



# Constitution of the Badger Farm & Oliver's Battery Residents' Community Association

Registered Charity No. 279592

## 1. NAME

The name of the Association shall be the Badger Farm & Oliver's Battery Residents' Community Association (hereinafter called "the Association").

## 2. OBJECTS & POWERS

The object of the Association shall be:

a) To promote the benefit of the inhabitants of the Parishes of Badger Farm and Oliver's Battery and adjacent parishes at Winchester in the County of Hampshire (such Parishes hereinafter called "the area of benefit") without distinction of sex or 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 interest of social welfare for creation 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 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 organisations with similar charitable objects.

In furtherance of the said objects but not otherwise the Association may:

i) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals

ii) Arrange and provide for or join in arranging and providing for the holding of exhibition, meetings, lectures, classes, seminars and training courses, and other leisure-time activities

iii) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas

iv) Procure to be written and print, publish, issue and circulate either gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further the said objects

- v) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain, and alter any buildings or erections necessary for the work of the Association
- vi) Make regulations for any property which may be so acquired
- vii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association
- viii) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for its primary charitable objects
- ix) Receive money on deposit or loan and borrow or raise money in such a manner as the Association shall think fit subject to such consents as required by law
- x) Invest the monies of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- xi) Do all such lawful things as are necessary for the attainment of the said objects.

### **3. MEMBERSHIP**

Membership of the Association shall be of two kinds:

- a) Individual members who shall be either Full or Junior members
- b) Group members who shall be the Constituent bodies (affiliated groups) and User Groups

#### **3.1 INDIVIDUAL MEMBERSHIPS**

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 apply for membership, together with all residents of Badger Farm and Oliver's Battery Parishes, shall be called Full Members
- b) All persons under the age of eighteen living in the area of benefit who apply for membership together with all such persons living in Badger Farm and Oliver's Battery Parishes shall be called Junior Members. Junior Members shall not have the right to vote at Members' Meetings but may elect from among themselves two representatives to the Executive Council who shall have the right to vote as if they were Full Members.

The manner in which Junior Members elect their representatives shall be determined by the Executive Council from time to time.

### **3.2 GROUP MEMBERSHIP**

a) Constituent bodies (affiliated groups) shall be the local statutory authorities and such voluntary organisations as operate in the area of benefit and satisfy the Executive Council that they are independent organisations or branches of independent national or other organisations, and are approved by the Executive Council.

b) User Groups shall be such groups as may with the permission of the Executive Council be formed within the Association among the individual members for the furtherance of a common activity.

Each Constituent body and User Group, if approved by the Executive Council, shall be given the right to appoint one representative to be a member of the Executive Council should a vacancy exist 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 to attend and to vote at General Meetings of the Association.

### **4. TERMINATION OF MEMBERSHIP**

The Executive Council shall have the right for good and sufficient reason to terminate the membership of an individual member or of a Constituent body or User Group provided that the individual member or person representing the body or Section shall have the right to be heard by the Executive Council before the decision is made.

### **5. SUBSCRIPTION**

All members and Constituent bodies shall pay such subscriptions as the Executive Council may from time to time determine.

### **6. THE EXECUTIVE COUNCIL**

The policy and general management of the affairs of the Association shall be directed by an Executive Council which shall meet not less than three times a year.

The Executive Council shall consist of:

- a) Up to six representatives appointed by Constituent bodies and User Groups in accordance with Clause 3.2
- b) One representative of Junior Members elected in accordance with Clause 3. (b)
- c) Up to six representative full Members of the Association.
- d) Two representatives (who shall however attend as observers and have no vote) appointed by the Holding Trustees if such Trustees shall have been appointed in accordance with Clause 13.
- e) Such persons employed by the Association (who shall however attend as advisors and have no vote) or seconded to the Association as the Executive Council may from time to time determine in accordance with Clause 7 b)

In addition, the Executive 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 Executive Council as defined above. All members of the Executive Council shall retire annually but shall be eligible to be appointed or co-opted again. The Executive Council shall have power to appoint such committees as it may from time to time decide and may determine their powers and terms of reference, provided that the actions and proceedings of such committees acting under delegated power shall be reported to the Executive Council.

The proceedings of the Executive Council shall not be invalidated by a lack of elected members or by any vacancy among its members or by failure to appoint or any defect in the appointment or qualification of a member.

