CONSTITUTION OF WINSLEY VILLAGE HALL

1 NAME

1.1. The name of the organisation is Winsley Village Hall ('the Organisation').

2 ADMINISTRATION

2.1 Subject to the matters set out below, the Organisation shall be administered and managed in accordance with this Constitution by members of the Management Committee, constituted by Clause 7. of this Constitution ('the Management Committee').

3 OBJECTS

3.1. The objects of the Organisation ('the objects') are:

(a) arrange and provide for, either alone or with others, all forms of recreational and other leisure-time activities, celebrations and the holding of exhibitions, meetings, lectures, classes, seminars or training courses;

(b) co-operate with other voluntary organisations, statutory authorities and individuals;

(c) promote and develop or to assist in the promotion and development of community organisations and community social enterprises in the area of benefit;

(d) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects whether in the United Kingdom or elsewhere.

(e) to maintain the Hall in a good state of repair and decoration and ensure its continuing viability as an attractive facility for hire.

4 POWERS

4.1. In furtherance of the objects, the Management Committee may exercise the following powers:

(a) power to raise funds and to invite and receive grants, donations and other contributions;

(b) power to buy or lease and to maintain any equipment or materials necessary for the achievement of the objects;

(c) power to buy, take on a lease or in exchange, any property necessary for the achievement of the objects and to maintain and equip it for use;

(d) power to sell, lease or dispose of all or any part of the property of the Organisation;

(e) power to borrow money and to charge all or any part of the property of the Organisation with repayment of the money so borrowed;

(f) power to employ such paid workers (who, except for the Caretaker, shall not be members of the Management Committee), as are necessary for the proper pursuit of the objects.

(g) power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, and to hold intellectual property rights in any such material;

(h) power to organise conferences, debates, seminars, and such other special events as the Management Committee may determine;

(i) power to co-operate with other organisations in furtherance of any of the objects or of similar purposes;

(j) power to provide indemnity insurance cover for the members of the Management Committee out of the funds of the Organisation: Provided that any such claim arising from any act or omission which a member of the Management Committee knew to be a breach of duty or breach of trust or which was committed in reckless disregard of whether it was a breach of duty or breach of trust or not; shall not be so insured with respect to such member;

(k) power to do all such other lawful things as are necessary for the achievement of the objects.

5 MEMBERSHIP

5.1. Ordinary Membership of the Organisation shall be open to individuals who are interested in furthering the Organisation's objects and who are resident in Winsley, Turleigh, Murhill, Conkwell,

Haugh and Ashley and who are aged 16 or over (hereinafter called "members"). Ordinary membership confers the right to vote at meetings (ref. clauses 13, 14 and 15).

6 HONORARY OFFICERS

6.1. At the Annual General Meeting the members shall elect from among themselves the following Honorary Officers, who shall hold office from the conclusion of that meeting:

Chair

Vice-Chair (discretionary)

Secretary

Treasurer

Bookings Secretary

7 MANAGEMENT COMMITTEE

7.1. The Management Committee shall consist of:

(a) the Honorary Officers specified in the preceding clause;

(b) not less than three and not more than 12 Ordinary Members elected at the Annual General Meeting, who shall hold office from the conclusion of that meeting;

(c) not more than three persons whom the Management Committee may co-opt;

(d) The caretaker (who will not have voting rights.)

7.2. All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.

7.3. A member of the Management Committee shall cease to hold office if s/he:

(a) has been convicted of any offence involving dishonesty or deception;

(b) has been adjudged bankrupt or sequestration of her/his estate has been awarded and s/he has not been discharged;

(c) has made a composition or arrangement with, or granted a trust deed for, her/his creditors and has not been discharged;

(d) has been removed by the Charity Commissioners or by any court or under the Company Directors Disqualification Act 1986 or the Insolvency Act 1986 from being concerned with the management or control of any body;

(e) has become incapable by reason of mental disorder, illness or injury of managing his or her own affairs;

(f) is absent without the permission of the Management Committee from all its meetings held within a period of six months and the Management Committee resolves that s/he shall cease to hold office; or

(g) notifies the Management Committee of her/his resignation: Provided that at least three members of the Management Committee will remain in office when the notice of resignation is to take effect.

8 MEETINGS AND PROCEEDINGS OF MANAGEMENT COMMITTEE

8.1. The Management Committee shall hold at least four ordinary meetings each year. A special meeting may be called by the Chair or by any two members of the Management Committee upon not less than seven days' notice being given to the members of the Management Committee of the matters to be discussed.

8.2. There shall be a quorum when four persons are present at the meeting.

8.3. When a vote is taken the matter shall be decided by a majority of those present and voting. In the case of equality of votes the Chair shall have a second or casting vote.

8.4. Once the Committee has made a decision, it may only be overturned, or amended, via a specific item at a subsequent meeting, ie not via a matter of any other business.

