

LLANBADARN FAWR and DISTRICT
COMMUNITY CENTRE ASSOCIATION

Registered as a Charity - Number 511229

CONSTITUTION

LLANBADARN FAWR and DISTRICT COMMUNITY CENTRE ASSOCIATION

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LLANBADARN FAWR and DISTRICT COMMUNITY CENTRE ASSOCIATION

1 NAME

The name of the Association shall be The Llanbadarn Fawr and District Community Centre Association (hereinafter called “The Association”)

2 OBJECTIVES

The objectives of the Association shall be to:

- 2.1 Provide and maintain the Community Centre building (hereinafter called “The Centre”) and promote the use of the Centre by voluntary non-political/non-sectarian organizations and groups, and local residents, for the conduct of meetings, lectures, classes and other forms of recreation and leisure activities, with the aim of improving the conditions of life of the local community.
- 2.2 Co-operate with Powys County Council in the maintenance and management of the Centre.
- 2.3 Encourage local residents and voluntary organizations to use the Centre’s facilities and participate in its management for the benefit of the community.

3 POWERS

To achieve its objectives, the Association shall be empowered, commensurate with its charitable status and subject to any constraints by law, to:

- 3.1 Buy, hire or lease such property, services and equipment necessary and to sell, terminate hire contracts and leases, or otherwise dispose of property, services and equipment no longer required by the Association.
- 3.2 Control funds allocated to or raised by the Association.
- 3.3 Determine, by consensus of the Management Committee, whether any proposed activity at the Centre shall be prohibited on the basis of moral, health and hygiene issues, or that the Centre is not fit for purpose for that activity.
- 3.4 Assess annual affiliation fees and booking charges to take effect from the January following the date of an Annual General Meeting (AGM).
- 3.5 Employ or hire such staff as necessary.

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4 ADMINISTRATION

4.1 Status.

The Association has charitable status and is registered with the Charity Commission (Registered Charity Number: 511229)

4.2 Management Committee.

The administration of the Association shall be conducted by a Management Committee (hereinafter called “the Committee”) established to achieve the Objectives and exercise the Powers of the Association as defined in Clauses 2 and 3. The Committee will be comprised of members elected annually.

4.3 Trustees

The Trustees of the Association are its Committee members.

4.4 Custodians

The Llanbadarn Fawr Community Council

5 ASSOCIATION MEMBERSHIP

5.1 Affiliated Membership.

5.1.1 Any non-political voluntary organization or group that uses the Centre for non-personal gain and satisfies the Committee as to its validity may apply for affiliated membership of the Association. Such application is considered for approval at an AGM. It is expected that each affiliated organization or group shall be represented in presence, or by report, at all Committee meetings.

5.1.2 If representation is not made at three (3) consecutive Committee meetings and explanation or reason has not been notified to the Committee, then the Committee shall be empowered, by a two-thirds majority vote, to terminate the affiliation. Such action will be notified in writing to the affected organization or group and be effective as of the date of that letter.

5.1.3 All affiliated organizations and groups shall pay an annual membership subscription and booking charges for actual usage of the Centre at the current rates in force. Annual membership subscriptions are not refundable.

5.1.4 A list of organizations and groups currently affiliated to the Association is available from the Committee.

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5.2 Ex-Officio Membership

The local County Councillor shall be an ex-officio member of the Association.

5.3 Termination of Membership.

5.3.1 The Committee shall have the right, for good and sufficient reasons, to suspend or terminate membership and ban from the Centre any individual or group members. Before ratification of this action, the affected individual or group representative shall be given the opportunity to refute any allegation or make a plea in mitigation at a hearing of the Committee.

5.3.2 Ratification of any disciplinary action shall be by a two-thirds majority vote of the committee, excluding the affected individual member or the affected group representative. Such suspension or termination of membership shall not invalidate the right of any person otherwise entitled to attend an AGM. The individual member has a right to appeal; such appeal shall be considered by an independent body.

6 MANAGEMENT COMMITTEE

6.1 Committee Membership.

Membership of the Committee shall be comprised as follows:

6.1.1 Affiliated Members. One representative from each affiliated organization or group, nominated by that organization or group shall be accepted at an AGM as a Committee member with full voting powers.

6.1.2 Independent Members. Any Local Resident, defined as a person over the age of eighteen years, resident in Llanbadarn Fawr as determined by the Electoral Roll, may be nominated as a Committee member for election at an AGM. A person so elected shall have full voting powers and shall declare any interest he or she may have in any groups or organizations. A minimum of two and up to eight independent members shall be elected in addition to the office of Chair.

