

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is

Friends of Wheelock Playing Fields (FWPF) – an Unincorporated Association with Wider Membership.

(and in this document it is called the “**association**”).

3. Objects

The association's objects ('the objects') are:

(1) **The advancement of health by:**

- (a) encouraging the use of Wheelock Playing Fields by the local population for physical and recreational use, thereby promoting the physical and mental benefits of using open spaces.

(2) **The advancement of citizenship or community development by:**

- (a) the promotion of civic responsibility and good citizenship in the use and care of Wheelock Playing Fields.
- (b) the promotion of local volunteering and involvement in the local community by membership of the association.
- (c) the promotion of involvement in the local community by the wider residents of Wheelock by encouraging engagement in events/activities on Wheelock Playing Fields.

(3) **The advancement of environmental protection or improvement by:**

- (a) the promotion of the preservation and conservation of Wheelock Playing Fields.
- (b) the consideration and implementation of activities and/or materials or equipment, to improve Wheelock Playing Fields as a community facility.
- (c) the encouragement of the wider residents of Wheelock to take an interest in preserving Wheelock Playing Fields as a community facility.

4. Application of income and property

- (1) The income and property of the association shall be applied solely towards the promotion of the objects.
 - a) An association member is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.

- b) Officers and committee members of the association may benefit from indemnity insurance cover purchased at the association's expense,
 - i. designed to indemnify the association officers and committee members against any personal liability in respect of;
 - o any breach of trust or breach of duty committed by them in their capacity as officers or committee members of the association, or
 - o any negligence, default, breach of duty or breach of trust committed by them in their capacity as officers or committee members of the association.
 - ii. But the terms of such insurance must be so framed as to exclude the provision of any indemnity for a person ("P") in respect of any liability incurred by P to pay;
 - o a fine imposed in criminal proceedings, or
 - o a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising),
 - o any liability incurred by P in defending any criminal proceedings in which P is convicted of an offence arising out of any fraud or dishonesty, or willful or reckless misconduct, by P, or any liability incurred by P to the association that arises out of any conduct which P knew (or must reasonably be assumed to have known) was not in the interests of the association, or in the case of which P did not care whether it was in the best interests of the association or not.
 - iii. The reference to any such conviction is a reference to one that has become final, to take account of any appeal period or appeal outcome.
 - iv. The association officers/committee members may not purchase insurance under this section unless they decide that they are satisfied that it is in the best interests of the association for them to do so.
- (2) None of the income or property of the association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the association. This does not prevent a member from receiving:
 - a. a benefit from the association in the capacity of a beneficiary of the association;
 - b. reasonable and proper remuneration for any goods or services supplied to the association.

5. Benefits and payments to association members and connected persons

(1) General provisions

No association member or connected person may:

- (a) buy or receive any goods or services from the association on terms preferential to those applicable to members of the public;
- (b) be employed by, or receive any remuneration from, the association;
- (c) receive any other financial benefit from the association; unless the payment is permitted by sub-clause (2) of this clause. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting association members or connected persons' benefits

- (a) An association member or connected person may receive a benefit from the association in the capacity of a beneficiary of the association provided that a majority of the association members do not benefit in this way.
- (b) An association member or connected person may take part in the normal trading and fundraising activities of the association on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The association and its committee members may only rely upon the authority provided by sub-clause 2 of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the association and the association member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the association.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other association committee members are satisfied that it is in the best interests of the association to contract with the supplier rather than with someone who is not an association member or connected person. In reaching that decision the association committee members must balance the advantage of contracting with an association member or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the association.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of association members is present at the meeting.
- (f) The reason for their decision is recorded by the Secretary in the minutes.
- (g) A majority of the association committee members then in office are not in receipt of remuneration or payments authorised by clause 5.

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(4) In sub-clauses (2) and (3) of this clause:

- (a) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

- (1) If the members resolve to dissolve the association, the officers and committee members will remain in office and be responsible for winding up the affairs of the association in accordance with this clause.
- (2) The officers and committee members must collect in all the assets of the association and must pay or make provision for all the liabilities of the association.
- (3) The committee must apply any remaining property or money:
 - (a) by transferring it to Cheshire East Council, or its successors for use in the upkeep of Wheelock Playing Fields.;
- (4) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association.

7. Amendment of constitution

- (1) The association may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the association;
 - (b) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Part 2

8. Membership

- (1) Membership is open to individuals over 18yrs of age or organisations who are approved by the committee as meeting the membership criteria.
- (2) The criteria for membership of the association are;
 - (a) Residents of Wheelock and the surrounding local area.
 - (b) Former residents of Wheelock and the surrounding local area.
 - (c) Persons whose family members fit the criteria in (a) or (b) above.
 - (d) Persons connected to business interests of all kinds, located in Wheelock and the surrounding local area.
 - (e) Persons connected to churches, schools and voluntary organisations, located in Wheelock and the surrounding local area.

