

# CONSTITUTION OF THE KEDINGTON COMMUNITY ASSOCIATION

## 1. NAME.

The name of the Association shall be Kedington Community Association (hereinafter called "The Association").

## 2. OBJECTIVES.

The objectives of The Association shall be:

- a) to promote the benefit of the inhabitants of Kedington and the Neighbourhood (hereinafter called "the area of benefit") without distinction of sex or of political, religious or other opinions by associating with 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 the 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 cooperate 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 the furtherance of the above objectives.

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

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

## 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 with Constituent bodies or Sections.

## 4. INDIVIDUAL MEMBERSHIP.

This 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 meetings, but may elect from amongst 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 amongst themselves, one representative to the Council who shall have the right to vote as if he/she were a Full member.

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

## **5. GROUP MEMBERSHIP.**

- a) constituent bodies shall be 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 amongst 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 a member and to appoint another member in his/her place. Such a member shall have the right to 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 or of a 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 determine from time to time.

## **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 the Council (herein referred to as "The Council") which shall meet not less than three times a year.

The Council shall consist of:

- a) the representatives appointed by Constituent bodies and Sections in accordance with Clause 5.
- b) such number of representatives of Full members, to be elected from amongst 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) one representative appointed by the Trustees 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 number of members of the Council as defined below. All members of the Council shall retire annually 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 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 other officers of the Association such as an Honorary Secretary as it may from time to time determine. The Council shall elect its Chairman and such other officers as it may from time to time determine. The Chairman of the Council shall be Ex Officio Chairman of the Executive Committee. All honorary officers of The Association shall be members of the Executive Committee and ex officio members of 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. The Council may determine which (if any) persons employed by or seconded to The Association shall be members ex officio of The Association, the Council, the Executive and other committees.

## **10. ANNUAL GENERAL MEETING.**

- I. Once in each year, in the month of April, 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 attend for the purpose of receiving the Annual Report of the Council and the Annual Independently Examined 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 independent examiner; of making recommendations to the Council and, whenever necessary, of voting on proposals to amend this Constitution in accordance with Clause 18 thereof.

- II. If it is not possible to hold an Annual General Meeting in April for any reason whatsoever it will be deemed postponed until the next virtual or face to face meeting and all existing Members of the Community Council will remain in office unless they resign their position. The Chairman may circulate the Statement of Accounts electronically or by post to the members and approve them by a simple majority of those responding to avoid delay in submission to the Charity Commission.

### **10 (a) GENERAL MEETINGS.**

A half-yearly general meeting shall be held in September of each year and the Council or Executive Committee may call such further General Meetings as deemed necessary.

### **10 (b) VIRTUAL MEETINGS**

- i. Annual, General, Community Council, Executive Committee and all other Committee Meetings may be held virtually if national or local legislation or other emergency prevents face to face meetings taking place in an appropriate location. On such occasions the quorum must include the Chairman and Secretary of the relevant Committee.
- ii. Such virtual meetings may also be held if at a previous meeting of any of the meetings included in paragraph 10 b) i, it is agreed by those present that for whatever reason it is expedient to meet virtually for a designated period or until further notice as appropriate.
- iii. If technology is available and with permission of the relevant Committee Chairperson online participation at face-to-face onsite meetings may take place.
- iv. In all cases, those participating virtually at any meeting will be deemed as being present for the purposes of voting and quorum.

### **10 (c) EXECUTIVE POWERS**

In the event of a National or Local Emergency which prohibits face to face meetings and virtual meetings are not feasible the Council Chairman will by virtue of this paragraph have executive powers to deal with any matter providing an attempt has been made to consult the Honorary Secretary and/or Treasurer before any decision is taken. All such decisions and actions taken will be communicated to the Council as soon as practicable afterwards.

## **11. SPECIAL GENERAL MEETINGS.**

The Chairman of the Council or the Secretary may at any time at their discretion, and shall within twenty-one days of receiving a written request to do so signed by not less than twenty members having the power to vote and giving reason or reasons for the request, call a Special General Meeting of The Association for the purpose of altering the Constitution in accordance with 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 meeting following the Annual General Meeting in each year, the Council may 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 be made up of twelve members, consisting of all honorary officers of The Association and the remainder being elected by and from the Council. The Executive Committee shall meet not less than six times in a year.

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 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 provisions of Clause 18, all questions arising at any meeting including virtual and mixed meetings shall be decided by a simple majority of those present or participating 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. In the case of equality of votes, the Chairman shall have a second or casting vote.
- b) Quorum-
  - (i) Committee Meetings: one third of members with power to vote shall form a quorum at all meetings of the Council, half the members of the Executive Committee (if any) and all other committees and sub-committees of the Association.

- (ii) General Meetings: twenty members or 10% of membership with power to vote, whichever is the less, shall form a quorum at General Meetings of the Association. In the event that no quorum is present at the Annual or Half Yearly General Meeting of the Association, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.
  
- C) Minutes: Minutes shall be kept by the Association of all meetings namely the Council, the Executive and all other committees. They can be produced and stored electronically, provided they can be reproduced into hard copy if and when required. The appropriate Secretary shall enter therein a record of all proceedings and resolutions. Hard or digital copies of all minutes must be kept for at least **10 years** from the date of the meetings to which they relate.

#### **14. STANDING ORDERS AND RULES FOR 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 the Constitution.

#### **15.FINANCE.**

- a) all moneys raised by or on behalf of The Association shall be applied to further the objectives 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 subject to an Independent Examination at least once a year by a suitably qualified person or persons who shall be appointed at the Annual General Meeting.
- d) an Independently Examined statement of accounts for the last financial year shall be submitted by the Council to the Annual General Meeting for approval.
- e) the Council has the authority to borrow moneys in the name of The Association. The decision to borrow moneys to be made by a simple majority of members of the Council present and voting at a Council meeting.

#### **16.TRUST PROPERTY.**

The title of all and any real property which may be acquired by or for the purposes of The Association, shall be vested in the Parish Council as Trustees 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.

## **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. Not less than 21 days notice of the meeting shall be given by:

- a) notices posted in conspicuous places in the area of benefit.
- b) advertising in newspapers circulating in the area of benefit.
- c) writing to the Secretary of State for the Department Education and Science.
- d) writing to the Secretary of the National Federation of Community Associations.

All notices and letters of advertisement to state clearly the terms of resolution to be proposed. If such decision shall be confirmed by two thirds of those present and voting at such meeting, the Council shall have 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 Secretary of State for Education and Science.

## **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 meetings in question and giving the wording of the proposed alteration.

No alteration to Clause 2 shall be made without the consent of the Secretary of State for Education and Science.

No alteration shall be made without the knowledge and consent of the Trustees, but such consent, shall not unreasonably be withheld by them.

This revised Constitution was adopted as the Constitution of the Kedington Community Association at an Annual General Meeting duly convened on 21st November 1972.

Rule 13(b) was amended at a Special General Meeting duly convened and held on the 25<sup>th</sup> June 2007.

Rule 10 and 10a were amended at the Annual General Meeting duly convened and held on the 13<sup>th</sup> November 2017.

Rule 15 amended at the half yearly general meeting duly convened and held on the 10<sup>th</sup> September 2018.

Rules 10 (i), 10 (ii), 13 (a) and 13 (c) were amended and Rules 10 (b) and 10 (c) were added at an Annual General Meeting duly convened and held on 17 May 2021.