

## Appendix A

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4<sup>th</sup> May 2011

Dear Sir or Madam,

Up Hatherley (Hillview) Social Club – Premises Licence 10/00837/PRMVPS

Following the pre-hearing to our appeal of the decision dated 21<sup>st</sup> March 2011 by Cheltenham Borough Council (Licensing sub-committee) to **exclude the sale and supply of alcohol from the premises licence** at the social club's premises in Hulbert Crescent, Up Hatherley, Cheltenham, my colleague Roger Whyborn has enclosed some relevant documents about measures which the club has taken. We believe these address the requirements identified by the Licensing sub-committee, and more besides.

The original grounds for appeal is that the club had insufficient notice to implement all the Police recommendations following the incident in which Nigel Russell sadly died in April 2010, as many of those recommendations were not known to the committee until the hearing or the Police submission to it just beforehand. However the club now believes that all the steps have been taken to address the concerns of the Licensing sub-committee in its findings, including some on our own initiative. This includes discussions with the Police, in the sub-committee's words "to the satisfaction of the Police", in terms of organisation, training, and implementation of additional CCTV.

In doing this we have radically restructured - and re-named - the social club, and also successfully introduced new personnel to the Association's committee, especially new officers, as part of a re-branding programme.

Please note the club is not appealing the decision of the same hearing which **excludes the sale and supply of alcohol from the club premises certificate** 07/01023/CLUBV at the same address. We do not intend to continue to operate a club premises certificate.

I wait to hear from you about the remitted appeal.

Yours sincerely,

Barry Turner  
Treasurer of Hillview Community Association & Chair of Up Hatherley Social Club.  
(formerly secretary of Hillview Community Association)

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### HILLVIEW MEASURES

*These items have been requested by the Police*

- 1) A dedicated CCTV system to be installed within 3 months, as discussed with the Gloucestershire Constabulary on 30<sup>th</sup> March. This is now installed and operating.
- 2) All Bar staff to undertake the National Certificate for Personal Licence Holders within 3 months of commencing that activity. This is now implemented with the current staff team. The following persons have been trained:
  - Barry Turner
  - Shaun Armstrong
  - Jordan Price
  - Cllr Simon Wheeler
  - Mike Kavanagh
- 3) The Bar shall not operate unless at least one person serving has passed the NCPLH course. NCPLH Course now held at Hillview), already implemented.
- 4) Whenever the Bar is operated by more than one person, a 'lead person/supervisor' shall be identified, who will be responsible to the DPS), already implemented.
- 5) Pro-active enforcement by staff of the ban on "drinking games". This is already implemented, and with notices in the bar to that effect.
- 6) A member of the Committee and a personal licence holder appointed by the DPS shall be present throughout any event where a Temporary Event Notice is used, and throughout any event where the Public are admitted), already implemented.

*This item has been introduced following concerns expressed by the Licensing sub committee and others*

- 7) Change to the committee structure to more clearly define roles and responsibilities, especially to ensure that the Social club is clearly and separately constituted separately from Hillview Community Association. These changes are expected to address the additional concerns of the Licensing sub-committee in its finding of 21<sup>st</sup> March 2011, to the satisfaction of the Police. This has been implemented at the clubs' AGM on 20th May 2011, where a new constitution has been adopted and a committee elected.

*These items have been introduced by the club on its own initiative and or following suggestions by others*

- 8) Change of time for sale and supply of alcohol from 1 am to 12 midnight, with no exceptions; this is already implemented.
- 9) A named personal licence holder, probably Barry Turner, and an employed DPS, the latter would be the bar manager responsible for all alcohol selling activities. When the DPS was not personally present, the DPS would allocate the staff for the day who would be NCPLH trained.
- 10) Better record keeping using a diary system, as regards visitors, and to record any incidents, accidents, as well as who is on duty on each session when the bar is open. Already implemented.
- 11) Hillview Social Club will join Pubwatch and currently operates Challenge 21.

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### UP HATHERLEY SOCIAL CLUB CONSTITUTION & RULES (2011)

#### 1. NAME

The name of the club (hereinafter called "the Club") shall be "the Up Hatherley Social Club ". An alternative valid name shall be "The Hillview Social Club". The Club shall be affiliated to The Hillview Community Association, Hulbert Crescent, Up Hatherley, Cheltenham, Gloucestershire (hereinafter called "the Association").

