

JAMESTON COMMUNITY ASSOCIATION
CONSTITUTION

1. NAME

The name of the Association shall be The Jameston Community Association (hereinafter called 'The Association').

2. OBJECTS

The objects of the Association shall be:

- a) The Association shall, without distinction of sex, sexual orientation, race, or of political, religious, or other opinions, seek to promote and benefit the inhabitants of Jameston and the wider community of the Parish by associating together the said inhabitants, local authorities, voluntary and other organizations - in a common effort to advance education, provide facilities in the interests of social welfare for recreation and leisure-time occupation, with the object of improving the conditions of life for the said inhabitants.

The Association shall be non-party in politics and non-sectarian in religion.

3. POWERS

In furtherance of the said objects - but not otherwise - the Association shall have power to:

- a) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses;
- b) 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;
- c) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects and to issue or circulate the same whether for payment or otherwise;
- d) purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objects and to construct, maintain or alter the same, SUBJECT TO the provisions of Clause 13 hereof;
- e) make regulations for the proper supervision, control and management of any property which may be so acquired;
- f) sell, let, mortgage, charge, dispose of or turn to account, all or any of its property or assets SUBJECT TO such consents as may be required by law;
- g) raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED THAT the Association shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;
- h) receive money on deposit or loan, in such manner as the Association may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- i) invest money not immediately required for its objects in or upon such investments, securities or property as the Association may think fit, SUBJECT NEVERTHELESS, to such conditions (if any) as may for the time being be imposed by law;
- j) affiliate to 'Community Matters' and to other organizations with similar charitable objects;
- k) do all such other lawful things as shall further the charitable objects of the Association.

- l) adopt a policy of child protection;
- m) adopt a policy of equal opportunity.

4. MEMBERSHIP

- a) Membership shall be open, irrespective of sex, sexual orientation, political opinion, nationality, religion or race to:
 - (i) individuals aged eighteen years or over and who live within the area of benefit;
 - (ii) individuals aged eighteen years or over who live outside the area of benefit, who shall be known as Associate Members and who shall not have the right to vote at General Meetings of the Association;
 - (iii) individuals aged under eighteen years whether living within or outside the area of benefit who shall be admitted into Junior Membership as and when and subject to such conditions as the General Committee may decide. Junior Members shall not have the right to vote at General Meetings of the Association;
 - (iv) associations and organizations, whether corporate or otherwise and whether local, national or international, which are voluntary or nonprofit distributing and wish to support or further the objects of the Association, shall be known as Affiliated Groups;
 - (v) the Statutory Authorities in whose administrative area the area of benefit lies.
- b) Sections, shall be such groups of individual members as may, with the permission of the General Committee (hereinafter mentioned), be formed within the Association for the furtherance of common activities. The General Committee shall determine the terms of reference and powers of each such Section and may also determine the duration of its activities.
- c) Each member organization as set out in Clause 4 (a) (iv) and (v) and each Section established in accordance with Clause 4 (b), shall appoint one individual person to represent it and vote on its behalf at meetings of the General Committee and at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organization he or she shall forthwith cease to be a representative thereof. The organization concerned shall have the right to appoint a new representative, informing the Secretary in writing.

5. SUBSCRIPTIONS

All individual members and affiliated groups shall pay such subscriptions as the General Committee may from time to time determine.

6. TERMINATION OF MEMBERSHIP

The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any person or group if in its opinion such person or group has been guilty of conduct prejudicial to the Association or its objects, provided that the person or the individual representing a group shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

7. THE GENERAL COMMITTEE

Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by a General Committee which shall meet not less than four times a year.

- a) The General Committee shall consist of;
 - (i) The Honorary Officers elected under Clause 8 hereof.
 - (ii) One representative appointed by each

- 1) Affiliated group
- 2) Section
- 3) Statutory Authority

in accordance with Clause 4(c) hereof;

representatives of individual members, or such larger number as shall be equal to the number of General Committee members appointed in accordance with sub-clause (a) (ii) above. Representatives of individual members shall be elected from among and by themselves the Annual General Meeting.

If casual vacancies occur among the elected members of the General Committee it shall have power to fill these from amongst the members of the Association. Any person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting of the Association and shall be eligible for election at that meeting.

Committee in accordance with sub-clause (a) (1), (ii) and (iii) of this Clause.

- (iii) In addition to the members so elected and those serving by virtue of Clauses 8 and 4 (c) hereof the General Committee may co-opt individually, up to two further persons, who shall be Members of the Association and shall serve on the General Committee, with full voting rights until the conclusion of the next Annual General Meeting, provided that the number of co-opted members shall not exceed one quarter of the total number of members elected and appointed to the General Committee in accordance with sub-section (a) (i) (ii) and (iii) of this Clause.
- a) The proceedings of the General Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member.
- c) The General Committee may appoint such special or standing committees as may be deemed necessary by the General Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the General Committee as soon as possible.
- d) Should any member of any committee fail to attend two consecutive meetings without good reason or apology, he/she shall be excluded from the committee.
- e) No person under the age of eighteen shall be a member of the General Committee or of any special or standing committee of the Association but such persons may be invited to attend such Committee as non-voting observers.