- (f) A person acting as a representative of an organisation at (e) above, providing that such representation is in accordance with Clause 16 below.
- (3)
- (a) The committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application.
 - (b) In arriving at a decision to refuse membership, the committee must consider if the applicant has a bone fide connection to the association in accordance with 8 (2) above and a bone fide affinity with the objects of the association as set out in clause 3 “The Objects” above.
 - (c) The committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (d) The committee must consider any written representations the applicant may make about the decision. The committee’s decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Secretary or other committee member must keep a register of names and addresses and contact details of the members, **the names only** of which, must be made available to any member, upon request.
- (6) Membership is **not** subject to the payment of a fee.
- (7) Membership is **subject to satisfactory completion of a membership form**, as approved by the committee at that time.
- (8) Membership lasts for the life of the member, unless it is terminated by clause 9 below.
- (9) In addition to the right to attend Annual or Special General Meetings, members may receive newsletters or other communications as approved by the committee.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if a relevant organisation in 8 (2) (d) or 8 (2) (e), ceases to exist;
- (2) the member resigns by written notice to the association;
- (3) the member is removed from membership by a resolution of the committee that it is in the best interests of the association 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 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, their representative (who need not be a member of the association) has been allowed to make representations to the meeting.

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- (4) In making a determination in respect of (3) above, such a termination should be exceptional and should be for reasons that the committee considers to be an objective, reasonable and proportionate decision, to maintain the integrity of the association and to enable the association to continue to progress the association "objects" specified at clause 3.

10. General meetings

- (1) The association 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 may call a Special General Meeting at any time.
- (5) The committee must call a Special General Meeting if requested to do so in writing by at least **one tenth** of the membership. The request must state the nature of the business that is to be discussed. If the committee fails 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.

11. Notice

- (6) The minimum period of notice required to hold any general meeting of the association is fourteen clear days from the date on which the notice is deemed to have been given.
- (7) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (8) 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.
- (9) The notice must be given to all the members.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) **ten** members entitled to vote upon the business to be conducted at the meeting;
 - (b) In deciding if a general meeting is quorate, the number specified in (a) above shall include a minimum of **three** committee members.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) No business shall be transacted at any committee meeting unless a quorum is present.

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- (5) The quorum for committee meetings shall be **three** of the total number of committee members, or such larger number as may be decided from time to time by the committee for a particular purpose.
- (6) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the committee shall determine.
- (7) The committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (8) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) In the absence of the Chair, the Vice-Chair shall chair the meeting.
- (3) If the Chair or Vice-Chair is not present within fifteen minutes of the time appointed for the meeting, a committee member nominated by the committee members present, shall chair the meeting, either by agreement of those members present, or in the case of there being a disagreement, by a vote decided on a simple majority.
- (4) If there is only one committee member present and willing to act, he or she shall chair the meeting.
- (5) 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.

14. 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 re-convened 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 re-convened meeting stating the date time and place of the meeting.

15. Votes

- (1) Each member shall have one vote but if there is an equality of votes there shall be no "casting vote" and the matter being voted upon shall be deemed as "not carried".
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) 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.

16. Representatives of other bodies

- (1) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.
- (2) The organisation must give written notice to the committee of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the committee. The nominee may continue to represent the organisation until written notice to the contrary is received by the committee.
- (3) Any notice given to the association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The committee shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and committee

- (1) The association and its property shall be managed and administered by a committee (and in this document is called "the committee"), comprising the officers and other members elected in accordance with this constitution
- (2) The association shall have the following minimum officers:
 - (a) A chair;
 - (b) A secretary;
 - (c) A treasurer.
- (3) Other officers may be appointed as deemed appropriate from time to time but are not an absolute requirement.
- (4) The committee shall comprise of at least; the officers in (2) above, any further officers appointed and sufficient other non-officer appointments to make a minimum of 8 members. Whenever practical, the number of non-officer holders should, as a guide, equal the number of office-holders.
- (5) There shall be no maximum number of committee members.
- (6) No one may be appointed to the committee if he or she would be disqualified from acting under the provisions of clause 20.
- (7) The first officers and committee members shall be those persons elected as officers and committee members at the meeting at which this constitution is adopted.
- (8) An officer or committee member may not appoint anyone to act on his or her behalf at any meeting.
- (9) All committee members must be a member of the association or the nominated representative of an organisation that is a member of the association.
- (10) The committee shall meet at least **four** times per year, including the Annual General Meeting.

- (11) The committee shall also convene at least **two** meetings per year of the wider membership.
- (12) The committee may also convene any number of “open” meetings, not restricted to the membership, for the purpose of gauging wider opinion, publicising the purpose and work of the association, including public events or for any other suitable purpose they decide.

18. Appointment of officers and committee members

- (1) The association in general meeting shall elect the officers and other committee members.
- (2) Exceptionally, where it appears necessary or where a casual vacancy occurs, the committee may appoint any person to act as officers or committee members. They may do so with reference to sub-clause (5) of this clause but without reference to a general or special meeting and that appointment shall be valid until next considered by a general meeting or special meeting, as deemed appropriate by the committee.
- (3) Each of the officers and committee members 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 an officer or a committee member at any Annual General Meeting unless prior to the meeting the association is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member’s intention to propose the appointment of a person as an officer or committee member;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) The committee 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 that office.

