

# THE CONSTITUTION OF GROOMSPORT VILLAGE ASSOCIATION



## 1. NAME OF THE ASSOCIATION

The name of the Association shall be: **GROOMSPORT VILLAGE ASSOCIATION (GVA)**

## 2. OBJECTIVES OF THE ASSOCIATION

### 2.1 The Objectives of the Association are:

- a) To protect and further the general interests of all Members;
- b) To seek to retain and enhance the general character of the village;
- c) To promote and encourage activities among Members and the public at large. These may include educational, arts, social, environmental, sporting, academic and cultural activities.

### 2.2 To achieve its Objectives the Association may:

- a) Promote, carry out, or assist in, research, surveys and investigations and publish any useful results;
- b) Organise, or assist in organising, meetings, lectures, classes or exhibitions and publish or assist in publishing reports, periodicals, books, audio or visual recordings, information technologies or other documents or information in appropriate formats;
- c) Obtain, collect and receive money by way of grants, bequests, donations, legacies or other lawful methods, provided that the Association does not engage in any form of permanent trading;
- d) Obtain, collect and receive money and borrow or raise money in such a manner as the Association should think fit subject to such consents as may be required by law;
- e) Invest the monies of the Association not immediately required for the furtherance of the Objectives in such investments, as may be thought fit, subject to any conditions as may be required by law;
- f) Recruit and train volunteers with relevant skills to carry out the Objectives of the Association;
- g) Associate with statutory bodies, local authorities, voluntary organisations, commercial organisations and Members in a common effort to further the above Objectives;
- h) Do all such lawful things necessary for the attainment of the above Objectives.

### 2.3 Equality Policy

In achieving its Objectives, the Association will act without distinction of age, gender, sexual orientation, disability, race, nationality, political, religious or other opinion or those with or without dependents.

### **3 AREA OF BENEFIT**

The Area of Benefit of the Association – the village of Groomsport, County Down, and its environs – is shown on the map in the Appendix to this Constitution.

### **4. MEMBERSHIP OF THE ASSOCIATION**

Any adult whose main residence is within the area of benefit shall be a Member of the Association and be entitled to vote at General Meetings of the Association.

### **5. GENERAL MEETINGS OF THE ASSOCIATION**

Attendance at general meetings is confined to Members of the Association and guests invited by the Committee. Non-members who wish to address meetings may do so at the discretion of the Chair.

#### **5.1 Annual General Meeting**

An Annual General Meeting of the Members shall be held not more than 15 months after the preceding Annual General meeting. The time and place shall be decided by the Committee. Twelve Members present shall form a quorum.

#### **5.2 Annual General Meeting Business**

At the Annual General Meeting the business shall include the following.

- a) The presentation of an Annual Report of the work done by or under the auspices of the Committee.
- b) The consideration and adoption of the audited accounts.
- c) The appointment of an auditor(s).
- d) The transaction of any matter lodged in writing with the Secretary at least 7 days in advance of the AGM.
- e) The transaction of such other matters as may be considered appropriate at the discretion of the Chairperson.
- f) Election of Members to serve on the Committee. An independent person of standing should chair the election.

#### **5.3 Extraordinary General Meetings**

An Extraordinary General Meeting (EGM) will be called by the Committee:

- a) at the request of 12 Members of the Association in writing, stating the purpose of the EGM; or
- b) following a decision of the Committee to hold an EGM.

No business may be transacted at an Extraordinary General Meeting other than that stated in the notice of the meeting. Twelve Members present shall form a quorum.

#### **5.4 Notices for General Meetings**

Notices of Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs), stating the date and venue, shall be posted in such places in the Village where they can be widely observed and also on the Association's website. At least 28 days' notice shall be given for Annual General Meetings and 7 days' notice for EGMs. If it is proposed to consider changes to this constitution at an EGM, at least 28 days' notice shall be given.

## **6. MANAGEMENT COMMITTEE (The Committee)**

### **6.1 Election and Composition**

The Committee shall be elected at the Annual General Meeting. The Committee shall consist of a maximum of 10 Members of the Association (including the officers of the Association). Five Members of the Committee shall be elected each year to serve for two years. Additional Members may be elected or co-opted to fill any vacancies created by the resignations of Members of the Committee before the end of their two-year term.

#### **6.1a Interim provision**

At the AGM which adopts the provisions in section 6.1, 10 Members shall be elected to the Committee. The Committee will decide, by consent or by drawing lots, which five shall serve for two years and which five shall serve for one year. This interim provision will then be deleted from this Constitution.

### **6.2 Nominations**

Nominations for Membership of the Committee must be in writing and delivered to the Secretary of the Association at least 7 days before the Annual General Meeting. Nominees, proposers and seconders must be Members of the Association.

### **6.3 Election Process**

Should the number of nominations exceed the number of vacancies, election shall be by secret ballot of the Members of the Association present and voting at the Annual General Meeting.

Should the number of nominations be equal to, or fewer than, the number of vacancies those nominated will automatically be elected to the Committee. Further oral nominations for any remaining vacancies will be invited from Members present at the Annual General Meeting. Prospective Committee Members proposed orally at the AGM must be present at the meeting.

### **6.4 Election of Officers**

The following Officers of the Association - Chairperson, Vice Chairperson, Secretary and Treasurer –shall be elected annually by the Committee at the first meeting following immediately after the Annual General Meeting. Officers must be Members of the Association. Officer posts shall not be held by the same person for more than three consecutive years, save in exceptional circumstances, as prescribed by the Committee. Any person is eligible for re-election to their previous post after having stood down for at least 1 year.

