

## **THE BOSHAM ASSOCIATION CONSTITUTION**

- 1. NAME**  
The name of the Association is 'THE BOSHAM ASSOCIATION'.
- 2. FOUNDED**  
The Association was founded by a public meeting on 6 July 1963.
- 3. PURPOSE**  
The purpose of the Association is to maintain, protect and improve the environment, both built and natural, of the parish of Bosham and surrounding areas and to carry out works necessary for that purpose. In furtherance of that purpose the Association may make grants to other non-commercial organisations provided the objects of those organisations are compatible with the objects of the Association. The Association may also publish papers, reports and other literature, make surveys, hold meetings, lectures and exhibitions consistent with this purpose.
- 4. STATUS**  
The Association is a registered charity No. 262454 and is entirely non-political.
- 5. MEMBERSHIP**
  - (a) ORDINARY MEMBERSHIP**  
Any resident in the Parish of Bosham over the age of 18 shall be entitled to become an ordinary member of the Association.
  - (b) ASSOCIATE MEMBERSHIP**  
Any other person aged 18 or over interested in supporting the Association's purpose and not resident in the Parish of Bosham may apply to the Committee for Associate Membership which shall be granted at the discretion of the Committee.
  - (c) TERMINATION OF MEMBERSHIP**  
Membership is terminated if:
    - (i) the member dies, or resigns by written notice to the Association; or
    - (ii) any subscription or other money due to the Association from the member is not paid in full within 6 months of it falling due; or
    - (iii) if an ordinary member ceases to be resident in the Parish of Bosham, although that member may then apply to become an Associate Member.
- 6. RESIDENTS**  
A resident is a person who is either:
  - (a) on the Electoral Roll by virtue of his or her residence in the Parish of Bosham, or
  - (b) the owner of property of any tenure in the Parish of Bosham and any member of his or her family or household normally resident with such owner at such property.
- 7. SUBSCRIPTION**  
The annual subscription shall be determined and approved at the Annual General Meeting and is payable on joining the Association and thereafter annually on 1 January.
- 8. ADDITIONAL FUNDS**  
The Committee may also raise, at their discretion, additional funds for the furtherance of its Purpose.
- 9. PRESIDENT**  
The Association shall have a President who shall be proposed by the Committee and elected at an Annual General Meeting. The President may be invited to attend Committee meetings in an advisory capacity but without power of voting, where the Chairman considers this desirable.
- 10. ADMINISTRATION**
  - (a) The Association shall be administered by a Committee, which is empowered to act on behalf of the Association in the furtherance of its purpose (Article 3). Committee members, who must be and remain members of the Association during their service on the Committee, are to be elected annually at the Annual General Meeting as follows:

- Secretary, Membership Secretary, Treasurer, One Elected Member per fifty members, or part of fifty, of the Association with an upper limit of eleven.
- (b) The Committee may co-opt members to fill vacancies among officers and Committee. Co-opted members shall only serve until the next Annual General Meeting, but are then eligible for election.
  - (c) The Committee shall elect annually its own Chairman and one or two Vice-Chairmen. The office of Chairman shall not be held by any one person for longer than three consecutive years.
  - (d) No elected member, save for the Chairman, Secretary, Membership Secretary and Treasurer, may serve on the Committee for longer than six years. After an absence of one year, a former Committee member may offer himself/herself for re-election.
  - (e) At all meetings of the Committee, four forms a quorum.
  - (f) By virtue of the provisions of the Charities Act 1993 the Committee members are the Trustees of the Association and accordingly any Committee member who is disqualified from acting as a trustee by virtue of section 72 of that Act shall automatically cease to be a Committee member.

**11. ANNUAL REPORT, RETURN AND ACCOUNTS**

The Committee must comply with their obligations under the Charities Act 1993 with regard to:

- (i) the keeping of accounting records of the Association;
- (ii) the preparation of annual statements of account of the Association;
- (iii) the transmission of the statements of account to the Association;
- (iv) the preparation of an Annual Return or Annual Update (as appropriate) and its transmission to the Charity Commission; and
- (v) a financial statement being made available to every member when notice convening the Annual General Meeting is given and full accounts of the financial affairs of the Association duly certified by an Accounts Examiner shall be made available at the Annual General Meeting.

**12. SOLICITOR, ACCOUNTS EXAMINER**

The following shall be appointed at the Annual General Meeting:

The Association's retained Solicitor

The Association's Accounts Examiner.

