

**CONSTITUTION AND RULES OF THE
WOOBURN RESIDENTS' ASSOCIATION**

1 NAME

The name of the Association shall be:

"THE WOOBURN RESIDENTS' ASSOCIATION"

which is Registered Charity No. 288430, and shall be herein called "the Charity".

2 OBJECTS

The objects of the Charity shall be:

- i. to promote the benefit of the inhabitants of Wooburn (the neighbourhood), without the distinction of religion, sex, race, politics, or other opinion, and a sense of community in the neighbourhood, by bringing together the inhabitants, the local authorities and voluntary associations in common accord.
- ii. to promote the preservation, development and improvement for public benefit of the character and amenities of the neighbourhood.
- iii. to establish and maintain links with the relevant local and other authorities. To obtain information from them as to any development or alteration to the neighbourhood or anything affecting its' amenities, irrespective of the proposing party. To make official appropriate comment on behalf of the Charity to such necessary.

3. FURTHERANCE POWERS

- i. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- ii. to establish or support, but not financially, any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- iii. to liaise with and /or join such non-political local and national organisations as may be appropriate.:
- iv. to support individuals of the neighbourhood in cases where this will further the objects of the Charity. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed with similar objects;
- v. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a Trust are permitted to do by the Trustee Act 2000;
- vi. the Trustees must comply with their obligations under the Charities Act 1993 in all regards.

4 MEMBERSHIP

All persons over the age of eighteen years and resident in the neighbourhood may join the Charity and will deem to have done so once they have registered at a meeting and paid the annual membership fee. Members of the Committee shall have the power to dismiss any member for any acts or acting contrary to the best interests of the Charity.

NB: ALL members must declare their interest in respect of any appropriate matter which the Charity has officially chosen to act.

5 OFFICERS AND TRUSTEES

The OFFICERS AND TRUSTEES shall manage and pursue the objects of the Charity on behalf of members to the best of their ability and be responsible for the general business of the Charity. They may request Charity members to attend Committee meetings, and fill vacant offices, and appoint working parties.

The Officers of the Charity shall comprise:

- Chairperson
- Vice-Chairperson
- Secretary
- Treasurer

The Charity's Committee shall comprise a maximum of 7 members all of whom will be Trustees and four of whom will be the Officers. The Committee may appoint ad hoc members deemed necessary as temporary appointments.

6 APPOINTMENT OF TRUSTEES

- i. The Officers and Trustees of the Charity shall be elected at the Annual General Meeting of the Charity and shall hold office until the next Annual General Meeting, when they may offer themselves for re-election, with a proposer and seconder.
- ii. A Trustee must be a member of the Charity.
- iii. No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 7.
- iv. A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

7 POWERS OF TRUSTEES

The Trustees have the following powers in order to further the Objects of the Charity:

- i. to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- ii. In the event that it is necessary for a new Officer or Trustee to be appointed by the Committee before the Annual General Meeting, then this appointment will be confirmed at the subsequent Charity Members Meeting.

8 DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she:

- i. is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- ii. ceases to be a member of the Charity;
- iii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iv. resigns as a Trustee by Notice to the Charity.
- v. is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

Note: Should the removal, resignation or disqualification reduce the remaining number of Trustees to three, then immediate replacement is necessary, failing which, steps to dissolve the Charity, in accordance with the provisions in Section 11, must be initiated, before departure of any of the remaining Trustees takes place.

9 FINANCIAL CONTROLS

The Committee shall, at the commencement of each financial year, consider Financial parameters, which will direct and authorise the Treasurer in respect of the following:

- The maximum sum which the Treasurer has discretion to make miscellaneous payments, without referral to the Committee.
- The maximum aggregated sum of all such discretionary payments.
- The minimum net balance sum which the Charity wish to retain as a contingency. The Treasurer shall alert the Charity, should the book balance sum fall below this sum at any time.
- The format and frequency of interim financial reports.
- The number and authorised signatories for cheques to accord within the Bank Mandate.

10 PROCEEDINGS OF ALL MEETINGS

- i. Any Trustee may call a meeting of the Trustees. The Secretary must give notice and arrange the requested meeting. The quorum for Trustee meetings shall be four.

- ii. Regular meetings of members of the Charity shall take place on notification by the Secretary. The quorum for all meetings shall be five of which at least two should be Trustees, but a Trustee or member shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote, because of a declared personal interest. Meetings where a quorum is not present shall be considered null and void.
- iii. Questions arising at meetings must be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- iv. The Chairperson or the Vice-Chairperson shall chair all meetings, failing which members may appoint one of their number to chair that meeting.
- v. Inadvertent failure to notify all members shall not invalidate a meeting.

11 ANNUAL GENERAL MEETING

- i. The Charity's year shall be 12 months from May 1st. There shall be an Annual General Meeting held each year during the first 4 months of the Charity's year.
At least 21 days notice shall be given to all members of the date of the Annual General Meeting.
- ii. At the Annual General Meeting, in addition to electing the Officers and Trustees, members shall receive reports of the Officers including independently checked accounts for the year ending April 31st, deal with general business and any special matters as notified in the Agenda which will be sent out with the notice of the Annual General Meeting.
- iii. After receiving reports of Officers at the Annual General Meeting, the election of the new Officers and Trustees will take place. After this election, the out-going Chairperson will hand over to the newly elected Chairperson.

12 INTERPRETATIONS OF AND CHANGES TO THE RULES

- i. Interpretations as made from time to time by the Committee shall be confirmed at the next General Meeting by a resolution specifying the changes, in detail, which have been circulated with due notice of the meeting.
- ii. Alterations to this Constitution must receive the assent of two-thirds of the members present and voting at an Annual General Meeting or Special General Meeting.
- iii. A resolution for the alteration of the Constitution must be received by the Secretary of the Charity at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed.

- iv. Any alterations to Section 2, Section 9 or Section 11 shall not take effect until the approval, in writing, has been obtained, of the Charity Commissioners.

13 DISSOLUTION OF THE CHARITY

- i. The Charity may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting, which has been called by the Trustees, of which 21 days notice shall have been given to the members.
- ii. If the members resolve to dissolve the Charity the Trustees will remain in office and bear full responsibility until such time as the winding up of affairs of the Charity is achieved.
- iii. Winding up of the Charity affairs shall include collection of all the assets of the Charity and make payments or make provision for all the liabilities of the Charity. The Trustees must apply any remaining property or money in accordance with one or more of the following:
 - (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.
- iv. 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 Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution and be consistent with the foregoing directing clauses a, b, and c.
- v. 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).
- vi. The Trustees must notify the Commission promptly that the Charity has been dissolved. The Trustees shall submit the Charity’s accounts to the Charity Commission for the final accounting period.

Document adopted by the Committee on 9 March 2009.