#### 2. OBJECT

The objects of the club shall be:

- a) To promote social and recreational activities in close collaboration with the Association.
- b) To actively pursue a policy of fundraising with the object of improving the facilities of the Community Centre.
- c) To provide the overall management function for the Bars of the Community centre .

#### 3. MEMBERSHIP

- a) Membership of the Club shall be open to residents of Cheltenham and neighbouring areas who are 18 years of age or over. Such membership shall be annual.
- b) The Club shall consist of not less than twenty five members.
- c) There is no provision for temporary, day, sectional, associate, junior or group membership

#### 4. SUBSCRIPTION

- a) The membership year shall be from 1st April to 31st March. The annual subscription rates shall be as the Club Committee decide from time to time. If any member shall fail to pay his annual subscription by the date due his membership shall be suspended forthwith.
- b) All membership subscriptions are due to the Club.

#### 5. APPLICATION FOR MEMBERSHIP AND SUSPENSION FROM MEMBERSHIP

- a) New applications for membership shall be in writing and the applicant's name shall be posted on the Clubroom notice board for 14 days. If no objections are received from other members, the application shall be accepted, otherwise it shall be referred to the committee for consideration.
- b) Members who have been suspended for reason of non-payment of subscriptions within the previous 42 days, and no other reason, shall be accepted back into membership upon full payment of the subscription. If more than 42 days have elapsed, the membership shall terminate, and the individual may re-apply at any time under the terms of sub-clause a) of this clause.
- c) The Committee shall have the power to expel or suspend any member who shall offend against the Club rules or whose conduct shall in the opinion of the Committee render him unfit for Membership of the Club. Before any such member is expelled or suspended the Honorary Secretary shall give him written notice of the reasons for expulsion or suspension and shall allow 14 days for an appeal. The Club Committee will hear any application from the appellant before any decision is taken to suspend or withdraw membership.
- d) Any person shall upon ceasing to be a member of the Club forfeit all rights to and claim upon the Club and its property and funds.

#### 6. GUESTS

All members of the Club shall be entitled to introduce guests subject to the following provisions:

- a) No person whose application for membership has been refused or who has been suspended or expelled from the Club shall be introduced as a guest.
- b) The member may be required to pay a registration fee for each guest introduced. Such fee to be at a rate that shall be determined by the Club Committee from time to time.

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- c) The number of guests that a member may introduce shall be limited to:
  - (i) 3 at any one time
  - (ii) 5 in any period of 28 days
- d) The member shall enter the name and address of the guest(s) in the Visitor Register of the Club.
- e) The member shall ensure that the conduct of the guest(s) shall at all times conform with the rules and requirements of the Association and of the Social Club.

### 7. IDENTITY

Every Member of the Club shall if required so to do by any duly appointed Officer of the Club or other member of the Committee produce his Club Membership.

### 8. MANAGEMENT COMMITTEE

- a) Club Committee: The management of the Club shall be by the Club Committee. The Committee shall comprise:
  - (i) Chairman who shall be an officer of, and appointed by, the committee of the Association
  - (ii) Hon Secretary
  - (iii) Hon Treasurer
  - (iv) Two Committee MembersTotal Five Members of which at least two shall be members of, and appointed by, the committee of the Association.
- (v) In addition, the Designated Premises Supervisor ("DPS"), or such title as applies under the latest legislation for licensing of the sale of intoxicating liquor shall be an ex-officio non-voting member of the committee.
- b) The Committee may co-opt additional members as required.
- c) The Officers and Committee members, other than the representatives of the Association, shall be elected annually at the Annual General Meeting of the Club. Outgoing Officers and Members of the Committee shall be eligible for re-election.
- d) The Chairman, Hon. Secretary and Hon. Treasurer shall hold office until the Annual General Meeting next following or until removed from office by a resolution of the Committee.

#### 8.1 COMMITTEE MEETINGS

The Committee shall meet at least six times per year and at all such meetings of the Committee three shall form a quorum. In the case of an equality of votes the Chairman shall have a second or casting vote.