6.1.3 Co-opted Members. Co-opted members may be elected at the discretion of the Committee. A co-opted member shall have full voting powers.

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6.1.4 Term of Office. The term of office of Committee members shall be for a period of approximately one year, AGM to AGM, or such shorter period if co-opted onto the Committee. All incumbent members of the Committee shall retire from office when a new Committee is elected at an AGM, but remain eligible for re-election.

6.1.5 Vested Interests. Except in special circumstances, approved in writing by the Charity Commission, no member of the Committee shall take or hold any interest in any property belonging to the charity, otherwise than as a Trustee thereof, or receive any remuneration or be interested in the supply of work or goods at the cost of the charity.

6.1.6 Validation of Proceedings. The proceedings of the Committee shall not be invalidated by any failure to appoint, or any defect in the appointment, election, or qualification of any member.

6.2 Committee Functions.

The functions of the Committee shall be to administer and manage the affairs of the Association and shall be responsible for the:

- Maintenance of proper accounts of the finances of the Association. Accounts shall be audited annually.
- Preparation of a Statement of Account, covering the financial year 1st May to 30th April, for presentation at the AGM, followed by approved copies being issued to the Powys County Council and the Llanbadarn Fawr Community Council.
- Control of all funds belonging to the Association. For that purpose a bank account shall be maintained in which all Association funds shall be deposited. Access to deposited funds shall be by cheque only, bearing the signatures, as notified to the bank, of any two of four nominated Committee members.
- Maintenance and cleanliness of the Centre building.
- Control of hiring and usage of the Centre accommodation.
- Reviewing of the level of Fees and Charges annually. Current fees and charges in force shall be updated annually after the Committee has determined new rates that shall become effective from 01 January of the following year. The list of Charges shall be made available by the Committee.

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- Fund-raising activities and social functions.
- Publication, display and enforcing rules defining the responsibilities and conduct of those hiring the Centre facilities.
- Maintenance of an inventory of all property and equipment belonging to, or hired by, the Association. Such inventory shall be checked annually by a person appointed by the Committee.
- Implementing measures to ensure the security and safekeeping of the Centre and its property and act upon advice received from the County Council and County Police on security matters related to the Centre.

6.3 Sub-Committees.

The Committee may appoint such sub-committees and working parties to meet specific defined tasks as the need arises.

6.4 Quorum.

A quorum for any Committee meeting shall be one third or more of its current members, as defined at the AGM.

7 **ANNUAL GENERAL MEETING (AGM).**

7.1 Assembly.

Once each year in the month of June, or as soon as practicable thereafter, the Committee shall convene an AGM. An AGM shall be open to the public. The retiring Chair shall conduct the meeting to cover Clauses 7.3 to 7.5 below, handing over to the newly elected Chair (Clause 7.6).

7.2 Voting.

The following persons attending the AGM are entitled to vote:

- Elected representatives of affiliated organizations or groups.
- Committee members (other than the Chair – see Clause 10.1).

7.3 Annual Report

The AGM shall receive and approve the Annual Report from the retiring Chair covering the period since the last AGM.

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7.4 Statement of Account

The AGM shall receive and approve the Annual Statement of Accounts from the retiring Treasurer for the financial period 1st May to 30th April prior to the AGM.

7.5 Election of Committee Members.

A new Committee shall be formed by the following means:

7.5.1 Receive the nominations of representatives of the affiliated organizations and groups and to accept their appointment on to the Committee, in accordance with Clause 6.1.1. Replacement representatives, with voting powers, may attend Committee meetings when the elected representative is unable to attend.

7.5.2 Elect to the Committee a minimum of two and up to a maximum of eight Independent members, in accordance with Clause 6.1.2.

7.6 Election of Officers.

After the formation of a new Committee, the AGM shall elect the following officers from amongst the Committee members:

- Chair
- Vice-Chair
- Secretary
- Treasurer
- Booking Clerk

7.6.1 If the newly elected Chair person was a representative of an affiliated organization or group, that organization or group shall nominate a replacement representative for appointment to the Committee.

7.6.2 If the newly elected Chair person was an Independent member a replacement member may be elected.

7.6.3 If a Secretary is not elected, the AGM may mandate the Committee to advertise the post as an employee under contract. Such a contract shall include an option of termination with three months notice in writing.

7.7 Other Business

The AGM is to complete further business as follows, where appropriate:

- Appoint an Auditor.

