



CONSTITUTION OF THE TREES COMMUNITY ASSOCIATION

1. NAME

The name of the charity is "The Trees Community Association (hereinafter called "the Association")."

2. OBJECTIVES

The objectives of the Association are to:

- (a) promote the benefit of the inhabitants of Willingdon Trees Estate and the neighbourhood defined by the geographic borders of Hazelwood Avenue and Maywood Avenue and of any no through roads leading off Maywood Avenue and Hazelwood Avenue (hereinafter called "the area of benefit") without distinction gender, disability, ethnicity, nationality, age, sexual orientation, 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 social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- (b) establish or secure the establishment of a Community Centre (hereinafter called "the Centre") and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objectives.
- (c) promote such other charitable purposes as may from time to time be determined.

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

3. POWERS

In furtherance of the said objectives, but not otherwise, the Association shall have power to:

- (a) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (b) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- (c) collect and disseminate information on all matters relating to its objectives, and to exchange such information with other bodies having similar objectives whether in the United Kingdom or elsewhere;
- (d) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- (e) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objectives, and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 17 hereof;
- (f) make regulations for the proper supervision, control and management of any property which may be so acquired;

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- (g) sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law;
- (h) raise funds and invite or receive donations and contributions, whether by subscription or otherwise;
- (i) receive money on deposit or loan, in such manner as the Association may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- (j) invest money not immediately required for its objects in or upon such investments, securities or property as the Association may think fit, SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;
- (k) subject to clause 13 hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (l) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all risks incurred in the course of the performance of their duties as may be thought fit;
- (m) affiliate to the National Federation of Community Organisations (Community Matters) and to other organisations with similar charitable objects.
- (n) do all such other lawful things as shall further the charitable objects of the Association.

4. MEMBERSHIP

- (a) Membership shall be open, irrespective of gender, disability, ethnicity, nationality, age, sexual orientation, or of political, religious or other opinions to:
 - (i) individuals aged eighteen years and over; who live within the area of benefit, who shall be known as Full members;
 - (ii) individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be known as Junior members and who may be admitted to membership subject to such conditions as the General Committee may decide. They shall have the power to elect two of their number to represent them without the right to vote at meetings of the General Committee. Any Junior members may also attend General Meetings as observers but shall not have the right to vote.
 - (iii) the Statutory Authorities in whose administrative area the area of benefit lies.
- (b) Group members. Any charitable, voluntary or statutory organisation operating either fully or partially in the area of benefit is able to become a group member. Each group member is required to have a representative attending the General committee meetings in a voting capacity on all business of the Association (unless forbidden by that body's constitution in which case they shall attend in an advisory capacity). They shall be appointed by the governing committee of the group member and that body's secretary shall inform the secretary of the association. The nominated person shall be appointed to serve from that group member's operational year. If that representative is unable to attend, then a substitute is to be appointed in writing by the secretary of that member group. Group

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members will be eligible for discount from the basic hiring rate of the Willingdon Trees Community Centre, the exact amount to be determined from time to time by the Hall Management Committee. If more than three consecutive meetings of the General Committee of the Trees Community Association have been missed by the named representative of the member group, then their membership and all benefits will be immediately suspended.

- (c) Affiliate members are charitable, voluntary or statutory organisations operating either fully or partially in the area of benefit that only wish to be seen as well wishers to the charity without the obligation of a representative on the general committee or the benefits afforded.
- (d) Individual members admitted under Clause 4 (a) (i) and representatives appointed under Clause 4 (b) above shall hereafter be referred to as “members with power to vote”.

5. SUBSCRIPTIONS

All individual members, groups and Affiliated Groups shall pay such subscriptions as the General Committee may from time to time determine.

6. SECTIONS

Sections shall be such groups of individual members as may, with the permission of the General Committee, be formed within the Association for the furtherance of common activities. The General Committee shall determine the terms of reference and functions of each such Section and the duration of its activities.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- (a) Any member of the Association may resign his/her membership and any representative of a member organisation or Section may resign such position, by giving to the Secretary of the Association written notice to that effect.
- (b) The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objectives of the Association, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

8. GENERAL MEETINGS OF THE ASSOCIATION

(a) Annual General Meetings:

Once in each calendar year in the month of June, an Annual General Meeting of the Association shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. At least 21 clear days' notice 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.

