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# SALTFORD COMMUNITY ASSOCIATION

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## Bye Laws



VERSION 4 9 SEPTEMBER 2021

SALTFORD HALL, WEDMORE ROAD, SALTFORD, BRISTOL, BS31 3BY

# SALTFORD COMMUNITY ASSOCIATION BYE LAWS

## Saltford Community Association

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# SALTFORD COMMUNITY ASSOCIATION BYE LAWS

## SALTFORD COMMUNITY ASSOCIATION BYE LAWS

### 1. Name

Salford Community Association ("The Association") is registered as a Charitable Incorporated Organisation and is a registered charity in England (numbered 1162948).

### 2. Governing Document and Bye Laws

The Association is governed by its Constitution.

The purpose of the Bye Laws as per clause 26 of the Constitution is to provide additional details how the Constitution will be applied to the Association. The Bye Laws have been written to be consistent with the Constitution; however, if there are any conflicts then the Constitution will overrule.

### 3. Honorary Officers and Officials

Honorary Officers are:

Chair; Vice Chair; Treasurer and Secretary

Honorary Officials are:

Domestic Officer; Stage Support Officer and such other roles as the Management Committee may determine.

- a) Only Charity trustees (as defined by clause 9 of the Constitution) of the Association shall be eligible to serve as Honorary Officers.
- b) The Charity Trustees (who are the members of the CIO as per clause 16 of the Constitution) shall elect the Chair, Vice-Chair, Treasurer and Secretary of the Association and such other Honorary Officers and Officials as the Association may from time to time decide.
- c) An Honorary Officer shall cease to hold office in accordance with clause 12 of the Constitution. The notification if retiring should be to the Secretary of the Association.
- d) If a vacancy occurs among the Honorary Officers of the Association the appointment of a new "office holder" shall be completed in accordance with clause 10 of the Constitution.
- e) The period of office for trustees is detailed in clause 10 of the Constitution.

### 4. The Management Committee

Subject to the provisions of clause 14 (Delegation by charity trustee) in the Constitution, the charity trustees may delegate the general management of the affairs of the Association to a Management Committee which shall meet not less than four times per calendar year.

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- a) At all times the Management Committee shall be comprised of not more than twenty-three and not less than seven members. The Management Committee shall consist of any combination of the following:
- i. Charity trustees/ members as per clause 9 and 10 of the Constitution. The honorary officers and Officials as defined in clause 3 above.
  - ii. One representative appointed by Saltford Parish Council (as detailed in clause 8 of the Bye Laws below).
  - iii. Not more than one representative (appointed in accordance with clause 8 of the Bye Laws below) hereof to represent each Sectional Organisation.
  - iv. Not more than nine representatives of Individuals of Saltford and surrounding area to be elected by those present at the Annual Open Meeting.
  - v. In the event that the maximum number set out in clause 4a (The Management Committee above) has not been obtained any persons co-opted individually until the conclusion of the next Annual Open 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 Management Committee in accordance with the provisions of this sub- clause and enumerated above.
- b) All members of the Management Committee except the Honorary Officers and Officials shall retire from office at each Annual Open Meeting; however, they may be re-elected.
- c) If casual vacancies occur among the elected members of the Management Committee it shall have power to fill these from among individuals of Saltford and the surrounding area.
- d) A member of the Management Committee shall cease to hold office if they:
- i. Have retired or been removed as a charity trustee in accordance with clause 12 of the Constitution.
  - ii. Are disqualified from holding such office by virtue of section 72 of the Charities Act 2011 (or any statutory modification or re-enactment of that provision).
  - iii. Becomes incapable by reason of mental disorder, illness or injury of managing their own affairs.
  - iv. Is absent without the permission of the Management Committee from all its meetings held within a period of six months and the Management Committee resolves that they shall cease to hold office.
  - v. They notify the Management Committee in writing of his or her resignation.

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- e) Each member of the Management Committee shall upon election or appointment to the committee receive a copy of the Association's Constitution and Bye Laws.
- f) No persons under the age of sixteen shall be members of the Management Committee but such persons may be invited to attend meetings of such committees as observers without the right to vote.
- g) As a result of the powers delegated to the Management Committee, all members of the management committee as detailed above are eligible to contribute to the discussions and vote at the Management Committee, whether they are charity trustees or not. However, the charity trustees are not bound by the decisions of the Management Committee and may opt not to follow their decisions. If this is the case the charity trustees should document and explain the reasons to the Management Committee.

### **5. Personal and member interest**

- a) No member of the Management Committee shall acquire any interest in property belonging to the Association.
- b) No member of the Management Committee shall be interested in any contract entered into by the Association.
- c) No member of the Management Committee shall receive remuneration.