8. HONORARY OFFICERS

- a) Only members of the Association shall be eligible to serve as Honorary Officers.
- b) At the Annual General Meeting, the Association shall elect a Chairman, Vice-Chairman, Treasurer and Secretary and such other honorary officers as the Association shall from time to time decide.
- c) The Chairman, Vice-Chairman, Secretary and Treasurer of the Association shall be ex-officio, Chairman, Vice-Chairman, Secretary and Treasurer respectively, of the General Committee. The Honorary Officers may be appointed members of such special or standing committees as are appointed in accordance with Clause 7 (c) hereof.
- d) If a vacancy occurs among the Honorary Officers, the General Committee shall have powers to fill it from among its members. Any person appointed to fill such a casual vacancy shall hold office until conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.

9. PAID OFFICERS

- a) The General Committee may appoint and dismiss such staff as it may from time to time determine and shall fix the amount of any remuneration to be paid and the terms and conditions of employment. As a matter of courtesy – and as time permits – the general membership should be advised and comment evaluated.
- b) A member of the Association's staff shall not be eligible to be a member of any committee of the Association but may be invited to attend such committee as a non-voting adviser.

10. GENERAL MEETINGS OF THE ASSOCIATION

- a) Annual General Meetings. Once in each year, an Annual General Meeting shall be held in February – but not later than March 31 – and at a place the General Committee shall determine. At least 21 days notice shall be given by the Secretary to members.

The business of each Annual General Meeting shall be;

- (i) to consider the Annual Report of the Committee on the work of the Association and its activities during the year;
- (ii) to approve the audited accounts of the Association;
- (iii) elect the Officers of the Association in accordance with Clause 8;
- (iv) to note the appointment of representatives members of the General Committee;
- (v) to elect representatives of individual members to serve on the General Committees, in accordance with Clause 7 (a) (iii) hereof;
- (vi) to appoint an independent auditor or independent auditors for the coming year;
- (vii) to consider and vote on proposals to alter this constitution in accordance with Clause hereof;
- (viii) to consider any other business of which due notice has been given.

- b) Special General Meetings

The Chairman of the General Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do signed by not less than 10 members, whether individual or representative, and giving reasons for the request, call a Special General Meeting of the Association to consider the business specified on the notice of meeting and for no other purpose.

11. RULES OF PROCEDURE AT ALL MEETINGS

- a) Voting

Subject to the provisions of Clause 15, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.

- b) Quorum

- (i) Committee Meetings: one third of the members shall form a quorum at meetings of the, General Committee and all other committees.
- (ii) General Meetings: twenty five members or one third of the members, whichever is the

less, shall form a quorum at General Meetings of the Association.

In the event that no quorum is present at an Annual General Meeting of the Association, the meeting shall stand adjourned and be reconvened fourteen days later, and those members present at that meeting shall be deemed to form a quorum.

c) Minutes

The Association, the General Committee and all other committees shall keep Minute Books and the appropriate Secretary shall enter therein, a record of all proceedings and resolutions.

12. FINANCE

- a) An Account shall be opened in the name of the Association with the Tenby Branch, The NatWest Bank or with such other financial institution as the General Committee shall from time to time decide. The General Committee shall authorize, in writing, the Treasurer, the Secretary of the Association and two members of the General Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorized signatories.
- b) All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of reasonable out-of-pocket expenses.
- c) The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- d) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- e) The audited statement of accounts for the financial year shall be submitted to the General Committee for submission to the Annual General Meeting.

13. TRUST PROPERTY

The General Committee may appoint a custodian trustee, or a trust corporation of not less than three nor more than four named individuals (not being members of the General Committee) to hold any real or personal property held by or in trust for the Association, or may, with the agreement of the Official Custodian for Charities, vest in him any property so held.

In the event of the resignation, death or disqualification of an individual trustee, the General Committee shall be empowered to appoint a replacement.

14. DISSOLUTION

If the General Committee by a simple majority decide at any time, that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised in a local newspaper circulating in the area of benefit. Notice shall at the same time, be given in writing to the Charity Commissioners for England and Wales and to the Director of the National Federation of Community Organizations.

If such decision shall be confirmed by a simple majority of those present and voting at such meeting the General Committee shall have power to dispose of any assets held by or in the name of the Association. Any assets remaining after the settlement of any proper debts and liabilities shall not be divided amongst the members but shall be transferred to a Charity, Organization/Association in Pembrokeshire having similar aims and as may be approved by the Charity Commissioners for England and Wales.

15. ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association not less than 28 days before the date of the meeting at which it is first to be considered. An alteration will require the approval of both;

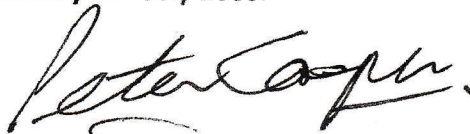
- a) a simple majority of members of the General Committee present and voting at a General Committee meeting;
- b) a two-thirds majority of individual members and representatives of the Affiliated Groups, Sections - including the Statutory Authority - of the Association present and voting at a General Meeting.

Notice of each such meeting must have been given in accordance with normal procedure but not less than 14 clear days prior to the meeting in question and giving the wording of the proposed alteration.

No alteration to Clause 2 (Objects), Clause 14 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made to this constitution which would cause the Association to cease to be a charity at law.

This Constitution of the Jameston Community Association has been altered and adopted in accordance with Rule 15, at a Special General Meeting of the Association duly convened at the Mission Room, Jameston, on Thursday 27th July 2006.

Signed



Chairman

Date: 27th July 2006

Signed



Acting Secretary

Date: 27th July 2006