



Buckshaw Village Community Association

Constitution: October 2011

Section A – Name of Organisation

The name of the Organisation is Buckshaw Village Community Association (BVCA)

Section B – Administration

The BVCA will administer and manage itself in accordance with this Constitution and will appoint an Executive Committee (referred to as 'Committee' within this document) to oversee procedures.

The Committee appoints from its number a Senior Executive Committee which consists of the Chair, Events Director, Financial Director and Operations Director.

The Senior Executive Committee will make up the Trustees of the BVCA. The charity Trustees may be liable for the repayments of any debts that they have incurred on behalf of the charity. Such debts can be met from the charity's own funds if they are sufficient; unless the charity Trustees had not acted prudently, lawfully and in accordance with the Constitution. Throughout this document the Trustees are referred to as the Senior Executive Committee.

Section C - Objects

The aim of the BVCA shall be to:

- ✗ Represent the views of residents of Buckshaw Village (boundaries shown on map in Appendix A)
- ✗ Build partnerships and improve communications with local organisations and local authorities to identify opportunities and solve any problems on Buckshaw Village on behalf of residents
- ✗ Ensure that residents best interests are served
- ✗ Ensure that all residents are consulted and informed regularly
- ✗ Encourage residents to take an active part in their community
- ✗ Provide community services and activities
- ✗ Encourage a sense of community
- ✗ Promote social, welfare, recreational and training activities for all residents
- ✗ To promote fairness and equal choice opportunities and encourage positive relations between residents
- ✗ Ensure Buckshaw Village facilities, assets and finances are managed responsibly and cost effectively via close relations with Buckshaw Village Management Companies.

Section D – Powers

In order to achieve its objects the BVCA Committee may:

- ✗ Undertake fundraising activities for the financial security and administration of the Association
- ✗ Raise funds and invite contributions for the provision of community activities and events
- ✗ Open bank accounts in the name of the Association
- ✗ Borrow money and charge all interest payments to the Association body if necessary
- ✗ Buy, lease or rent any assets, property or equipment deemed necessary to achieve the Association's objectives
- ✗ Maintain and service any assets, property or equipment deemed necessary to achieve the Association's objectives
- ✗ Sell assets, property or equipment, either for profit or loss prevention purposes, should the Association no longer require them to achieve their objectives
- ✗ Employ staff (who are not members of the Committee) under existing employment laws, and make necessary provision for remuneration and pensions if deemed necessary for the Association to achieve its objectives
- ✗ Take out relevant insurances in the name of the Association protecting the Committee members from liability
- ✗ Attend meetings, events and courses to further the objectives of the Association
- ✗ Claim back reasonable expenses incurred whilst carrying out Association activities, abiding by the rules set out in the expense claims Section J
- ✗ Associate in support with other organisations and charities where mutual benefits are possible for the Association and the other party
- ✗ Regularly review Constitutional rules to ensure they allow the Association to operate effectively
- ✗ Change the Constitution as outlined in Section N
- ✗ Incorporate the BVCA to become a legal entity of its own
- ✗ Change the name and/or address of the organisation/charity
- ✗ Alter the objectives of the charity as required
- ✗ Appoint a holding Trustee to hold land and/or investments on the BVCA's behalf
- ✗ Dissolve the BVCA as laid out in Section O.

Section E - Membership

- ✘ Member subscription to the BVCA is £0.00
- ✘ All residents who reside in a dwelling within the boundaries of Buckshaw Village, as shown on the map in Appendix A, as their permanent residency will be deemed members of the BVCA unless a specific request is received to the Committee to be excluded
- ✘ All members over the age of 18 years old will have voting rights to elect the Committee. Junior Members under the age of 18 are classed as members but do not have voting rights
- ✘ All votes are equal
- ✘ All residents matching the above criteria are eligible to stand for election onto the Committee
- ✘ Businesses located within the boundaries of Buckshaw Village as shown on the map in Appendix A, including landlords, developers and housing associations will be incorporated as non-voting rights members and classified as member organisations
- ✘ Where a resident falls under both categories they will retain their voting rights but will be required to declare their business interests and abstain from Committee activities where a conflict of interest exists as decided by the rules of the Association
- ✘ All member organisations will be required to appoint an individual to represent its views and may appoint alternative representatives as it deems necessary
- ✘ Membership is also open to any corporate body, unincorporated association interested in furthering the charity's objectives
- ✘ Residents and member organisations can opt out of BVCA membership at any time, upon notification to the Committee
- ✘ Members may retain membership rights only in the interest of charity and not for any private interest they may have
- ✘ Termination: The BVCA may only terminate an individual or organisation's membership for good and sufficient reason. The individual or organisation will have a right to be heard (with an associate if necessary).

