**Hazlemere Community Association**

**Proposed change to the Constitution**

# Problem Statement

HCA as a Charitable Incorporated Organisation (CIO) was formed in the late 60s when the world was a much different place. It flourished for many years but is now finding it difficult to maintain a level of income to support the growing maintenance list needed to keep the community centre in a suitable condition for its patrons.

With so many charities doing excellent work there is strong competition to stay relevant, meaningful and ahead of the game. The charity has no current information on the needs or wants of its patrons or the larger community that it services.

Every organisation needs to move with the times and charities are no different, which is why technology will play a vital role in remaining competitive in 2016. With an increasing emphasis on digital and the trend of users looking for information through mobile, we need to ensure that supporters both existing and new can access our information, services and are able to donate in the easiest and most accessible way.

A fundraising strategy is also essential to ensure the growth and sustainability of any charity or not for profit organisation.

# Proposal

The current structure of the Management Committee all being Trustees (currently around 24) is not conducive to a high performing association where the trustees set the strategy and the management committee execute the strategy and manage the day to day activities of the charity.

The proposal is that we reword the constitution to allow for a separate trustee board of between 5 and 7 trustees, all whom will be chosen for the particular skills they would bring (e.g. fundraising, digital expertise, financial and communications skills). This is the Charities Commission recommended format.

# Proposal Acceptance

The Management Committee have reviewed, discussed and agreed to these proposed changes and they now require the approval of a two thirds majority of members with power to vote being present and voting at a General Meeting.

**The word trustee is used 9 times in the current constitution. Below is detailed the current wording and proposed new wording.**

**10. The Management Committee**

Current

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Association shall be directed by a Management Committee which shall meet not less than 4 times a year. As the charity trustees the Management Committee shall have power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3 hereof.

Proposed

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the Association shall be directed by a Management Committee which shall meet not less than 4 times a year. ~~As the charity trustees~~ the Management Committee shall have power to enter into contracts for the purposes of the Association on behalf of all members and may exercise on behalf of the Association any or all of the powers enumerated in Clause 3 hereof.

Current

The provisions of paragraphs (i) and (ll) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 18 (a) below, and of paragraphs (iii) and (iv) of this sub-clause *mutatis mutandis* to any member of any Executive Committee which may be established in accordance with Clause 11 below.

Proposed

The provisions of paragraphs (i) and (ll) of this sub-clause also apply to any individual ~~holding trustee~~ who may be appointed in accordance with Clause 18 (a) below, and of paragraphs (iii) and (iv) of this sub-clause *mutatis mutandis* to any member of any Executive Committee which may be established in accordance with Clause 11 below.

Current

Each member of the Management Committee shall upon election or appointment to the committee receive a copy of the Association's constitution. No person shall be entitled to act as a member of the Management Committee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the Management Committee a declaration of acceptance and willingness to act as a managing charity trustee of the Association.

Proposed

Each member of the Management Committee shall upon election or appointment to the committee receive a copy of the Association's constitution. No person shall be entitled to act as a member of the Management Committee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the Management Committee a declaration of acceptance ~~and willingness to act as a managing charity trustee of the Association.~~

**18. Trust Property**

Current

Subject to the provisions of sub-clause (b) of this clause. the Management Committee shall cause the title to all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the Management Committee) appointed by the Management Committee as holding trustees. Holding trustees shall act in accordance with the lawful directions of the Management Committee. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of members of the Management Committee. Holding trustees may be removed by the Management Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (e) above.

*This clause allows the Management Committee to appoint individuals to hold Title to Land and Other investment. The Charity Commission appear to use the term Nominee rather than Custodian so we have adopted that wording.*

Proposed

Subject to the provisions of sub-clause (b) of this clause. the Management Committee shall cause the title to all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being members of the Management Committee) appointed by the Management Committee ~~as holding trustees~~  to act as Nominees. ~~Holding~~ Nominees shall act in accordance with the lawful directions of the Management Committee. PROVIDED THAT they act only in accordance with such lawful directions, ~~holding~~ nominees shall not be liable for the acts and defaults of members of the Management Committee. ~~Holding~~ Nominees may be removed by the Management Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (e) above.

**New Section to be added**

**Trustees**

The Charity trustees are a separate entity from the Management Committee. No member of the Management Committee can be a Trustee unless specifically appointed to make up the number of trustees until independent trustees can be appointed. Anyone can nominate a potential Trustee but they can only be appointed by a vote at the AGM (or SGM if required) once the Management Committee have approved the appointment by a majority vote at a Management Committee meeting. Trustees can be removed from post at any time by a majority vote at a Management Committee meeting. Trustees may be appointed by the Management Committee (by a majority vote) in an advisory role only until voted on at an AGM (or SGM if required)

Trustees serve for three years after which they can be re-appointed. They are to meet at least four times a year and document all meetings.

There are to be a minimum of 5 and no more than 7 trustees.

The purpose of the trustees are:

1. Set and maintain vision, mission and values
2. Develop strategy
3. Establish and monitor policies
4. Set up employment procedures
5. Ensure compliance with governing document
6. Ensure accountability
7. Ensure compliance with the law
8. Maintain proper fiscal oversight
9. Select, manage and support the chief executive (role to be agreed but likely to be the president)
10. Respect the role of staff
11. Maintain effective board performance
12. Promote the organisation

**The following will not be added to the constitution and is just included here for clarity**

**Trustee and Management Committee Structure**

Other Bodies

Sectors / Groups

Ordinary Members

Management Committee

Board of Trustees

1. Board of Trustees
   1. Nominations submitted by anyone to the Management Committee
   2. Management Committee vote to approve and submit to AGM/SGM vote
   3. Appointment voted on at AGM/SGM
2. Management Committee (Honorary Officers)
   1. Treasurer (Elected at AGM)
   2. Secretary (Elected at AGM)
   3. Chairman (Elected at first meeting after AGM)
   4. Vice Chairman (Elected at first meeting after AGM)
3. Management Committee (Appointed Members)
   1. 1 representative from the local Statutory Authority
   2. 1 representative from each affiliated section or group
      1. Appointed representative or the chairman as appropriate
   3. 2 representatives from associated members
   4. 2 representatives from junior members
   5. Up to 10 full members
   6. Person co-opted to the committee