**CONSTITUTION FOR AN UNINCORPORATED ASSOCIATION HAVING A MEMBERSHIP**

1. **Name**

The name of the Association is the Dolau Recreation Association

**2.    Objects and Powers**

2.1.1  The Association is established for the purposes of the management of a Community Hall (hereinafter called “the Charity”) for the use of the inhabitants of the Communities of Llanfihangel Rhydithon  Llandegley Llanbister Llandewi Ystradenni Penybont, Bleddfa and Llangunllo in the County of Powys (hereinafter called “the Area of Benefit”) without distinction of political religious or other opinion including use for meetings lectures and classes and for other forms of recreation and leisure time occupation with the object of improving the conditions of life for the said inhabitants

2.1.2 To advance the education of the pupils of Llanfihangel Rhydithon County Primary School and in furtherance of this by developing more extended relationships between the staff parents and others associated with the school and by providing and assisting in the provision of the facilities for education at the school (not normally provided by the Local Education Authority)

 2.2      In furtherance of such objects but not otherwise the Association may:

2.2.1   Administer the Charity in accordance with the provisions of Clause 5 of this Deed hereinafter contained

2.2.2   Undertake execute manage or assist any charitable trusts which may lawfully be undertaken executed managed or assisted by the Association

2.2.3   Purchase take on lease or in exchange hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct maintain and alter any buildings or erections necessary for the work of the Association

2.2.4   Make regulations for any property which may be so acquired

2.2.5  “Subject to such consents as may be required by law” sell let mortgage dispose of or turn to account all or any of the property or assets of the Association

2.2.6   “Subject to such consents as may be required by law” accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit

2.2.7  Procure contributions to the Association by personal or written appeals public meetings or otherwise

2.2.8   Invest the money of the Association not immediately required for such objects in or on such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law

2.2.9   Do all such other lawful things as are necessary for the attainment of such objects.

1. **Membership**

3.1      Full membership of the Association shall be granted to:

3.1.1   Individuals who are named on the Register of Electors for the Community of Llanfihangel Rhydithon and

3.1.2 Other individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the management committee mentioned below and

3.1.3  National international and local voluntary or other non-profit distributing organisations whether corporate or unincorporated which are interested in furthering such work and have paid their annual subscription.

3.2     Each member organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation he or she shall immediately cease to be a representative of such organisation

3.3      Each member organisation may appoint:

3.3.1   A deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Association and

3.3.2  Observers (who shall not be entitled to vote) to attend any such meeting

3.4      Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association. Junior members shall not be entitled to vote

3.5    Honorary members may be appointed at the discretion of the Management Committee. Honorary members shall not be entitled to vote

3.6      The Management Committee shall have the right:

3.6.1   To approve or reject applications for memberships and

3.6.2   For good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Management Committee before a final decision is made.

**4. Honorary Officers**

4.1      At the Annual General Meeting mentioned below the Association shall elect a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other honorary officers as the Association shall from time to time decide

4.2   The Chairman and the honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than five consecutive years. On the expiration of such period three further years must elapse before any honorary officer shall be eligible for re-election

4.3   The Chairman and the honorary officers shall be ex officio members of the Association and executive committee and any other committee

4.4   The Association shall appoint one or more qualified auditors and may determine their remuneration (if any)

**5. Administration by Committee**

5.1   The Charity shall be administered in conformity with the provisions of this deed by the Committee of Management hereinafter constituted (and hereinafter called “the Management Committee”) the members of which shall be the Management Trustees of the Charity within the meaning of the Charities Act 1993

5.2    The Management Committee shall consist of the honorary officers and two elected members. This Committee shall be responsible for the day-to-day decisions needed to run the affairs of the Association

5.3    The elected members shall be elected at the annual general meeting to be held as in this deed provided.

**6. Consultative Committee**

6.1    The Consultative Committee shall consist of the members of the Management Committee and a representative of each user organisation and may include not more than eight co-opted members.   This Committee shall consider representations from the user organisations on any matter concerning the use of the Community Hall, assist in planning a programme of events which further the objects of the Association and may make recommendations to the Management Committee.

6.2    One representative member shall be appointed by each of the user organisations:

A representative shall ordinarily be appointed not more than one month before the annual general meeting: provided that an organisation which fails to appoint a representative before such meeting shall make the appointment as soon as practicable thereafter.    Each organisation shall notify to the secretary of the Consultative Committee the name of its representative

6.3    Co-opted members shall be appointed at a duly constituted meeting of the Consultative Committee

6.4    Subject to the provisions of sub-paragraphs 6 and 6.7 of this paragraph the period of office of members shall commence:

(a) In the case of elected members at the end of the annual general meeting at which they were elected;

(b)  In the case of representative members appointed before the annual general meeting in any year at the end of that meeting or   in the case of a representative member appointed after such annual general meeting or to fill a casual vacancy on the day on which notification of his appointment is received by the secretary;

(c)  In the case of co-opted members from the date of their co-option

6.5  All members of the 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

6.6     In the event of any application for representation on the Consultative Committee being received from any existing or newly-formed organisation operating in the area of benefit the Consultative Committee may upon a resolution supported at a duly constituted meeting of the Consultative Committee by the votes of a majority of not less than two-thirds of all the members of the Consultative Committee allow such organisation to appoint a representative member of the Consultative Committee in the same manner as if such organisation had been named in sub-paragraph 6.2 of this paragraph.    A minute of the relevant resolution authenticated by the Chairman and the Secretary should be kept with the Consultative Committee’s working papers

6.7     Upon the occurrence of a casual vacancy the Consultative Committee shall cause a note thereof to be entered in their Minute Book at their next meeting and if in the office of a representative member it shall be notified as soon as possible to the proper appointing organization.

