

Constitution of the Pitshanger Community Association

- Original: adopted on 23rd May 2012 at a Special General Meeting of the Pitshanger Community Association
- Changes: following consultation of “critical friends”, changes to objects proposed as marked on this version – aim is to ensure that the objects cover those who live and/or work in the area and that the PCA can work with local business and inhabitants. This version was adopted at AGM on 13 May 2014.

PART 1

1. Adoption of the Constitution

1.1. The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution

2. The Name

2.1 The association's name is the Pitshanger Community Association (and in this document it is called the Charity).

3. The Objects

3.1 To promote for the benefit of the public who live and/or work in the Pitshanger area of Ealing and surrounding areas, the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or in the interests of the public at large and with the object of improving the condition of life of the said public.

3.2 Such charitable purposes for the public benefit as are exclusively charitable according to the laws of England and Wales as the trustees may from time to time determine.

6.1(d) The Charity may amend any provision contained in Part 1 of this Constitution provided that:.... any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

4. Application of the Income and Property

4.1 The income and property of the charity shall be applied solely towards the promotion of the objects:

- a. a charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity;
- b. a charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

4.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent

- a. a member who is not also a member of the executive committee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- b. a member of the executive committee from
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the executive committee complies with the provisions of para 4.5 of this clause, or as a member of the Charity and upon the same terms as other members;

4.3 No executive committee member may be paid or receive any other benefit for being a member of the executive committee.

4.4 An executive committee member may,

- a. sell goods, services or any interest in land to the Charity;
- b. be employed by or receive any remuneration from the Charity;
- c. receive any other financial benefit from the Charity, if:
- d. he or she is not prevented from so doing by para 4.3; and
- e. the benefit is permitted by para 4.2; or

- f. the benefit is authorised by the executive committee in accordance with the conditions in para 4.5 of this clause.

4.5 If it is proposed that an executive committee member should receive a benefit from the Charity not already permitted under para 4.2 of this clause, he or she must:

- a. declare his or her interest in the proposal;
- b. be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- c. not be counted in determining whether the meeting is quorate; and
- d. not vote on the proposal.

4.6 In cases covered by para 4.4, those members of the executive committee who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that executive committee member rather than with someone who is not a member of the executive committee. They must record the reason for their decision in the minutes. In reaching that decision the executive committee must balance the advantage of contracting with or employing such a person against the disadvantage of doing so.

4.7 The executive committee may only authorise a transaction falling within paragraphs 4.4(a)-(c) if it comprises a majority of executive committee members who have not received any such benefit. If the executive committee fails to follow this procedure, the resolution to confer a benefit will be void and the person concerned must repay to the Charity the value of any benefit received from the Charity.

4.8 An executive committee member must absent himself or herself from any discussions of the executive committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

4.9 In this Clause 4, "executive committee member" shall include any person firm or company connected with the executive committee member.

5. Dissolution

5.1 If the members resolve to dissolve the Charity the executive committee will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

5.2 The executive committee must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

5.3 The executive committee must apply any remaining property or money:

- a. directly for the Objects;
- b. by transfer to any Charity or charities for purposes the same as or similar to the Charity;
- c. in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the executive committee is to apply the remaining property or assets of the Charity and the executive committee must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in 5.3 above.

5.5 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

5.6 The executive committee must notify the Commission promptly that the Charity has been dissolved. If the executive committee is obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, it must send the Commission the Charity's final accounts.

6. Amendments

6.1 The Charity may amend any provision contained in Part 1 of this Constitution provided that:

- a. no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

- b. no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
- c. no amendment may be made to clause 4 without the prior written consent of the Commission
- d. any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

6.2 Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

6.3 A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

7.1 Membership shall be open, irrespective of sex, sexual orientation, race nationality, or political, religious or other opinion to individuals aged eighteen years and:

- a. who live or work within the Pitshanger area of Ealing, who shall be known as Full members; or
- b. who neither live nor work within the area of benefit, who shall also be known as Full members, with the proviso that such individuals will only be admitted as members of the Association so long as their number does not exceed 15% of all existing Full members.

7.2 Membership is subject to members paying the annual subscription laid down from time to time by the executive committee – see clause 9.1.

