

SUDLEY AREA RESIDENTS' ASSOCIATION

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Serving the community since 1977

CONSTITUTION

SUDLEY AREA RESIDENTS' ASSOCIATION

(Adopted 10th January 2007)

Prepared By: Steven Kearney

Version 2.2

PART 1

1. Adoption of the Constitution

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name

The Association's name is Sudley Area Residents' Association (S.A.R.A.) and in this document it is called the Charity. (The Sudley Area of the city of Liverpool is deemed by the Charity to be that area bounded by the following roads: Ashfield Road, Victoria Road, Carnatic Road, Mossley Hill Road, Barkhill Road, Aigburth Road (between Barkhill Road & Stratford Road), Stratford Road, Desford Road, Mersey Road, Otterspool Drive (between Mersey Road & Jericho Lane) and Jericho Lane until it crosses Aigburth Road to meet Ashfield Road.)

3. The Objects

The Charity's objects (the Objects) are:

- (1) The Charity is established for charitable objects and purposes only.
- (2) In particular, the Charity is established to promote the benefit of the residents of the Sudley Area and its environs, without distinction of age, sex, race, political, religious or other opinions, by associating with statutory and voluntary bodies, interested groups and individuals in a common effort to promote the general welfare of the residents, to foster community spirit, to improve conditions of life and to promote all or any objects for the benefit of the community which now or hereafter may be deemed by law to be charitable.
- (3) In furtherance of the above objects, but not further or otherwise, the Charity may: obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method; affiliate to or accept affiliation from any body having objects similar to those of the Charity, render administrative and financial services to other local groups having similar objects; arrange and provide for or join in and arranging and providing for the holding of social, recreational and educational functions.
- (4) Further to establish or to secure the establishment of a Community Centre (hereinafter called the Centre) and to maintain and manage, or to cooperate with any local statutory authority in the

maintenance and management of, such a centre for activities promoted by the Charity and its constituent bodies in furtherance of the above objects.

4. Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
 - (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - (b) a Trustee from:
 - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Board of Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
 - (c) the purchase of indemnity insurance for the Board of Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

- (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee may:
 - (a) sell goods, services or any interest in land to the Charity;
 - (b) be employed by or receive any remuneration from the Charity;
 - (c) receive any other financial benefit from the Charity,
if :
 - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (e) the benefit is permitted by sub-clause (3) of this clause; or
 - (f) the benefit is authorised by the Board of Trustees in accordance with the conditions in sub-clause (6) of this clause.
- (6)
 - (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.

- (b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Board of Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
 - (c) The Board of Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
 - (d) If the Board of Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (7) A Trustee must absent himself or herself from any discussions of the Board of Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

- (1) If the members resolve to dissolve the Charity the Board of Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Board of Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Board of Trustees must apply any remaining property or money
 - (a) directly for the Objects;

- (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;
 - (c) in such other manner as the Charity Commissioners for England and Wales (“the Commission”) may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Board of Trustees are to apply the remaining property or assets of the Charity and the Board of Trustees must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- (6) The Board of Trustees must notify the Commission promptly that the Charity has been dissolved. If the Board of Trustees are obliged to send the Charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity’s final accounts.

6. Amendments

- (1) The Charity may amend any provision contained in this Constitution provided that
- (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
 - (b) no amendment may be made to alter the Objects without the prior written consent of the Commission;
 - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) A resolution for the altering of the Constitution shall be received by the Secretary at least 21 clear working days before the Meeting at which the resolution is to be brought forward. The Secretary shall give at least 14 clear days notice in writing of such a meeting and shall include notice of the alterations proposed.

- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

- (1) Membership of the Charity shall be open to:
 - (a) Permanent residents of the Sudley Area aged 18 years and over and these shall all have voting rights.
 - (b) Representatives of statutory and voluntary bodies operating in the Sudley Area, whose objects are consistent with those of the Charity.
 - (c) Well-wishers anywhere.

(b) and (c) shall not have the right to vote at Charity meetings.
- (2) The Board of Trustees:
 - (a) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b) must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.

8. Termination of Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;

- (4) the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

9. General meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Board of Trustees may call a special general meeting at any time.
- (5) The Board of Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever ever is the greater. The request must state the nature of the business that is to be discussed. If the Board of Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- (3) The notice must be given to all Trustees of the Charity. Public notification must be printed in the Charity newsletter.

11. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Board of Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

12. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

13. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14. Representatives of Other Bodies

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

15. Officers and Trustees

- (1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this constitution are together called "the Board of Trustees".
- (2) The Charity shall have the following Officers:
 - A chair,
 - A secretary,
 - A treasurer.
- (3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.
- (4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
- (6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

- (7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Board of Trustees.

16. The Appointment of Trustees

- (1) The Charity in general meeting shall elect the Officers and the other Trustees.
- (2) The Board of Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.
- (3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
 - (a) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
 - (b) The Board of Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.
 - (c) The nomination and election of an Officer will only be valid if the member has served as a trustee of the Charity for the 12 months immediately prior to the term of office.

17. Powers of Trustees

- (1) The Board of Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the Board of Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Board of Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Board of Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure;
 - (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - (k) to open and operate such bank and other accounts as the Board of Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) to do all such other lawful things as are necessary for the achievement of the Objects;

- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Board of Trustees;
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.

18. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Board of Trustees from all their meetings held within a period of six consecutive months and the Board of Trustees resolve that his or her office be vacated.

19. Proceedings of Trustees

- (1) The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Board of Trustees.
- (3) The secretary must call a meeting of the Board of Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made.

- (7) The quorum of a meeting of the Board of Trustees shall be 75% of the total number of Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Board of Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Board of Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- (15) Meetings of the Board of Trustees may, at the discretion of the Board of Trustees, be open to other members of the Charity. Only Trustees will be entitled to a vote.

20. Delegation

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Board of Trustees may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board of Trustees.
- (3) The Board of Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Board of Trustees.

21. Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.if, without:
 - the vote of that Trustee; and
 - that Trustee being counted in the quorum,the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Board of Trustees or of a committee of Trustees if the resolution would otherwise have been void.

- (3) No resolution or act of
 - (a) the Board of Trustees
 - (b) any committee of the Trustees
 - (c) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

22. Minutes

The Board of Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Board of Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Board of Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

23. Annual Report and Return and Accounts

- (1) The Board of Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;
 - (c) the transmission of the statements of account to the Charity;
 - (d) the preparation of an annual report and its transmission to the Commission;

- (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Board of Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

24. Registered particulars

The Board of Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

25. Property

- (1) The Board of Trustees must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Board of Trustees and that if they do so they will not be liable for the acts and defaults of the Board of Trustees or of the members of the Charity.
- (3) The Board of Trustees may remove the holding Trustees at any time.

26. Repair and insurance

The Board of Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

27. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
 - (b) given using electronic communications.
- (2) The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

28. Rules

- (1) The Board of Trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights

and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the Board of Trustees in so far as such procedure is not regulated by this Constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Board of Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.