### **6. Management Committee delegation and sub-committees**

The Management Committee may delegate any of their powers or functions to a committee of two or more of their number. The terms of such delegation must be recorded in the minute book.

In each such case:

- a) The Management Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities.
- b) All acts and proceedings of the sub-committee shall be reported as soon as possible to the Charity trustees and the Management Committee.

### **7. Conditions of use of the centre**

The Management Committee shall have power to adopt and issue Conditions of Use for the conduct of Association business and/or rules for the use of the Centre. Such Conditions of Use and Rules shall come into operation immediately, provided always that they shall be subject to review by the

## **SALTFORD COMMUNITY ASSOCIATION BYE LAWS**

Association and that they shall be consistent with the provisions of this constitution.

The Health & Safety Policy shall be reviewed annually.

### **8. Informal or associate (non-voting) Membership of the CIO**

As detailed in clause 17 of the Constitution. The non-voting members are not eligible to vote at General Meetings, as they are not charity trustees; however, if they are selected as a member of the Management Committee, then they are eligible to vote in the Management Committee decisions as detailed in clause 4 of the Bye Laws as detailed above.

There are the following three categories of non-voting membership:

#### **i. Affiliated Organisations**

Associations and organisations, whether incorporated or unincorporated, (including branches of national or international organisations) which operate solely or in part within the Objects of the Association shall be known as Affiliated Organisations.

Affiliated Organisations are not eligible to vote at Meetings of the Association. However, individual representatives of these organisations can vote at meetings of the Management Committee.

All Affiliated Organisations shall pay such subscriptions, fees and contributions to the Salford Community Association as the Management Committee may from time to time determine.

#### **ii. Sectional Organisations**

Sectional Organisations (also called Sections) shall be such groups of individuals as may, with the permission of the Management Committee, be formed within the Association for the furtherance of common activities. The Management Committee shall determine the terms of reference and functions of each such Section and the duration of its activities.

The Bye Laws of the SCA will apply to the Sectional Organisations. Sectional Organisations shall:

- a) Appoint honorary officers.
- b) Keep proper books and records of accounts concerning the affairs of the Sectional Organisations.

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- c) Submit to the Honorary Treasurer of the Association audited statements of account for each financial year (which shall be coterminous with that of the Association) within 21 days after the end of each financial year.
- d) Submit all funds raised by the Section to the Association except where agreed by the Honorary Treasurer of the Association that the funds may be retained by the Section for the Section's use.
- e) Keep proper books and records of monies raised solely for the purposes of maintaining the social affairs of the Sectional Organisations. Submit these records to the Honorary Treasurer of the Association for each financial year (which shall be coterminous with that of the Association) within 21 days after the end of each financial year.

Each Sectional Organisation shall appoint not more than one individual person being their member thereof to represent them and to vote on their behalf at meetings of the Management Committee of the Association.

They may also appoint an alternative member to replace an appointed Member as an observer at such meetings if the appointed person is unable to attend. In the event of such individual persons resigning or leaving a Sectional Organisation they shall immediately cease to be a representative thereof and the Sectional Organisation shall have the right to appoint a new representative, informing the Association's Secretary in writing.

All Sectional Organisations shall pay such subscriptions, fees and contributions to the Saltford Community Association as the Management Committee may from time to time determine.

### **iii. Representative of Saltford Parish Council**

The Saltford Parish Council shall between them, appoint one individual member of the Saltford Parish Council to represent them and vote on their behalf at meetings of the Management Committee of the Association.

They may also appoint an alternative member to replace an appointed member as an observer at such meetings if an appointed person is unable to attend. In the event of any such individual person resigning or leaving the Saltford Parish Council they shall immediately cease to be a representative thereof and the organisation shall have the right to appoint a new representative, informing the Association's Secretary in writing.

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## 9. Resignation and termination of informal or associate (non-voting) membership

- a) Any representative of any Sectional Organisation may resign such position, by giving to the Secretary of the Association notice to that effect.
- b) The Management Committee may by resolution passed at a meeting terminate or suspend the membership of any Sectional or Affiliated organisation if, in its opinion, their conduct is prejudicial to the interests and Objects of the Association.
- c) The individual member or representative of the Affiliated or Sectional Organisation shall have the right to be heard by the Management Committee before the final decision is made.

## 10. Paid employees

The Management Committee shall have the sole right to exercise the power of appointing, dismissing, and determining the terms and conditions of service of all employees of the Association, subject to statutory requirements.

An employee of the Association shall not be eligible to be a member of the Management Committee, any section committee or any sub-committee of the Association, but may be invited to attend such committees as a non-voting adviser.

## 11. The SCA Annual Open Meeting

- (a) There shall each year be an Annual Open Meeting of the Association, to which all residents of Saltford and the surrounding area are invited. 21 days' notice shall be given of such a meeting.
- (b) The purposes of the meeting shall be:
  - (i) to report on progress during the year and on future planning;
  - (ii) to receive a financial report for the year;
  - (iii) to report on the appointments of trustees and officers of the Association;
  - (iv) to report on the appointment of the representative of Saltford Parish Council to the Management Committee of the Association;
  - (v) to report on the appointment of a representative from each of the Sectional Organisations to the Management Committee;
  - (vi) to elect not more than nine other individuals to the Management Committee, such that the total number of members of the committee does not exceed 23. Nominations for election to the

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Management Committee must be received by the secretary no later than seven days before the meeting.

- (vii) to approve the appointment of the independent examiner;
  - (viii) to provide an opportunity for those attending to express views on the activities of the Association: persons wishing to raise matters of substance should inform the secretary no later than seven days in advance of the meeting.
- (c) If the Chair deems appropriate, a vote may be requested to ascertain the opinion of those present on issues of concern. However, such a vote is non-binding on either the trustees or the Management Committee, who may choose or otherwise to act according to the vote, the reasons for their decision being recorded in writing.
- (d) A proper record shall be kept of the Annual Meeting.

### 12. Rules of Procedure at all Meetings

#### i. Voting

Except for the provisions of clause 28 of the Constitution (Alterations to the constitution), and except for voting at Annual Open Meetings for the election of individuals of the Management Committee, voting on any other question arising at a meeting of the Association or one of its committees shall be decided by a simple majority of those participating and eligible to vote.

Voting at Annual Open Meetings for the election of individuals of the Management Committee shall be by secret ballot under the single transferable vote system. All those present in person at the meeting are entitled to vote.

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.

#### ii. Quorum at all Meetings

No less than five members with power to vote shall form a quorum at Committee Meetings of the Association.

#### iii. Minutes

The charity trustees will keep minutes, as required by clause 24 of the Constitution.

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Minute Records shall be kept by the Association and all its committees. The respective Secretary shall enter therein a record of all proceedings and resolutions.

Meeting minutes are likely to be electronic. A copy should be kept on a computer within the Centre as a back up to the copy the Secretary will hold.

### **iv. Electronic participating in meetings**

Committee meetings may be held face-to-face, by electronic means or by a combination of the two. If voting is necessary at a committee meeting, those entitled to vote shall be those who are present in person at the meeting and those who are participating by electronic means in real time.

In the case of the Annual Open Meeting, only those present in person are entitled to vote

## **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 incurred on behalf of the Association by employees and volunteers.
- b) An account shall be opened in the name of the Association with CAF Bank Ltd. or with such other financial institution as the charity trustees may from time to time decide. The charity trustees shall authorise in writing the Treasurer, the Secretary and two Trustees to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories. For online payments via BACS, the charity trustees shall authorise two trustees to raise and authorise all payments on behalf of the Association. The charity trustees shall also authorise the Treasurer, Domestic Officer and Hall Manager to use a debit card with a limit of £500 to meet various expenses on behalf of the Association. The charity trustees may also authorise other debit cards where deemed appropriate to the smooth running of the Association's business.
- c) The Association's financial year shall be from 1st February to 31st January.

## **14. Accounting records, accounts, annual reports and returns and register maintenance**

In accordance with clause 25 of the Constitution, the charity trustees (members) shall comply with its obligations under the Charities Act 2011 (or any statutory modification or re-enactment of that Act) with respect to:

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- a) The keeping of accounting records for the Association.
- b) The preparation of annual statements of the accounts for the Association.
- c) The auditing or independent examination of the statements of account of the Association.
- d) The transmission of the statements of account to the Charity Commission for England and Wales within 10 months of the year end.
- e) The Trustees shall comply with its obligations under the Charities Act 2011 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

### **15. Indemnity**

In the execution of the Constitution and Bye Laws no charity trustee or member of the Management Committee shall be liable:

- a) For any loss to the property of the Association by reason of any improper investment made in good faith (as long as they shall have sought professional advice before making such investment).
- b) For the negligence or fraud of any agent employed by him/her or by any other member of the Management Committee in good faith (provided reasonable supervision shall have been exercised).
- c) No member of the Management Committee shall be liable by reason of any mistake or omission made in good faith by any member of the Management Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

### **16. Dissolution**

If the Management 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 follow clause 29 of the Constitution.

### **17. Alterations to the Bye Laws**

Any proposal to alter the Bye Laws 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 Management Committee present and voting at a Management Committee meeting

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- b) A two-thirds majority of charity trustees with power to vote present and voting at a special general meeting of the trustees.

No alteration shall be made to the Bye Laws which would cause the Association to cease to be a charity in law.

**These updated Bye Laws, which replace those of November 15<sup>th</sup> 2017, were approved by the Trustees and Management Committee of Salford Community Association on September 9<sup>th</sup> 2021.**