

Proposed Constitution

(amended version for signature)

Constitution Adopted on: Wednesday 12th March 2014

A Name.

The name of the group is The Clapham and Patching Community Shop and Café Project, hereinafter referred to as the Group.

B Administration of the Group.

The Group shall be administered and managed in accordance with this constitution by the members of a Management Committee.

C Objects.

The Group's objects are:

1. To provide or enhance the facilities provided for local people and visitors by way of a community-owned shop and/or café serving the local community.
2. To foster the goodwill and involvement of the community by providing a place to meet in informal surroundings for social activity.

D Powers

Solely in furtherance of the above objects the Management Committee may exercise the following powers:

1. To invite and receive contributions and raise funds as appropriate, to finance the work of the Group;
2. To employ such paid staff and contractors (who shall not be members of the Management Committee), or to engage unpaid volunteers, as are necessary for the proper pursuit of the objects;
3. To take on lease, buy or take in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
4. To sell, lease or dispose of all or any part of the property of the group, subject to any consents required by law;
5. To borrow money and to charge all or any part of the property of the group with repayment of the money so borrowed, subject to any consents required by law;
6. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
7. To appoint and constitute such advisory committees as the Management Committee may think fit;
8. To do all such other lawful things as are necessary and proportionate for the achievement of the objects.

E Membership.

1. Membership of the Group is open to anyone who is interested in furthering its objects, who has fulfilled criteria agreed by the Management Committee, and who is willing to adhere to the rules of the Group, which rules shall include the payment of an annual membership subscription. The Management Committee shall keep an up-to-date list of all the members.
2. Every member over the age of 18 shall have one vote at annual or special general meetings.
3. The Management Committee may, if there is good reason, refuse or terminate the membership of any individual: the individual concerned will have the right of appeal to an independent adjudicator determined by mutual agreement between the member and the Management Committee. The decision of the adjudicator shall be binding.

F Management Committee.

1. The Group shall be administered and managed by a Management Committee of at least 4, but no more than 10, members of the Group who have been elected by ballot at an AGM. No member under the age of 18 shall be eligible for election to the Management Committee.
2. The Management Committee shall appoint Officers from among its number, to include a Chairperson, a Treasurer, a Secretary, and any additional Officers the Management Committee deems necessary. The Officers shall hold office from one Annual General Meeting to the next.
3. The Management Committee may also appoint up to 2 co-opted members as specialist advisors. Such co-opted members shall not be entitled to vote at meetings of the Management Committee.
4. Co-options may be agreed by the Management Committee at any meeting
5. Management Committee members must retire after three years of service, but may stand for re-election for a further 3 years at the AGM immediately following their retirement.
6. The Management Committee may continue to act regardless of any vacancy among its number.

G Determination of Membership of Management Committee.

A member of the Management Committee shall cease to hold office if he or she:

1. becomes incapable, for example as a result of mental disorder, illness or injury, of managing and administering his or her own affairs;
2. does not attend two successive Management Committee meetings and the Management Committee resolves that he or she should be retired; or
3. notifies the Management Committee that he or she wishes to resign (but only provided that at least three members of the Management Committee remain in office).

H Management Committee Members not to be personally interested.

No elected or co-opted member of the Management Committee may acquire any personal interest in property belonging to or businesses operated by the Group or receive remuneration or any beneficial contract from the Group.

I Meetings and proceedings of the Management Committee.

1. The Management Committee must hold at least three Committee meetings each year. Meetings may be called at any time by the Chair or by any three members of the Management Committee with notice of at least seven days, including the matters to be discussed.
2. If the Chair is absent from any meeting, the members of the Management Committee present shall nominate another member to act as chair for that meeting.
3. A quorum for a meeting to proceed shall be at least three members or else a third of the total number of current members of the Management Committee, whichever is greater.
4. A majority of votes of the members of the Management Committee present shall carry a decision. In the case of equality of votes, the chair of the meeting has a second or casting vote.
5. The Management Committee may appoint sub-committees consisting of three or more members of the Management Committee to carry out delegated tasks. At its discretion the Management Committee may co-opt other members of the Group, or if appropriate non-members with relevant expertise, to serve on such sub-committees. All acts and proceedings of any sub-committees must be fully and promptly reported to the Management Committee.
6. The Management Committee must keep minutes of the proceedings at meetings of the Management Committee and of any sub-committee. Unapproved Management Committee minutes shall be made available to all members of the Group within two weeks of the meeting and approved at the next Management Committee meeting.