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- Consider and approve any proposals received to amend the Constitution, in accordance with the procedures defined in Clause 11.
- Receive and approve any recommendations from the Committee.
- Discuss and approve any proposal submitted at the AGM.
- Discuss and approve a change of Fees and Hire Charges.

8 EXTRAORDINARY GENERAL MEETINGS (EGM)

- 8.1 An EGM may be convened to discuss and take action upon any issue that is beyond the powers of the Committee to resolve.
- 8.2 An EGM may be called by notice of the Committee following a two-thirds majority vote of the Committee to take this action, or by petition from not less than ten (10) Local Residents, as defined in Clause 6.1.2.

9 NOTICE OF MEETINGS

Due notice of all meetings shall be deemed to have been given when the following have been complied with:

9.1 AGM and EGM.

At least 14 days before the meeting the following notification shall be issued:

- 9.1.1 A Public Notice and a meeting Agenda shall be displayed at the Centre, on the notice-board at Crossgates, at the Crossgates Post Office and on the Community Council website.
- 9.1.2 An individual notice, Agenda and Minutes of the last Meeting where applicable, sent to each member of the Committee.
- 9.1.3 A notice and Agenda to the Secretary of each affiliated organization or group.
- 9.1.4 When an AGM or EGM includes in its Agenda proposals to amend the Constitution, then copies of the full amendment proposal shall be included with the notices issued under Clauses 9.1.1 to 9.1.3 above.

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9.2 Committee Meetings.

At least 7 days before a Committee meeting is scheduled a notice shall be given, together with an Agenda and a copy of the Minutes of the last Committee meeting, to each member of the Committee. A Notice of Meeting shall also be displayed on the notice-board at Crossgates, at the Crossgates Post Office and on the Community Council website.

10 STANDING ORDERS

- 10.1 The Chair of a Committee or sub-committee meeting, AGM or EGM shall have no vote other than a casting vote.
- 10.2 Except as required by Clauses 5.1.2, 5.3.2, 11.3 and 12.1, all questions arising at any meeting shall be decided by a simple majority of those present that are eligible to vote.
- 10.3 No person shall have more than one vote, notwithstanding that person may have been appointed to represent two or more interests.
- 10.4 Minute books shall be kept by all committees. The appropriate secretary shall enter in them a record of all proceedings and resolutions.

11 AMENDMENTS TO THE CONSTITUTION

- 11.1 A resolution to amend the Constitution may be proposed and seconded by members of:
 - The Committee
 - One or more affiliated organizations or groups
- 11.2 The full terms of the resolution shall be given in writing to the Secretary of the Committee six (6) weeks before the AGM of the Association, or presented to the Committee meeting held prior to the AGM.
- 11.3 The resolution shall be considered at an AGM and voted upon by those eligible voters attending. At least two-thirds of the votes cast must be in favour of the resolution for it to be accepted.
- 11.4 The accepted resolution shall be incorporated into the Constitution as a new version and submitted to Powys County Council and the Charity Commission for comment.

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- 11.5 Comments on the new version of the Constitution received from the Charity Commission and/or the Powys County Council shall, where appropriate, be incorporated into the document and annotated with sidebars. The revised Constitution of the Association shall become effective immediately, or on a date predetermined by an AGM or EGM.
- 11.6 No amendment shall be made that would have the effect of making the Association no longer a Charity at law.

12 DISSOLUTION OF THE ASSOCIATION

- 12.1 If the Committee decides, by a two-thirds majority vote and with the concurrence of the Powys County Council and the Charity Commission, that the Association can no longer achieve its Objectives (Clause 2), for whatever reason, and it is necessary to dissolve the Association, then the Committee shall seek ratification of the decision and its effective date at an EGM.
- 12.2 The EGM shall be convened in accordance with Clauses 8 and 9.
- 12.3 The ratification of the decision for the dissolution of the Association shall empower the Committee to arrange for the disposal of any assets owned or held by the Association. After consultation with the Charity Commission, any funds accrued after settlement of debts and liabilities shall be donated for charitable purposes.

This document, a revised version of the Constitution of the Llanbadarn Fawr and District Community Centre Association, has been reviewed and adopted at an EGM held on 03 February 2010 as Issue 02.

Signed.....(Chair) Date.....

DOCUMENT HISTORY

Version	Approval	Date
Issue 01		07 October 2009
Incorporates comments received from the Charity Commission under reference DH-C-285631-FEBR-Wales dated 21 December 2009		
Issue 02		03 February 2010