

# CONSTITUTION OF THE NORTH OXFORD ASSOCIATION

Adopted on the 14th day of November 2014

## **1. NAME**

The name of the charity shall be The North Oxford Association (hereinafter called "The Association").

## **2. OBJECTS**

The objects of the Association are to:

- (a) promote the benefit of the inhabitants of the area north of St Giles from the City Centre, between the rivers Cherwell and Thames, up to the city boundary in the north (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 for those who visit the Centre (see (b) below) in the interests of social welfare for recreation and leisure-time occupation with the object of improving conditions of life for the said inhabitants;
- (b) establish, or to secure the establishment, of a Community Centre (hereinafter called 'The Centre') and to occupy, maintain and manage the same (whether alone or in co-operation with any statutory authority or other person or body) in furtherance of the above 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 assist in the promotion and development of community organisations and community social enterprises in the area of benefit;
- (d) acquire and distribute funds and 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 hereof;
- (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 any substantial trading activities except as allowed under current charity law and shall take all reasonable steps to ensure that no trading income is liable to tax;
- (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 NEVERTHELESS to such conditions (if any) as may for the time being be imposed 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 hereof, 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) remunerate any member of the Council for services rendered to the Association  
PROVIDED THAT:
  - i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
  - ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
  - iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such members to the Association;
  - iv) the other members are satisfied that the services rendered to the Association are of special value to the Association having regard to such member'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 members for the time being in receipt of remuneration shall not exceed a minority of members of the Council.
- (r) insure and arrange insurance cover and 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 members of the Council (or any of them) out of the funds of the Association PROVIDED any such insurance shall not extend to any claim arising from any act or omission which the members of the Council (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the Council (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 National Federation of Community Organisations (Community Matters) 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**

Membership shall be open, irrespective of sex, sexual orientation, nationality, age, disability and race or of political, religious or other opinions, to:

- (a) individuals aged eighteen years or over:
  - I. who live within the area of benefit, as defined, as well as - ;
  - II. persons sympathetic to the welfare of residents in the area and the aims of the Association.
- (b) Individual members admitted under Clauses 4 (a) and (b) shall hereinafter be referred to as 'members with power to vote'.
- (c) The Committee shall keep a register of all its members and a record of any subscriptions paid. Only those members recorded in the register [ ] days prior to the Annual General Meeting shall have the power to vote.
- (d) Persons joining NOA clubs must be members of the Association.
- (e) Persons who have given distinguished service may be nominated as honorary life members and will not pay a subscription.

#### **5. SUBSCRIPTIONS**

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

## **6. REGULAR ACTIVITIES**

The Council may form such permanent or temporary sub-committees as are necessary for the management of regular activities in the Centre. The Council shall determine the composition and terms of reference of such sub-committees in accordance with Clause 11.

## **7. RESIGNATION AND TERMINATION OF MEMBERSHIP**

(a) Any member of the Association may resign his/her membership by giving to the Secretary of the Association written notice to that effect.

(b) The Council may, by resolution passed at a meeting thereof, 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 Council 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 Council 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 clear days' notice of the Annual General Meeting individually to members or post the notice in a conspicuous place or places in the area of benefit and/or advertise in a newspaper circulating in the area of benefit.

The Chair of the Council shall be the chair of the Annual General Meeting but if he or she is not present, before any business is transacted, the persons present shall appoint a chair of the meeting.

The business of each Annual General Meeting shall be:

- i) To receive the Annual Report of the Council, 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) To receive the accounts of the Association for the preceding financial year;
- iii) To elect the Honorary Officers of the Association in accordance with Clause 9 hereof;
- iv) To elect members to serve on the Council, in accordance with Clause 10 (a) (ii) hereof;
- v) To 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 1993 (or any statutory modification or re-enactment of that Act);
- vi) to consider any other business of which due notice has to be given.

### **(b) Special General Meetings**

The Chair of the Council may at any time at his/her discretion and the Secretary shall within twenty-one days of receiving a written request so to do signed by not less than three 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 clear days' notice of the Special General Meeting individually to members or post the notice in a conspicuous place or places in the area of benefit and/or advertise in a newspaper circulating in the area of benefit. The Chair of the Council shall act as Chair of the Special Meeting. If both the Chair and the Vice-Chair are absent from any meeting, the members present shall choose one of their number to chair the meeting before any business is transacted.

## **9. HONORARY OFFICERS**

(a) Only 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 Officers of the Council. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 11 hereof.

(c) At its first meeting after the Annual General Meeting the Council shall elect from among its members a Chair and Vice-Chair. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 11 hereof.

(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 Council shall have the power to fill it from among its members.

(f) Subject to sub-clause (d) of this clause, 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 COUNCIL**

The policy and general management of the affairs of the Association shall be directed by the COUNCIL which shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the COUNCIL upon not less than four clear days' notice being given to the other members of the COUNCIL of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one clear days' notice must be given. As the charity trustees, the COUNCIL 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 hereof.

(a) The Council shall consist of:

- i) The Honorary Officers elected under Clause 9 hereof;
- ii) Up to twelve representatives of the Full Members of the Association;
- iii) Persons co-opted individually by the Council who shall serve on the Council until the conclusion of the next Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one-quarter of the total number of members elected and appointed to the Council in accordance with the provisions of this sub clause and enumerated above.
- iv) City and County Councillors who have been nominated to serve on Council as non-voting members.

(b) The Chair of the Council shall act as chair at meetings of the Council. If both the Chair and the Vice-Chair are absent from the meeting, the members present shall choose one of their number to be chair of the meeting before any other business is transacted.