#### 8.2 VACANCY FOR OFFICER

The Committee shall have the power at any time and from time to time fill any casual vacancy among the Officers or other members of the Committee, subject to approval by the committee of the Association. Any officer or other member of the Committee so appointed shall hold office only until the following Annual General Meeting but shall then be eligible for re-election.

#### 8.3 ELECTION

Only members of the Club shall be eligible to the Committee.

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### **8.4 MINUTES**

At all Committee and general meetings, Minutes shall be taken and shall be open to the inspection of any member of the Club applying to the Hon. Secretary therefore and such Minutes, once approved, shall also be conclusive evidence of that which transpired at such meetings.

### **8.5 AMENDMENT**

The Committee may from time to time make, repeal and amend all such regulations (not inconsistent with these rules and with English law) as they shall think fit and expedient for the management and well being of the Club. All regulations made by the Committee under this rule shall be binding upon the members until repealed by the Committee or set aside by a resolution of a General Meeting of the Club.

### **8.6 OPENING**

The Club facilities shall be available to members on days and between hours that the Committee shall from time to time determine but, the Committee may close it for such times as they may see necessary for cleaning, repairs, holidays and the like.

### **8.7 DELEGATION**

There is no provision for sub-committees. The chair of the Committee, or in his absence another officer, or failing that another committee member, may act in an emergency as he considers fit and reasonable, but all actions must be promptly reported back to the committee.

### **8.8 DESIGNATED PREMISES SUPERVISOR ("DPS")**

a) A primary function of the Club Committee shall be to appoint the DPS, and such other staff as are required, and to provide quality training for same within the meaning of the 2003 Licensing Act or such legislation as may supersede it, ("the 2003 Act").

b) In the case of any matter involving the supply of intoxicating liquor in the Club premises, nothing in this constitution shall countermand the authority provided to the DPS under the 2003 Act. The DPS must delegate authority to the person in charge on the day, when the DPS is absent from the premises. In the case of conflict of opinion with a member of the club or committee, the DPS' authority shall be final.

### **8.9 LICENCE HOLDER**

The Premises licence must be held in the name of an individual who must be both a member of the Club committee and a member of the Association committee.

### **8.10 MEMBERS OF THE COMMITTEE NOT TO BE PERSONALLY INTERESTED**

a) Subject to the provisions of sub-clause (b) of this clause no member of the Committee shall receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

b) Any member of the Committee for the time being who is engaged in a profession or trade may charge and be paid all the usual charges for business done by him or her or his or her firm when instructed by the other members of the Committee to act in that capacity on behalf of the Club; provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his or own instruction or remuneration, or that of his or her firm, is under discussion.

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### 9. ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held in the Month of April or May in each year and fifteen months shall not elapse without a General Meeting. The Annual General Meeting shall be held upon a date and at a time to be fixed by the committee and at such meeting the following business only shall be conducted:

- a) To receive from the Committee a report balance sheet and statement of accounts for the preceding financial year ended on the 31st of March prior to the meeting and an estimate of the receipts and expenditure for the current financial year.
- b) To elect the Officers and other members of the Committee.
- c) To decide on any resolution which may be duty submitted to the meeting as hereinafter provided.
- d) To appoint auditors for the current year's accounts
- e) Such other business as shall have been communicated in writing to the Honorary Secretary and included in the notice of the meeting sent by him to the members.

9.1 Any member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Honorary secretary not less than 21 days before the date of such meeting.

9.2 The Committee may at any time for any special purpose call a Special General Meeting and shall do so forthwith upon the requisition in writing of any fifteen members or of one-fifth of the members whichever shall be the less.

9.3 Fourteen days at least before the Annual General Meeting or any Special General meeting a notice of such meeting and of the business to be conducted thereat shall be posted on the Clubroom notice board and a printed copy thereof shall be sent to every member. The report balance sheet statement of accounts and estimate shall be placed on the Club notice board fourteen days at least before the Annual General Meeting.

9.4 At all meetings of the club the Chairman, and in his absence a member selected by the committee shall take the chair. Every member of the club shall have one vote at all meetings of the club. The committee shall be empowered if they think fit to make regulations for enabling members unable to be present to vote by proxy or in writing.

