

CONSTITUTION

FOR

WINGRAVE WITH ROWSHAM
SPORTS AND LEISURE

A Name.

The name of the charity is the Wingrave with Rowsham Sports and Leisure ("the Association").

B 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 G of this constitution ("the Management Committee").

C Objects.

The Association's Objects ("the Objects") are:

To provide, manage and maintain in the interests of social welfare, public recreations grounds and playing fields with appropriate facilities and equipment for the use of inhabitants of the parish of Wingrave with Rowsham and its neighbourhood, without distinction of sex, sexual orientation, race or of political, religious or other opinions.

D Powers.

In furtherance of the Objects, but not otherwise, the Management Committee may exercise the following powers:

- (1) Power to arrange and provide for such forms of recreational and other leisure time activities as they may in their discretion think fit.
- (2) Power to raise funds and to invite and 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.
- (3) 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) Power to make regulations for the proper supervision, control and management of any property which may be so acquired.
- (5) Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association.
- (6) 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.
- (7) 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 dependents.
- (8) Power to insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- (9) Power to remunerate any member of the Management Committee for services rendered to the Association provided that:
 - (a) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
 - (b) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
 - (c) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the Association;

special value to the Association having regard to such member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;

- (e) the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the Management Committee.
- (10) Power to co-operate with other charities, voluntary bodies and institutions representing in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them.
- (11) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects.
- (12) Power to appoint and constitute such advisory committees as the Management Committee may think fit.
- (13) Power to do all such other lawful things as are necessary for the achievement of the Objects.

E Membership.

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

F Honorary Officers.

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

G Management Committee.

- (1) The Management Committee shall consist of not less than 10 members nor more than 40 members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) 2 nominated members appointed by Wingrave with Rowsham Parish Council;
 - (c) up to 2 nominated members appointed by the residents living adjacent to the Recreation Ground;

- (d) up to 2 nominated members appointed by the residents living adjacent to Wingrave Park;
 - (e) up to 2 nominated members appointed by each member organisation;
 - (f) not more than 10 members, or such larger number as shall be equal to the number of Management Committee members appointed in accordance with sub-clauses 1(b) to 1 (e) of this clause, elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (2) The Management Committee may in addition co-opt members provided that the number of co-opted members shall not exceed one third of the members of the Management Committee.
 - (3) 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.
 - (4) 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.
 - (5) Nobody 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 the following clause.
 - (6) No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the interests of the Association.

H Determination of Membership of Management Committee.

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

- (1) is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any 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 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
- (4) notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

I Facilities Sub-committee

- (1) The Management Committee may establish until the next following Annual General Meeting a Facilities Sub-committee to which it may delegate the conduct, in accordance with the general policy of the Management Committee, of such of the day-to-day affairs of the Association as the Management Committee shall decide. The Facilities Sub-committee shall consist of:
 - (a) the Honorary Officers elected under clause F above;
 - (b) up to 10 members elected by and from the members of the Management Committee;
 - (c) up to 3 further people who may be co-opted by resolution of the Facilities Sub-committee provided that the number of co-opted members shall not exceed one third of the membership of the Facilities Sub-committee;
- (2) The Management Committee may make such regulations and impose such terms and conditions and give such mandates to the Management Sub-committee as it may from time to time think fit;

- (3) Every delegation under this clause shall be revocable by the Management Committee at any time;
- (4) The deliberations of the Facilities Sub-committee shall be reported regularly to the Management Committee and any resolution passed or decision taken by the Facilities Sub-committee shall be reported promptly to the Management Committee;
- (5) A member of the Facilities Sub-committee shall cease to hold office in accordance with the provisions of clause H above.

J Management Committee Members not to be personally interested.

- (1) 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.

K Meetings and proceedings of the Management Committee.

- (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 4 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (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.
- (3) There shall be a quorum when at least one third of the number of members of the Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) 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.
- (6) The Management Committee 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 Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any inquiry 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 such sub-committees shall be fully and promptly reported to the Management Committee.

L Receipts and expenditure.

- (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 as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.
- (2) The funds belonging to the Association shall be applied only in furthering the Objects.
- (3) The financial year of the Association shall be from 1st April to 31st March.

Property.

The Management Committee shall cause the title to:

- (a) all land held by or in trust for the Association which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Association;
- to be vested in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by the Management Committee as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

N Accounts.

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

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

O Annual Report.

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P Annual Return.

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Q Indemnity

In the execution of the trusts hereof no member of the Management Committee shall be liable:

- (a) for any loss to the property of the Association by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- (b) for the negligence or fraud of any agent employed by him/her or by any other member of the Management Committee in good faith (provided reasonable supervision shall have been exercised);

and no member of the Management Committee or any of its Sub-committees shall be liable by reason of any mistake or omission made in good faith by any member of the Management Committee or any of its Sub-committees other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

R Annual General Meeting.

- (1) There shall be an Annual General Meeting of the Association which shall be held in the month of July in each year or as soon as practicable thereafter.

- (2) Every Annual General Meeting shall be called by the Management Committee. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first Annual General Meeting the people present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent Annual General Meeting, but if he or she is not present, before any other business is transacted, the people present shall appoint a chairman of the meeting.
- (4) The Management Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- (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 of the Management Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.
- (6) The business of each Annual General Meeting shall be:
 - (a) to receive the annual report of the Management Committee, which shall incorporate the accounts of the Association referred to below, and give an account of the work of the Association and its activities during the preceding year;
 - (b) to receive the accounts of the Association for the preceding financial year;
 - (c) to elect the Honorary Officers of the Association in accordance with clause F above;
 - (d) to note the names of the people appointed to serve as members of the Management Committee under sub-clauses G 1 (b) to G 1 (e) above;
 - (e) to elect representatives of Full members to serve on the Management Committee, in accordance with sub-clause G 1 (f) above;
 - (f) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Association in accordance with the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

S Special General Meetings.

The Management Committee may call a Special General Meeting of the Association 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 21 days' notice must be given. The notice must state the business to be discussed.

T Procedure at General Meetings.

- (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.
- (2) There shall be a quorum when 25 members or one third of the number of members of the Association for the time being, whichever is the less, are present at any General Meeting.

U Notices.

Any notice required to be served on any member of the Association shall be posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

V 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 out the terms of the alteration proposed.

- (2) No amendment may be made to clause A (the name of Association clause), clause B (the Objects clause), clause J (Management Committee members not to be personally interested clause), clause W (the dissolution clause) 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 Association cease to be a Association at law.
- (4) The Management Committee should promptly send to the Commission a copy of any amendment made under this clause.

W 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 confirmed by a two-thirds majority 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 charitable institution or institutions having Objects similar to the Objects of the Association as the members of the Association 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 Association must be sent to the Commission.

X 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 people whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned below by the people whose signatures appear at the bottom of this document.

Constitution adopted on the 27th day of JANUARY 2000 ~~1999~~

Signed

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