The business of each Annual General Meeting shall be:

- (i) to receive the Annual Report of the General 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;

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- (ii) to receive the accounts of the Association for the preceding financial year;
- (iii) to elect the Honorary Officers of the Association in accordance with Clause 9 hereof;
- (iv) to note the names of the persons appointed/elected to serve as members of the General Committee under clause 10 (a) (ii), (iii) and (iv) hereof;
- (v) to elect representatives of Full members to serve on the General Committee, in accordance with Clause 10 (a) (iv) hereof;
- (vi) 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 modification or re-enactment of that Act);
- (vii) to consider and vote on any proposals to alter this constitution in accordance with Clause 22 hereof;
- (viii) to consider any other business of which due notice has to be given, including subscription rates for the next financial year;

(b) **Special General Meetings:**

The Chair of the General Committee may at any time at his/her discretion and the Secretary shall within twenty-one days of receiving a written request so to do signed by not less than twenty-one members with power to vote and giving reasons for the request, call a Special General Meeting of the Association to consider the business specified on the notice of meeting and for no other purpose. At least twenty-one clear days' notice 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.

9. HONORARY OFFICERS

- (a) Only members of the Association aged eighteen years and over shall be eligible to serve as Honorary Officers.
- (b) The members with power to vote present at the Annual General Meeting, shall elect the Chairman, Vice-Chairman, Treasurer and Secretary of the Association. The above Honorary Officers shall have the power to attend any meeting of the Trees Association. In addition, the Annual General Meeting shall appoint the members of the General Committee.
- (c) An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Association in writing of his/her resignation.
- (d) The Honorary Officers of the Association shall not be eligible to serve for more than three consecutive years.
- (e) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Association, the General Committee shall have the power to fill it from among its members.

10. THE GENERAL COMMITTEE

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the

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Association shall be directed by a General Committee which shall meet not less than four times a year. As the charity trustees, the General Committee shall have power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3 hereof.

- (a) The General Committee shall consist of:
- (i) the Honorary Officers elected under Clause 9 hereof;
 - (ii) one representative appointed by each Group Member in accordance with Clause 4 (b) hereof;
 - (iii) one representative appointed by each Section established in accordance with Clause 6 hereof;
 - (iv) up to five representatives of Full members or such larger numbers as shall be equal to the number of the General Committee members appointed accordance with Clause 8 (a) (v) to be elected by the Full members present at the Annual General Meeting;
 - (v) persons co-opted individually by the General Committee who shall serve on the General Committee until the conclusion of the next Annual General Meeting; PROVIDED THAT the number of co-opted members shall not exceed two.
- (b) All members of the General Committee shall retire from office together at the conclusion of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (c) If casual vacancies occur among the elected members of the General Committee it shall have power to fill these from among the members of the Association.
- (d) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (e) A member of the General Committee shall cease to hold office if he or she -
- (i) is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision), or
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
 - (iii) is absent without the permission of the General Committee from all its meetings held within a period of six months and the General Committee resolves that he/she shall cease to hold office, or
 - (iv) notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three members of the General Committee will remain in office when the notice of resignation is to take effect).

The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 17 (a) below.

- (f) Each member of the General Committee shall upon election or appointment to the committee receive

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a copy of the Association's constitution. No person shall be entitled to act as a member of the General Committee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the General Committee a declaration of acceptance and willingness to act as a managing charity trustee of the Association.

- (g) No persons under the age of eighteen shall be members of the General Committee or of any Committee but such persons may be invited to attend meetings of such committees as observers without the right to vote.

11. SUB-COMMITTEES

The General Committee may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:-

- (a) the General Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
- (b) all acts and proceedings of the sub-committee shall be reported as soon as possible to the General Committee.