## **7. OFFICERS**

### **a) Honorary Officers**

The Annual General Meeting may elect a President, Chairman, Treasurer, Secretary and any such other officers of the Association as it may from time to time determine. These Officers shall form the Executive Committee of the Council.

The Council Executive Officers shall meet eleven times a year and at other times as may be required.

All honorary officers of the Association and of the Executive Council shall be ex-officio members of all other committees.

### **b) Paid Officers**

The Executive Council shall have the power to appoint and dismiss a (paid) Secretary, Treasurer and such other employees of the Association as it may from time to time determine. All paid officers or employees of the Association shall have no right to vote.

The Executive Council may determine which (if any) persons employed by or seconded to the Association shall be member's ex-officio of the Association, the Council, the Executive and other committees.

## **8. ANNUAL GENERAL MEETING**

Once in each calendar year, an Annual General Meeting of the Association shall be held at such time and place as the Executive Committee of the Council shall determine, but not more than fifteen months after the date of the last previous Annual General Meeting of the Association, to 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 Executive Council and the annual audited statement of accounts; of appointing Honorary Officers of the Association; of accepting resignations of members of the Executive Council; of appointing an auditor or auditors; of making recommendations to the Executive Council and, whenever necessary, of voting on proposals to amend this Constitution in accordance with Clause 15 hereof.

## **9. SPECIAL GENERAL MEETINGS**

The Chairman of the Executive 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 fifteen members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the Constitution in accordance with Clause 15 hereof or of considering any matter which may be referred to them by the Executive Council or

for any other purpose.

## **10. RULES OF PROCEDURE AT ALL MEETINGS**

### **a) Voting**

Subject to the provisions of Clause 16, 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 Chairman shall have a second or casting vote.

### **b) Quorum**

i) One third of the members of the Executive Council and of all other Committees shall form a quorum at meetings.

ii) Fifteen Members shall form a quorum at General Meetings of the Association.

iii) In the event that no quorum is present at an Annual 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**

Minute books shall be kept by the Association, the Executive Council and all other Committees. The appropriate Secretary shall enter therein a record of all proceedings and resolutions.

## **11. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE**

The Council Executive Committee shall have the 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 Executive Council and not be inconsistent with the provisions of this Constitution.

## **12. FINANCE**

- a) All monies 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 Treasurer shall keep proper accounts of the finances of the Association
- c) The accounts shall be independently examined by a qualified accountant or accountants appointed at the Annual General Meeting
- d) An examined statement of accounts for the last financial year shall be submitted by the Executive Council to the Annual General Meeting
- e) An account shall be opened in the name of the Association with the Winchester Branch of The Royal Bank of Scotland or other such financial institution as the Executive Council shall from time to time decide. The Executive Council shall authorise in writing the Treasurer, the Secretary of the Association and two members of the Executive Council to

sign cheques on behalf of the Association. All cheques must be signed by two of the authorised signatories.

### **13. 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 Trustees who shall be appointed by the Executive 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 two or more than four or the Trustees may be a corporate body.

### **14. DISSOLUTION**

If the Executive Council by a simple majority decides at any time that on the grounds 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 18 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 advertised in a newspaper circulating in the area of benefit and giving in writing to the Charity Commissioners or England and Wales and the Secretary for 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 power to dispose of any assets held by or in the names 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.

### **15. 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. Any alteration will require the approval of both:

- a) A simple majority of members of the Executive 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, 14 and 15 shall be made without the consent of the Charity Commissioners for England and Wales.

If Trustees have been appointed in accordance with Clause 13 therefore, any alteration shall not be made without the knowledge and consent of the Trustees but such consent shall not be unreasonably withheld by them.

The original Constitution was adopted as The Constitution of the Badger Farm & Oliver's Battery Residents' Community Association at a Public meeting duly convened in St Marks Hall, Oliver's Battery on the 14<sup>th</sup> February 1980.

The Constitution was amended and re-adopted as the Constitution of the Badger Farm & Oliver's Battery Residents Community Association at Annual General Meetings held in Badger Farm Community Centre, Badger Farm on the 5th June 1989, 17<sup>th</sup>/31st January 1999.

This revised Constitution document was submitted for registration to the Charity Commission on the 21<sup>st</sup> day of October 2004 following ratification at a Special General Meeting on the 20<sup>th</sup> October 2004.

**Signed:** ..... **Date:**  
**Chairman**

**Signed:** ..... **Date:**  
Secretary