



1. Name: The name of the Association shall be Whippingham Community Association. (Hereinafter called “the Association”).
2. Objects:
  - a. To promote the benefit of the inhabitants of Whippingham and the neighbourhood, (hereinafter called “the area of benefit”) without distinction of sex, political, religious or other opinions by associating the Local Authorities, Voluntary Organisations and Inhabitants 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 to secure the establishment of a Community Centre (hereinafter called “the Centre”) and to maintain and manage, or to co-operate with any Local Statutory Authority in the maintenance and management of such a centre for activities promoted by the Association and its constituent bodies in furtherance of the above objects.

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

The Association shall have power to affiliate to the National Federation of Community Associations and to other organisations with similar charitable objects.

3. Membership: Membership of the Association shall be of two kinds
  - a. Individual members who shall be either Full, Junior or Associate members
  - b. Group members who shall be the Constituent bodies and Sections
4. Individual Membership shall be open, irrespective of political party, nationality, religious opinion, race or colour to:
  - a. All persons aged eighteen and over living in the area of benefit who shall be called Full members
  - b. All persons under the age of eighteen living in the area of benefit who shall be called Junior members. Junior members shall not have the right to vote at member’s meeting but may elect from among themselves two representatives to the Council who shall each have the right to vote as if they were Full members.
  - c. Well-wishers anywhere who shall be called Associate members. Associate members shall not have the right to vote at member’s meetings but may elect from among themselves one representative to the Council who shall have the right to vote as if he were a Full member.

The manner in which Associate members and Junior members elect their representatives shall be determined by the Council from time to time.

5. Group Membership
  - a. Constituent bodies shall be the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Council that they are independent organisations or branches of independent national or other organisations.
  - b. Sections shall be such groups as may, with the permission of the Council, be formed within the Association among the individual members for the furtherance of a common activity.

Each Constituent body and Section shall have the right to appoint one representative to be a member of the Council and at any time by giving notice in writing to the Secretary of the Association to revoke the appointment of such member and to appoint another member in his

place. Such a member shall have the right attend and to vote at General Meetings of the Association.

6. Termination of Membership: The Council shall have the right for good and sufficient reason to terminate the membership of an individual member or Constituent body or Section provided that the individual member or person representing the Body or Section shall have the right to be heard by the Council before a decision is made.
7. Subscriptions: All Members and Constituent bodies shall pay such subscriptions as the Council may from time to time determine.
8. The Council: Subject to the limitations set out in Clause 10 hereof, the policy and general management of the affairs of the Association shall be directed by a Council (hereinafter referred to as "the Council") which shall meet not less than three time a year.

The Council shall consist of:

- a. The representative of the Constituent bodies and Sections as set out in accordance with Clause 5
- b. Such number of representatives of Full members, to be elected from among and by themselves at the Annual General Meeting, as is equal to the number of Council members appointed under Clause 8 (a).
- c. Two representatives of Junior members elected in accordance with Clause 4 (b)
- d. One representative of Associate members elected in accordance with Clause 4 (c)
- e. The Honorary Officers of the Association and of the Council ex-officio in accordance with Clause 9 (a)
- f. Two representatives appointed by the Trustees if Trustees shall have been appointed in accordance with Clause 16
- g. Such persons employed by or seconded to the Association as the Council may from time to time determine in accordance with Clause 9 (b)

In addition the Council may co-opt further members who shall be members of the Association provided that the number of co-opted members shall not exceed one-third of the total numbers of members of the Council as defined above. All members of the Council shall retire but shall be eligible to be appointed or co-opted again. The Council shall have the power to appoint such committees as it may from time to time decide and may determine their powers and terms of reference.

9. Officers
  - a. Honorary Officers: The Annual General Meeting shall elect a President, a Treasurer and such officers of the Association such as Honorary Secretary as it may from time to time determine. The Council shall elect its Chairperson and such other officers as it may from time to time determine. The Chairperson of the Council shall be ex-officio Chairperson of the Executive Committee.  
All Honorary officers of the Association and of the Council shall be ex-officio members of the Executive and all other committees.
  - b. Paid Officers: The Council shall have the power to appoint and dismiss a (paid) Secretary and such other employees of the Association as it may from time to time determine.
10. Annual General Meeting: Once in each year, in the month of MARCH the Council shall convene an Annual General Meeting of the Association, which all individual members and representatives of the Constituent bodies and Sections shall be entitled to and, for the purpose of receiving the Annual Report of the Council and the annual audited statement of accounts; of appointing Honorary Officers of the Association; of accepting resignations of members of the Council; of

electing representatives of Full members to serve on the Council; of appointing an auditor or auditors; of making recommendations to the Council and, whenever necessary, of voting on proposals to amend this Constitution in accordance with Clause 18 hereof.

11. Special General Meeting: The Chairperson of the Council or the Secretary may at any time at their discretion, and shall within twenty-one days of receiving a written request so to do signed by not less than twenty members having the power to vote and giving reasons for the request, call a Special Clause 18 hereof or of considering any matter which may be referred to them by the Council or for any other purpose.
12. Executive Committee: At its first meeting following the Annual General Meeting in each year the Council shall appoint an Executive Committee to which it may delegate any or all of its powers as it may from time to time determine.

The Executive Committee shall consist of six members elected by and from the members of the Council and of the officers of the Association and of the Council hereinbefore provided.

The Executive Committee shall have the power to co-opt additional members who shall be members of the Association but need not be members of the Council provided that the number of co-opted members does not exceed one-third of the total number of elected and ex-officio members. All members of the Executive Committee shall retire bi-annually but shall be eligible to be appointed or co-opted again.

The Executive Committee shall have the power to appoint such sub-committees as it may from time to time decide and may determine their powers and terms of reference.

13. Rules Of Procedure At All Meetings
  - a. Voting: Subject to the provision of Clause 18, 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 may have been appointed to represent two or more interests but in case of an equality of votes the Chairperson shall have a second or casting vote.
  - b. Quorum: One-third of the members shall form a quorum at meetings of the Council, the Executive and all other Committees. Twenty-five members shall form a quorum at General Meetings of the Association.
  - c. Minutes: Minute books shall be kept by the Association, the Council, the Executive, and all other Committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
14. Standing Orders And Rules For The Use of the Centre: The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the use of the Centre. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Council and shall not be inconsistent with the provisions of this Constitution.
15. Finance:
  - a. All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
  - b. The Honorary Treasurer shall keep proper accounts of the finances of the Association
  - c. The accounts shall be audited at least once a year by a qualified auditor or auditors who shall be appointed at the Annual General meeting
  - d. An audited statement of accounts for the last financial year shall be submitted by the Council to the Annual General Meeting.

16. Trust Property: The title of all and of any real property which may be acquired by or for the purposes of the Association shall be vested in Trustees who shall be appointed by the Council and who shall 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 Trustees shall not be less than three nor more than five.
17. Dissolution: If the Council by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association who have the power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards 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 given in writing to the Charity Commissioners for England and Wales and the Secretary of the National Federation of Community Associations. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Council shall have the power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the area of benefit as the Council may decide and as may be approved by the Charity Commissioners of England and Wales.
18. Alterations to the Constitution: Any proposal to alter this Constitution must be delivered in writing to the Secretary of the Association not less than 28 days before the date of the meeting at which it is first to be considered.

An alteration will require the approval of both:

- a. A simple majority of members of the Council present and voting at a Council meeting
- b. A two-thirds majority of individual members and representatives of the Constituent bodies and Sections of the Association present and voting at a General Meeting.

Notice of each such meeting must have been given in accordance with normal procedure but not less than 14 days prior to the meeting in question and giving the wording of the proposed alteration.

No alteration to Clause 2 shall be made without the consent of the Charity Commissioners of England and Wales.

If Trustees have been appointed in accordance with Clause 16 hereof, an alteration shall not be made without the knowledge and consent of the Trustees, but such consent shall not be unreasonably withheld by them.

This Constitution was adopted as the Constitution of the WHIPPINGHAM COMMUNITY ASSOCIATION at a PUBLIC MEETING duly convened at the COMMUNITY CENTRE, ALVERSTONE ROAD, WHIPPINGHAM on 27<sup>th</sup> MARCH 1985.

Signed by the Chairman and Secretary on 29<sup>th</sup> April 1985

Amendments: Clauses 4b and 8c and 9b agreed and minuted at meeting 17<sup>th</sup> June 1985