

# OAKLEY GREEN, FIFIELD AND DISTRICT COMMUNITY ASSOCIATION LIMITED

**Registered Office: Broadacre House, Coningsby Lane, Fifield, Berkshire SL6 2PF**

## **RULES OF THE ASSOCIATION**

### **1. TITLE**

The name of the Association is the `Oakley Green, Fifield and District Community Association` hereinafter referred to as ("The Association"). The Association is a Company Limited by Guarantee and does not have a Share Capital. It was incorporated on 3 March 2010 and its registration number with the Registrar of Companies is 07175596.

These Rules are issued in accordance with the Articles of Association of the Association and in the event of any conflict between these Rules and the Articles of Association, the Articles will prevail.

### **2. OBJECTS**

- a) To promote and protect the interests of the residents and local businesses of Oakley Green, Fifield and District and the maintenance and improvement of their amenities and environment;
- b) To ascertain the opinions of the residents and local businesses of Oakley Green, Fifield and District and to represent the interests of the residents and local businesses within the local community and with the local authorities;
- c) To keep the residents and local businesses of Oakley Green, Fifield and District informed of developments affecting them; and
- d) To organise social events for the benefit of the residents of Oakley Green, Fifield and District and for fund raising purposes.

### **3. MEMBERSHIP**

Membership of the Association will be open to all residents of properties and owners and employees of local businesses in Oakley Green, Fifield and District, who if individuals are aged 18 or over, subject to:

- a) Making an application for membership;
- b) Being elected as set in Rule 11 below; and
- c) Paying an annual subscription as set out in Rules 14 and 15 below.

It shall be a condition of membership that all members, at all times, conduct themselves in a reasonable manner at all meetings or in premises used by the Association.

The membership shall consist of (a) Members and (b) Honorary Members (see Rule 12 below)

Every Member of the Association undertakes to contribute to the assets of the Association in the event of the Association being wound up during the time that he or she is a Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member; such sum as may be requested not exceeding £1(One British pound sterling).

### **4. MANAGEMENT AND CONDUCT OF BUSINESS**

The authority and responsibility for the management of the business of the Association shall be vested in a Committee who, in addition to the powers and authorities expressly conferred on them by these Rules, may exercise all powers and do all acts in furtherance of the objects for which the Association is established in

accordance with the Articles, other than those hereby expressly directed or required to be exercised or done by the Association in General Meeting.

The activities of the Association shall be conducted initially through the following Work Groups (“the Work Groups”):

- Children & Youths
- Communications
- Community Safety
- Environment
- Local Business
- Roads & Transport
- Social & Recreational

The Committee shall have power to form additional Work Groups and to merge, rename or disband Work Groups at any time.

#### **5a. DIRECTORS, COMMITTEE, WORK GROUPS AND VOLUNTEERS MEETINGS**

The first Directors of the Association are those named in the statement submitted to the registrar of companies on incorporation of the Association. Thereafter to be eligible to be a Director the person must be a member of the Association. There shall be not less than two and not more than four Directors. All Directors shall be a member of the Committee which will also include all the Spokespersons of the Work Groups elected as set out below. There is no bar to a Director also being a Spokesperson.

The Committee shall elect from among its own members a Chairman, Vice-Chairman, Treasurer and Secretary, all to serve until the first Committee Meeting after the next Annual General Meeting. The quorum for meeting of the Committee shall be four, which shall include at least two Directors.

The Committee shall have the power at any time to co-opt up to two members of the Association as additional members of the Committee who shall be a member of the Committee only until the next following Annual General Meeting. The Committee shall also have power to appoint a Sub-Committee of not less than three persons to meet on its behalf in respect of any matter that is specially referred to such a Sub-Committee.

Directors or other members of the Committee shall not be liable for any claims or debts against the Association unless it can be shown that the Officer or member acted in a fraudulent manner.

Directors and other Committee members shall not be remunerated unless such remuneration is agreed to at a General Meeting, but all members shall be entitled to reimbursement of all reasonable expenses incurred on behalf of the Association which have been authorised by the Committee.

The Committee shall meet as necessary but not less than five times per year. The Committee shall be summoned by the Secretary on the direction of the Chairman or any two Directors.