8.5. The Secretary shall keep minutes of the proceedings of the Management Committee.

8.6. In the absence of the Chairman, Vice-Chairman or Secretary, the first business of the meeting shall be to ensure that a substitute is appointed for the duration of the meeting.

8.7. The agenda for the meeting will be prepared by the Chairman and will be distributed at least five days in advance of the meeting. All members of the Committee will have the opportunity to add items to the agenda prior to its circulation. They will be given at least three days notice.

9 SUB-COMMITTEES

9.1. The Management Committee may appoint such sub-committees as it thinks fit for supervision or performing any activity or service, defining the terms of reference and determining each sub-committee's composition and the duration of its activities. All acts and proceedings of each subcommittee shall be reported as soon as possible to the Management Committee.

10 RECEIPTS AND EXPENDITURE

10.1. The funds of the Organisation including all grants, donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Organisation in such bank or other financial institution as the Management Committee shall from time to time decide. Funds belonging to the Organisation shall be applied only in furthering the objects.

10.2. All cheques and any other instruction to a financial institution for withdrawal of funds may be signed by a single signatory from a designated list agreed by the Committee from time to time.

11 ACCOUNTS

11.1 The Treasurer shall present to each ordinary meeting of the Management Committee an up-to-date statement of the accounts.

11.2 The Treasurer shall prepare annual statements of accounts which, after examination by an auditor or independent examiner previously appointed by the Annual General Meeting, shall be presented to the next succeeding Annual General Meeting.

11.3 Where funds are received by donation, grant, gift, bequest or otherwise for specifically defined purposes, such funds shall be held as restricted funds and shall be used only for the purposes defined by the donor(s). They shall be reported in the accounts as restricted funds. If such moneys cannot be spent in accordance with the conditions of their donation, any unspent balance shall be

returned to the donor(s) or their trustee(s), or otherwise used only as the donors or trustees require or permit. In the absence of such requirement or permission, after reasonable notice to the donor(s) or trustee(s), the Management Committee shall apply such funds to purposes as near as possible to those for which they were granted.

12 INDEMNITY

No member of the Management Committee shall be liable:

(a) for any loss to the property of the Organisation by reason of any improper investment made in good faith (so long as s/he shall have sought professional advice before making such investment); Or

(b) for the negligence or fraud of any agent employed by her/him or by any other member of the management committee in good faith (provided reasonable supervision shall have been exercised); and no member of the management committee shall be liable by reason of any mistake or omission made in good faith by any member of the management committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member sought to be made liable.

13 GENERAL MEETINGS

13.1 There shall be an Annual General Meeting of the Organisation which shall be held in April each year or as soon as is practicable thereafter. Every Annual General Meeting shall be called by the Management Committee. The Secretary shall give at least 21 days' appropriate notice of the Annual General Meeting to members, who shall be entitled to attend and vote at the meeting. Such notice shall be sufficient if published in local publications, such as the Winsley Weaver, and on local notice boards and on the Village website or related social media.

13.2 The business of each Annual General Meeting shall be:

(a) to receive the Annual Report of the Management Committee;

(b) to receive the accounts of the Organisation for the preceding financial year;

(c) to elect the Honorary Officers specified in Clause 6 of this constitution;

(d) to elect the members of the Management Committee specified in sub-clause 7(b);

(e) to consider and vote on any proposals to alter this Constitution in accordance with clause 14 of this constitution;

(f) to consider any other business of which due notice has been given.

13.3 The Management Committee may call a Special General Meeting at any time. If at least four members of the Organisation request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting without delay. At least 21 days' notice must be given and the notice must state the business to be discussed.

14 Procedure at General Meetings

All general meetings shall be chaired by the Chair appointed at the preceding Annual General Meeting or, in his/her absence, by a person appointed a the beginning of the meeting. The Secretary or some other person specifically appointed by the meeting shall keep a full record of proceedings at every general meeting. There shall be a quorum when five persons or one tenth of the membership, whichever is the lesser, are present.

15 Alterations to the Constitution

This Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. Where the alteration involves a change to Clause 3. (The Objects), Clause 16. (Dissolution), or to this clause, at least 21 day's prior notice must be given to all members.

16 Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Organisation it shall call a General Meeting of all the members of the Organisation, of which not less than 21 days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Management Committee shall have the power to realise any assets held by or on behalf of the Organisation. Any funds held in accordance with sub-clause 11.3 shall be dealt with in accordance with that sub-clause. Any assets remaining after the satisfaction of

any proper debts and liabilities shall be transferred to such other organisation or organisations (having Objects similar to the Organisation), as the General Meeting or the Management Committee (in the absence of direction from the General Meeting) may determine.

This amended Constitution was adopted at a General Meeting of the Association held on Tuesday 30th April 2024, having been approved at a Management Committee meeting held on Wednesday 25th October 2023.