Chillington and the neighbourhood (hereinafter called 'the area of benefit') without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance 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 for the said inhabitants;
- b) To establish, or secure the establishment of a Community Centre and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects;
- c) The CCA shall be non-party in politics and non-sectarian in religion. The Charity Commission or its successors are shown herein as the 'Commission'.

3. Powers

In order to carry out the charitable purposes of the CCA, the Trustees have the power to:

- a) Raise funds, receive grants and donations;
- b) Apply funds to carry out the work of the CCA;
- c) Co-operate with and support other charities with similar objects;
- d) Do anything which is lawful and necessary to achieve those objects.

4. Membership

- a) Membership shall be open, irrespective of sex, sexual orientation, political opinion, nationality, religion or race to:
 - i. Individuals aged eighteen years or over and who live within the area of benefit;
 - ii. The Statutory Authorities in whose administrative area the area of benefit lies;
 - iii. Sections shall be such groups of individual members as may, with the permission of the General Committee (hereinafter mentioned), be formed within the CCA for the furtherance of common activities. The General Committee shall determine the terms of reference and powers of each Section and may also determine the duration of its activities;
 - iv. Associations and organisations, whether corporate or otherwise, and whether local, national or international, which are voluntary or non-profit distributing, and which wish to support or further the objects of the CCA, which shall be known as Affiliated Groups;
- b) Each member organisation as set out in Clauses 4 a) (ii – iv) shall appoint at least one individual person to represent it and vote on its behalf at meetings of the General

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Committee and at General Meetings of the CCA. In the event of such individual person resigning or otherwise leaving an organisation he or she shall forthwith cease to be a representative thereof. The organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.

- c) The General Committee can also admit to membership any individual or organisation it decides has an interest in using the facilities at Chillington.

5. The General Committee

Subject as hereinafter mentioned the policy and general management of the affairs of the CCA shall be directed by a General Committee which shall meet not less than 4 times a year.

- a) The General Committee shall consist of:
 - i. Trustees elected under Clause 6 hereof;
 - ii. Secretary (To include keeping Minutes);
 - iii. Up to 8 Representatives of Individual Members:
Representatives of individual members shall be elected from among and by themselves at the Annual General Meeting.
 - iv. Representative Members:
If proposed, at least 1 representative appointed by each:
 - a. Statutory Authority;
 - b. Section;
 - c. Affiliated group.
- b) If casual vacancies occur among the elected Trustee or Committee members of the General Committee it shall have the power to fill these from amongst the members of the CCA. Any person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting of the CCA and shall be eligible for election at that meeting.
- c) In addition to the members so elected and those serving by virtue of Clause 5 hereof the General Committee may co-opt individually up to 4 further persons, whether members of the CCA or not, who shall serve on the General Committee with full voting rights until the conclusion of the next Annual General Meeting, provided that the number of co-opted members shall not exceed one quarter of the total numbers of members elected and appointed to the General Committee in accordance with Clause 5.
- d) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- e) The General Committee may appoint such special or standing committees as may be deemed necessary by the General Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the General Committee as soon as possible.

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- f) No person under the age of eighteen shall be a member of the General Committee or of any special or standing committee of the CCA, but such persons may be invited to attend such committee as non-voting observers.

6. Trustees

- a) Only members of the CCA shall be eligible to serve as Trustees.
- b) At the Annual General Meeting hereinafter mentioned the CCA shall elect as Trustees a Chair, Vice-Chair, Treasurer and such other Trustees as the CCA shall from time to time decide, and a Secretary who may also be a Trustee or a General Committee member.
- c) The General Committee shall have the power to elect further Trustees from its members, but there may be no more than 8 Trustees at any time. If a vacancy occurs among the Trustees or Secretary, the General Committee shall also have the power to fill it from among its members. Any person appointed to fill a casual vacancy shall hold office until conclusion of the next Annual General Meeting of the CCA and shall be eligible for election at that meeting.
- d) Trustees cannot receive any money or property from the CCA, except to refund reasonable out of pocket expenses.
- e) A Trustee must:
 - i. Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CCA or in any transaction or arrangement entered into by the CCA which has not been previously declared; to the next General Committee Meeting;
 - ii. Be prepared to absent himself or herself from any discussions of the CCA in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the CCA and any personal interest (including but not limited to any personal financial interest);
 - iii. Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.
- f) Clauses 6 d) and e) apply also to persons connected to the Trustee such as Child, Parent, Grandparent and Grandchildren, Brother or Sister, Spouse or Civil Partner, Business Partner and Business controlled by the Trustee.