9.5 In the case of an equality of votes the Chairman shall have a second or casting vote.

9.6 The quorum at all general meetings shall be ten.

9.7 No amendment (other than a motion for adjournment) shall be moved in any resolution proposed at any Annual General Meeting or any Special General Meeting.

### 10. VISITORS & FUNCTIONS

a) Persons who attend a private function where the use of a Bar is required: A private function shall be defined as a function in which the organiser(s) is/are not the committee of the Club, whether or not the organiser(s) is/are Club members and the following provisions shall apply:

(i) The organisers of the function shall, if requested to do so by the Club Committee, supply a list of the names and addresses of all persons attending the function.

(ii) Persons attending the function shall be restricted to the use of the bar facilities provided for that function and may not use any other facilities of the Social Club.

(iii) The organisers of the function shall have hired the premises under a written hire contract, to be agreed with the booking secretary for the time being of the Association .

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(iv) The number of private functions (not promoted by the Club committee) shall be limited to not more than twelve in any one year.

b) Club functions: A Club function shall be defined as a function in which the organisers are the committee of the Club, following the decision of a properly constituted meeting. All committee members shall share responsibility for the function, regardless of whether and how they vote, and whether they are present or not at the function.

c) There may also be admitted to the Club's registered premises persons other than members or their guests and intoxicating liquor may be sold to such persons by or on behalf of the Club for consumption on the premises and not elsewhere, provided that such persons to whom intoxicating liquor may be sold are confined to members of other Community Associations, teams visiting the Club for sporting events organised by the Association, dance teams, and such other specified groups as the Committee may determine in advance at a properly constituted meeting, but not including the general public.

### 11. APPLICATION OF INTOXICATING LIQUOR BYE-LAWS

11.1 The supply of intoxicating liquor in the Club premises will be permitted during such hours as may be decided by the Committee and approved by the Licensing authority in accordance with the 2003 Licensing Act or such legislation as may supersede it, ("the 2003 Act").

11.2 The Committee shall arrange the supply of intoxicating liquor by the Club to its members and to other persons on the Club premises, and shall secure the due observations of the provisions of the 2003 Act and of any condition attached to any licence granted in respect of the Club premises. No intoxicating liquor shall be supplied to members or to any other person on the Club premises other than by or on behalf of the club.

11.3 The supply of intoxicating liquor in the Club premises shall be only be arranged within the scope of a Premises Licence under the 2003 Act, or a Temporary Event Notice under the 2003 Act. Intoxicating liquor shall not be supplied within the scope of a Club premises certificate under the 2003 Act.

11.4 Only the DPS, or a personal licence holder appointed by the DPS and who has been appropriately trained within the meaning of the 2003 Act, may apply for a Temporary Event Notice ("TEN"), which will be in the name of the individual who raises the notice.

#### 11.5 Throughout

(i) any club or private function

(ii) any event where a Temporary Event Notice is used

(iii) and/or any event where the public are admitted,

the DPS, or a personal licence holder appointed by the DPS, AND a member of the committee shall be present, though the same person may fulfil both roles if they been appropriately trained within the meaning of the 2003 Act.

11.6 No person shall be paid at the expense of the Club any commission percentage or similar payment on or with reference to purchases of intoxicating liquor by the Club; nor shall any person directly or indirectly derive any pecuniary benefit for the supply of any intoxicating liquor by or on behalf of the Club to members or guests, apart from any benefit of or to further the objects of the Club.

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### 12. FINANCE

12.1 The Committee shall maintain a bank account in the name of the Club.

12.2 Cheques drawn on the bank account shall be signed by any two signatories, out of such signatories as are authorised by the committee.

12.3) The treasurer shall maintain an income and expenditure account which shall be presented, together with a bank reconciliation statement, at least quarterly to a meeting of the Committee.

12.4) The treasurer may also maintain a petty cash account of not more than such amount as the Committee shall decide in a standing order, for day-to-day expenses. Any request for reimbursement of expenses incurred shall be accompanied by a valid receipt.

### 13. AUDITORS

The Accounts may be presented to a general meeting prior to, subsequent audit, but shall as soon as practicable be audited by the Club's Auditors, and in any case within six months. The Club's Auditors may not be club officers, nor the Auditors for the time being appointed by the Association.