**13. BANK AND INVESTMENT FUNDS**

- (a) The Association's funds shall normally be banked at Lloyds TSB Bank plc, Chichester, but may also be invested at the Committee's discretion in Building Societies, Government Stocks or COIF Charities Deposit Fund.
- (b) Signatories to cheques shall be the Chairman, Treasurer, Secretary and Vice-Chairmen. Cheques for amounts up to and including £250 may be signed by any one signatory, and cheques over £250 must be signed by any two signatories.

**14. APPLICATION OF INCOME**

- (a) The income of the Association shall be applied solely towards the promotion of the Purpose of the Association.
- (b) A Committee member may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (c) None of the income of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:
  - (i) a member who is not also a member of the Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Association;
  - (ii) the purchase of indemnity insurance for the Officers and Committee members of the Association against any liability that by virtue of any rule of law would otherwise attach to an officer or Committee member in respect of any negligence, default breach of duty or breach of trust of which he or she may be held guilty in relation to the Association but excluding:
    - (aa) fines;

- (bb) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the officer or Committee member;
- (cc) liabilities to the Association that result from conduct that the officer or Committee member knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.
- (d) No officer or Committee member may be paid or receive any other benefit for acting as such.
- (e) A Committee member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict may arise between his or her duty to act solely in the interests of the Association and any personal interest (including, but not limited to, any personal financial interest) and take no part in the voting upon the matter.

**15. GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be held in November of each year (or as soon as possible thereafter) and not less than two weeks' notice in writing shall be given to members.
- (b) The Committee may call a Special General Meeting if and when required and the Committee shall call such a meeting if requested in writing by twenty members.
- (c) Any proposal put to a General Meeting by a member of the Association for a resolution on which a vote is required must be delivered to the Secretary, giving proposer and seconder, not later than twenty-one days before that meeting. Such proposal must be included in the Agenda which shall be sent to all members at least seven days before the meeting.
- (d) Voting at General Meetings shall take place on a show of hands or by proxy vote and only Ordinary Members shall be entitled to vote. Voting by proxy shall not be permitted. If there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to his or her own vote.
- (e) In the event that an ordinary member cannot be present at any general meeting, the absent member may send a proxy to vote on his/her behalf, who must be another member, provided:
  - (i) The proxy voter shall be required to produce evidence of his/her appointment as proxy for the absent member; and
  - (ii) The proxy's vote is to be taken only if needed to determine the result of the vote.
- (f) The quorum at any General Meeting is forty.
- (g) No resolution or decision of the Association in General Meeting shall be invalidated by reason of the failure to give notice to any 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 of the Association.

**16. INSURANCE**

The Committee shall procure and maintain such insurance cover as it considers appropriate against certain risks to which members might be exposed.

**17. NOTICES**

- (a) Any notice required by this Constitution to be given to or by any person must be:
  - (i) in writing; or
  - (ii) given using electronic communications.
- (b) The Association may give notice to any member either:
  - (i) personally; or
  - (ii) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (iii) with the member's consent, by giving it using electronic communication to the member's address.
- (c) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purpose for which it was called.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice given by email has not

been returned to the sender as undeliverable shall be conclusive evidence that it has been received by the addressee.

- (e) Where a member supplies to the Association an email address he or she shall be deemed to have consented to the Association giving notice to that member by email, unless the member notifies the Association that he or she requires notices to be in writing. Where a member changes his or her email address notice of such change must be given to the Association forthwith, and any notice sent by email to that member before or within 7 days after notice of the change of address is given to the Association shall be deemed to have been validly served notwithstanding that it was sent to his previous email address.

**18. DISSOLUTION**

- (a) If the members resolve to dissolve the Association the Committee will remain in office as Charity Trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (b) The Committee must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.
- (c) The Committee must apply any remaining property or money:
  - (i) directly for the purpose of the Association;
  - (ii) by transfer to any charity or charities for purposes the same as or similar to the Association;
  - (iii) in such other manner as the Charity Commission may approve in writing in advance.
- (d) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Committee are to apply the remaining property or assets of the Association and the Committee must comply with the resolution if it is consistent with paragraphs (i) to (iii) inclusive in sub-clause (c) above.
- (e) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association.
- (f) The Committee must notify the Charity Commission promptly that the Association has been dissolved. If the Committee are obliged to send the Association's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send the Charity Commission its final accounts.

**19. CONSTITUTION**

This Constitution may only be altered by a resolution proposed and seconded in writing to the Secretary at least twenty-one days prior to the General Meeting and passed by not less than two-thirds of those Ordinary members present and voting at the Meeting.

Date: 19th November 2011

Signed:



Chairman