7. Benefits and payments to Trustees, General Committee members and connected persons

- a) General provisions:

No Trustee, General Committee member or connected person may:

 - i. Buy or receive any goods or services from the CCA on terms preferential to those applicable to members of the public;
 - ii. Sell goods, services or any interest in land to the CCA;
 - iii. Be employed by, or receive any remuneration from the CCA;

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- iv. Receive any other financial benefit from the CCA, other than that defined in Clause 6 d).

7a) i - iv above apply unless the payment is permitted by sub-clause 7 (b) of this clause, or authorised by the Court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- b) Scope and powers permitting Trustees, General Committee members or connected persons' benefits ('They' or 'Them'):

- i. They may receive a benefit from the CCA in the capacity of a beneficiary of the CCA provided that a majority of them do not benefit in this way.
- ii. They may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to the CCA where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- iii. Subject to sub-clause 7 c) below of this clause, They may provide the charity with goods that are not supplied in connection with services provided to the CCA by them.
- iv. They may receive interest on money lent to the CCA at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- v. They may receive Rent for premises let by them to the CCA. The amount of rent and the other terms of the leases must be reasonable and proper. They must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- vi. They may take part in the normal trading and fundraising activities of the CCA on the same terms as members of the public.

- c) Payment for supply of goods only – controls

The Trustees, General Committee and connected persons may only rely on the authority provided by sub clause 7b) iii if each of the following conditions is satisfied:

- i. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CCA and the person supplying the goods ('The supplier') under which the supplier is to supply the goods in question to or on behalf of the CCA;
- ii. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- iii. The other General Committee members are satisfied that it is in the best interests of the CCA to contract with the supplier rather than with someone who is not a General Committee member. In reaching that decision the General Committee must balance the advantage of contracting with a General Committee member or connected person against the disadvantages of doing so;

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- iv. The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regards to the supply of goods to the CCA;
- v. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the General Committee is present at the meeting;
- vi. The reason for their decision is recorded by the General Committee in the minute book;
- vii. A majority of the General Committee then in office are not in receipt of remuneration or payments authorised by this clause 7.

8. Paid Officers

- a) The General Committee may appoint such staff as it may from time to time determine, and shall fix the amount of any remuneration to be paid and the terms and conditions of employment.
- b) A member of the CCA's staff shall not be eligible to be a member of any committee of the CCA, but may be invited to attend such committee as a non-voting adviser.

9. Annual General Meeting

Once in each year an Annual General Meeting of the CCA shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the holding of the preceding Annual General Meeting. The business of each Annual General Meeting shall be:

- a) To consider the Minutes of the previous AGM;
- b) To consider the Annual Report of the General Committee on the work of the CCA and its activities during the preceding year;
- c) To approve the Accounts of the CCA;
- d) To elect the Trustees of the CCA in accordance with Clause 6 hereof;
- e) To note the appointment of Representative Members of the General Committee in accordance with Clause 5 hereof;
- f) To elect Representatives of Individual Members to serve on the General Committee, in accordance with Clause 5 hereof;
- g) To consider the appointment of an independent examiner for the coming year, if required by current law, or if voted by the meeting;
- h) To consider and vote on proposals to alter this constitution in accordance with Clause 21 hereof;
- i) To consider any other business of which due notice has been given.

10. General Meetings

The Chair of the General Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do so signed by not less than 25 members, whether individual or representative, and giving reasons for the request, call a

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General Meeting of the CCA to consider the business specified on the notice of meeting and for no other purpose.

11. Notice

- a) The minimum period of notice required to hold any General Meeting or General Committee Meeting of the CCA is 14 clear days from the date on which the notice is deemed to have been given.
- b) A General Meeting of the General Committee may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- c) The notice must be reasonably advertised to all the members.
- d) Any Trustee or at least 2 General Committee members may call a meeting of the General Committee.