12. GENERAL COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- (a) no member of the General Committee (otherwise than as a trustee for the Association) or of the Executive Committee shall acquire any interest in property belonging to the Association;
- (b) no member of the General Committee (otherwise than as a member of the General Committee) shall be interested in any contract entered into by the General Committee;
- (c) no member of the General Committee shall receive remuneration.

13. PAID EMPLOYEES

- (a) The General Committee shall have the sole right in exercise of the power conferred by clause 3 (k) hereof of appointing, dismissing, and determining the terms and conditions of service of all employees of the Association.
- (b) An employee of the Association shall not be eligible to be a member of the General Committee, any sub-committee of the Association, but may be invited to attend such committees as a non voting adviser.

14. RULES OF PROCEDURE AT ALL MEETINGS

- (a) **Voting:**
Subject to the provisions of Clause 22, any question arising at a meeting of the Association or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.
- (b) **Quorum:**
(i) Committee Meetings: one third of the members with power to vote shall form a quorum at meetings of the General Committee and all other committees and sub-committees of the

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Association.

- (ii) General Meetings: fifteen members with power to vote or one third of the members 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 an Annual General Meeting of the Association, or the meeting has to be abandoned the meeting shall stand adjourned and be reconvened twenty-five 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 and all its committees and the respective secretary shall enter therein a record of all proceedings and resolutions.

15. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The General Committee shall have power to adopt and issue Standing Orders for the conduct of Association business 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 Association in General Meeting and that they shall be consistent with the provisions of this constitution.

16. FINANCE

- (a) All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of reasonable out-of-pocket expenses incurred on behalf of the Association by employees and volunteers.
- (b) An account shall be opened in the name of the Association with the UNKNOWN branch of the UNKNOWN, or with such other financial institution as the General Committee may from time to time decide. The General Committee shall authorise in writing the Treasurer, the Secretary of the Association and two members of the General Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.
- (c) The Association's financial year shall be from first of April to thirty-first of March.

17. TRUST PROPERTY

- (a) **Land and Buildings:**
Subject to the provisions of sub-clause (b) of this clause, the General Committee shall cause the title to all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the General Committee) appointed by the General Committee as holding trustees. Holding trustees shall act in accordance with the lawful directions of the General Committee. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of members of the General Committee. Holding trustees may be removed by the General Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (e) above.

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(b) **Investments:**

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the General 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 stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the General Committee and may pay such nominee reasonable and proper remuneration for acting as such.

18. ACCOUNTS

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

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of the accounts for the Association;
- (c) the auditing or independent examination of the statements of account of the Association;
- (d) the transmission of the statements of account to the Charity Commission for England and Wales.

19. ANNUAL REPORT AND ANNUAL RETURN

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

20. INDEMNITY

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

- i) 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
- ii) for the negligence or fraud of any agent employed by him/her or by any other member of the General Committee in good faith (provided reasonable supervision shall have been exercised);

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

21. DISSOLUTION

If the General Committee 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 with power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than twenty-one days' clear 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

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benefit and given in writing to the Charity Commissioners for England and Wales and the National Director of the National Federation of Community Organisations (Community Matters). If such decision shall be confirmed by a simple majority of those present and voting at such meeting the General Committee 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 such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee shall decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

22. 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 General Committee present and voting at a General Committee meeting;
- (b) a two thirds majority of members with power to vote present and voting at a General Meeting.

At least fourteen clear days' notice shall be posted in a conspicuous place in the area of benefit and advertised in a newspaper circulating in the area of benefit, stating the wording of the proposed alteration.

No alteration shall be made to this constitution which would cause the Association to cease to be a charity at law. No alteration to Clause 2 (Objectives), Clause 12 (Personal Interests), Clause 21 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

This Constitution was adopted as the Constitution of the Trees Community Association at a public meeting at Willingdon Trees Community Centre on 14th January 2003 at which the following people were elected as members of an Interim Committee to serve as charity trustees until the first Annual General Meeting

Signed:

Chair of the meeting

Secretary of the meeting

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