

GREYABBEY AND DISTRICT COMMUNITY ASSOCIATION CONSTITUTION

1. NAME

The name of the Association shall be "The Greyabbey and District Community Association".

2. OBJECTS

(a) The Association is established with the object of improving the conditions of life for all the inhabitants of Greyabbey and District, of County Down. To promote the benefit of all the inhabitants of Greyabbey and District without distinction of age, ability, sex, race, political, religious or other opinion, by associating the statutory authorities, voluntary organisations, and inhabitants in a common effort to advance education, promote economic development and provide facilities in the interest of social welfare, for the protection of health and for recreation.

(b) In furtherance of the above objects, but not further or otherwise, the Association may:

- (i) Provide or secure the provision of social services, education and recreational facilities, within the area of benefit,
- (ii) Promote and carry out, or assist in promoting and carrying out, research, surveys and investigations and publish the useful results thereof,
- (iii) Organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information,
- (iv) Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful methods,
- (v) Purchase, lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the attainment of the above objects,
- (vi) Employ and pay any person or persons to supervise, organise and/or carry on the work of the Association, and make all reasonable and necessary provision for the payment of remuneration to such employees,
- (vii) Do all other lawful things as may be necessary for the attainment of the above objects.

3. MEMBERSHIP

(a) The Association shall be non-political and non-sectarian in character, and shall consist of persons living within the area of benefit who subscribe to the objects of the Association and whose applications for membership are accepted by the Management Committee ("the Committee"). Such members shall be called "Individual Members".

(b) Organizations within the area of benefit, whether voluntary or statutory, may upon application to and approval by the Committee be admitted as Affiliated Members and such approval shall not unreasonably be withheld.

(c) Affiliated Members shall be entitled to be represented at General Meetings of the Association by a duly authorised representative with the power to vote on behalf of the Affiliated Member.

(d) The Committee shall have the power to terminate the membership of any person or organisation for reasons appearing to them good and proper PROVIDED THAT any member so affected shall have the right to state a case against termination.

(e) A member of the Association may at any time inspect the Minutes of Committee Meetings on application.

4. MANAGEMENT COMMITTEE

(a) Except as provided otherwise in this Constitution the policy and general management of the Association shall be directed by the Committee, which shall meet not less than six times a year and shall consist of not less than five and not more than fifteen members of the Association, elected at an Annual General Meeting.

- (b) Should the number of nominations exceed the number of vacancies, election shall be by secret ballot of the members of the Association present and entitled to vote at an Annual General Meeting.
- (c) Should the number of nominations be less than the number of vacancies, further oral nominations may with the approval of the Annual General Meeting be invited from members present and entitled to vote at the said Annual General Meeting.
- (d) The Committee elected at an Annual General Meeting shall have the power to co-opt further members, who shall be Individual members or representatives of Affiliated Members and who shall serve until the conclusion of the next following Annual General Meeting PROVIDED THAT the number of co-opted members shall not exceed one-third of the total membership of the Committee. Co-opted members shall have the right to vote at Committee meetings.
- (e) The Chairperson, Vice-Chairperson, Honorary Secretary and Honorary Treasurer, who shall be the Honorary Officers of the Association, shall be Individual Members of the Association and shall be elected annually by and from the members of the Committee at their first meeting following the Annual General Meeting. The office of Chairperson shall not be held by any one person for more than three consecutive years.
- (f) Trustees (if applicable) shall be notified and shall be entitled to attend all meetings of the Committee but without the right to vote EXCEPT where a Trustee, being also an Individual Member of the Association, shall have been nominated and elected or co-opted to the Committee under the procedures described in (a) - (d) above.

5. FUNCTIONS OF THE COMMITTEE

- (a) The Committee may make such regulations as they consider appropriate for the efficient conduct of their and the Association's business.
- (b) The Committee may appoint, on such terms as to duties and remuneration as they may determine, all such staff as they shall consider necessary.
- (c) The Committee may appoint such sub-committees, advisory groups or working parties of their own members and other persons may from time to time decide as necessary for the carrying out of their work and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their works to the Committee.
- (d) The Committee will when appropriate publish details of Committee meetings.

6. CHAIRMANSHIP OF MEETINGS

All meetings of the Association or of the Committee or any of its sub-committees shall be presided over by its Chairperson, failing whom its Vice-Chairperson. Failing the Chairperson or Vice-Chairperson, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

7. FINANCE

- (a) All monies 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 of legitimate out of pocket expenses to members of the Association engaged upon the business of the Association.
- (b) The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- (c) The Financial Year of the Association shall run from 1 February to 31 January.
- (d) The accounts shall be audited at least once a year by an auditor or Auditors who shall be appointed at the Annual General Meeting.
- (e) An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- (f) A bank account shall be opened in the name of the Association with the Ulster Bank Ltd, Kircubbin, or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Honorary Treasurer and three other members of the

Committee to sign cheques for the Association. All cheques must be signed by not less than two of the authorised signatories.

8. TRUST PROPERTY

The title to all property which may be required by or for the purposes of the Association shall be vested in Trustees who shall hold such property in trust for the Association. The Trustees shall be six in number and shall, subject to the approval and consent of the Association as determined by a General Meeting, have power to fill vacancies in their number.

9. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At such Annual General Meeting the business shall include the election of the members to serve on the Committee, the appointment of an auditor or auditors, the consideration of an annual report of the work done by or under the auspices of the Committee, and of the audited accounts, and the transaction of such other matters as may from time to time be necessary.

10. SPECIAL GENERAL MEETING

The Committee may at any time at its discretion, but shall upon a requisition signed by a number of members being not less than 25% of the total membership of the Association having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering this Constitution in accordance with Clause 12 hereof, or of considering any matter which may be referred to them by the Committee, or for any other reason.

11. RULES OF PROCEDURE AT ALL MEETINGS

(a) Voting: Subject to the provisions of Clause 13 hereof all questions arising at a meeting shall be decided by a simple majority of those present and entitled to vote thereon. In case of equality of votes the Chairperson shall have a second or casting vote.

(b) Minutes: Minute books shall be kept by the Committee and the Honorary Secretary shall enter therein a record of all proceedings and resolutions.

(c) Quorum: The quorum for the Management Committee meeting of the Association shall be at least four Committee Members, at least one of which shall be an office bearer. The quorum for an Annual General Meeting or Special General Meeting shall be 25% of all members entitled to attend any meeting, including at least one office bearer. A non-quorate meeting may continue at his/her discretion but any decisions taken must be ratified at a subsequent quorate meeting.

12. ALTERATIONS TO THE CONSTITUTION

Any alterations to this Constitution shall receive the assent of not less than two-thirds of the members present and entitled to vote at a meeting specially called for the purpose PROVIDED THAT notice shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days notice in writing of such a meeting setting forth the terms of the proposed alterations shall be sent by the Honorary Secretary to each member of the Association. PROVIDED FURTHER that no alteration shall be made which would cause the Association to be in breach of its objects and aims and/or prejudice the Association at law.

13. DISSOLUTION

If the Committee by a simple majority decide at any time that, on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Association, they shall call a meeting of all members of the Association who have power to vote, of which meeting not less than 21

days notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple majority of those present and entitled to vote at such meeting, the Committee shall, with the agreement of the Trustees (where applicable), have the 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 given or transferred to such other charitable institution or institutions having objects similar to those of the Association as the Committee may, with such consents as may be necessary, determine.

14. INDEMNITY

The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection there with or arising there from) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall not extend to liabilities arising from willful and individual fraud, wrong-doing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Honorary Treasurer shall effect a policy of insurance in respect of this indemnity.