### 14. INTERPRETATION

The Committee shall be the sole authority for the interpretation of these rules and of the regulations made from time to time by the Committee and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules or by the regulations shall be final and binding on the members.

### 15. ALTERATION

No alteration or additions to this constitution & rules shall be made except by a resolution carried by a majority of at least two-thirds of the members present (and entitled to vote) at a General Meeting the notice of which shall have contained particulars of the proposed alteration or addition.

Alterations to this constitution shall only be made with the permission of the Association's committee. The Honorary Secretary shall as soon as possible and in any case within 28 days of any such alteration or addition to these rules give written notice of the same to the Chief Officer of Police and to the Clerk of the Local Authority of the district in which the Club is situated and shall communicate the same in writing to the Secretary for the time being of the Association.

### 16. CLOSURE

A decision to close the Club shall be made by a majority of at least two-thirds of the members present (and entitled to vote) at a General Meeting the notice of which shall have contained particulars of the proposed closure, provided there are sufficient paid up members in excess of 25 on the membership list, otherwise the Committee shall determine to close the club.

Membership of the Committee must not resign if so doing would leave the Committee unable to act in winding up the financial affairs of the club. Once all liabilities have been met, the Committee shall apply all remaining assets to the Association, or if the Association no longer exists to a local charity within the former Association's area of benefit.

The Honorary Secretary shall as soon as possible and in any case within 28 days of any such decision give written notice of the same to the Chief Officer of Police and to the Clerk of the Local Authority of the district in which the Club is situated and shall communicate the same in writing to the Secretary for the time being of the Association.



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17. POWERS OF COMMITTEE

- a) power to raise funds and to invite and receive contributions
- b) power to employ such staff as are necessary for the proper pursuit of the objects and to fix the amount of any remuneration to be paid and the terms and conditions of employment.
- c) power subject to any consents required by law to apply its yearly income to the said objects, and to donate to, deposit or invest funds with the Association, if not immediately required for the Club's objects;
- d) to borrow money from any authorised source that the Club committee shall deem as a reliable and trustworthy company or money lender, including the Association, but only:
  - (i) subject to a resolution of a special general meeting. All members of the club whether voting on such resolution or not shall be deemed to have assented to the same as if they had voted in favour of such resolution.
  - (ii) subject to a suitable guarantor who may not be the Association,
  - (iii) the guarantee to be in writing, and evidenced
- e) power to take out appropriate employer/employee, third party, public insurance and other insurance for the benefit of the Club, including indemnity insurance for Committee members properly incurred in the management of the Charity and for breach of trust provided only such breach results from an honest mistake.
- f) power to make standing orders, signed copies of which must be which must be filed with the signed copies of this constitution
- g) to perform all necessary or reasonable lawful functions as are explicit or implicit in these rules in the furtherance of the Club's objects.

18. In these rules the masculine gender shall import the feminine and the singular the plural.

This Constitution was adopted on the 20th day of May 2011.

----- (Chair)

----- (Secretary)

----- (Treasurer)

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### HILLVIEW COMMUNITY ASSOCIATION

#### CONSTITUTION 2011

##### 1. NAME

The name of the Association shall be the HILLVIEW Community Association (hereinafter called "the Association").

##### 2. OBJECTS

The objects of the Association shall be:

- (a) To promote the benefit of the inhabitants of CHELTENHAM and the neighbouring areas (hereinafter called "the area of benefit") without distinction of sex, sexual orientation, race or 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 to 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;
- (b) to establish, or secure the establishment, of a Community 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.

##### 3. POWERS

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

- (a) bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals;
- (b) 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;
- (c) 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;
- (d) 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

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otherwise;

- (e) 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 14 hereof;
- (f) make regulations for the proper supervision, control and management of any property which may be so acquired;
- (g) 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;
- (h) raise funds and invite or receive donations and charitable contributions, whether by subscription or otherwise, PROVIDED THAT the Association shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;
- (i) receive money on deposit or loan, in such manner as the Association may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- (j) 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;
- (k) affiliate to the National Federation of Community Organisations and to other organisations with similar charitable objects if in the opinion of the General Management Committee it would be beneficial to do so;
- (l) do all such other lawful things as shall further the charitable objects of the Association.