Where a Committee Member has missed four consecutive meetings of the Committee, a motion may be put before the next Committee meeting to remove that member from the Committee. If such a motion is to be discussed at a Committee Meeting the Committee member concerned shall be given at least 14 days notice and will have the right to speak at the meeting. If the motion is passed by a majority of those Committee members present at the meeting, the Committee Member shall be removed from the Committee as from that date.

Membership of the Work Groups will be open to all Members who wish to volunteer (“The Volunteers”).

The Work Groups shall meet as necessary, but not less than five times per year.

At the first meeting of each Work Group following the incorporation of the Association and subsequently after each AGM the Volunteers will elect a Spokesperson to act for their Work Group who will act until the end of the next AGM. If the position of Spokesperson for any Work Group becomes vacant, the Volunteers of that Work Group shall elect someone to take their place from amongst themselves who will act until the end of the next AGM.

A meeting of all the Volunteers shall be convened by the Chairman at least five times a year who will also Chair this meeting. The purpose of such meeting will be to keep the Volunteers fully informed about and involved in the activities of the Association.

As far as possible the regular meetings of the Committee should place on the same day and at the same place and immediately before such all Volunteers meetings.

#### **5b. ELECTION OF DIRECTORS**

At the first Annual General Meeting all of the Directors must retire and may offer themselves for re-election. At each successive Annual General Meeting one third of the Directors, or if their number be not a multiple of three then the number nearest to but not exceeding one third, shall retire from office. A Director so retiring shall retain office until the closure or adjournment of the Meeting. Directors to retire shall be those who have been longest in office since their last election, but as between persons who became or were last re-elected Directors of the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Nominations of Candidates for election as a Director must be received by the Secretary not less than 28 days before the Annual General Meeting, with an intimation in writing signed by each Member nominated that he or she is willing to serve.

Nominations of Candidates shall be signed by the Member proposing them. Where more than one nomination has been received for a Director vacancy, the Director shall be elected by the members of the Company by a poll conducted at the AGM or general meeting of the Company and the person who receives the majority of votes in such poll shall be elected.

The Directors shall have the power at any time, and from time to time, to appoint any Member to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with Rule 5a. Any Director so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

#### **6. CHAIRMAN AND VICE CHAIRMAN**

The Chairman (or in his/her absence, the Vice Chairman and in his/her absence any other Committee member) of the Committee shall conduct the meetings of the Association.

The Chairman may exclude a member from a meeting whose language or conduct is offensive.

#### **7. SPOKESPERSONS**

Spokespersons shall be responsible for convening meetings of their Work Group and for taking minutes of all meetings and representing their Work Group on the Committee and generally.

#### **8. SECRETARY**

The Secretary shall be responsible for the convening of all Committee and General meetings and the giving of the prescribed notice to members.

It shall be the duty of the Secretary to attend in person or by deputy all General Meetings of the Association and all meetings of the Committee, and to take Minutes of the proceedings. Such Minutes shall be presented for confirmation at the following meeting and thereafter will be kept in a minute book which shall be brought to every meeting.

#### **9. TREASURER**

All monies of the Association shall be banked by the Treasurer in the name of the Association, and no payments shall be made there from except in accordance with the form or forms of authorisation approved by the Committee. Two directors shall sign cheques drawn on Association accounts as per the Bank mandate.

He/she shall keep proper books and accounts, including receipts for all monies paid out, and prepare annual accounts of income and expenditure and a balance sheet and report on them or deliver them up as required by the Committee or any General Meeting.

#### **10. ADMINISTRATION**

Where a member of the Association, or their household, has a connection, whether financial or otherwise, with any matter being discussed they shall be required to inform the meeting of their connection and shall not be entitled to vote on that particular matter.

The Association's financial year is from 1 April to 31 March and accounts shall be prepared for each financial year.

#### **11. ELECTION OF MEMBERS**

The Secretary shall submit applications of Candidates for membership of the Association to the Committee, and the election of such candidates shall be at the discretion of the Committee. The name and address of the candidate shall be stated on each application submitted to the Committee and the Committee shall be empowered to carry out the election after proper enquiries. All Applications must be accompanied by the current subscription.

#### **12. HONORARY MEMBERS**

The Committee may elect as Honorary Members any persons who have made a distinguished contribution in promoting the interests of the Association.

#### **13. SUBSCRIPTIONS**

The subscriptions payable by Members shall be decided by resolution passed at any Annual General Meeting or General Meeting convened for that purpose. Subscription rates up to 31 March 2011 are UK £3 for one year or £5 if two years' subscriptions are paid at the same time. Where there is more than one member per property or local business only one annual subscription will be payable. Honorary Members shall not be required to pay such annual subscription.

#### **14. PAYMENT OF SUBSCRIPTIONS**

Annual subscriptions shall be for each year ending on 31 March and become due annually from 1 April each year from each member or from election at the rates decided in accordance with Rule 13 hereof. No discount to the subscriptions rate will be given for being elected part way through the year but any subscriptions received before 1 April 2010 will be deemed solely for the purposes of this Rule 14 to have been paid on that date.

#### **15. NON-PAYMENT OF SUBSCRIPTIONS**

Any Member of the Association who has not paid his/her subscription within two clear months of the date on which it became due shall be notified of the fact by the Secretary, and one month thereafter any Member who has still failed to pay his/her subscription may, unless sufficient reason be shown to the satisfaction of the Committee, be taken off the Register of Members forthwith.

#### **16. RESIGNATION**

Any Member wishing to resign his/her membership shall give notice in writing of such desire to the Secretary on or before the date on which his/her subscription would have been due for renewal in any year, otherwise he/she shall be liable to pay his/her subscription for the ensuing year. Also any Member ceasing, voluntarily or otherwise, to be a Member of the Association, shall thereafter cease to have any claim upon the property of the Association or to enjoy any of the privileges of membership, but he/she shall remain liable for the payment of any debts due to the Association from him/her.

## **17. USE OF THE ASSOCIATION NAME AND ADDRESS AND ASSETS**

The name and address of the Association shall not be given by a Member as his/her address for any trade, advertising or business purposes or in connection with any legal proceedings. No member may use any Association asset for personal financial gain.

## **18. INFORMATION HELD AND ITS RELEASE TO THIRD PARTIES**

The Association shall maintain an electronic database and paper records in connection with Members details, including – home and email addresses, telephone numbers and membership history. This database and records may not be released in whole or any part to any third party without the expressed authority of the Committee. The Committee shall ensure that the Association is registered, as appropriate, under the Data Protection Act 1998.

## **19. EXPULSION OF MEMBERS**

It shall be the duty of the Committee if at any time they shall be of the opinion that the interests of the Association so require, by letter to invite any Member to withdraw from the Association within one week and in default of such withdrawal to submit the question of his/her expulsion to a meeting of the Committee.

The Member whose expulsion is under consideration shall be given at least 7 days' notice of such a meeting and a sufficiently detailed statement of the reasons for his/her expulsion as to enable him/her to know the case against him/her. The Member shall be allowed to offer an explanation of his/her conduct verbally or in writing and if a majority of the Members of the Committee present shall then vote for his/her expulsion he/she shall thereupon cease to be a Member of the Association.

## **20. ANNUAL GENERAL MEETINGS**

An Annual General Meeting shall be held once in every calendar year at such time and place as may be determined by the Committee and shall be held not more than fifteen months after the holding of the last preceding meeting. The Annual General Meeting shall:

- a) Receive the Directors' Report and a full statement of accounts showing the receipts and expenditure for the year ending 31 March and a balance sheet as at that date.
- b) Receive from the Committee a report of the activities of the Association during the said year.
- c) Elect Directors.
- d) Decide on any resolution that may be duly submitted to the meeting as hereinafter provided.

## **21. EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting may be convened by direction of the Committee or on a requisition to the Secretary stating the business for which the Extraordinary General Meeting is required and signed by not less than twenty Members. If the Meeting so requisitioned be not convened within twenty-one days, the said twenty Members may convene such meeting.