**7. Failure to Appoint**

The proceedings of either the Management Committee or the Consultative Committee shall not be invalidated by any failure to appoint or any defect in the appointment election or qualification of any member

**8. Declaration of Members**

No person shall be entitled to act as a member of either the Management Committee or the Consultative Committee whether on a first or on any subsequent entry into office until after signing in the minute book of that Committee a declaration of acceptance and of willingness to act in accordance with the objects of the constitution

**9. Members not to be personally interested in the Charity**

Except in special circumstances with the approval in writing of the Charity Commissioners no member of the Committee shall take or hold any interest in any property belonging to the charity otherwise than as a trustee for the purposes thereof or receive any remuneration or be interested in the supply of work or goods at the cost of the charity

**10. Determination of Membership**

Any member who is adjudged bankrupt or who makes a composition or arrangement with his creditors or who is incapacitated from acting or who communicates in writing to the Management Committee a wish to resign shall thereupon cease to be a member.

**11.   Meetings of the Committees**

11.1  The Management Committee shall hold at least four meetings in each year.   A special meeting may be summoned at any time by the Chairman or any two members upon seven clear days’ notice being given to all the other members of the matter to be discussed.

11.2  The Consultative Committee shall hold at least two meetings in each year.   A special meeting may be summoned at any time by the Chairman or any two   members upon seven clear days’ notice being given to all the other members of the matter to be discussed.

**12. Voting in Committee**

Every matter shall (except as in this deed provided) be determined by the majority of the members of the Committee present and voting on the question.  In case of equality of votes the Chairman of the meeting shall have a second or casting vote

**13. Annual General Meeting**

13.1   There shall be an annual general meeting in connection with the charity which shall be held in the month of October/November in each year or as soon as practicable thereafter.

13.2   All members of eighteen years of age and upwards shall be entitled to attend and vote at the annual general meeting.

13.3   The annual general meeting shall be convened by the Management Committee.   Public notice of every annual general meeting shall be given in the area of benefit at least fourteen days before the date thereof by affixing a notice to some conspicuous part of the Dolau Community Hall or other conspicuous place in the area of benefit and by giving written notice to all user groups and by such other means as the conveners think fit

13.4  The Chairman at annual general meetings shall be the Chairman for the time being of the Association.   In his absence the Vice-Chairman (if any) shall take the chair but if neither is present the persons present shall before any other business is transacted appoint a Chairman of the meeting.   In case of equality of votes theChairman of the meeting shall have a second or casting vote.

13.5    The Management Committee shall present to each annual general meeting thereport and accounts of the charity for the preceding year

**14. Application of Income**

After the payment of all necessary outgoings incurred from time to time by the Association the Committee shall as and when it thinks fit apply the net yearly income for the purposes of the charity

**15. Surplus Cash**

Any sum of cash at any time belonging to the charity and not needed as a balance for working purposes shall (unless otherwise directed by the Charity Commissioners) be invested.

**16. Further Endowments**

The Committee may receive any donations or endowments for the general purposes of the charity and it may also accept donations or endowments for any special objects connected with the charity not inconsistent with the provisions of this deed.

**17.   Rules of Procedure at All Meetings**

17.1 **Quorum** - The quorum at a meeting of the Association shall be five percent of the total membership of the Association. The quorum of a committee shall be fifty percent of the committee membership (as the case may be) or such other number as the Association may in general meeting from time to time determine subject to a minimum of 4

17.2  **Voting -** Save as otherwise provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Management Committee.

No person 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 Chairman of the meeting shall have a second or casting vote

17.3  **Minutes -** Minute books shall be kept by all committees and the appropriate secretary shall enter in the minute book a record of all proceedings and resolutions

17.4  **Standing Orders and Rules** - The Management Committee shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of this Constitution.

 **18. Finance**

18.1  All money 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 contained in this constitution 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 and proper expenses

 18.2  The Honorary Treasurer shall keep proper accounts of the finances of the

Association

18.3  The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting

18.4  An audited statement of the accounts for the last financial year shall be submitted by the Management Committee to the Annual General Meeting

18.5  A bank account shall be maintained in the name of the Association with the HSBC Bank Plc or with such other bank as the Committee shall from time to time decide.   The Management Committee shall authorise in writing the Treasurer and either the Secretary of the Association or the Chairman to sign cheques on behalf of the Association.  All cheques must be signed by not less than two of the three authorised signatories

**19.   Trust Property**

19.1  The title to all real property which has been or may be acquired by or on behalf of the Association shall be vested in the Custodian trustees (currently the Llanfihangel Rhydithon Community Council).

19.2   The title to all personal property which has been or may be acquired by or on behalf of the Association shall be vested in the Association.

**20.   Alterations to the Constitution**

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full members of the Association whether individual or representative present and voting at a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Secretary in writing not less than twenty-one clear days before the meeting at which the alteration is to be brought forward. At least fourteen clear days’ notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Association provided that no alteration shall be made which would have the effect of causing the Association to cease to be a charity at law

**21.    Dissolution**

If the Management Committee by a two thirds majority decides 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 of which meeting not less than twenty-one days’ notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

**22. Notices**

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his her or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting

**23. Interpretation**

For the interpretation of this constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament