

# **CONSTITUTION OF OKEHAMPTON COMMUNITY AND RECREATION ASSOCIATION**

**Charity registration no 1011839**

*(Including revisions 22nd July 2015) The original Constitution was adopted on 8 May 1991 with amendments agreed on 5<sup>th</sup> March 2001*

## **1 Name**

The name of the Association shall be Okehampton Community and Recreational Association (hereinafter called **OCRA**).

## **2 Objects**

2a to promote the benefit of the inhabitants of Okehampton parish and the area covered by the following parishes;

Chagford, Drewsteignton, Gidleigh, Throwleigh, Spreyton, South Tawton, North Tawton, Bondleigh, Belstone, Sticklepath, Sampford Courtenay, Okehampton Hamlets, Inwardleigh, Jacobstowe, Exbourne, Broadwoodkelly, Monkoehampton, Iddesleigh, Meeth, Highampton, Hatherleigh, Northlew, Beaworthy, Germansweek, Bratton Clovelly, Sourton, Thrushelton, Bridestowe, Stowford, Marystow, Lewtrenchard, Lydford, in West Devon District; Hittisleigh, Bow, Zeal Monachorum, Coldridge, in Mid-Devon District; Winkleigh, Dolton, Dowland, Beaford, St Giles in the Wood, Great Torrington, Little Torrington, Langtree, Peters Marland, Petrockstow, Shebbear, Newton St Petrock, Milton Damerel, Thombury, Bradford, Black Torrington, Holsworthy, Holsworthy Hamlets, Cookbury, Hollacombe, Ashwater, Broadwoodwidge, Halwill in Torridge District;

(hereinafter called 'the area of benefit'), without distinction of sex, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary and other organisations in a common effort to advance education and provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants.

2b to establish, or secure the establishment of a Recreational Centre (hereinafter called 'the Centre') and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects.

The Association shall be non-party in politics and non-sectarian in religion.

## **3 Powers**

In furtherance of the said objects, but not otherwise, OCRA shall have power to:

3a bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;

3b 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;

3c 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;

3d 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;

3e 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 13 hereof;

3f make regulations for the proper supervision, control and management of any property which may be so acquired;

3g sell, let, mortgage, charge, dispose of or turn to account all or any of its property or assets subject to such consents as may be required by law;

3h raise funds, apply for grants and invite or receive donations and contributions, whether by subscription or otherwise;

3i receive money on deposit or loan, in such manner as OCRA may think fit, subject to such consents or on such conditions as may be required by law;

3j invest such money not immediately required for its objects in or upon such investments, securities or property as OCRA may think fit, subject nevertheless to such conditions (if any) as may for the time being be imposed by law;

3k affiliate to other organisations with similar charitable objects;

3l form a wholly owned trading subsidiary company the profits of which must be used exclusively to fund the charitable objectives of OCRA;

3m do all such other lawful things as shall further the charitable objects of OCRA.

#### **4 Members of OCRA**

4a Membership shall be open to, clubs and organisations within the area of benefit, whether corporate or otherwise, which are voluntary or not for profit, and which support the objects of OCRA;

4b each member club or organisation as set out in clause 4a shall appoint one individual person to represent it and vote on its behalf at general meetings of OCRA. In the event of such individual person resigning or otherwise leaving a club or an organisation he or she shall forthwith cease to be a representative thereof. The organisation concerned shall have the right to appoint a new representative, informing OCRA in writing.

4c the Member Representatives shall form a Members Users Advisory group which shall be chaired by the chair of the Board of Trustees.

#### **5 Subscriptions**

All member clubs and organisations shall pay such membership subscriptions as the Board of Trustees may from time to time determine.

#### **6 Termination of membership**

The Board of Trustees may, by resolution passed at a Trustees' meeting, terminate or suspend the membership of any club or organisation which has in the opinion of the Trustees been guilty of conduct prejudicial to OCRA or its objects.

## **7 The Board of Trustees**

The strategy, policy and general management of the affairs of OCRA shall be directed by a Board of Trustees which shall meet not less than four times a year.

7a The Board of Trustees shall consist of:

- i) Four Member Trustees elected from the individual persons representing the member clubs and organisations at the Annual General Meeting each year ;
- ii) Four Stakeholder Trustees one nominated by each of; Okehampton College, Okehampton Town Council, Okehampton Hamlets Parish Council and Okehampton United Charity appointed at the Annual General meeting each year;
- iii) Up to two co-opted Independent Trustees with specific skills identified by the Board of Trustees as being useful for the governance of OCRA appointed at the Annual General meeting each year

7b Member Trustees and co-opted Trustees shall normally be appointed for a period of four years which may be followed by one further four year term only.

7c if vacancies occur among the members of the Board of Trustees it shall have power to fill these on an interim basis to hold office until the next Annual General Meeting.

7d the proceedings of the Board of Trustees shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option of a Trustee.

## **8 Management committee**

The day-to-day affairs of OCRA shall be managed by a Management Committee, which shall meet not less than six times a year.

The Management Committee shall consist of the four Member Trustees and any of the co-opted Trustees by invitation and up to three members of the employed management of OCRA.

## **9 Honorary officers**

9a At the Annual General meeting the member representatives of OCRA shall elect a Chair and Vice-Chair of the Board of Trustees for the forthcoming year from the Member Trustees.

9b The Board of Trustees shall appoint a Clerk to minute and administer the meetings of the Board of Trustees.

9c The Chair and Vice Chair shall be ex-officio chair and vice chair of the Management committee.

## **10 Paid employees**

10a The Board of Trustees may appoint and dismiss such staff as it may from time to time determine, and shall fix the amount of any remuneration to be paid and the terms and conditions of employment.