## **22. NOTICE OF GENERAL MEETINGS AND AGENDA**

An Annual General Meeting and a meeting called for the passing of a special resolution must be called by at least 21 clear days' notice, and all other general meetings must be called by at least 14 clear days' notice but the non-receipt of such notice by any Member shall not invalidate the proceedings.

When Members wish a matter to be discussed at a General Meeting the text of such matter signed by at least two Members shall be sent to the Secretary at least 28 days before the date of such meeting so that it may be included in the Agenda.

No business that is not included in the Agenda shall be discussed at the meeting. Should the Proposer of any motion fail to move a resolution in respect of the relevant item on the Agenda then any other Member shall be entitled to do so.

The quorum at a General Meeting is fifteen Members of the Company present in person or by proxy.

Any notice to be given under these Rules must be in writing. The Association may give any notice to a Member by handing it to him/her personally, or by sending it by post in a prepaid envelope addressed to the Member at the address shown in the Association's register of members, or by leaving it at that address.

Where the Member has given to the Association a fax number or e-mail address to which notices may be sent electronically, the Association may give a valid notice by means of fax or e-mail.

### **23. PROXIES**

Any Member unable to attend a General Meeting may appoint a proxy to attend and vote in his/her stead in accordance with the Articles, using the form available from the Secretary.

### **24. VOTING**

Every Member present in person or by proxy may exercise one vote. Where there is more than one Member per property or local business only one vote may be exercised per property or local business which may be exercised by any of such Members if present. The Chairman may vote and also may exercise a casting vote. At all General Meetings, except as provided in Rule 27, a majority of votes decides a resolution.

At any General Meeting any two members may in writing demand a Poll, and thereupon the Meeting shall be adjourned to a time and place named by the Chairman, and a poll taken of all Members present. The decision of the Members, as shown by such poll, shall be reported to the adjourned meeting, and shall be deemed to be the decision of such meeting.

### **25. RIGHT TO BE PRESENT**

No one can take part in General Meetings unless he has been duly elected as a Member or Honorary Member of the Association, and has paid his subscription according to these Rules.

### **26. OBSERVANCE AND INTERPRETATION OF RULES**

Every Member binds himself to abide by the Rules of the Association, and also by any modifications thereof made in conformity with such Rules, and also to accept as final and binding the decision of the Committee in all cases of dispute or disagreement as to the interpretation of these Rules.

### **27. ALTERATION OF RULES**

Any alterations may be made in these Rules by a General Meeting provided

- a) that details of the proposed alteration or alterations are included in the notice of the General Meeting and
- b) that the resolution proposing such alteration is carried out by a majority of those present and voting at such General Meeting or by a majority of those voting should a Poll be demanded as provided for in Rule 24.

### **28. ASSOCIATIONS AND AFFILIATIONS**

The Association may become affiliated to any organisation representing community or residents associations in general or any other non-political or non-sectarian organisation that the Committee deems appropriate to further the objectives of the Association.

### **29. EVENTS**

All events organised by the Association shall be approved by the Committee in advance following the submission by the relevant Work Group of a suitable report setting out full details of the event which shall also contain a risk assessment.

The Committee shall insure the Association against public liability and take out any other insurance they deem appropriate.

### **30. REPRESENTATION**

No member shall be permitted to represent the Association in connection with possible or on going legal proceedings between two or more members or between a member and a third party unless he/she has been authorised by the Committee who may, if they wish, seek a legal opinion be so doing.

Any Officer(s) Spokesperson(s) delegated to represent the Association or Work Group in consultation with any other body shall act on the instructions of the Association or Work Group and shall report back to the Committee or Work Group. Only authorized members of the Committee shall be delegated to consult with the local authorities.

### **31. COPIES OF RULES**

The Rules and the Memorandum and Articles of Association shall kept on the Association's website but paper copies will be available from the Secretary, price £1 or free by email.

### **32. DISSOLUTION**

The Association may be liquidated by Extraordinary Resolution passed at an Extraordinary General Meeting, convened by direction of the Committee or on the requisition of one tenth of the voting Members, or by a Creditor's petition.

Adopted on 11 March 2010

**OAKLEY GREEN,  
FIFIELD AND DISTRICT COMMUNITY ASSOCIATION LIMITED**