#### 4. MEMBERSHIP

- (a) Membership shall be open, but subject to approval by the committee at the next GMC meeting, irrespective of sex, sexual orientation, political opinion, nationality, religion or race to:
  - (i) individuals aged eighteen years or over and who live within the area of benefit;
  - (ii) individuals aged eighteen years or over who live outside the area of benefit, who shall be known as Associate Members, and who shall not have the right to vote at General Meetings of the Association;

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- (iii) individuals under eighteen years whether living within or outside the area of benefit who may be admitted into Junior Membership as and when, and subject to such conditions as the General Committee may decide. Junior Members shall not have the right to vote at General meetings of the Association;
  - (iv) associations and organisations, whether corporate or otherwise, and whether local, national or international, which are voluntary or non-profit-distributing, and which wish to support or further the objects of the Association, which shall be known as Affiliated Groups; (Groups being those of the Playgroup, Mother & Toddlers, Over 60's and any other charitable organisations).
  - (v) local statutory authorities where in the area of benefit lies.
- (b) Sections shall be such groups of individual members as may, with the permission of the General Committee (hereinafter mentioned), be formed within the Association for the furtherance of common activities. The General Committee shall determine the terms of reference and powers of each such Section and may also determine the duration of its activities. Hirers of the charity premises under a hire contract shall not be given the status of an affiliated group. Those being of the type of business that makes a profit for their own ends, these will be classed as business (i.e. Coady Crew, Kung Fu etc)
- (c) Each member organisation as set out in Clause 4(a)(iv) and 4(a)(v) and each Section established in accordance with Clause 4(b) shall appoint one individual person to represent it on its behalf at meetings of the General Committee and at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving 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 the Secretary in writing.

### 5. SUBSCRIPTIONS

All individual members and affiliated groups shall pay such subscriptions as the General Committee may from time to time determine.

### 6. TERMINATION OR SUSPENSION OF MEMBERSHIP

(a) The General Committee may, by resolution at a meeting thereof, terminate or suspend the membership of any person or group if in its opinion such person or group has been guilty of conduct prejudicial to the Association or its objects, provided that the

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person or the individual representing the group shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

(b) Unless and until a meeting of the general Committee decides otherwise, any member of the Association, or member of the general public, who has been debarred from the premises by an affiliated group shall be deemed to have been debarred from the premises by the Association for all purposes for the period of the debarment. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

### 7. THE GENERAL COMMITTEE

Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by a General Committee which shall meet not less than four times a year.

(a) The General Committee shall consist of:

(i) The Honorary Officers elected under Clause 8 hereof;

(ii) One representative appointed by each

- (a) Affiliated group
- (b) Section
- (c) Statutory Authority

in accordance with Clause 4 (c) hereof;

(iii) Five representatives of individual members, or such larger number as shall be equal to the number of General Committee members appointed in accordance with sub-clause (a)(ii) above. Representatives of individual members shall be elected from among and by themselves at the Annual General Meeting. If casual vacancies occur among the elected members of the General Committee it shall have power to fill these from among the members of the Association. Any person appointed to fill a casual vacancy shall hold office until the next Annual General Meeting of the Association and shall be eligible for election at that meeting.

(iv) In addition to the members so elected and those serving by virtue of Clauses 8 and 4 (c) hereof the General Committee may co-opt individually up to two further persons, whether members of the Association or not, who shall serve on the General Committee without the power to vote 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 General committee in accordance with sub-clause (a) (i), (ii) and (iii) of

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this Clause.

- (b) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any person.
- (c) The General Committee may appoint such special or standing committees reported back to the General Committee as soon as possible.

(d) No person under the age of eighteen shall be a member of the General Committee or of any special or standing committee of the Association, but such persons may be invited to attend such committee as non-voting observers.

### 8. HONORARY OFFICERS

(a) Only members of the Association shall be eligible to serve as Honorary Officers.

- (b) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chair, Vice-Chair, Treasurer and Secretary and such other honorary officers as the Association shall from time to time decide.

