

**Constitution
of
St Mark's Parish Community Association (SMPCA)**

The association was established on the 2nd of May 2017

*This constitution was formally adopted on the 2nd day of May , 2017
by the members of the association in **an Inaugural Meeting***

SIGNED: _____ (**Chairperson**) _____ (**Secretary**)

(1) NAME

The name of the Association is **SMPCA – St Mark's Parish Community Association** (hereinafter called 'the association').

(2) ADMINISTRATION

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the management committee, constituted by clause 5 of this constitution ('the committee').

(3) OBJECTS

3.1 The Association is established to promote the benefit of the inhabitants of Portadown, and its environs (hereinafter called "the area of benefit") without distinction of different religious belief, political opinion, racial group, age, disability, marital status, sexual orientation or other opinions by associating the local authorities, voluntary organisations and inhabitants in a common effort to improve the conditions of life for the said inhabitants, as well as community relations in general, and in particular:

a) To promote the benefit of people in the area of benefit, to relieve poverty and to promote the good health of people, to develop a support network and to provide recreational and leisure time facilities for people.

3.2 Powers

In furtherance of the above objects, but not further or otherwise, the association may:

a) Provide, assist in providing or secure the provision of social services, educational and recreational facilities and practical assistance for its inhabitants and facilities for the benefit of the general public in the area of benefit;

b) Provide or secure the provision of welfare rights advice and information and refer those in need of professional assistance to the relevant agencies;

c) Provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objects of the association;

- d) Promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- e) Organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information;
- f) Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method PROVIDED that the association shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- g) Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges necessary for the promotion of the above objects and construct, maintain and alter any buildings or erections which the association may think necessary for the promotion of its objects;
- h) Make any regulations for any property which may be so acquired;
- i) Subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the association with a view to the furtherance of its objects;
- j) Subject to such consents as may be required by law, receive money on deposit or loan and borrow or raise money in such a manner as the association shall think fit and to charge all or any part of the property of the association with repayment of money so borrowed;
- k) Invest the monies of the Association not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- l) Recruit and train volunteers with relevant skills to carry out the objects of the association;
- m) Employ and pay any person or persons, not being a member of committee, to supervise, organise and carry on the work of the association and make all reasonable and necessary provision for the payment of remuneration to employees;
- n) Promote and organise co-operation in the achievement of the above objects and to that end to work in association with local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- o) Establish or support any charitable trusts, associations or institutions formed for all or any of the above objects;
- p) Do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

4) MEMBERSHIP

4.1 Membership of the association shall be open to the following, irrespective of ethnic identity, disability, age, gender, political party, nationality, sexual orientation, marital status, political, or religious opinion.

a) People **aged 18 years or over** in the area of benefit who support the objects of the association and whose applications for membership are accepted by the committee; such members shall be called individual members and shall be entitled to vote at meetings of the association. Those aged 18 and over shall be eligible to be nominated for election to the committee;

b) Organisations within the area of benefit, whether voluntary or statutory, may upon application to and with the approval of the committee be admitted as affiliated members, and such approval shall not be unreasonably withheld.

c) Well wishers anywhere or persons who, in the opinion of the committee, have special knowledge or experience to offer to the association; such members shall be called associate members and **shall not** have the right to vote at meetings of the association;

4.2 Affiliated members shall each be entitled to be represented at meetings of the association by a duly authorised representative with power to vote on behalf of the affiliated member.

4.3 The committee shall fix the rate of annual subscription appropriate to each category of membership, shall issue membership cards and shall have the right for good and sufficient reason to terminate the membership of any member provided that: the member shall have an opportunity **to be heard by the association in a general meeting before a final decision is made.**

5) MANAGEMENT COMMITTEE

5.1 The committee shall meet not less than 4 times a year and shall consist of not less than 9 members of the association, elected at an Annual General Meeting.

a) Nominations from full members of the association for members of the committee must be in writing, and must be in the hands of the Honorary Secretary of the association at least seven days before the Annual General Meeting hereinafter mentioned;

b) If 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 an Annual General Meeting;

c) If the number of nominations be less than the number of vacancies, further oral nominations may with the approval of the Annual General Meeting be invited from members present and voting at the said Annual General Meeting.

5.2 The committee elected at an Annual General Meeting shall have the power to co-opt further members to fill any casual vacancy arising on the committee, **or to add to the skills experience of the committee**, who shall be **individual** members, and who shall serve until the conclusion of the next following Annual General Meeting PROVIDED that the number of co-opted members shall not exceed one third of the total membership of the committee. Co-opted members shall have the right to vote.

5.3 The Chairperson, Secretary and Treasurer, who shall be the Honorary Officers of the Association, shall be full individual members of the association, and shall be elected annually by and from the members of the committee at its first meeting following the Annual General Meeting.