Section F - Committee Members

As set out in Section B, the BVCA shall appoint a Committee to administer and undertake the objects of the Association.

Committee members will be required to operate within the rules of the BVCA (as outlined in Section P) and in a manner which would not bring the BVCA into disrepute.

The Committee will be a maximum size of twenty residents and a minimum size of four residents. To qualify for election, members must satisfy the conditions set out in Section E. Junior members (under the age of 18) may nominate themselves to the BVCA Committee with a signed parental/guardian consent form.

Enrolment

Elections will be carried out at the Annual General Meeting (AGM) held within the month of April each calendar year or at a Special General Meeting (SGM) called under exceptional circumstances e.g. following mid-year resignation of Senior Executive Committee members or should memberships fall to below the minimum size of four.

Members (see Section E for how residents qualify for membership) can join the Committee from the age of 12 (they do not have voting rights until they are 18); members should submit a nomination form to the Financial Director within the timescales set out in Section L. Residents wishing to vote for Committee members must attend the AGM.

All Committee members are required to submit a 'Register of Interests' form. Any conflicts of interest as determined by the Senior Executive Committee will require the specific member abstaining from activities and loss of voting rights for these areas.

Committee members falling under the category of business owner and resident (as outlined in Section E) will be required to abstain from votes that are deemed in conflict of interest as determined by the Chair.

Any changes in Committee member's circumstances that could present a conflict of interest must be declared immediately to the Chair and Financial Director.

Length of service

Length of service (Committee Members)

The Committee will hold office from the conclusion of the AGM, and are elected for a period of three years (this amendment is applied retrospectively where necessary). Following their three year term, they will then retire from office on the third anniversary of their election and can stand for re-election and re-appointment. Committee members may resign their position at any time via notification to the Financial Director of the Association and serve a notice period of one month.

Committee Vacancies

When there is a vacancy on the Committee the process to fill the vacancy is as follows:

A notice of the vacancy via publication on at least one of the following communication methods:

- ✕ BVCA Community notice boards
- ✕ www.buckshaw.org
- ✕ @thebvca (Twitter Account)
- ✕ E-mail to those BVCA members who provide their details
- ✕ Mail drop

- ✕ Other social media outlets
- ✕ Local press.

This notice runs until the vacancy is filled and gives Members the opportunity to join the BVCA Committee on a co-opted basis until the next General Meeting (either AGM or SGM) where providing individuals satisfy the conditions set out in Section E and submit a nomination form to the Financial Director, they may be elected onto the Committee.

Co-opted Committee Members

The Committee may in addition appoint co-opted members at any time until the maximum Committee number has been reached (twenty in total). Co-opted members will not have Committee voting rights and will be required to stand for election at the subsequent AGM/SGM to obtain full Committee status.

Co-opted Members must satisfy the conditions set out in Section E and should submit a nomination form to the Financial Director when they are seeking full Committee status.

Event Volunteers

The Committee may in addition be assisted by any number of event volunteers. Event volunteers do not form part of the BVCA Committee and will not have Committee voting rights.

Event volunteers may stand for election onto the Committee so long as they satisfy the conditions set out in Section E, and should submit a nomination form to the Financial Director.

Section G: Senior Executive Committee Roles

A newly formed Committee's first act at a General Meeting (either AGM or SGM), is to appoint from amongst themselves a Chairperson, Events Director, Financial Director and Operations Director, who shall hold office from the conclusion of that meeting.

The Senior Executive Committee are the Trustees of the BVCA and carry the associated risks (set out in Section B).

Except with proven written approval of the charity commission, no one Trustee may receive any benefit in money or in kind from the charity or have an interest in the supply of goods/services to the charity or acquire, or hold any interest in property in the charity (except in order to hold it as a Trustee of the charity).

Enrolment

Elections will be carried out at the Annual General Meeting (AGM) held within the month of April each calendar year or at a Special General Meeting (SGM) called under exceptional circumstances e.g. following mid-year resignation of Senior Executive Committee members, or should memberships fall to below the minimum size of four.

Committee members cannot nominate themselves for a Senior Executive Committee role at the General Meeting they were appointed on to the Committee.

To become Chair of the Committee a minimum one year Committee membership qualification applies.