(c) All members of the Council shall be elected for three years, one third retiring annually. Retiring members shall be eligible for re-election.

(d) If casual vacancies occur among the elected members of the Council it shall have power to fill these from among the members of the Association.

(e) The proceedings of the Council shall not be invalidated by any failure to elect or any defect in the election, co-option or qualification of any member.

(f) A member of the Council shall cease to hold office if he or she:

- i) is disqualified from holding office by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision) or
- ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
- iii) is absent without the permission of the Council from all its meetings held within a period of six months and the Council resolves that he/she shall cease to hold office or notifies the Council in writing of his/her resignation (PROVIDED THAT at least three members of the Council 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. Each member of the Council, upon election or co-option to the Management Committee, shall receive a copy of the Association's constitution.

(g) No person shall be entitled to act as a member of the Council, following election, re-election or co-option, until they have signed in the minute book of the Council or otherwise a declaration of acceptance and willingness to act as a charity trustee of the Association.

(h) No persons under the age of eighteen shall be members of the Council but such persons may be invited to attend meetings without the right to vote.

#### **11. SUB-COMMITTEES**

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

(a) the Council shall define the terms and reference of the sub-committee 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 Council.

#### **12. COUNCIL MEMBERS NOT TO BE PERSONALLY INTERESTED**

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

(a) no member of the Council (otherwise than as a trustee for the Association) shall acquire any interest in property belonging to the Association;

(b) no member of the Council (other than as a member of the Council) shall be interested in any contract entered into by the Council;

(c) no member of the Council shall receive remuneration.

#### **13. PAID EMPLOYEES**

(a) The Council or an appropriate sub-committee such as the Finance and General Purposes Committee to whom the business has been delegated shall have the sole right in exercise of the power conferred by Clause 3 (p) hereof of appointing, dismissing, and determining the terms and conditions of service of all employees of the Association;

(b) An employee of the Association shall not be eligible to be a member of the Council, any section committee or any sub-committee of the Association, but may be invited to attend such committees as a non-voting adviser.

#### **14. RULES OF PROCEDURE AT ALL MEETINGS**

##### **(a) Voting:**

Subject to the provisions of Clause 22, all questions arising at a meeting of the Association, the Council or one of its sub-committees shall be decided by a simple majority of those present and voting. Each member shall have one vote and in case of an equality of votes the chair shall have a casting vote in addition to any other vote he or she may have.

##### **(b) Quorum:**

(i): Committee Meetings: one third of the members shall form a quorum at meetings of the Council and sub-committees of the Association.

(ii) General meetings: 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 of General Meetings of the Association. In the event that no quorum is present at an Annual General Meeting of the Association, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened fourteen days later, and those members with power to vote present at that meeting shall be deemed to form a quorum.

##### **(c) Minutes:**

Signed minutes shall be kept by the Association and all its committees and the respective Secretary shall enter therein a record of all proceedings and resolutions.

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

The Council 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 Council shall from time to time decide. The Council shall authorise in writing the Treasurer, the Secretary of the Association and two members of the Council 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 sub-clause (b) of this clause, the Council 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 three nor more than four named individuals (not being members of the Council) appointed by the Council as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Council. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of the members of the Council. Holding trustees may be removed by the Council at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (f) above.

### **(b) Investments**

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Council 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 member of the International Stock Exchange (or any subsidiary of any stockbroking company) as nominee for the Council and may pay such nominee reasonable and proper remuneration for acting as such.

## **18 ACCOUNTS**

The Council shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to:

- (a) The keeping of accounting records for the Association;
- (b) the preparation of annual statements of the accounts for the Association;
- (c) the auditing or independent examination of the statements of accounts of the Association;
- (d) the transmission of the statements of accounts to the Charity Commission for England and Wales.

## **19. ANNUAL REPORT AND RETURNS**

The Council shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

## **20. LIABILITY AND INDEMNITY**

(a) In the execution of the trusts hereof no member of the Council shall be liable:

- i) for any loss to the property of the Association by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment);
- ii) for the negligence or fraud of any agent employed by him/her or by any other members of the Council in good faith (provided reasonable supervision shall have been exercised); and
- iii) no member of the Council shall be liable by reason of any mistake or omission made in good faith by any member of the Council other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

(b) Every member of the Council and other officer, auditor or Independent Examiner of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## **21. DISSOLUTION**

If the Council by a simple majority decides at any one time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a 12 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 twenty-one clear days' notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit, advertised in a newspaper circulating in the area of benefit and given in writing to the Director of the National Federation of Community Organisations (Community Matters). If such decision shall be confirmed by a simple majority of those present at such a meeting the Council 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 transferred to any charity or charities with similar charitable purposes to those of the Association, to be used for the benefit of the inhabitants of the area of benefit as the Council may decide subject to the prior approval in writing of the Charity Commission for England and Wales, or other authority having charitable jurisdiction. The Council shall notify the Charity Commission promptly of the decision to dissolve the Association and, if obliged to do so, send to it a copy of the Association's final accounts.

## **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 twenty-eight days before the date of the meeting at which it is first to be considered.

An alteration will require the approval of both:

- (a) A simple majority of members of the Council present and voting at a Council meeting.
- (b) A two-thirds majority of members with power to vote present and voting at a General Meeting. At least fourteen clear days' 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.

This Constitution was adopted, pursuant to Clause 10 of the constitution adopted on 12 November 1992, at a General Meeting of the Association held on 14 November 2014, having been approved at a Council meeting held on 4 August 2014.

Signed

Chair of the Meeting: *David Potts*

Secretary of the Meeting: *Sally Van Noorden*