19. Powers of the committee

- (1) The committee must manage the business of the association and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the committee must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the association.
 - (d) to co-operate with other voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (e) to obtain and pay for such goods and services as are necessary for carrying out the work of the association;

- (f) to open and operate such bank and other accounts as the committee considers necessary and to invest funds and to delegate the management of funds in the same manner;
 - (g) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee or its officers.
 - (3) Any meeting of the committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee.

20. Disqualification and removal of committee members

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

- (1) ceases to be a member of the association;
- (2) in the written opinion, given to the association, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as such and may remain so for more than three months;
- (3) resigns as a committee member by notice to the association;
- (4) is absent from all committee meetings held within a period of **twelve consecutive months** and the committee resolves that his or her office or committee membership be vacated.

21. Proceedings of committee members

- (1) The committee may regulate their proceedings as it thinks fit, subject to the provisions of this constitution.
- (2) Any committee member may call a meeting of the committee.
- (3) The secretary must call a meeting of the committee if requested to do so by (2) above.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, there shall be no “casting vote” and the matter being voted upon shall be deemed as “not carried”.
- (6) No decision may be made by a meeting of the committee unless a quorum is present at the time the decision is purported to be made.
- (7) A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that member is not entitled to vote.
- (8) If the number of committee members is less than the number fixed as the quorum, the continuing committee members may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) The person elected as the Chair shall chair meetings of the committee.
- (10) In the absence of the Chair, the Vice-Chair shall chair the meeting.
- (11) If the Chair or Vice-Chair is not present within fifteen minutes of the time appointed for the meeting, a committee member nominated by the committee members present,

shall chair the meeting, either by agreement of those members present, or in the case of there being a disagreement, by a vote decided on a simple majority.

- (12) The person appointed to chair meetings of the committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee.

22. Conflicts of interests and conflicts of loyalties

A committee member must:

- (1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not been previously declared; and
- (2) Absent himself or herself from any discussions of the committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).
- (3) Any committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the association on the matter.

23. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the committee shall be valid notwithstanding the participation in any vote of a committee member:
 - (a) Who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without the vote of that committee member and that member being counted in the quorum, the decision has been made by a majority of the committee at a quorate 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 if, but for sub-clause (1), the resolution would have been void, or if the committee member has not complied with clause 22 (Conflicts of interests and conflicts of loyalties)

24. Delegation

- (1) The committee may delegate any of its powers or functions to a sub- committee of two or more committee members but the terms of any such delegation must be recorded in the minutes.
- (2) The committee may impose conditions when delegating, including the conditions that:
 - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;

- (b) No expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the committee.
- (3) The committee may revoke or alter a delegation.
- (4) All acts and proceedings of any sub-committees must be fully and promptly reported to the full committee.

25. Irregularities in proceedings

- (1) A decision of;
 - (a) the committee
 - (b) any sub-committee
 - (c) the association in general meetingshall be invalidated by reason of the failure to give notice to any member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has not materially prejudiced a member or the objects of the association.

26. Minutes

The committee must keep minutes of all:

- (2) Appointments of officers and committee members;
- (3) proceedings at all meetings of the association;
- (4) such minutes must include:
 - (a) the names of the those present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.
- (5) The committee may decide to make any minutes of meetings available to the wider public, in the spirit of openness and to promote the objectives of the association. This may be via social media, other electronic means, hard copy or any other manner. The committee may decide on a case by case basis the format of publication to the wider public beyond membership of the association.
- (6) In making decisions in respect of (5) above, the committee may decide to make reasonable and proportionate redactions to any minutes prior to publication, for reasons of data protection, individual privacy or other reasons that the committee considers to be in the interests of the association. The specific redaction and the reasons shall be recorded in the formally adopted minutes, available to the official membership.

27. Accounts, Annual Report, Annual Return

- (1) The committee must comply with its obligations to accurately record and report the activities of the association in respect of:
 - (a) the keeping of accounting records for the association;
 - (b) the preparation of annual statements of account for the association;

- (c) the preparation of an Annual Report for the annual general meeting;
- (d) arrangements to have the accounts audited annually, the details of which will be decided by the committee in time for the annual general meeting.

31. 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) The association may give any notice 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 electronic address.
- (3) A member who does not register an address with the association shall not be entitled to receive any notice from the association.
- (4) A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
 - (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 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, 24 hours after it was sent.

32. Rules

- (1) The committee may from time to time make rules or bye-laws for the conduct of its business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the association in relation to one another;
 - (c) the procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this constitution;
 - (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the association to be kept in electronic form and requires a member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

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- (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The committee must adopt such means as it thinks sufficient to bring the rules and bye-laws to the notice of members of the association.
- (5) The rules or bye-laws shall be binding on all members of the association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. Disputes

If a dispute arises between members of the association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Interpretation

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the member;
- (2) the spouse or civil partner of the member or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the association or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the association or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which –
 - (a) the member or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

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Signatures

This constitution has been confirmed and adopted by the undersigned, who will form the committee of the association from the date of this adoption: **(date)**

Name (Print)	Signature	Office/Position (if any)