Committee members seeking senior roles must indicate this on the Senior Executive Member nomination form and complete the 'Declaration for Fit and Proper Persons' form. To be elected, Committee members satisfying the conditions set out in Section E, should submit a nomination form to the current Chair.

Committee members wishing to vote for Senior Executive Committee members must attend the AGM/SGM.

Length of Service

Those holding senior office must resign their position at each AGM, but may retain their position as Committee members (within their three year term) without seeking re-election.

Senior Executives can seek re-appointment at each AGM. If individuals do not seek re-appointment at the AGM the outgoing Senior Executive Committee will have a notice period of a month to handover to the incoming Senior Executive Committee.

In the case of the resignation of a member of the Senior Executive Committee the notice period to be served is three months.

Additional Named Roles/Teams

The Senior Executive Committee may appoint one or more sub-Committees consisting of three or more members (i.e. residents), which in the opinion of the Senior Executive Committee, would undertake tasks more conveniently if carried out by sub-Committee. One or more Committee members should act as Chair and be a part of the sub-Committee to make sure it abides by the rules of the Constitution.

The Senior Executive Committee may appoint one or more named roles from within the Committee which in the opinion of the Committee, would undertake tasks more conveniently if carried out by a specific Committee member e.g. Press Officer, Community Outreach Lead.

Section H – Termination of Committee Members

Committee members who are found in breach of the rules (as outlined in Section P) or who bring the BVCA into disrepute are subject to their Committee membership being terminated. A member of the Committee shall cease to hold office if he or she:

- ✗ Fails to undertake their duties/responsibilities as determined by the Committee without prior agreement
- ✗ Fails to attend three or more events or Committee meetings without agreement from the Committee
- ✗ No longer qualifies as a member of the BVCA as outlined in Section E
- ✗ Brings the BVCA into disrepute as determined by the Committee
- ✗ Knowingly breaches the rules as outlined in Section P.

A member's termination would be discussed in a special meeting of the Committee with prior notification to the affected person(s). Committee members facing termination from office would have the opportunity to appeal the decision to the Committee during the hearing meeting. Decisions to terminate would be executed upon majority vote, with the Chair (or Financial Director in the case of Chair being terminated) having the deciding vote.

Section I – Internal BVCA Meetings

Section I.a – Committee Meetings

The Committee shall hold a full Committee meeting at least once every three months where Committee members should, where possible, always attend. This will be communicated via email to all Committee members.

The Chairperson shall act as Chair at meetings of the Committee. If the Chairperson is absent from any meeting then the Operations Director or Events Director shall chair the meeting. If both are absent then the Financial Director should

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chair the meeting. If all are absent then the members of the Committee present shall choose one of their number to be chair for that meeting before any other business is transacted.

As outlined in Section J an update of BVCA Income and expenditure must be provided at Committee meetings

Formal meetings of the Committee shall be minuted (by a member of the Senior Executive Committee or a Committee member appointed by them) and published to all Committee members and members.

Voting

The Committee may from time-to-time make, and alter rules for the conduct of their business whilst maintaining the spirit of the Constitution. This may include:

- ✘ Calendar of events
- ✘ Activities of the Operations Team
- ✘ Press activity

Where a vote is necessary, Committee meetings require at least one third of the number of Committee members to be present for votes to be carried.

Matters requiring votes shall be determined by a majority of votes cast by Committee members present with the Chairperson of the meeting having a casting vote in the case of a dead heat.

Section I.b – Senior Executive Committee Meetings

The Senior Executive Committee shall hold a Senior Executive Committee meeting at least twice a year where Senior Executive Committee Members should, where possible, always attend. This will be communicated via email to all Senior Executive Committee Members.

The minimum number of Senior Executive Committee Members in attendance at a Senior Executive Committee Meeting is three.

The Chairperson shall act as a chair at meetings of the Senior Executive Committee. If the Chairperson is absent from any meeting then the Operations Director or Events Director shall chair the meeting.

Formal meetings of the Senior Executive Committee shall be minuted and published to all Committee members excluding any sensitive information (i.e. termination of a Committee member)

Voting

As the Senior Executive Committee Members are Trustees of the BVCA, they have the power to vote and pass the following items:

- ✘ Financial
- ✘ Legal
- ✘ Charity Status Related

For example: Operations Team request the purchase of equipment; referred to the Financial Director for approval; FD brings this to a Senior Executive Meeting; Senior Executive Committee votes; Actioned/Reconsidered by the Operations Team.

