

Amended Constitution

Amended constitution of the Friends of Hartley Wintney, adopted on the 25th day of May 2017

1 Name

The name of the Association is the **Friends of Hartley Wintney** or other such name as the Management Committee may from time to time decide.

2 Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 7 of this constitution.

3 Objectives

The Association's objectives (the objects) are;

- To bring together people who, on a voluntary basis, are prepared to provide support to activities within the community and village of Hartley Wintney.

- To undertake the organisation of, or support to organisers of the following principle events in the village;
 - ❖ Easter Egg Hunt
 - ❖ Village Festival
 - ❖ Pram Race
 - ❖ Christmas Sleigh and collections

- To offer its members opportunities to meet and socialise generally.

4 Powers

In furtherance of the objects but not otherwise the Management Committee may exercise the following powers;

- 4.1 power to raise funds and to invite and to receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.2 power to employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 4.3 power to co-operate with other associations, voluntary bodies and statutory authorities engaged in furtherance of the objects and to exchange information and advice with them;
- 4.4 power to support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.5 power to do all such lawful things as are necessary for the achievement of the objects.
- 4.6 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.7 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- 4.8 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;

Note items 4.6, 4.7 and 4.8 are included as a catchall and are not envisioned without approval at either the Annual or Special meeting of the Association.

5 Membership

- 5.1 Membership of the Association shall be open to all adults who are interested in furthering the objects of the Association and who have paid the annual subscription as fixed from time to time by the Members present at the annual general meeting or any extra ordinary meeting called specifically for that purpose.
- 5.2 The Management Committee may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Management Committee, accompanied by a friend or representative, before the final decision is made.
- 5.3 The Management Committee may create any class of member they deem necessary and may determine what benefits or rights such members may have, and may lay down procedures for the introduction of prospective new members to the Association. The exercise of any such powers by the Management Committee shall be subject to ratification by the next annual general meeting of the Association by means of appropriate amendment(s) to the byelaws of the Association.¹

6 Honorary Officers

At the inaugural general meeting and each subsequent annual general meeting of the Association the members shall elect from amongst themselves a chairman, a membership secretary and a treasurer, who shall hold office from the conclusion of the meeting.

7 Management Committee

- 7.1 The Management Committee shall consist of not less than *four* members and not more than *ten* members being:
 - a) the honorary officers specified in the preceding clause;²
 - b) not less than *two* and not more than *seven* members elected at the annual general meeting who shall hold office from the conclusion of the meeting.
 - c) for so long as the Association operate with the support of the Rotary Club of Hart one member of the Management Committee will also be a member of the Rotary Club of Hart and will act as a liaison between the two organisations.
- 7.2. All members of the Management Committee must be full current members of the Association in their own right.
- 7.3 The Management Committee may in addition appoint *two* co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee called under clause 10.1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 7.4 All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

¹ *The purpose of this provision is to enable prompt action to be taken in order to comply with any new statutory or regulatory requirements which may be imposed.*

² *The Association may wish to include provision for other elected post-holders, e.g. Association Captain, Police Liaison Officer, to be ex officio members of the Management Committee.*

- 7.5 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.6 No person shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 8.
- 7.7 No person shall be entitled to act as a member of the Management Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and willingness to act in the trusts of the Association.

8 Determination of Membership of the Management Committee

A member of the Management Committee shall cease to hold office if he or she:

- 8.1 ceases to be a full current member of the Association; or
- 8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- 8.3 is absent without permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or
- 8.4 gives to the Management Committee notice that he or she wishes to resign with effect from a date at least one month after the date of the notice (unless there are exceptional reasons for shorter notice), but only if at least four³ members of the Management Committee remain in office when the notice of resignation is to take effect.

9 Management Committee Members not to be Personally Interested.

- 9.1 Subject to the provision of sub-clause 9.2 no member of the Management Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.
- 9.2 Any member of the Management Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management Committee to act in a professional capacity on behalf of the Association, provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

10 Meetings and Proceedings of the Management Committee

- 10.1 The Management Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Management Committee upon not less than 5 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include appointment of a co-opted member then not less than 10 days' notice must be given. All notices must be given in writing.
- 10.2 The chairman shall act as chairman at meetings of the Management Committee. If the chairman is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10.3 There shall be a quorum when at least one-third of the members of the Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at the meeting.