J Receipts and expenditure.

1. The funds of the Group, including all grants, loans, donations, contributions and bequests, must be paid into an account operated by the Management Committee in the name of the Group. All cheques drawn on the account must be signed by at least two of the following Officers: Chair, Secretary, Treasurer.
2. The funds belonging to the Group must be used only to further the objects.

K Financial records.

The Management Committee must

1. keep financial records for the Group;
2. prepare annual statements of income and expenditure for the Group;
3. obtain an independent review of the annual statements of income and expenditure by an independent examiner who is not a member of the Group.

L Annual Report.

The Management Committee shall put together an annual report at the end of each financial year and circulate a copy to all members of the Group in advance of the Annual General Meeting.

M Annual General Meeting.

1. There must be an annual general meeting of the Group held each year, with no more than 15 months between one Annual General Meeting and the next.
2. Every annual general meeting shall be called by the Management Committee. The Secretary must give at least 21 days' notice of the Annual General Meeting to all the members. All the members of the Group are entitled to attend and all those over the age of 18 are entitled to vote at the meeting.
3. The chair of the meeting shall be the Chairperson of the Management Committee, but if he or she is not present, members of the Management Committee who are present will appoint a chair for the meeting.
4. The Management Committee shall present the report and accounts of the Group for the preceding year.
5. Nominations for election to the Management Committee must be made by members of the Group, in writing, to the Secretary of the Management Committee and received at least 14 days before the annual general meeting. If nominations exceed vacancies, election will be by ballot.

N Special General Meetings, General Meetings and Public Meetings.

1. The Management Committee may call a special general meeting of the Group, or a general meeting or public meeting, at any time.
2. If at least ten members of the Group request such a meeting in writing, stating the business that they want to be considered, the Secretary must call a meeting.
3. For special general meetings at least 21 days' notice must be given unless in the opinion of the Management Committee the matter is of extreme urgency, and the notice must explain the business to be discussed. In all other cases at least 14 days' notice must be given.

O Procedure at General and Public Meetings.

1. The chair of the meeting shall be the Chair of the Management Committee, but if he or she is not present, members of the Management Committee who are present shall appoint a chair for the meeting.
2. The Secretary, or another person appointed by the Management Committee, shall keep a full record of proceedings at every general and public meeting of the Group. The unapproved minutes of such meetings shall be made available to all members of the Group within two weeks of the meeting, and approved at the next Annual General Meeting, Special or other General Meeting, or public meeting as applicable.
3. A quorum for any general meeting to proceed shall be at least one tenth of the number of members of the Group at that time, or ten members of the Group, whichever is greater. In the case of a public meeting, no quorum is applicable.
4. For any matters on which a vote is to be taken (other than alterations to the constitution, which see paragraph Q below) the voting shall be on a majority basis. In the case of a tied vote, the chair of the meeting shall have a second or casting vote.

P Notices.

Any notice that needs to be served on any member of the Group must be in writing and served by the secretary or the Management Committee, either personally or by sending it through the post in a prepaid letter, or conveyed by electronic means. Any letter sent by post will be deemed to have been received within 10 days of posting.

Q Alterations to the Constitution.

1. Subject to what follows, the Constitution may be altered at a general meeting by a resolution passed by two thirds of those members of the Group who are present and entitled to vote. The notice of the general meeting must include notice of the resolution, setting out the alteration proposed.
2. No amendment may be made which would have the effect of putting the activities of the Group outside the law.

R Dissolution.

If the Management Committee decides that it is necessary or advisable to dissolve the Group, it must call a meeting of all members of the Group, for which not less than 21 days' notice (stating the reasons for dissolution) must be given. If the dissolution is confirmed by a majority of members of the Group who are present and entitled to vote, or who vote by proxy, the Management Committee may realise any assets held by or on behalf of the Group. Any assets or remaining funds after debts have been paid shall be returned to their providers if known. Any remaining assets shall be transferred to local charities or similar groups at the discretion of the Management Committee.

S Arrangements until first Annual General Meeting.

Until the first annual general meeting takes place, this constitution shall take effect as if the people whose signatures appear at the bottom of this document were the Management Committee.

This constitution was adopted on the date above by the people whose signatures appear at the bottom of this document.

Name	Address	Signature