5.4 Any member of the committee who fails to attend 3 consecutive committee meetings without reasonable excuse shall lose his/her place on the committee which may be filled by co-option in accordance with Clause 5.2 above.

5.5 The trustees (if appointed for the purpose of holding property in their own names on behalf of the association) shall be notified of and shall be entitled to attend all meetings of the committee but without the power to vote.

6) FUNCTIONS OF THE COMMITTEE

6.1 The committee may make such regulations as they consider appropriate for the efficient conduct of the business of the committee and the association.

6.2 The committee may appoint such staff NOT being members of the committee as they consider necessary on such terms and conditions as they may determine.

6.3 The committee may appoint such sub-committees, advisory associations or working parties of their own members and other persons as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. All such subcommittees shall make regular reports on their work to the committee.

6.4 The proceedings of the committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualification of any member.

7) CHAIRING MEETINGS

All meetings of the Association or of the committee or of any of its sub-committees shall be presided over by its Chairperson failing whom its Vice-Chairperson, if one has been appointed. If neither the Chairperson nor the Vice-Chairperson are present, those present may elect one of their number to take the Chair. **The Chairperson of any meeting shall have a second or casting vote.**

(8) FINANCE

8.1 All moneys 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 of legitimate out of pocket expenses to members of the association engaged upon the approved business of the association.

8.2 The Treasurer shall keep proper accounts of the finances of the association.

8.3 The financial year of the Association shall run from 1 April to 31 March.

8.4 The accounts shall be audited by an auditor or auditors appointed by the Annual General Meeting OR they may be examined by an accountant or any independent person (whichever shall be appointed at the annual general meeting).

8.5 An annual statement of accounts for the last financial year shall be submitted by the committee to the Annual General Meeting.

8.6 A bank account shall be opened in the name of the association with **SMPCA at Danske Bank** or with such other bank as the committee shall from time to time decide. The committee shall authorise in writing the Honorary Treasurer and two members of the committee to sign cheques on behalf of the association. All cheques must be signed by not less than two of the three authorised signatories.

9) TRUST PROPERTY

The association may appoint and may terminate the appointment of not less than three people to act as (holding) trustees for the purpose of holding any moneys or property belonging to the association. The title to all or any such real and/or personal property which may be required by or for the purposes of the association shall be vested in the (holding) trustees who shall hold such property in trust for the Association.

The trustees shall act under the instructions of the committee who shall, subject to the approval and consent of the association as determined by a General Meeting, have power to fill vacancies among the trustees.

10) ANNUAL GENERAL MEETING

10.1 The first Annual General Meeting of the Association shall be held not later than the 30th June and in each year thereafter an Annual General Meeting of the Association shall be held at such place and time (not being more than fifteen months after holding of the preceding annual general meeting) as the committee shall determine.

10.2 At such Annual General Meeting the business shall include the following:

- a) The election of members to serve on the committee;
- b) The appointment of an auditor or auditors or any independent person to examine the annual accounts;
- c) The consideration of an annual report of the work done by or under the auspices of the committee;
- d) The consideration of the annual accounts;
- e) The transaction of such other matters as may from time to time be considered necessary.

11) SPECIAL GENERAL MEETINGS

The committee may at any time at its discretion and shall upon a requisition signed by not less than four members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the constitution in accordance with Clause 13 below (Alterations to the Constitution) or of considering any matter which may be referred to them by the committee or for any other purpose.

12) RULES OF PROCEDURE FOR MEETINGS

12.1 Voting Subject to the provisions of Clause 13 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. **In the case of an equality of votes, the Chairperson shall have a second or casting vote.**

12.2 Minutes Minute books shall be kept by the committee and all other sub-committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.

12.3 Quorum The quorum at General Meetings of the Association and at meetings of the committee shall be not less than 5 or such other number as the committee may from time to time determine.

12.4 Standing orders

The committee shall have the power to adopt and issue Standing Orders and/or rules or policies for the association. Such Standing Orders, rules or policies 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.

13) ALTERATIONS TO THE CONSTITUTION

13.1 Any alterations to this constitution shall receive the assent of not less than two thirds of the members of the association present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED that notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.

13.2 At least fourteen clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the association PROVIDED FURTHER that no alteration shall be made which would cause the association to cease to be a charity at law.

13.3 Notwithstanding any of the foregoing provisions any motion to amend the Constitution which is duly proposed and passed by the association at the properly convened General Meeting shall require the consent of the Select Vestry of St Mark's, Church of Ireland parish before being implanted.

14) DISSOLUTION

14.1 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, they shall call a meeting of all members of the association who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given.

14.2 If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the committee shall have the power to dispose of any assets held by or in the name of the association.

14.3 Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the committee may decide.

(15) INDEMNITY

The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising therefrom) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment, but this indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall effect a policy of insurance in respect of this indemnity.