

adopted on the ninth day of December 1997
amended 4th March 2025

A. Name.

The name of the Association is Long Whatton Community Association ("the charity").

B. Administration.

Subject to the matters set out below the charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("The Council").

C. Objects.

The Charity's objects ("the objects") are to promote the benefit of the inhabitants of Long Whatton and the neighbourhood thereof (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 the social welfare for the recreation and other leisure-time occupation with the object of improving the conditions of life for the said inhabitants.

D. Powers.

In furtherance of the objects but not otherwise the Council may exercise the following powers:

- (1) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (5) power to employ such staff (who shall not be members of the Council) as are necessary for 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;
- (6) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

- (7) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) power to appoint and constitute such advisory committees as the Council may think fit;
- (9) power to do all such other lawful things as are necessary for the achievement of the object.

E. Membership.

- (1) Membership of the Charity shall be open to:
 - (a) Individuals (over the age of 18 years) resident in the Parish of Long Whatton and such surrounding areas as the Council may decide who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Council and
 - (b) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution an 'interested village organisation').
- (2) Every member shall have one vote.
- (3) Each interested village organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- (4) Each interested village organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the interested organisation he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Council may by a majority of 90% and for good reason terminate the membership of any individual or interested village organisation provided that the individual concerned or the appointed representative of the interested village organisation concerned (as the case may be) shall have the right to be heard by the Council accompanied by a friend, before a final decision is made.

F. Honorary Officers.

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a chair, vice-chair, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. The Council.

- (1) The Council shall consist of not less than 12 members being:

- (a) the honorary officers specified in the preceding clause;
- (b) not less than 8 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (c) Nominated members appointed as follows:
 - a. One representative nominated by each interested village organisation;
 - b. One representative to be nominated by the Governors of Long Whatton Primary School;
 - c. One representative of Long Whatton Parish Council;
 - d. Any individual members the AGM wishes to elect.
- (2) The Council may in addition appoint 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 Council would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Council 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.
- (3) All the members of the Council 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.
- (4) The proceedings of the Council 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.
- (5) Nobody shall be appointed as a member of the Council who is aged under 18 or who if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Council whether on a first or any subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Charity.

H. Determination of Membership of Council.

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

- (1) is disqualified from acting as a member of the Council by virtue of section 45 of the Charities Act 1992 (or statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Council from all their meetings held within a period of six months and the Council resolve that their office be vacated, or

- (4) notifies to the Council a wish to resign (but only if at least three members of the Council remain in office when the notice of resignation is to take effect).

I. Council Members not to be personally interested.

No member of the Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise as a member of the Council) in any contract entered into by the Council.

J. Meetings and proceedings of the Council.

- (1) The Council shall hold, at least four ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Council upon not less than 7 days notice being given to the other members of the Council of the matters to be discussed.
- (2) The chair shall act as the chair at meetings of the Council. If the chair is absent from any meeting, the members of the Council present shall choose one of their number to be the chair of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least eight of the members of the Council for the time being are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (5) The Council shall keep minutes of the proceedings at meetings of the Council and any sub-committee safely stored.
- (6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Council.
- (8) The Council shall prepare Rules and Regulations for the Association and submit them to a special meeting of the Association for approval.

K. Receipts and expenditure.

- (1) The funds of the Charity, including all donations contributions and bequests, shall be paid into accounts operated by the Council in the name of the Charity at such banks the Council shall

from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council nominated for the purpose.

- (2) The funds belonging to the Charity shall be applied only in furthering the objects.

L. Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, Council shall cause the title to:

(a) all land held or in trust for the Charity, which is vested in the Official Custodian for Charities, and

(b) all Investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Council may permit any investments held by or in trust for the Charity 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 Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts.

The Council shall comply with their obligations under the Charities Act 1992 (or statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of accounts for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity, and
- (4) the transmission of the statements of account of the Charity to the Commissioner.

N. Annual Report.

The Council shall comply with their obligations under the Charities Act 1992 (or statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O. Annual Return.

The Council shall comply with their obligations under the Charities Act 1992 (or statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P. Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Charity which shall be held in the month of March in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Council. The secretary shall give at least 14 days' notice of the Annual General Meeting to all the members of the Charity. All those who are members of the Charity shall be entitled to attend and vote at the meeting.
- (3) The chair shall be the chair of Annual General Meetings but if he or she is not present before any other business is transacted the persons present shall appoint a chair of that meeting.
- (4) The Council shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Council must be made by members of the Charity in writing and must be in the hands of the secretary of the Council at least 1 day before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) A Management Committee of NOT MORE THAN TWELVE MEMBERS shall be appointed to be responsible for the day-to-day management of the charity and other matters delegated specifically by the Council. It shall hold at least six meetings a year. There shall be a quorum when at least 5 of the members of the Management Committee for the time being are present at the meeting.
- (7) A professional Independent Examiner or Auditor as appropriate shall be appointed.
- (8) Subscriptions for Members and interested village groups for the following year will be prescribed (subject to variation by the Management Committee).

Q. Special General Meetings.

The Council may call a Special General Meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 7 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the charity.

- (2) There shall be a quorum when at least twelve of the members of the Charity for the time being are present at any general meeting.

S. Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such 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.

T. Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed 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 the terms of the alteration proposed.
- (2) No amendment may be made to clause A, clause C, clause I, clause V or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

U. Insurance.

- (1) In the interests of the charity its trustees may insure themselves out of the funds the charity against personal liability arising from acts properly undertaken in the administration of the charity or acts undertaken in breach of trust but under an honest mistake.
- (2) In the interest of the charity its trustees may use the charity's own funds to insure the charity against loss to its own funds resulting from the acts and defaults of the trustees.

V. Dissolution.

If the Council decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a 2/3 majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given to or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.