

CONSTITUTION OF THE HILL RISE COMMUNITY ASSOCIATION

**Registered Charity number 284139
adopted on the 28th day of July 2021**

1. NAME

The name of the charity shall be the Hill Rise Community Association (hereinafter called "the Association").

2. OBJECTS

The objects of the Association are to:

- a) promote the benefit of the inhabitants of Brighton Hill and the neighbourhood together defined by the area between the A30, the M3 motorway, Hatch Warren Lane and the Harrow Way (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, nationality, age, disability, race or of political, religious or other opinions, by associating together the said inhabitants and the statutory authorities, voluntary and other organisations in a common effort to advance education and to 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;
- b) establish, or secure the establishment, of a Community Centre, Hill Rise Hall, (hereinafter called "the Centre") and to maintain and manage the same (whether alone or in cooperation with any local authority or other person or body) in furtherance of these objects;
- c) promote such other charitable purposes as may from time to time be determined.

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) co-operate with other voluntary organisations, statutory authorities and individuals;
- b) establish or support a local forum of representatives of community groups, voluntary organisations; statutory authorities and individuals involved in community work;
- 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) acquire and distribute funds and to assist in the provision of grants to community organisations in the area of benefit;
- e) 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;
- f) 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;
- g) 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;
- h) 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 17;
- i) make regulations for the proper supervision, control and management of any property which may be so acquired;
- j) sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law;
- k) 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 substantial permanent trading activities except as allowed under current Charity Law and shall conform to any relevant requirements of that law;
- l) support any charitable trusts, associations or institutions formed for all or any of the objects;
- m) receive money on deposit or loan or overdraft, in such manner as the Association may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- n) 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;

- o) borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the property of the Association with the repayment of money so borrowed;
- p) subject to clause 13, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- q) [subject to the prior written consent of the Charity Commission remunerate any charity trustee for services rendered to the Association PROVIDED THAT:
 - (i) such charity trustee shall not be present at or take part in any discussions or decision relating to such remuneration;
 - (ii) any decision to remunerate such charity trustee shall be taken unanimously by the other charity trustees present and voting at the meeting at which the decision is made;
 - (iii) the other charity trustees are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such charity trustees to the Association;
 - (iv) the other charity trustees are satisfied that the services rendered to the Association are of special value to the Association having regard to such charity trustee's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;
 - (v) the number of such charity trustees for the time being in receipt of remuneration shall not exceed a minority of the charity trustees.
- r) insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- s) provide indemnity insurance for the charity trustees (or any of them) out of the funds of the Association PROVIDED THAT the charity trustees have identified the need for such insurance and have obtained the prior written consent of the Charity Commission and that any such insurance shall not extend to any claim arising from any act or omission which the charity trustees (or any of them) knew to be a breach of duty or breach of trust or which was committed by the charity trustees (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
- t) affiliate to the Advising Communities and to any local federation or other organisations with similar charitable objects;
- u) do all such other lawful things as shall further the charitable objects of the Association.

4. MEMBERSHIP

- a) Membership shall be open, irrespective of sex, sexual orientation, nationality, age, disability and race or of political, religious or other opinions to:
- (i) individuals aged eighteen years or over:
 - a) who live within the area of benefit, who shall be known as Individual Members;
 - b) who live outside the area of benefit, who shall be known as Associate Members, and who may attend as observers but who shall not have the right to vote at General Meetings of the Association, PROVIDED THAT they shall have power to elect five of their number to represent them and vote on their behalf at General Meetings.
 - (ii) individuals aged under eighteen years, whether living within or outside the area of benefit, who shall be known as Junior Members and who may be admitted to membership subject to such conditions as the charity trustees may decide. They shall have the power to elect two of their number to represent them, without the right to vote, at meetings of the charity trustees. Any Junior Member may attend General Meetings as observers but shall not have the right to vote.
 - (iii) associations and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within the area of benefit, are voluntary or non-profit distributing-, and which wish to support the objects of the Association, which shall be known as Affiliated Groups;
 - (iv) the Statutory Authorities in whose administrative area the area of benefit lies.
- b) Each organisational Member as set out in Clause 4(a) (iii) and (iv) and each Section established in accordance with Clause 6 shall appoint one individual person being a member to represent it and vote on its behalf at General Meetings of the Association; and may appoint an alternate being a member to replace its appointed representative as an observer at such meetings if the appointed representative is unable to attend. In the event of such individual person resigning or leaving an organisational Member he
- or she shall cease to be a representative. The organisational Member concerned shall have the right to appoint a new representative, informing the Secretary in writing.
- c) Individual Members admitted under Clause 4(a)(i)(a) or elected as voting representatives under Clause 4 (a)(i)(b), and representatives appointed under Clause 4(b) shall hereinafter referred to as 'Members with power to vote'.

