

# **WHORLTON VILLAGE COMMUNITY ASSOCIATION CONSTITUTION (Adopted on 23 August 2021)**

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

## **PART 1**

### **NAME**

1. The charity's name is the WHORLTON VILLAGE COMMUNITY ASSOCIATION (Charity Number: 1003340).

### **PURPOSES**

2. The purposes or objectives of the Charity are:

- (1) To promote the benefit of the people of Whorlton and its neighbourhood<sup>1</sup>, without distinction of sex, sexual orientation, race or political and religious beliefs, or other opinions.
- (2) To work with the inhabitants of Whorlton and its neighbourhood, in association with local authorities, voluntary and other organisations to facilitate educational, recreational and leisure time activities to the benefit of the inhabitants.
- (3) To secure the future of the village hall, and maintain and manage it to ensure that it meets current legislation and provides a suitable environment for promoting the aims and objectives of the Association.
- (4) To promote other charitable purposes as may from time to time be determined. The Association shall be non-party in politics and non-sectarian in religion.

### **STRUCTURE**

3. The charity structure is that of an unincorporated association. It shall be managed by a committee of trustees, who are appointed at the Annual General Meeting (AGM) by the members of the Association.

### **CARRYING OUT THE PURPOSES**

4. In order to carry out the charitable purposes, the Trustees have the power to:

- (1) raise funds, receive grants and donations.
- (2) apply funds to carry out the work of the charity, including the payment of works associated with the maintenance of the Village Hall.
- (3) co-operate with and support other charities, statutory authorities or individuals with similar purposes.

---

<sup>1</sup> The Whorlton neighbourhood comprises the settlements of Whorlton, Sledwiche and Westwick and residences in-between, corresponding with the boundaries of the Whorlton and Westwick Parish Council.

- (4) 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.
- (5) buy, take on lease or in exchange, hire or otherwise acquire any property (the Village Hall) and to manage, maintain and equip it for use.
- (6) establish contracts with providers for the provision of essential services or any other employment related to the fulfilment of the Purposes listed at para 2.
- (7) do anything which is lawful and necessary to achieve the purposes.

5. The Village Hall is managed and maintained by the Trustees of the WVCA, under a 21-year Lease (expires 31 July 2040) from the Durham Diocesan Board of Finance. The Trustees are required to meet all Tenant's Obligations as defined in the lease dated 19<sup>th</sup> December 2019, the Tenant's copy of which is to be retained securely in the Village Hall.

## **PART 2**

### **MONEY AND PROPERTY**

6. Money and property must only be used for the charity's purposes. Use of the Village Hall by non-residents of Whorlton and its neighbourhood is permitted as an income stream to support the charity. The following specific rules apply:

- (1) Trustees must keep accounts and have them audited. The most recent annual accounts can be seen by anybody on request.
- (2) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- (3) All money must be held in the charity's bank account. All cheques must be signed by 2 Trustees. At the earliest opportunity the charity will transfer to online banking. The account will be run by the Treasurer, with one other nominated Trustee required to carry out supervisory checks at no more than fortnightly intervals. Only the Treasurer will have permission to carry out online transactions, following approval by the Board of Trustees.
- (4) The Treasurer may expend up to £100 without Board approval, subject to the transaction being in accordance with the charitable purposes. Furthermore, the Treasurer is authorised to pay routine maintenance and fuel bills against invoices without consultation with the Board of Trustees.
- (5) The Board of Trustees will insure the Village Hall and its contents, and will in turn be protected by Trustee Indemnity Insurance.
- (6) It is the responsibility of the Trustees to ensure that a minimum of 3 years' average lease and maintenance costs is retained in reserve at all times. Inability to do this will automatically require a review of the Charity's future operations. The amount to be ring-fenced will be determined annually at the Annual General Meeting.
- (7) Subject to the Trustees acting in accordance with their defined charitable purposes (Para 4) and meeting their legal responsibilities (Para 11), if the Charity is wound up, the members of the Charity will have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities. Any money or property remaining after payment of debts, including residual lease payments, must be given to a charity with similar purposes to this one.

## **MEMBERSHIP**

7. The charity shall have a membership. All residents of Whorlton and its neighbourhood, aged 18 or above, have the right to become a Member of the Association. Membership is achieved through payment of a nominal sum (£5) per annum and attendance at the Annual General Meeting. Residents unable to attend the meeting may apply by email or in person to a member of the Committee of Trustees at any time. Membership lasts for 1 year and may be renewed. The Trustees will keep an up-to-date membership list. The Trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the Trustees before the decision is made and can be accompanied by a friend.

8. All Members will receive copies of Meeting Minutes and receive early notification of village events and meetings. All members will have voting rights:

- (1) At the Annual General Meeting for the selection of trustees and any other significant vote.
- (2) At any Extraordinary General Meeting called to decide a specific issue. The Trustees will decide if an issue requires a vote by the wider membership of the Association.

## **TRUSTEES**

9. All members of the WVCA are eligible to be considered for the role of Trustee, subject to the caveats at paragraph 10. There must be a minimum of 3 and a maximum of 10 trustees at all times, to be selected at the Annual General Meeting by the vote of the overall membership (if required). Trustees will hold the position for one year, but will be eligible for re-election on an annual basis. There is no limit on the number of times a Trustee may be re-elected. Trustees are expected to commit to attending a minimum of 50% of Trustee meetings over the period of their tenure and to familiarise themselves with the content of this Constitution.

10. All potential Trustees must be members of the WVCA on selection. Trustees must meet the requirements of the Charity Commission, namely:

- Be 18 years or older.
- Have not been disqualified as a company director.
- Do not have an unspent conviction for an offence involving dishonesty or deception.
- Are not an undischarged bankrupt.
- Have not previously been removed as a trustee of any charity by the Commission because of misconduct or mismanagement.
- Are not on the sex offenders' register.

11. Trustees have legal responsibilities, as defined by the Charity Commission. In short, these include:

- (1) Ensuring that they are, and they remain, eligible to be a Trustee.
- (2) Ensuring that the WVCA is carrying out its purposes for the public benefit at all times, and that these purposes relate to those laid down at paragraph 2 of this Constitution. In particular, the spending of charity funds on the wrong purposes is a very serious matter.
- (3) Ensuring that the WVCA is run in accordance with the rules and provisions laid down in this Constitution and any other policy document agreed by the Board of Trustees or wider membership. In addition, Trustees must comply with broader charity law requirements, seeking external legal advice if required.

(4) Acting in the Charity's best interests at all times, using the best information available, and not being influenced by any external individuals or organisations. Trustees must not receive any benefit from the Charity unless it is properly authorised and in the Charity's interests. This includes any person connected personally or financially to the Trustee (see para 12 below).

(5) Managing the Charity's resources responsibly, reasonably and honestly. This includes ensuring all expenditure is in line with the Charity's Purposes, avoiding exposure to financial risk, avoiding over-commitment, and complying with normal rules on expenditure. Appropriate safeguards must be determined by the Trustees. Allowing the Charity to be vulnerable to fraud or theft is a breach of the Trustees' duties. The long-term financial future of the charity must be considered in all dealings.

(6) Acting with reasonable care and skill at all times.

12. Declarations of Interest will form an agenda item at every Trustee or wider membership meeting. Trustees and members must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity, which has not previously been declared; he/she absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest 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 financial interest). Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

13. During the year, the Trustees may appoint additional, co-opted trustees. These may be recruited to replace departing trustees or if they bring additional skills or experience to the Board, in order to aid the discharge of its duties to the benefit of the Association.

14. The Trustees may make reasonable additional rules or byelaws to help run the charity. These rules must not conflict with this Constitution or the law.

15. A Trustee can be removed from the Board of Trustees if he/she is considered no longer suitable to hold the post. Contravention of any of the restrictions at para 10 of this Constitution allows immediate dismissal at the instigation of the Chairman or Secretary. Removal for any other reason will require the agreement of two thirds of the Trustee board.

## **ANNUAL AND EXTRAORDINARY GENERAL MEETINGS – AGM/EGM**

16. The wider membership of the WVCA will be requested to attend Annual and Extraordinary General Meetings.

(1) The AGM must be held every year, usually in April, with 14 days' notice given to all members via the Village noticeboards and website. The notification will present the draft Agenda, call for further agenda items and request the names of members offering to serve as Trustees. Minutes must be kept of the AGM and promulgated on the village website. The AGM will commence with a register of members and collection of fees. There must be at least 10 members present to form a quorum at the AGM. Every member has one vote. The meeting will be chaired by the outgoing Chair; the outgoing Treasurer will present the annual report and accounts. If there are more than 10 volunteers to act as Trustees, a vote will be required. The newly-elected Trustees will hold a meeting immediately after the AGM to select the posts of Chair, Secretary and Treasurer. The Charity commission is to be informed immediately of any change to the Trustee Board.

(2) An EGM will be called (with a minimum of 7 days' notice) to deal with short notice, essential issues requiring the approval of the wider membership, such as amendments to the Constitution or a decision to wind up the Charity. The Trustees will generally call an

EGM, but a meeting will also be called if the Trustees receive a written request from the majority of members. On key decisions, such as listed above, a two thirds majority of meeting attendees is required. Minutes must be kept and promulgated on the village website.

### **TRUSTEE MEETINGS**

15. The Board of Trustees will hold at least 6 meetings each year, with an agenda promulgated one week prior to the meeting. Meetings will normally be held face to face, but may be conducted using Zoom or similar means if circumstances dictate. Trustees are expected to make every effort to attend Trustee meetings.

16. At least 50% of Trustees are required to form a quorum. In general, Trustees will act by majority decision, except in circumstances detailed elsewhere in this Constitution. Minutes shall be kept for every meeting and promulgated on the Village website for a minimum period of 12 months. Members will also receive copies of the Minutes via email. All Trustee minutes are a matter of record and may be requested to be examined by any current member of the Association.

17. Volunteers will be invited to attend Trustee Meetings, without voting rights. Similarly, ordinary members of the Association may attend Trustee Meetings, or will be invited to attend for specific reasons.

### **ADOPTION OF THE CONSTITUTION**

19. This constitution was adopted on 23 August 2021, approved by the current Trustees of the Charity. It will remain in effect until superseded by a new Constitution, approved by a 2/3 majority of Members at that time. A copy of this Constitution will be held on the Village website.

<b><i>Signed on original copy, held in the Village Hall.</i></b>	<b>C J Connolly OBE</b>	<b>Chair</b>
	<b>M Stastny</b>	<b>Secretary</b>
	<b>G M Connolly</b>	<b>Treasurer</b>
	<b>L Alderson</b>	<b>Trustee</b>
	<b>M Bigge</b>	<b>Trustee</b>
	<b>P Bigge</b>	<b>Trustee</b>
	<b>A Foster</b>	<b>Trustee</b>
	<b>F Robineau</b>	<b>Trustee</b>
	<b>J Robineau</b>	<b>Trustee</b>
	<b>G Stastny</b>	<b>Trustee</b>