10b an employee of OCRA shall not be eligible to be a member of the Board of Trustees.



## **11 General Meetings**

11a Annual General Meetings. Once in each year an Annual General Meeting of the Members of OCRA shall be held at such time and place as the Board of Trustees shall determine, being not more than 15 months after the holding of the preceding Annual General Meeting, or the adoption of this constitution. Notice of at least 21 days of a general meeting shall be given to member Clubs and Organisations.

The business of each Annual General Meeting shall be:

- i) to receive and consider the Annual Report of the Board of Trustees on the activities of OCRA during the preceding year;
- ii) to approve the independent examined or audited Financial Statements of OCRA;
- iii) to elect the Member Trustees in accordance with clause 7a i hereof and to appoint a chair and vice-chair of the Board of Trustees for the coming year from the Member Trustees in accordance with clause 9a hereof;
- iv) to note the appointment of Stakeholder Trustees to the Board of Trustees in accordance with clause 7a ii hereof;
- v) to appoint co-opted Independent Trustees, in accordance with clause 7a iii hereof;
- vi) to appoint an independent examiner or auditor for the coming year;
- vii) to consider and vote on proposals to alter this Constitution in accordance with clause 16 hereof;
- viii) to consider any other business of which due notice has been given.

11b Special General Meetings. The Chair of the Board of Trustees may at any time at his/her discretion, and the Clerk shall within 21 days of receiving a written request so to do signed by not less than one third of the member representatives, and giving reasons for the request, call a Special General Meeting of the Members of OCRA to consider the business specified on the notice of meeting and for no other purpose.

## **12 Rules of procedure at all meetings**

### **12a Voting;**

Subject to the provisions of clause 17, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No member shall exercise more than one vote, but in case of an equality of votes the Chair shall have a second and casting vote.

### **12b Quorum;**

- i) General Meetings: one-third of the members shall form a quorum at General Meetings of the Members of OCRA. In the event that no quorum is present at an Annual General Meeting, the meeting shall stand adjourned and be reconvened 14 days later, and those members representatives present at that meeting shall be deemed to form a quorum.
- ii) Board of Trustees Meetings; two-thirds of the Member and Stakeholder Trustees together and of which at least three shall be Stakeholder Trustees, shall form a quorum at meetings of the Board of Trustees.

### **12c Minutes;**

Minute books recording the proceedings and resolutions shall be kept by a clerk or secretary appointed for the purpose of the General Meetings of OCRA, the meetings of the Board of Trustees and meetings of the Management Committee.

### **13 Standing orders and rules**

The Board of Trustees shall have power to adopt and issue Standing Orders and/or Rules for the use of any property which may be so acquired under clause 3e hereof. Such Standing Orders and Rules shall come into operation immediately, provided always they shall be subject to review by the Members of OCRA in General Meeting and shall not be inconsistent with the provisions of this Constitution.

### **14 Finance**

All money raised by or on behalf of OCRA shall be applied to further the objects of OCRA 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 OCRA or the repayment, of reasonable out-of-pocket expenses

14a The Board of Trustees shall arrange for proper accounts of the finances of OCRA to be kept;

14b The accounts shall be inspected or audited at least once a year by an independent examiner or auditor appointed at the Annual General Meeting.

14c The Annual Report and Financial Statements for the last financial year with the associated independent examiner or auditors report, shall be submitted by the Board of Trustees to the Annual General Meeting of the Members of OCRA.

14d A bank account or accounts shall be opened in the name of OCRA with such financial institutions as the Board of Trustees shall from time to time decide. The board of Trustees shall authorise in writing four members of the Board of Trustees to sign cheques on behalf of OCRA. All cheques must be signed by not less than two of the four authorised signatories, providing always that no two authorised signatories are married, cohabiting or close relatives.

### **15 Trust property**

The Board of Trustees may appoint a custodian trustee, or a trust corporation of not less than three nor more than four named individuals (not being members of the Board of Trustees) to hold any real or personal property held by or in trust for OCRA, or may, with the agreement of the Official Custodian for Charities, vest in him any property so held.

In the event of resignation, death or disqualification of an individual trustee, the Board of Trustees shall be empowered to appoint a replacement.

### **16 Dissolution**

If the Board of Trustees by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve OCRA it shall call a meeting of all members of OCRA who have the power to vote and of the inhabitants of the area of benefit of the age of 18 years and upwards of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed there at) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Board of Trustees shall have power to dispose of any assets held by or in the name of OCRA. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the Board of Trustees shall decide and may be approved by the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

**17 Alterations to the Constitution** (unchanged save for the use of the term Board of Trustees instead of General Committee and the changes in the definition of members clause 4a)

Any proposal to alter this Constitution must be delivered in writing to OCRA not less than 28 days before the date of the meeting at which it is first to be considered. An alteration will require the approval of both;

17a a simple majority of members of the Board of Trustees present and voting at a Board of Trustees meeting;

17b a two-thirds majority of members' representatives of OCRA present and voting at a General Meeting.

Notice of each such meeting must be given in accordance with normal procedure but not less than 14 clear days prior to the meeting in question and giving the wording of the proposed alteration.

No alteration to clause 2 (Objects), clause 16 (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 and no alteration shall be made to this Constitution which would cause OCRA to cease to be a charity at law.

This Constitution was adopted as the Constitution of OCRA on 22nd July 2015 at the Annual General Meeting duly convened at The Pavilion in the Park, Okehampton EX20 1GE

Signed



**Chair**

**Christine Marsh**

Signed



**Vice-Chair**

**John Jarvis**

*Ref CJO/KP/OCRA/220715*