12. Rules of procedure at all meetings

a) Voting

Subject to the provisions of Clause 21, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.

b) Quorum

I. General Committee Meetings:

At least one third of the General Committee members shall form a quorum at meetings of the General Committee

II. General Meetings

At least 10 members and a quorum of the General Committee shall form a quorum at General Meetings of the CCA.

In the event that no quorum is present at an Annual General Meeting of the CCA, the meeting shall stand adjourned and to reconvene 14 days later, and those members present at that meeting shall be deemed to form a quorum.

III. Minutes

Minute books shall be kept by the CCA, the General Committee and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

13. Standing Orders and Rules for the use of the Community Centre

The General Committee shall have power to adopt and issue Standing Orders and/or Rules for the use of the Community Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the CCA in General Meeting and shall not be inconsistent with the provisions of this constitution.

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14. Accounts, Annual Report, Annual Return

- a) All money raised by or on behalf of the CCA shall be applied to further the objects of the CCA and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the CCA or the repayment of reasonable out of pocket expenses.
- b) The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
 - I. The keeping of Accounting records for the CCA;
 - II. The preparation of Annual Statements of Account for the CCA;
 - III. The transmission of the Statements of Account to the Commission;
 - IV. The preparation of an Annual Report and its transmission to the Commission;
 - V. The preparation of an Annual Return and its transmission to the Commission.
- c) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare Accounts in accordance with the provisions of such a Statement prepared by another body.
- d) An account shall be opened in the name of the CCA with the Kingsbridge branch of the Barclays Bank Plc, or with such other financial institution as the General Committee shall from time to time decide. The General Committee shall authorise in writing the Treasurer, the Secretary of the CCA and two members of the General Committee to sign cheques on behalf of the CCA. All cheques must be signed by not less than two of the four authorised signatories.

15. Disqualification and removal of Trustees and General Committee Members

A Trustee shall cease to hold office if he or she:

- a) Is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (including conviction of an offence involving dishonesty or deception, bankruptcy or disqualification by the Commission), or any statutory re-enactment or modification of that provision;
- b) Ceases to be a member of the CCA;
- c) Resigns as a Trustee by notice to the CCA (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- d) Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated;

Clauses a) to d) will also apply where applicable to other General Committee Members.

16. Registered particulars

The Trustees must notify the Commission promptly of any changes to the CCA's entry on the Central Register of Charities.

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17. Repair and insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the CCA. They must also insure suitably in respect of public liability and employer's liability.

18. Disputes

If a dispute arises between members of the CCA about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

19. Trust Property

The General Committee may appoint a custodian trustee, or a trust corporation or not less than three nor more than four named individuals (not being members of the General Committee) to hold any real or personal property held by or in trust for the CCA, or may, with the agreement of the Official Custodian for Charities, vest in him any property so held. In the event of the resignation, death or disqualification of an individual trustee, the General Committee shall be empowered to appoint a replacement.

20. Dissolution

- a) If the General Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the CCA it shall call a meeting of all members of the CCA of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales and the Director of the National Federation of Community Organisations, or their successors. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the General Committee shall have power to dispose of any assets held by or in the name of the CCA. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee may decide and as may be approved by the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.
- b) If the members resolve to dissolve the CCA the Trustees will remain in office as Trustees and be responsible for winding up the affairs of the CCA in accordance with this clause.

21. Alterations to the Constitution

- a) Any proposal to alter this constitution must be delivered in writing to the Secretary of the CCA not less than 21 days before the date of the meeting at which it is first to be considered. An alteration will require the approval of both:
 - I. A simple majority of members of the General Committee present and voting at a General Committee meeting;
 - II. A two-thirds majority of individual members and representatives of the Affiliated Groups and Sections of the CCA present and voting at a General Meeting.

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- b) Notice of each such meeting must have been given in accordance with normal procedure but not less than 21 clear days prior to the meeting in question and giving the wording of the proposed alteration.

- c) No alteration to Clause 2 (Objects), Clause 20 (Dissolution) or to this Clause 21 shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made to this Constitution which would cause the CCA to cease to be a charity at law.

This Constitution was adopted as the Constitution of the Chillington Community Association at a Public Meeting duly convened at the Chillington Village Hall, Tanpits Lane, Chillington on 22 June 2016.

Chair: Neil Martin

Treasurer: Sue Rowland