Section J – Financial Policy

All revenues, donations and funding received by the BVCA shall be paid into an account in the name of the BVCA administered predominantly by the Financial Director, with support from other senior roles. All funds drawn from the account require authorisation from the Financial Director or the Chair and a reference made in the BVCA accounts.

The following specific rules apply to financial matters:

- ✗ Any asset must be held in the name of the charity and not in one or more Committee members' names
- ✗ All monies received by the BVCA shall be banked at the earliest convenience by the Financial Director
- ✗ Any accounts opened for the BVCA must carry a minimum of three Senior Executive controls
- ✗ Any accounts opened must be in the name of the BVCA
- ✗ Any cheques issued shall be signed by either the Financial Director or the Chair and one other Senior member of the Executive Committee
- ✗ Any payments by Debit/Credit cards in the name of the BVCA must be sanctioned by Financial Director or the Chair (in the Financial Director's absence)
- ✗ All expenditure must receive Financial Director sign off or from the Chair (in the Financial Director's absence)
- ✗ Individual Committee members accept that no un-authorised purchases can be claimed back (see Expenses Policy below); the individual is liable
- ✗ The BVCA shall ensure that its accounts are independently auditable
- ✗ Income and expenditure must be updated at Committee meetings and published to Members following the AGM.

Expenses Policy

Committee members should take all possible steps to avoid incurring costs whilst carrying out BVCA activities.

Expenses are refunds by a charity of legitimate payments which a Committee member has had to meet personally in order to carry out his or her Committee duties. BVCA Committee members may, with prior authorisation from the Chair or Financial Director, claim reasonable out of pocket expenses including:

- ✗ The reasonable cost of travelling to on Committee business and events. This can include the cost of using public transport, taxi fares, and petrol allowances to the level permitted by HM Revenue & Customs (HMRC) before tax becomes payable;
- ✗ Reasonable refunds for the cost of meals taken while on charity business;
- ✗ The reasonable cost of childcare, or care of other dependants (for example, an elderly parent) whilst attending trustee meetings;
- ✗ The cost of postage on charity business;
- ✗ The costs of buying training materials and publications relevant to Trusteeship;
- ✗ Providing special transport, equipment or facilities for a trustee with a disability; and
- ✗ Cost of reasonable overnight accommodation and subsistence (including any essential care costs) while attending meetings or other essential events such as voluntary sector conferences or specialist training courses.

Members purchasing on behalf of the BVCA must obtain a receipt and claim back these expenses from the Financial Director using an expense claims form (except where it is impractical to expect this, for example, where very small amounts are claimed).

Accounts, Annual Reports and Returns

The BVCA will comply with the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- ✕ The keeping of accounting records
- ✕ The preparation of annual statements of account for the charity
- ✕ Allowing auditing or independent examination of the statements of the account of the charity
- ✕ The preparation of an annual report and sending of it together with the statements of account to the charity commission
- ✕ The preparation of an annual return and its transmission to the charity commission

Gifts To Retiring Committee Members

It is for the Senior Executive Committee (Trustee Board) to judge whether a person's length of service and quality of contribution to the charity should be acknowledged with a leaving gift directly out of charity funds, taking account of any possible effect on the charity's reputation and overall finances.

Section L: Constitutional Meetings

General Meeting (Annual General Meeting or Special General Meeting)

There shall be an Annual General Meeting (AGM) of the BVCA held within the month of April each calendar year open to all BVCA members.

A Special General Meeting (SGM) requiring full Committee attendance (where possible), member attendance and voting may be called at any time by any Committee member.

Notifying Members of a General Meeting (GM)

A GM will be announced with at least fourteen days notice clearly stating the time, date, place and general nature of the GM. Notification of the GM will be published on at least one of the following communication methods:

- ✕ BVCA Community notice boards
- ✕ www.buckshaw.org
- ✕ @thebvca (Twitter Account)
- ✕ E-mail to those BVCA members who provide their details
- ✕ Mail drop
- ✕ Other social media outlets
- ✕ Local press.

AGM Proceedings

The Chair for each AGM will be the outgoing Chairperson who will resign on the conclusion of the appointment of a new Committee. Should the Chair be absent, then the Operations Director or Events Director shall chair the meeting.

The outgoing Senior Executive members will each present a written report on their stewardship for the previous year and then formally resign.

Following the information outlined in Section F, nominations for election to the Committee must be made by members using a nomination form and can be returned to the Financial Director seven days prior to the AGM (exceptional circumstances for late entry will be considered by the Chair and Financial Director on a case-by-case basis, with their decision final).