7.3 The executive committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application. The committee must:

- a. inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and
- b. consider any written representations the applicant may make about the decision. The executive committee's decision following any written representations must be notified to the applicant in writing but shall be final.

7.4 Membership is not transferable to anyone else.

7.5 The executive committee must keep a register of names and addresses of the members. The executive committee may decide for how long membership records should be retained, the minimum being one year.

7.6 The executive committee may at its discretion grant membership to two or more persons living at the same postal address on payment of a "household" subscription. For the purposes of paras 12 and 14, no more than two named individuals per household subscription paid shall be considered as members with power to vote.

8. Termination of Membership

8.1 Membership is terminated if:

- a. the member dies;
- b. the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members;
- c. any sum due from the member to the Charity is not paid in full within six months of it falling due;
- d. the member is removed from membership by a resolution of the executive committee that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least twenty one days' notice in writing of the meeting of the executive committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

9. Subscriptions

9.1 All individual members shall pay such subscriptions as the executive committee may from time to time determine.

10. General meetings

10.1 The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.

10.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

10.3 All general meetings other than annual general meetings shall be called special general meetings.

10.4 The executive committee may call a special general meeting at any time

10.5 The executive committee must call a special general meeting if requested to do so in writing by at least twelve members, whichever is the greater. The request must state the nature of the business that is to be discussed.

11. Notice

11.1 The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.

11.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

11.3 The notice must be given to all the members and to the Trustees.

12. Quorum

12.1 No business shall be transacted at any general meeting unless a quorum is present.

12.2 Twenty five 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.

12.3 The meeting shall be adjourned to such time and place as the Trustees shall determine if

- a. a quorum is not present within half an hour from the time appointed for the meeting; or
- b. during a meeting a quorum ceases to be present.

12.4 The executive committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

12.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

13.1 General meetings shall be chaired by the person who has been elected as Chair under Clause 16.1

13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member of the executive committee nominated by the committee members shall chair the meeting.

14. Votes at general meetings

14.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

15. Executive Committee

15.1 The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this constitution are together called the "executive committee".

15.2 The Charity shall have the following Officers: Chairman, Honorary Treasurer and Honorary Secretary

15.3 The members of the executive committee must be members of the Charity.

15.4 No one may be appointed a member of the executive committee if he or she would be disqualified from acting under the provisions of Clause 18.1.

15.5 The number of executive committee members shall be not less than six but (unless otherwise determined by a resolution of the Charity in general meeting) shall be subject to a maximum of fourteen.

15.6 One place on the executive committee shall be reserved for a representative of the Pitshanger Traders, to be appointed by the executive committee at its discretion. If no such representative of the Pitshanger Traders is appointed, for whatever reason, the maximum number of executive committee members shall be reduced from fourteen to thirteen.

15.7 The first members of the executive committee (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

16. The Appointment of Executive Committee

16.1 The Charity in general meeting shall elect the Officers and the other members of the executive committee.

16.2 The executive committee may appoint any person who is willing to act as a Trustee. Subject to sub-clause 16.6 of this clause, they may also appoint Trustees to act as officers.

16.3 Each member of the executive committee shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

16.4 A person may be elected as executive committee at any AGM if:

- a. he/she is aged over eighteen years and is a member of the Charity; and
- b. in advance of the meeting, the Charity is notified in writing by the nominee, accompanied by signatures and names of a proposer and a seconder, both of whom must be members of the charity and over 18 years.

16.5 The appointment of an executive committee member, whether by the Charity in general meeting or by the other trustees must:

- a. not cause the number of executive committee members to exceed any number fixed in accordance with this constitution as the maximum number on the executive committee;
- b. take account of the reserved place for a representative of the Pitshanger Traders as defined in clause 15.6.

16.6 The executive committee may not appoint a person to be an Officer if another person has already been elected or appointed to that office and has not vacated the office.

17. Powers of Executive Committee.

17.1 The executive committee must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):

- a. to raise funds. In doing so, the executive committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the executive committee must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- d. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The executive committee must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;

- e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- f. to establish or support any charitable trusts, associations or any other institutions formed for any of the charitable purposes included in the Objects;
- g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
- h. to set aside income as a reserve against future expenditure but only in accordance with the policy to be set out in Standing Orders as the executive committee may determine under para 28;
- i. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- j. to open and operate such bank and other accounts as the executive committee considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as of the Trustee Act 2000;
- k. to do all such other lawful things as are necessary for the achievement of the Objects.