(c) The Chair, Vice-Chair, Secretary and Treasurer of the Association shall be ex-officio the Chair, Vice-Chair, Secretary and Treasurer respectively of the General Committee. The Honorary Officers may be appointed member of such special or standing committees as are appointed in accordance with Clause 7 (c) hereof.

(d) If a vacancy occurs among the Honorary Officers, the General Committee shall have the power to fill it from among its members. Any person appointed to fill such a casual vacancy shall hold office until conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.

### 9. PAID OFFICERS

(a) The General Committee 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.

(b) A member of the Association's staff shall not be eligible to be a member of any committee of the Association, but may be invited to attend such committee as a non-voting adviser.

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### 10. GENERAL MEETINGS OF THE ASSOCIATION

(a) Annual General Meetings: Once in each year an Annual General meeting of the Association shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the holding of the preceding Annual General Meeting, or the adoption of this constitution. The Secretary shall give At least 21 days notice to members. The business of each Annual General meeting shall be:

- (i) to consider the Annual Report of the General Committee on the work of the Association and its activities of the preceding year;
- (ii) to approve the Auditors/Independent Examination of the Association;
- (iii) to elect the Officers of the Association in accordance with Clause 8 hereof;
- (iv) to elect five members of the General Committee;
- (v) to invite representatives of individual affiliated groups and statutory authorities to serve on the General Committee, in accordance with Clause 7 (a) (iii) hereof;
- (vi) to appoint an independent auditor or independent auditors 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.

(b) Special General Meeting: The Chair of the General committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do signed by not less than 20 members, whether individual or representative, 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.

### 11. RULES OF PROCEDURE AT ALL MEETINGS

#### (a) Voting

Subject to the provisions of Clause 16, all questions arising

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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 notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chair shall have a second or casting vote.

### (b) Quorum

(i) Committee Meetings: one third of the elected members shall form a quorum at meetings of the General Committee and all other committees.

(ii) General Meetings: twenty five members or one third of the members, whichever is the less, shall form a quorum at General Meetings of the Association. In the event that no quorum is present at an Annual General Meeting of the Association, the meeting shall stand adjourned and be reconvened 14 days later, and those members present at that meeting shall be deemed to form a quorum.

### (c) Minutes

Minute books shall be kept by the Association, the General Committee and all other committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

## 12. STANDING ORDERS AND RULES FOR THE USE OF THE CENTRE

The General Committee shall have power to adopt and issue Standing Orders 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 Association in General Meeting and shall not be inconsistent with the provisions of this constitution.

## 13. 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.

(b) The Hon. Treasurer shall keep proper accounts of the finances of the Association.

(c) The accounts shall be examined so as to satisfy the charity commission accountancy regulations in force at the time and as



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recommended by the Trustees.

- (d) The General Committee to the Annual General Meeting as aforesaid shall submit an audited statement of accounts for the last financial year
- (e) An account shall be opened in the name of the Association with the GLOUCESTER branch of the HBCS PLC, or with such other financial institution as the General Committee shall from time to time decide. The General Committee shall authorise in writing the Treasurer, the Secretary of the Association and two members of the General Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.

### 14. TRUST PROPERTY

The General Committee may appoint a custodian trustee, or a trust corporation of not less than three or more than four named individuals (not being members of the General Committee) to hold any real or personal property held by or in trust for the Association, or may, with the agreement of the Official Custodian for Charities, vest in him any property so held. In the event of the resignation, death or disqualification of an individual trustee, the General Committee shall be empowered to appoint a replacement.

### 15. DISSOLUTION

If the General Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the 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 21 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 and advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales and the Director of the National Federation of Community Organisations. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the General Committee shall 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

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be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee may decide and as may be approved by the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

### 16. ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association not less than 28 days

before the date of the meeting at which it is first to be considered. Any alteration will require the approval of both:

(a) a simple majority of members of the General Committee present

and voting at a General Committee meeting;

(b) a two-thirds majority of individual members and representatives of the Affiliated Groups and Sections of the Association present and voting at a General Meeting. Notice of each such meeting must have been 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 15 (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 the Association to cease to be a charity at law.

This Constitution was adopted as the Constitution of the Hillview Community Association at the Annual General Meeting duly convened at the Hillview Community Centre, duly convened on 20 May 2011

Signed