



**THE FRIENDS OF HISTON & IMPINGTON RECREATION CONSTITUTION  
( Charity number 1100193)**

Adopted on the 23rd day of September 2003 and updated on 19th day of March 2014,  
and further updated on 25th day of April 2018

**A. Name**

The name of the Association is Friends of Histon & Impington Recreation ('the Charity')

**B. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees, constituted by clause G of this constitution.

**C. Objects**

The Charity's objectives are to develop, provide and support Sporting, Wellbeing and Recreation opportunities and facilities, with the aim of improving the conditions of life of the inhabitants of and visitors to the villages of Histon & Impington

**D. Powers**

In furtherance of the objects but not otherwise the Board of Trustees may exercise the following powers:

- i. power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii. power subject to any consents required by law to sell, lease or dispose of all or any part of the Charity ;
- iv. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- v. power to employ such staff (who shall not be Trustees of the Charity) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- vi. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- vii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii. power to appoint and constitute such advisory committees as the Board of Trustees may think fit;
- ix. power to do all such other lawful things as are necessary for the achievements of the objects.

## **E. Membership**

1. Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objectives and who has completed a membership application and who has paid the annual subscription laid down from time to time by the Annual General Meeting
2. Every member shall have one vote.
3. The Trustees may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

## **F Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, each of which shall become or remain a Trustee of the Charity and will hold office from the conclusion of that meeting

## **G Board of Trustees**

1. The Board of Trustees shall consist of not less than 4 members nor more than 8 members being:
  - (a) the honorary officers specified in Clause F
  - (b) not less than 1 and not more than 5 members elected as Trustees at the annual general meeting who shall hold office from the conclusion of that meeting
  - (c) nominated members appointed as follows :
2. The Board of Trustees may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board of Trustees would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board of Trustees called under clause J1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant
3. All the members of the Board of Trustees shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
4. The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to act as a Trustee whether on a first or on any subsequent year until they have signed a declaration of willingness to act as a Trustee of the Charity.

## **H Determination of Membership of Board of Trustees**

A member of the Board of Trustees shall cease to hold office if he or she:

1. is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1933 (or any statutory re-enactment or modification of that provision);
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated; or
4. notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

## **I Trustees not to be personally interested.**

1. [Subject to the provisions of sub-clause (2) of this clause] no member of the Board of Trustees shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by the Board of Trustees.
2. Any member of the Board of Trustees for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for the business done by him or her or his or her firm when instructed by the other members of the Board of Trustees to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Board of Trustees benefit under this provision and that a member of the Board of Trustees shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **J Meetings and proceedings of the Board of Trustees**

1. The Board of Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Board of Trustees upon not less than 4 days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The Chairman shall act as chairman at meetings of the Board of Trustees. At the first meeting following the AGM the members of the Board of Trustees present shall choose one of their number to be Deputy Chairman for the following year. If the Chairman and Deputy Chairman are both absent from any Trustees Board meeting then the meeting shall not proceed but be rearranged for a future date
3. There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees, whichever is the greater, are present at the meeting.
4. Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Board of Trustees shall keep minutes of the proceedings at meetings of the Board of Trustees and any sub-committee.

- 6 The Board of Trustees may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7 The Board of Trustees may appoint one or more sub-committees consisting of three or more members of the Board of Trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Board of Trustees

## **K Receipts and Expenditure**

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Charity at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Board of Trustees. The payment of any invoice by Internet Banking must be authorised online by two members of the Board of Trustees.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

## **L Property**

- 1 Subject to the provisions of sub-clause (2) of this clause, the Board of Trustees shall cause title to:
  - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities: and
  - (b) all investments held by or on behalf of the charity;to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.
- 2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Board of Trustees may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Board of Trustees , and may pay such a nominee reasonable and proper remuneration for acting as such.

## **M Accounts**

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the charity;
3. the auditing or independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the Commission.

## **N Annual Report**

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

## **O Annual Return**

The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission

## **P Annual General Meeting**

1. There shall be an annual general meeting of the Charity which shall be held in the month of January in each year or as soon as practicable thereafter, but no later than the end of March .
2. Every annual general meeting shall be called by the Board of Trustees. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Board of Trustees shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Board of Trustees must be made by members of the Charity in writing and must be in the hands of the secretary of the Board of Trustees at least 14 days before the annual general meeting. Should nominations exceed vacancies , election shall be by ballot.

## **Q Special General Meetings**

The Board of Trustees may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **R Procedure at General Meetings**

1. The secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity , whichever is the greater, are present at any general meeting.

## **S Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Board of Trustees on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **T Alterations to the Constitution**

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Trustees not to be personally interested clause) , clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners .
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Board of Trustees should promptly sent to the Commission a copy of any amendment made under this clause.

## **U Dissolution**

If the Board of Trustees decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Board of Trustees shall have power to realise any assets held by or on behalf of the Charity . 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 Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement , for the final accounting period of the Charity must be sent to the Commission .

**Certified to be a true copy of the revised constitution**

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Edd Stonham ( Trustee )

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Vernon Dudley ( Trustee )

Date: 25th April 2018