### **6.5 Co-option of Committee Members**

The Committee elected at an Annual General Meeting shall have the power to co-opt further Members, who must be Members of the Association and who shall serve until the next AGM provided that the number of co-opted Members shall not exceed one-third of the total Membership of the Committee.

### **6.6 Emergency Action**

The Officers of the Association may act on behalf of the Association in an emergency and until the next meeting of the Committee.

### **6.7 Frequency of Meetings**

The Committee shall meet no fewer than 6 times a year at such times as may be determined by the Committee, for the conduct of current business and the management of the Association.

### **6.8 Replacement of Members**

Any Member of the Committee who fails to attend 4 consecutive Committee meetings without reasonable excuse shall lose their place on the Committee which may be filled by co-option in accordance with clause 6.5.

### **6.9 Suspension or Expulsion of Committee Members**

The Committee shall have power to suspend or to expel any Member of the Committee by ballot, by majority vote of the Committee. Anyone suspended or expelled has a right to appeal to a General Meeting of the Association.

## **7 FUNCTIONS OF THE COMMITTEE**

### **7.1 Regulations**

The Committee may make such regulations as they consider appropriate for the efficient conduct of the business of the Committee and the Association.

### **7.2 Sub-Committees**

The Committee may appoint such sub-committees, advisory groups or working parties of their own Members and other persons as they may decide necessary for the carrying out of their work and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their work to the Committee. All sub-committees must present a written report on their work to the Secretary of the Committee at least 14 days before each AGM.

### **7.3 Appointments**

The proceedings of the Committee shall not be invalidated by any election, appointment or co-option, made in good faith, which subsequently is found to be contrary to the provisions of this Constitution.

## **8. RULES OF PROCEDURE AT MEETINGS**

### **8.1 Chairing Meetings**

All meetings of the Association, Committee or any of its sub-committees shall be presided over by its Chairperson or in their absence its Vice-Chairperson, if one has been appointed. If neither is present, those members present may elect one of their number to take the Chair.

### **8.2 Voting**

All questions arising at any meeting (other than alterations to the Constitution) shall be decided by a simple majority of those present and entitled to vote. In the case of a tie, the Chairperson of any meeting shall have a casting vote.

### **8.3 Minutes**

Records shall be kept by the Committee and all other sub-committees. The appropriate Secretary shall record all the proceedings and resolutions.

### **8.4 Quorum**

The quorum at General Meetings of the Association shall be 12 Members.

The quorum at meetings of the Committee shall be 5.

The quorum at sub-committee meetings shall be at least half of the total Membership of the sub-committee.

### **8.5 Standing Orders**

The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately provided always that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with this Constitution.

## **9 FINANCE**

### **9.1 Treasurer's Role**

The Treasurer shall be accountable to the Committee for the receipt and payment of all money due to or owed by the Association. He/she shall keep proper accounts and books showing the receipts, expenditure and financial affairs of the Association.

### **9.2 Use of Income**

The Association shall not be conducted for profit – any surplus of income over expenditure in any year shall be applied for the benefit of Members as a whole. Any surplus can be carried over to the following financial year in a Groomspout Village Association account for future projects that will advance the Objectives of the Association.

### **9.3 Bank Accounts**

A bank account(s) shall be opened in the name of the Association with whichever bank, building society or Post Office the Committee decides.

### **9.4 Signing of Cheques**

The Committee shall authorise in writing the Treasurer and 2 Members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by no fewer than 2 of the 3 authorised signatories.

### **9.5 Use of Funds**

The Treasurer shall have authority, at the discretion and direction of the Committee, to use part or all such funds, where deemed necessary for the carrying out of the business of the Association.

### **9.6 Payment of Expenses**

All monies raised by or on behalf of the Association shall be applied to further the Objectives of the Association and for no other purpose. Payment will be made for legitimate out-of-pocket expenses to Members of the Association engaged upon the approved business of the Association on the production of appropriate receipts.

### **9.7 Financial Year**

The financial year of the Association shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.

### **9.8 Auditing of Accounts**

The accounts shall be audited at least once a year by an auditor or auditors who shall be appointed at the Annual General Meeting.

### **9.9 Submission of Accounts**

An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.

## **10 CONSTITUTIONAL MATTERS**

### **10.1 Alterations to the Constitution**

- a) Alterations to this Constitution must receive the assent of not less than two-thirds of the Members of the Association present and voting at a General Meeting of the Association. Amendments to proposed alterations to this Constitution require a simple majority of the Members present and voting at a General Meeting.
- b) No alteration shall be made to this Constitution which renders it inconsistent with Northern Ireland legislation.

### **10.2 Interpretation of Constitution**

The Committee's interpretation of this Constitution shall be binding on every Member until reviewed and otherwise agreed by not less than a two-thirds majority of the Members present and voting at a General Meeting.

## **11. DISSOLUTION OF THE ASSOCIATION**

If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a General Meeting of all Members of the Association. No less than 28 days' notice (stating the terms of the Resolution to be proposed) shall be given.

If such decision is confirmed by a simple majority of those Members present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of the Association.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to charitable institution(s) having Objectives similar to the Association as the Committee may decide.

**APPENDIX**

Map of the Area of Benefit of Groomsport Village Association.

