



# ***Junior Hampshire Hornets***

***Wheelchair Basketball Club For Children aged 7-17***

## **CONSTITUTION**

***May 2009 Issue 2***

## **1. Adoption of the Constitution.**

The association and its property will be administered and managed in accordance with the provisions in this constitution.

## **2. The Name.**

The association's name is **Junior Hampshire Hornets Wheelchair Basketball Club**

(and in this document it is called the Club).

## **3. The Objects.**

The Club's objects are:

- *To promote community participation in healthy recreation in particular by playing wheelchair basketball in Hampshire and surrounding.*
- *Encouraging and promote the sport of wheelchair basketball with the object of improving conditions of life and to assist disabled children in their integration into society.*

## **4. Application of the Income and Property.**

- (1) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (2) A Committee member may pay out of, or be reimbursed from, the property of the Club reasonable expenses properly incurred by him or her when acting on behalf of the Club.
- (3) No Committee member may be paid or receive any benefit for being a Committee member or be a paid employee of the Club.
- (4) A Committee member may:
- (5) A Committee member must absent himself or herself from any discussions of the Committee member in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Club and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (6) In this Clause 4, "Committee member" shall include any person firm or company connected with the Committee member.

## **5. Dissolution.**

- (1) If the members resolve to dissolve the Club the Committee member will remain in office as Club Committee member and be responsible for winding up the affairs of the Club in accordance with this clause.
- (2) The Committee member must collect in all the assets of the Club and must pay or make provision for all the liabilities of the Club.
- (3) The Committee member must apply any remaining property or money:

- (a) directly for the Objects;
  - (b) by transfer to any Club or charities for purposes the same as or similar to the Club;
  - (c) in such other manner as the Club Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Club specifying the manner in which the Committee member are to apply the remaining property or assets of the Club and the Committee member must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Club be paid to or distributed among the members of the Club (except to a member that is itself a Club).
- (6) The Committee member must notify the Commission promptly that the Club has been dissolved. If the Committee members are obliged to send the Club's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Club's final accounts.

## **6. Membership.**

- (1) Membership is open to individuals over the age of seven, clubs or organizations who are approved by the Committee member.
- (2) (a) The Committee member may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application.
- (b) The Committee member must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Committee member must consider any written representations the applicant may make about the decision. The Committee member' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Committee member must keep a register of names and addresses of the members, which must be made available to any member upon request.

## **7. Termination of Membership.**

Membership is terminated if:

- (1) the member resigns by written notice to the Club unless, after the resignation, there would be less than two members;
- (2) any sum due from the member to the Club is not paid in full within six months of it falling due;
- (3) the member is removed from membership by a resolution of the Committee member that it is in the best interests of the Club that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Committee member at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Club) has been allowed to make representations to the meeting.

**8. General meetings.**

- (1) The Club must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The Committee member may call a special general meeting at any time.
- (5) The Committee member must call a special general meeting if requested to do so in writing by at least half of the membership. The request must state the nature of the business that is to be discussed. If the Committee members fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

**9. Notice.**

- (1) The minimum period of notice required to hold any general meeting of the Club is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the Committee member.

**10. Chair.**

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee member nominated by the Committee member shall chair the meeting.
- (3) If there is only one Committee member present and willing to act, he or she shall chair the meeting.

- (4) If no Committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

**11. Adjournments.**

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

**12. Votes.**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**13. Officers and Committee member.**

- (1) The Club and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the committee shall be the Committee member of the Club and in this constitution are together called "the Committee member".
- (2) The Club shall have the following Officers:
  - A chair,
  - A secretary,
  - A treasurer.
- (3) A Committee member
- (4) No one may be appointed a Committee member if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Committee member shall be not less than three but (unless otherwise determined by a resolution of the Club in general meeting) shall not be subject to any maximum.
- (6) The first Committee member shall be those persons elected as Committee member at the meeting at which this constitution is adopted.

- (7) A Committee member may not appoint anyone to act on his or her behalf at meetings of the Committee member.