5. SUBSCRIPTIONS

Members shall pay such subscriptions as the charity trustees may from time to time determine.

6. SECTIONS

With the permission of the charity trustees individual Members may form a Section of the Association for the furtherance of a specific activity. The charity trustees shall determine the terms of reference and/or rules for each Section. Each Section shall hold such funds as may from time to time be agreed by the charity trustees provided that all such funds and any equipment held by a Section shall remain the property of the Association.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- a) Any member of the Association may resign his/her membership and any representative of a member organisation or Section may resign such position, by giving to the Secretary of the Association written notice to that effect.
- b) The charity trustees may, by resolution passed at a meeting, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the Association, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the charity trustees before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

8. GENERAL MEETINGS OF THE ASSOCIATION

(a) Annual General Meetings:

Once in each calendar year an Annual General Meeting of the Association shall be held at such time and place as the charity trustees shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. The Secretary shall give at least twenty one days' notice of the Annual General Meeting to all members which shall be in writing or posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

The business of each Annual General Meeting shall be to:

- (i) receive the Annual Report of the charity trustees, which shall incorporate the accounts of the Association referred to below, and give an account of the work of the Association and its activities during the preceding year;
- (ii) receive the accounts of the Association for the preceding financial year;
- (iii) elect the Honorary Officers of the Association in accordance with Clause 9;

elect members to serve as charity trustees, in accordance with Clause 10(a)(ii);

appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the Association in accordance with the Charities Act;

- (iv) consider and vote on proposals to alter this constitution in accordance with Clause 22;
- (v) consider any other business of which due notice has to be given.

(b) Special General Meetings:

The Chair of the charity trustees 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 fewer than Members with power to vote 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. The Secretary shall give at least fourteen days' clear notice to all Members which shall be in writing or posted in a conspicuous place or places in the area of benefit and/or advertised in a newspaper circulating in the area of benefit.

(c) Consultative Forum:

In addition to the meetings convened in accordance with Clause 8(a) the charity trustees shall convene at least one open meeting in each calendar year as a consultative forum of representatives of all groups/organisations/agencies which use the building or are active in the area of benefit (including non-member organisations). The Chair of the Association shall normally chair the meeting but in his/her absence or if the Forum decides otherwise those present shall elect one of their number to take the chair. The business of such meetings shall be to receive a report from the charity trustees on policies and procedures connected with the use of the Centre and, provided that due notice has been given, from other groups/organisations/agencies on any matters agreed from time to time by the Forum. Any proposal arising from discussion at the meeting concerning the use of the Centre shall be referred to the next meeting of the charity trustees for consideration and action as appropriate.

9. HONORARY OFFICERS

- a) Only individual Members of the Association aged eighteen years and over shall be eligible to serve as Honorary Officers.
- b) The Members with the power to vote present at the Annual General Meeting shall elect a Treasurer and Secretary of the Association and such other Honorary Officers as the Association may from time to time decide who shall serve in their respective capacities as Honorary. Such Honorary Officers are charity trustees and they may be appointed as members of any sub-committee established in accordance with Clause 11.
- c) At their first meeting after the Annual General Meeting the charity trustees shall elect from among their number a Chair and Vice Chair. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 11.
- d) An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the Association in writing of his/her resignation.
- e) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the Association, the charity trustees shall have the power to fill it from among their number.
- f) Subject to sub-clause 9(d), all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for re-election.