³ This number needs to be the same as the minimum number in Clause 7.1.

- 10.4 The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.
- 10.5 The Management Committee may from time to time make or alter the byelaws of the Association. Any such addition or alteration to the byelaws must be laid before the next annual general meeting of the Association for ratification. No byelaw, rule, standing order or other regulation may be made which is inconsistent with this constitution.
- 10.6 The Management Committee may appoint one or more advisory or sub-committees consisting of three or more members of the Management Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Management Committee.
- 10.7 The Management Committee shall ensure that at all times the association and its members shall comply with all legal requirements in force from time to time and any rules appertaining to the conduct of the activities being undertaken.

11 Receipts and Expenditure

- 11.1 The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Association at such bank or building society as the Management Committee shall from time to time decide. The Association may operate more than one bank account. All cheques drawn on the Association's bank account must be signed by two members of the Management Committee.
- 11.2 The funds belonging to the Association shall be applied only in furthering the objects.

12 Property

- 12.1 Subject to the provisions of sub-clause 12.2 of this clause, the Management Committee shall cause title to:
- (a) all land held by or in trust for the Association; and
 - (b) all investments held by or on behalf of the Association; and
 - (c) all assets of the Association other than land and investments;⁴
- to be vested in not less than two individuals appointed by them as holding trustees.⁵ Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided that they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for acts and defaults of its members.
- 12.2 If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Association, the Management Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

Note this item is included as a catchall but only becomes effective if the Association has approved the powers referred to in items 4.6, 4.7 and 4.8.

⁴ This will include trophies and association equipment.

⁵ If the Association owns land or investments then the appointment, removal, retirement or replacement of trustees will not be legally effective without the necessary legal documentation and formalities.

13 Annual General Meeting

13.1 There shall be an annual general meeting of the Association which shall be held each year within two months of the end of the Association's financial year or as soon after as is practicable.

13.2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 10 days' notice of the annual general meeting in writing to all the members of the Association. All members of the Association shall be entitled to attend and vote at the meeting.

13.3 The chairman of the Association then in office shall be the chairman of each annual and extraordinary general meeting, but if he is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

13.4 The Management Committee shall present to each annual general meeting the report and accounts of the Association for the preceding financial year.

13.5 Nominations for election to the Management Committee must be made by members of the Association in writing and must be in the hands of the Secretary to the Management Committee at least 14 days before the annual general meeting. The person nominated must confirm in writing his or her willingness to stand. Should nominees exceed vacancies, election shall be by ballot.

14 Special General Meetings

The Management Committee may call a special general meeting of the Association at any time. If at least 20% of the Association membership request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 10 days notice must be given. The notice calling the meeting must state the business to be discussed.

15 Procedure at General Meetings

15.1 The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Association.

15.2 There shall be a quorum when at least 20% of the number of full members of the Association for the time being or 8 members of the Association, whichever is less, are present at any general meeting. Members may be deemed present at the meeting if they provide prior written or email communication to the chairman appointing him/her to act on their behalf.

15.3 If after 30 minutes from the time stated for the commencement of the meeting there are still insufficient members present to form a quorum, the meeting shall be adjourned to another time and place. The adjourned meeting shall take place within 42 days of the date of the original meeting, or as soon after as is practicable.

15.4 If at the adjourned meeting there are insufficient members present to form a quorum, the meeting will proceed after a delay of 30 minutes unless sufficient members are present before that time to form a quorum.

16 Notices

Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Management Committee on such member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

17 Voting

Every member shall have one vote on any resolution on which he is entitled to vote. Every resolution shall be decided by a majority of votes by those present and entitled to vote on the question but in the case of a tied vote the Chairman of the meeting shall have a second and casting vote. Members

may be deemed present at the meeting if they provide prior written or email communication to the chairman appointing him/her to act on their behalf.

18 Alteration to the Constitution

The constitution may be altered by a resolution supported by not less than *two-thirds* of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

19 Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is supported by *two-thirds* of those present and voting the Management Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the members of the Association may determine.

20 Arrangements until first Annual General Meeting

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This revised constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

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