#### **14. The Appointment of Committee member.**

- (1) The Club in general meeting shall elect the Committee member. All elections are for a one year period.
- (2) The Committee member may appoint any person who is willing to act as a Committee member.
- (3) Each of the Committee member shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Committee member or an Officer at any annual general meeting unless prior to the meeting the Club is given a notice that:
- is signed by a member entitled to vote at the meeting;
  - states the member's intention to propose the appointment of a person as a Committee member or as an officer;
  - is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) (a) The appointment of a Committee member, whether by the Club in general meeting or by the other Committee member, must not cause the number of **Committee member** to exceed any number fixed in accordance with this constitution as the maximum number of Committee member.
- (b) The Committee member may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

#### **15. Powers of Committee member.**

- a. The Committee member must manage the business of the Club and they have the following powers in order to further the Objects (but not for any other purpose):
- i. to raise funds. In doing so, the Committee member must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - ii. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - iii. to sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power, the Committee member must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - iv. to borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed. The Committee member must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;

- v. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- vi. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- vii. to acquire, merge with or enter into any partnership or joint venture arrangement with any other Club formed for any of the Objects;
- viii. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- ix. to obtain and pay for such goods and services as are necessary for carrying out the work of the Club;
- x. to open and operate such bank and other accounts as the Committee member consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Committee member of a trust are permitted to do by the Committee member Act 2000;
- xi. to do all such other lawful things as are necessary for the achievement of the Objects;

In furtherance of the foregoing powers the Club shall also:-

**16. Disqualification and Removal of Committee member.**

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

- (1) is disqualified from acting as a Committee member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Club;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Committee member by notice to the Club (but only if at least two Committee member will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Committee member from all their meetings held within a period of six consecutive months and the Committee member resolve that his or her office be vacated.

**17. Proceedings of Committee member.**

- (1) The Committee member may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Committee member may call a meeting of the Committee member.

- (3) The secretary must call a meeting of the Committee member if requested to do so by a Committee member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) The person elected as the Chair shall chair meetings of the Committee member.
- (7) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee member present may appoint one of their number to chair that meeting.
- (8) The person appointed to chair meetings of the Committee member shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Committee member.
- (9) A resolution in writing signed by all the Committee member entitled to receive notice of a meeting of Committee member or of a committee of Committee member and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee member or (as the case may be) a committee of Committee member duly convened and held.
- (10) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee member.

#### **18. Delegation.**

- (1) The Committee member may delegate any of their powers or functions to a committee of two or more Committee member but the terms of any such delegation must be recorded in the minute book.
- (2) The Committee member may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed with the Committee member.
  - a. The Committee member may revoke or alter a delegation.
  - b. All acts and proceedings of any committees must be fully and promptly reported to the Committee member.

#### **19. Irregularities in Proceedings.**

- a. Subject to sub-clause (2) of this clause, all acts done by a meeting of Committee member, or of a committee of Committee member, shall be valid notwithstanding the participation in any vote of a Committee member:
  - who was disqualified from holding office;

- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- the vote of that Committee member; and
  - that Committee member being counted in the quorum, the decision has been made by a majority of the Committee member at a quorum meeting.
- (2) Sub-clause (1) of this clause does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Committee member or of a committee of Committee member if the resolution would otherwise have been void.
- (3) No resolution or act of:
- (a) the Committee member;
  - (b) any committee of the Committee member;
  - (c) the Club in general meeting, shall be invalidated by reason of the failure to give notice to any Committee member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Club.

## **20. Minutes.**

The Committee member must keep minutes of all:

- (1) appointments of Officers and Committee member made by the Committee member;
- (2) proceedings at meetings of the Club;
- (3) meetings of the Committee member and committees of Committee member including:
  - the names of the Committee member present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

## **21. Annual Report and Return and Accounts.**

- (1) The Committee member must comply with their obligations under the Charities Act 1993 with regard to:
  - (a) the keeping of accounting records for the Club;
  - (b) the preparation of annual statements of account for the Club;
  - (c) the transmission of the statements of account to the Club;
  - (d) the preparation of an annual report and its transmission to the Commission;

- (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Committee member are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

**22. Insurance.**

The Committee member must also insure suitably in respect of public liability.

**23. Notices.**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) Notice may be given to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Club shall not be entitled to receive any notice from the Club.
- (4) A member present in person at any meeting of the Club shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

**24. Rules.**

- (1) The Committee member may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Club (including the admission of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Club in relation to one another, and to the Club's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Club's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Committee member in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Club to be kept in electronic form and require a Committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Club in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Committee member must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Club.
- (5) The rules or bye-laws shall be binding on all members of the Club. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

**Signatures**

<b>Name</b>	<b>Position</b>	<b>Signature</b>	<b>Date</b>
<p><b>Nass Dadkah</b>  Orient Lodge  111, Harestock Road  Winchester  HANTS SO22 6NY</p>	<p><b>Chairman</b></p>		
<p><b>Toni Dare</b>  Pinehill  Winchester Road  Micheldever  Winchester SO 21 3DG</p>	<p><b>Treasurer</b></p>		