17.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the executive committee.

17.3 Any meeting of executive committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

18. Disqualification and Removal

18.1 An officer or member of the executive committee shall cease to hold office if he or she:

- a. is disqualified for acting as by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- b. ceases to be a member of the Charity;
- c. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- d. resigns his or her membership by notice to the Charity (but only if at least two executive committee members will remain in office when the notice of resignation is to take effect); or
- e. is absent without the permission of the executive committee from all its meetings held within a period of six consecutive months and the other members of the committee resolve that his or her office be vacated.

19. Proceedings of Executive Committee meeting

19.1 The executive committee shall hold at least four ordinary meetings a year and no more than twelve.

19.2 A special meeting may be called at any time by the Chairman or by any two members of the executive committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed.

19.3 The Chairman shall act as chairman at meetings of the executive committee. If the Chairman is absent from any meeting, the members of the executive committee shall choose one of their number to be chairman of the meeting before any other business is transacted.

19.4 There shall be a quorum when at least one third of the number of members of the executive committee for the time being or five of the Executive Committee, whichever is greater, are present at a meeting.

19.5 Every matter shall be determined by a majority of votes of the members of the executive 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.

19.6 The Executive Committee shall keep minutes of the proceedings of the meetings of the executive committee and any sub-committee.

19.7 The executive 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.

20. Delegation

20.1 The executive committee may delegate any of its powers or functions to a committee of people, provided that two or more trustees are on that sub-committee. The terms of any such delegation must be recorded in the records of the charity.

20.2 The executive committee may impose conditions when delegating, including the conditions that:

- a. the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- b. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the executive committee.

20.3 The executive committee may revoke or alter a delegation.

20.4 All acts and proceedings of any committees must be fully and promptly reported to the executive committee.

21. Irregularities in Proceedings

21.1 Subject to paragraph 21.2, all acts done by a meeting of executive committee shall be valid notwithstanding the participation in any vote of a member of the committee:

- a. who was disqualified from holding office;
- b. who had previously retired or who had been obliged by the constitution to vacate office;
- c. who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if the decision has been made by a majority of the executive committee members at a quorate meeting, regardless of the vote and that person not being counted in the quorum.

21.2 Paragraph 22.1 does not permit a member of the executive committee to keep any benefit that may be conferred upon him or her by a resolution of the executive committee if the resolution would otherwise have been void.

21.3 No resolution or act of

- a. the executive committee
- b. the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any executive committee member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

22. Minutes

22.1 The executive committee must keep minutes of all

- a. appointments of Officers and committee membership made by the executive committee;
- b. proceedings at meetings of the Charity;
- c. meetings of the executive committee including:
 - (i) the names of those present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.

23. Annual Report and Return and Accounts

23.1 The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- a. the keeping of accounting records for the Charity;
- b. the preparation of annual statements of account for the Charity;
- c. the transmission of the statements of account to the Charity;
- d. the preparation of an Annual Report and its transmission to the Commission.

23.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24. Registered particulars

24.1 A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

24.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

25. Registered particulars

25.1 The executive committee must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

26. Insurance

26.1 The executive committee must insure suitably in respect of public liability and employer's liability.

27. Notices

27.1 Any notice required by this constitution to be given to or by any person must be:

- a. in writing or given using electronic communications; and
- b. placed on the PCA notice boards as agreed by the executive committee.

28. Rules

28.1 The executive committee may from time to time make standing orders for the conduct of its business.

28.2 The standing orders may regulate the following matters but are not restricted to them:

- a. the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- b. the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- c. the procedure at general meeting and meetings of the executive committee in so far as such procedure is not regulated by this Constitution;
- d. the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- e. generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

28.3 The Charity in general meeting has the power to alter, add to or repeal the rules or standing orders.

28.4 The executive committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.

28.5 The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Name	Signature
Karen Jacks	
Kelvin Walker	
Debbie Edwards	
John Bird	
George Hazlewood	
Lynda Pullman	
Anwen Roberts	
John Waters	