10. THE CHARITY TRUSTEES

Subject to the provisions of Clause 8 the policy and general management of the affairs of the Association shall be directed by the charity trustees who shall hold at least four ordinary meetings each year. The charity trustees shall have power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3.

- a) The charity trustees shall comprise:
 - (vi) the Honorary Officers elected under Clause 9;
 - (vii) up to 16 individuals elected by the members with the power to vote present at the Annual General Meeting;
 - (viii) 4 persons co-opted individually by the charity trustees who shall serve as charity trustees until the conclusion of the next Annual General Meeting PROVIDED THAT the number of co-opted charity trustees shall not exceed one quarter of the total number of charity trustees elected and appointed in accordance with the provisions of this sub-clause and enumerated above.

- b) All the charity trustees shall retire from office at the conclusion of the Annual General Meeting next after the date at which they came into office but they may be re-elected or re-appointed.
- c) If casual vacancies occur among the elected charity trustees the charity trustees shall have power to fill these from among the members of the Association.
- d) The proceedings of the charity trustees shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any charity trustee.
- e) A charity trustee shall cease to hold office if he or she:
 - (i) is disqualified from holding office by virtue of section 178 of the Charities Act or
 - (ii) in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months; or
 - (iii) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the charity trustees resolve that he/she shall cease to hold office, or
 - (iv) notifies the charity trustees in writing of his/her resignation (PROVIDED THAT at least three charity trustees will remain in office when the notice of resignation is to take effect).

The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 17(a) below.

- f) Each charity trustee, upon election or appointment, shall receive a copy of the Association's constitution. No person shall be entitled to act as a charity trustee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the charity trustees a declaration of acceptance and willingness to act as a charity trustee of the Association.
- g) No persons under the age of eighteen shall be charity trustees but such persons may be invited to attend meetings without the right to vote.

11. SUB-COMMITTEES

The Charity trustees may appoint one or more sub-committees for supervising or performing any activity or service. In each such case:

- a) the Charity trustees shall define the terms and reference of the subcommittee and may also determine its composition and the duration of its activities;

- b) all acts and proceedings of the sub-committees shall be reported as soon as possible to the Charity trustees.

12. RULES OF PROCEDURE AT ALL MEETINGS

(a) Chair

- (v) The Chair of the charity trustees must be the chair of a meeting of the Members of the Association. In his or her absence the chair must be taken by the Vice-Chair (if any), failing which by any other charity trustee chosen by the charity trustees, failing which by such person as the persons present shall by lot determine.
- (vi) The Chair of the charity trustees must be the chair of a meeting of the charity trustees. In his or her absence the chair must be taken by the Vice Chair (if any), failing which by any other charity trustee chosen by the charity trustees.

(b) Voting:

Subject to the provisions of Clause 22, all questions arising at a meeting of the Members of the Association shall be decided by a simple majority of those present and voting. 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.

(c) Quorum:

Meetings of Members: twenty five members with power to vote or one third of the Members with power to vote, whichever is the less, shall form a quorum at meetings of the Members of the Association. In the event that no quorum is present, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and those Members with power to vote present at that meeting shall be deemed to form a quorum.

(d) Minutes:

Signed minutes of meetings of Members of the Association, of the charity trustees and of sub-committees shall be kept by the Association and the Secretary shall enter therein a record of all proceedings and resolutions.

(e) Register of Members:

The charity trustees shall keep a register of all Members and a record of any subscriptions paid.

13. CHARITY TRUSTEES NOT TO BE PERSONALLY INTERESTED

Except as provided in sub-clauses 3(q) and 3(s):

- a) no charity trustee (otherwise than as a holding trustee for the Association) shall acquire any interest in property belonging to the Association;
- b) no charity trustee (otherwise than as a charity trustee) shall be interested in any contract entered into by the Charity trustees;
- [(c) no charity trustee shall receive remuneration.]

14. PAID EMPLOYEES

- a) The charity trustees shall have the sole right in exercise of the power conferred by Clause 3(p) of appointing, dismissing, and determining the terms and conditions of service of all employees of the Association;
- b) An employee of the Association staff shall not be eligible to be a charity trustee, or a member of any Section committee or any sub-committee of the charity trustees, but may be invited to attend such committees as a non-voting adviser.

15. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The charity trustees shall have power to adopt and issue Standing Orders and/or Rules for the conduct of Association business *and/or Rules for the use of the Centre*. Such Standing Orders and Rules shall come into operation immediately, provided always that they shall be subject to review by the Annual General Meeting and shall be consistent with the provisions of this constitution.

16. FINANCE

- a) 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 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 incurred on behalf of the Association by employees and volunteers.

- b) An account shall be opened in the name of the Association at such a bank or such other financial institution as the charity trustees shall from time to time decide. The charity trustees shall authorise in writing the Treasurer, the Secretary of the Association and two charity trustees to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.
- c) The Honorary Treasurer shall keep proper accounts of the finances of the Association.

17. TRUST PROPERTY

(a) Land and Buildings:

Subject to the provisions of clause 17(b), the charity trustees shall cause the title of all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Association to be vested in either a corporation entitled to act as custodian trustee or in not less than two nor more than four named individuals (not being charity trustees) appointed by the charity trustees as holding trustees. Holding trustees shall act in accordance with the lawful directions of the charity trustees. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of the charity trustees. Holding trustees may be removed by the charity trustees at their pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10(e).

(b) Investments:

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the charity trustees may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a members of the International Stock Exchange (or any subsidiary of any stockbroking company) as nominee for the charity trustees and may pay such nominee reasonable and proper remuneration for acting as such.

18. ACCOUNTS

The charity trustees shall comply with their obligations under the Charities Act with respect to:

- d) The keeping of accounting records for the Association;
- e) the preparation of annual statements of the accounts for the Association;
- f) the auditing or independent examination of the statements of account of the Association;
- g) the transmission of the statements of accounts to the Charity Commission.

19. ANNUAL REPORT AND RETURNS

The charity trustees shall comply with its obligations under the Charities Act with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commission.

20. INDEMNITY

In the execution of trusts hereof no charity trustees shall be liable:

- (i) for any loss to the property of the Association by reason or any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- (ii) for the negligence or fraud of any agent employed by him/her or by any other charity trustee in good faith (provided reasonable supervision shall have been exercised);

and no charity trustee shall be liable by reason of any mistake or omission made in good faith by any other charity trustee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the charity trustee who is sought to be made liable.

21. DISSOLUTION

If the charity trustees by a simple 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 with 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' clear 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 newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales.

If such decision shall be confirmed by a simple majority of those present and voting at such meeting the charity trustees shall have power to dispose of any assets held by or in the name of the Association.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the charity trustees may decide subject to the prior approval in writing of the Charity Commission.

22. 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. Any alteration will require the approval of both:

- a) a simple majority of the charity trustees present and voting at a meeting of the charity trustees.
- b) a two thirds majority of *Members with power* to vote present and voting at a General Meeting.

At least 14 days' clear notice shall be posted in a conspicuous place in the area of benefit and advertised in a newspaper circulating in the area of benefit, stating the wording of the proposed alteration.

No alteration should be made to this constitution which would cause the Association to cease to be a charity at law. No alteration to Clause 1 (Name), Clause 2 (Objects), Clause 12 (Personal Interests), Clause 21 (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.

23. DEFINITIONS AND INTERPRETATION

In this constitution:

“**Charities Act**” means the Charities Act 2011 as amended or re-enacted and including any statute, statutory provision or subordinate legislation which it amends or re-enacts;

“**Member**” means a member of the Association;

“**secretary**” means any person appointed to perform the duties of the secretary of the Association;

“**Section**” means a special interest group comprised of individual members and/or associate members of the charity and established in accordance with clause 6;

and words importing one gender shall include all genders, and the singular includes the plural and vice versa.

[FOR AN EXISTING ASSOCIATION WISHING TO ADOPT THIS MODEL IN PLACE OF ITS CURRENT CONSTITUTION]

This Constitution was adopted, pursuant to clause 18 of the constitution adopted on
*16th January 2008 at a General Meeting of the Association held on
28th July 2021, having been approved at a charity trustees meeting held on 8th May 2019

Signed

.....
Chair of the meeting

.....
Secretary of the meeting

[* Insert here the date on which the previous constitution was adopted]