



## **Warblington & Denvilles Residents' Association**

### **CONSTITUTION**

#### **1 NAME**

- 1.1 The name of the Charity shall be The Warblington and Denvilles Residents' Association (WDRA) ("The Association"). The Association shall be an unincorporated charitable association.
- 1.2 The Association shall operate within the geographical areas of Warblington and Denvilles, as defined in the Appendix, although it may contribute to activities outside the area where this is relevant to the purposes and interests of the Association.

#### **2. THE PURPOSE AND CHARACTER OF THE ASSOCIATION**

- 2.1 To promote the overall well-being and quality of life and the environment for the community as represented by the Association.
- 2.2 The Association shall not be used as an instrument for personal disputes or problems between residents.
- 2.3 The Association shall operate in an environment of mutual respect, equality of opportunity and freedom of speech.
- 2.4 The Association shall be non-profit making and apolitical (see clause 7.11)

#### **3 TRUSTEES**

- 3.1 The Association shall be managed and led by a committee of trustees, referred to as "The Committee" in the remainder of this document, elected at the Annual General Meeting (AGM) or Special General Meeting (SGM) of the Association. The Committee is accountable to the General Meeting of Members of the Association.

#### **4 CARRYING OUT THE PURPOSES OF THE ASSOCIATION**

- 4.1 In order to carry out the Association's purposes, the Committee has the power to:
  - a. raise funds, receive grants and donations
  - b. apply funds to carry out the work of the Association
  - c. co-operate with and support other organizations with similar purposes
  - d. take any other lawful and necessary action appropriate to the association's business

## **5 MEMBERSHIP**

- 5.1 Membership shall be open to all households within the geographical areas of Warblington and Denvilles (as defined by the footprint in the appendix to this document) on payment of the annual subscription. Membership (other than honorary membership) shall be restricted to those who own or reside within residential property within the area. The Committee shall keep an up-to-date membership list.
- 5.2 Membership carries entitlement to: all benefits and services provided by the Association; the right to vote at the AGM and special general meetings and in any postal ballots; and the right to stand for elected offices. A member must be at least sixteen years old in order to vote or to stand for elected offices.
- 5.3 The Committee may, from time to time, award Honorary Life Membership of the Association to those who, in the Committee's judgment, have made a distinguished contribution, to the work of the Association. Honorary life members shall not be required to pay an annual subscription but shall be entitled to all the benefits of membership.
- 5.4 A member or an Honorary Life Member may withdraw from membership by letter of resignation sent to the Honorary Secretary or by discontinuing payment of any annual subscription at the point that it falls due.
- 5.5 All members and honorary members have an obligation to behave reasonably in their membership of the Association. The Committee may, exceptionally, remove a person's membership if it believes that such action is necessary to preserve the reasonable operation of the Association as a charity or to prevent the Association from falling into disrepute. The Committee will seek to act fairly, making decisions with regard to the Association's obligations as a charity and its commitment to principles of equality, diversity and freedom of speech. The Committee shall give the member a reasonable opportunity to challenge the proposed decision. The member shall be entitled to be accompanied to any meeting by a friend, who may speak on his/her behalf. Minutes of any discussions of cases shall be maintained, together with a record of the reasons for any decisions.

## **6 SUBSCRIPTIONS**

- 6.1 Subscriptions shall be due annually for the calendar year. Subscriptions for new members joining during the preceding December will also cover the following year's membership. The level of the subscription shall be determined, from time to time, by the Annual General Meeting (AGM) or Special General Meeting (SGM) of the Association, through a simple majority vote of members present.
- 6.2 There shall be no refund of subscriptions for members who withdraw from the membership of the Association, except at the discretion of the Committee.

## **7 COMMITTEE**

- 7.1 The Committee shall be formed from voting members of the Association and consist of between three and twelve members, elected annually by a simple majority of those attending the AGM.

- 7.2 The AGM shall directly elect the Chairman. The Committee shall elect other office bearers, by simple majority from among their own number, at the first meeting after the AGM.
- 7.3 Nominations for the Chair and for membership of the Committee shall be submitted to the Hon Secretary in writing, together with the name and address of a seconder, not less than fourteen calendar days prior to the Annual General Meeting.
- 7.4 The Chairman may be elected for a maximum of four consecutive years, followed by a minimum break of two years, following which he/she shall be eligible for re-election. No person may serve in the chair for more than a total of eight years.
- 7.5 The Committee shall meet regularly, holding a sufficient number of formal meetings in order to conduct the business of the Association; there shall be at least three formal, quorate meetings a year. Minutes shall be maintained for committee meetings, as approved by the Committee.
- 7.6 The Committee may, during the year, co-opt a maximum of three additional Members (as long as the co-options do not exceed the maximum limit of the Committee as defined in clause 7.1); co-opted members must stand down at the next AGM unless they are elected to the Committee.
- 7.7 Any three elected members of the Committee shall form a quorum. In the event that a committee meeting fails to achieve a quorum, the Chair shall have discretion to postpone the meeting or to proceed and to invite the next quorate meeting of the committee to endorse any decisions.
- 7.8 Should any committee member fail to attend three consecutive committee meetings without tendering apologies for absence, the Committee may, at its discretion, terminate that person's committee membership. This shall not affect the right of that person to stand for election to offices of the Association subsequently.
- 7.9 The Committee may agree to invite observers to attend committee meetings. Observers may speak at the invitation of the Committee but they may not participate in votes or making decisions.
- 7.10 Committee members must declare any personal or pecuniary conflicts of interest with the business of the Association. The Committee shall then decide how to proceed, in order to ensure that decisions are made free from conflicts of interest. The minutes shall record any declarations of conflicts of interest and the action taken by the Committee.
- 7.11 An essential feature of the Association is that it is apolitical and works for the good of all members, regardless of the political affiliations of individuals. In particular, the roles of Chair and Vice-Chair must be free from any suggestion of party political bias or interest. Any WDRA member who has previously occupied the position of Member of Parliament, Local Authority Councillor or paid political agent within the last five years shall not be eligible to serve in a committee office. No member of the Committee may continue with such party political activities during the period of office.

- 7.12 The Committee may, by simple majority, agree additional rules for the day-to-day operation of the Association; such rules must not conflict with the Constitution and the Association's obligations as a charity.

## **8 AREA REPRESENTATIVES**

The committee shall co-opt Area Representatives for each locality within the Association, with their geographical responsibilities and role description as defined, from time to time, by the Committee. The Area Representatives shall assist the Committee with the maintenance of contact with members. Subject to the Committee's agreement, Area Representatives may attend committee meetings as observers.

## **9 ANNUAL GENERAL MEETING**

- 9.1 The Annual General Meeting (AGM) shall take place annually but no later than fifteen months following the preceding AGM. Minutes shall be maintained, as approved by the AGM the following year.

- 9.2 The Honorary Secretary shall give at least twenty-one calendar days' written notice of the meeting together with an agenda.

- 9.3 Each member of the Association above the age of sixteen shall have one vote.

- 9.4 At least 5% of households or 3% of the association's individual membership must be represented at the AGM for the meeting to be quorate.

- 9.5 The AGM shall:

- i receive an annual report from the committee
- ii approve the accounts of the Association
- iii elect the committee to serve until the next AGM.
- iv vote on any resolutions, including amendments to the Constitution.

## **10 FINANCE**

- 10.1 The Committee shall be responsible for ensuring that the Association's funds and property are applied to further the objects of the Association. The Treasurer shall keep proper accounts of the finances of the Association and provide a report to each committee meeting, with an annual presentation of the accounts to the Annual General Meeting.

- 10.2 The funds of the Association shall be managed through a bank or a building society account(s) as determined by the Committee; with the option of using on-line banking facilities.

- 10.3 The Committee shall agree the appointment of authorized signatories for the management of the funds.

- 10.4 The Committee shall authorize any item of expenditure above £200, maintaining a record in the minutes.

- 10.5 The Committee cannot receive any money or property from the Association, except to refund out of pocket expenses.
- 10.6 The Committee shall agree arrangements for the Independent Examination of the annual accounts.
- 10.7 Any member shall be entitled to receive a copy of the most recent annual accounts on request.

## **11 DATA PROTECTION**

- 11.1 The Committee shall appoint a Data Compliance Officer who shall ensure that the Association complies with Data Protection Law.
- 11.2 The Committee shall publish the Association's Data Privacy Notice such that it is available to all members.

## **12 SPECIAL GENERAL MEETING**

- 12.1 A Special General Meeting (SGM) may be called at the discretion of the committee. The Special General Meeting shall have all the powers of an Annual General Meeting.
- 12.2 The committee shall automatically call a SGM if requested in writing to the Hon. Secretary by not less than ten percent of named members of the Association.
- 12.3 The Secretary shall give members a minimum of twenty-one calendar days' notice of a special general meeting. The notice shall include an explanation of the reason(s) for the meeting and any draft resolutions for approval
- 12.4 The meeting shall vote only on proposed resolutions included in the notice of the meeting.
- 12.5 An SGM must be called to discuss a proposal to wind up the Association, in case the decision is to be taken before the next AGM.
- 12.6 The following resolutions shall take effect only on approval from two thirds of members present and voting at the meeting:
  - i dissolution of the Association
  - ii changes to the Constitution
  - iii dismissal of the Committee

## **13 DISSOLUTION OF THE ASSOCIATION**

- 13.1 In the event of the dissolution of the Association, any assets remaining after the settlement of liabilities shall be disbursed at the discretion of the meeting through the vote of a simple majority of the members present at the meeting.

- 13.1.1 The meeting may agree to transfer the funds to another organization which it recognizes as superseding the Association and addressing the Association's aims as defined
- 13.1.2 Otherwise, the funds shall be distributed to charities as agreed by a simple majority of members voting at the meeting.
- 13.1.3 Any funds received through funding bodies shall be returned to the funders in line with the funding criteria. The meeting shall agree, by simple majority, how to dispose of documents held by the Association.

**14 CHANGES TO THE CONSTITUTION**

- 14.1 Any proposed change to the established constitution must be made to the Hon. Secretary in writing together with the name of the seconder.
- 14.2 In order that a change shall become effective, it must be agreed by not less than two-thirds of those present at the next AGM, or SGM (if specifically called for that purpose). Details of the proposed change must be given to all members at least fourteen days prior to such meeting.
- 14.3 Alternatively, at the discretion of the Chairman, instead of the proposed change being considered at an AGM or SGM, a postal ballot may be conducted, with at least two-thirds of those responding being in agreement with the change in order for it to become effective.

**15 ADOPTION OF THE CONSTITUTION**

This Constitution was adopted on 14 January 2014 with the approval of the Association, all members having been balloted.

Signed (on original) by all members of the Committee:

***Ian Crabtree (Chairman)***.....

***David Dowland (Secretary)***.....

***Murray Boaz (Treasurer)***.....

***Andrew Norton (Plans Officer)***.....

***Des Welbourne (Membership Secretary)***.....

***John Bullen (Newsletter Co-Editor)***.....

***Sue Marlow (Without Portfolio)***.....

Date: **14 January 2014**.....

New paragraph 11 "Data Protection" inserted and approved by the Annual General Meeting 10 May 2019