Existing members of the Committee within their three year term do not need to submit a nomination form. Committee members seeking re-election to the Committee after serving a three-year term should submit a nomination form as set out in Section F.

Should nomination be less than vacancies then election onto the Committee is uncontested. Should nominations exceed vacancies, nominees will be asked to give a brief overview to the attendees at the AGM (using the statements made on the nomination form). A secret ballot would then determine the successful candidates. Should the result be a dead heat, then the outgoing Chair will have a casting vote.

Following election of the BVCA Committee the meeting is adjourned and the Committee will appoint a Chair, Operations Director, Events Director and Financial Director from its number. Committee members seeking Senior Executive Committee roles must indicate this on their nomination form and submit it along with the 'Declaration for Fit and Proper Persons' form to the current Chair ahead of the AGM.

Following the AGM the outgoing Senior Executive Committee will have a notice period of a month to handover to the incoming Senior Executive Committee.

Section M – Communication to BVCA Members

Notices and information will be relayed to members using:

- ✕ BVCA Community noticeboards
- ✕ www.buckshaw.org
- ✕ @thebvca (Twitter Account)
- ✕ E-mail to those BVCA members who provide their details
- ✕ Leaflet drops
- ✕ Direct mail
- ✕ Other social media outlets
- ✕ Local press
- ✕ Verbally at events
- ✕ Resident meetings.

Section N- Alterations to the Constitution

Minor alterations to the Constitution may be carried out by the members of the Committee with notification to members via the BVCA Community notice boards and www.buckshaw.org . Any objections to such changes by members can be raised via www.buckshaw.org and would be tabled at the next Committee meeting, or if necessary addressed at a Special General Meeting (SGM).

Major changes to the Constitution must be communicated to BVCA members through the channels deemed appropriate outlined in Section M. Major changes require a member vote to pass/reject the changes at the AGM/SGM.

More significant changes to the Constitution, requiring a Special General Meeting, would be:

- ✗ Alterations in Committee size and eligibility
- ✗ Alterations to length of terms Committee members serve
- ✗ Financial disclosures
- ✗ Additional powers
- ✗ Boundary changes
- ✗ Name of organisation
- ✗ Membership to BVCA.

The Charity Commission will have to give consent for the following amendments:

- ✗ Objects provision
- ✗ Amendment provision
- ✗ Dissolution provision
- ✗ Any provision authorising benefits to Trustees
- ✗ Expenditure of permanent endowment.

No amendment may be made which would have the effect of making the charity cease to be a charity at law.

The Senior Executive Committee would sign and date any agreed changes to the Constitution and promptly send the Commission a copy of any amendment made and keep a copy of any such amendment with this Constitution.

Section O – Dissolution of the BVCA

If the Committee decides that it is necessary or advisable to dissolve the BVCA it shall call a Special General Meeting of all members. There will be no less than twenty one days' notice, stating the terms of the reasoning to be proposed.

If the proposal is confirmed by a two thirds majority by those present and voting the Senior Executive Committee shall have the power to realise any assets held by/on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other charitable institution/institutions having objects similar to the objects of the BVCA as the members may determine. If that cannot be done shall be applied for some other charitable purpose.

The Committee would resign their position and the Chair would officially dissolve the Association.

A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

Should members wish to continue with an Association despite the recommendation of the Committee then a new Association could be established at residents' discretion.

Section P: Rules and Conditions of Office

The BVCA will act ethically in all its dealings with residents and organisations, whilst protecting the interests of the Association.

It will have a set of rigid values surrounding:

- ✗ Non Political affiliation
- ✗ Equal opportunities
- ✗ Honesty
- ✗ Transparency
- ✗ Impartiality

Committee members of the BVCA agree to the following rules and conditions of office:

- ✗ Full disclosure of interests
- ✗ To act lawfully at all times
- ✗ To be honest in all interactions
- ✗ To have no interest in property belonging to the BVCA
- ✗ To not benefit financially from the BVCA
- ✗ To abide by the Constitutional framework
- ✗ To not act aggressively toward members
- ✗ To not discriminate against members
- ✗ To act professionally at all time
- ✗ To support and contribute towards Committee activities
- ✗ To adhere to the financial policies set out in Section J.

Any incidences of none disclosure, or unethical activities displayed by Committee members could lead to the enactment of termination proceedings as set out in Section H.

APPENDIX A: Buckshaw Village Boundaries:

