

CONSTITUTION OF THE HEADINGTON COMMITTEE FOR DEVELOPMENT ACTION

1. NAME

The name of the charity is the Headington Committee for Development Action [HCDA] (hereinafter called "HCDA "). The working title for HCDA within the local community will be 'Headington Action'

2. OBJECTS

The Objects of the HCDA are to:

- a. promote the benefit of the inhabitants of Headington and the surrounding neighbourhood (the North East Area of Oxford as defined by Oxford City Council) together (hereinafter called "the area of benefit") without distinction of age, gender, colour, disability, marital status, nationality, sexual orientation, race or of political, religious or other opinions, by associating together the said inhabitants and the local authorities, voluntary, commercial and other organisations in a common effort, to promote the area, civic pride, community projects, environmental improvements, well-being, to advance education and to reduce social deprivation, and to provide facilities in the interests of social welfare for recreation and leisure-time occupation with the object of improving the conditions of life for the said inhabitants;
- b. promote such other charitable purposes as may from time to time be determined.

HCDA shall be non-party in politics and non-sectarian in religion.

3. POWERS

In furtherance of the said Objects, but not otherwise, the HCDA shall have Power to:

- a. bring together in conference representatives of voluntary and commercial organisations, Government departments, statutory authorities and individuals;
- b. arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses, and all forms of recreational and other leisure-time activities;
- c. collect and disseminate information on all matters relating to its Objects, and to exchange such information with other bodies having similar Objects whether in the United Kingdom or elsewhere;
- d. write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- e. purchase, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the promotion of its objects, and to construct, maintain or alter the same, subject to agreement of at least 75% of the General Committee, and SUBJECT TO the provisions of Clause 18 hereof;
- f. make regulations for the proper supervision, control and management of any property which may be so acquired;

- g. sell, let, dispose of or turn to account all or any of its property or assets subject to agreement of at least 75% of the General Committee, and SUBJECT TO such consents as may be required by law;
- h. raise funds and invite or receive donations and contributions, whether by subscription or otherwise, subject to agreement of at least 75% of the General Committee, and PROVIDED THAT HCDA shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;
- i. support any charitable trusts, associations or institutions formed for all or any of the objects subject to agreement of at least 75% of the General Committee;
- j. receive money on deposit or loan or overdraft, in such manner as the HCDA may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- k. invest money not immediately required for its objects in or upon such investments, securities or property as the HCDA may think fit, subject to agreement of at least 75% of the General Committee, and SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;
- l. borrow money subject to agreement of at least 75% of the General Committee, and SUBJECT TO such consents as may be required by law, to charge all or any of the property of the HCDA with the repayment of money so borrowed.
- m. subject to clause 14 hereof, employ such persons as are necessary for the proper pursuit of the Objects and make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- n. remunerate any member of the General Committee for services rendered to the HCDA PROVIDED THAT:
 - i. such member shall not be present at or take part in any discussions or decision relating to such remuneration;
 - ii. any decision to remunerate such member shall be taken unanimously by the other full members present and voting at the meeting at which the decision is made;
 - iii. the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to the HCDA;
 - iv. the other members are satisfied that the services rendered to the HCDA are of special value to the HCDA having regard to such member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;
 - v. the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the General Committee.
- o. insure and arrange insurance cover and to indemnify its employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- p. provide indemnity insurance for the members of the General Committee (or any of them) out of the funds of the HCDA PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which

the members of the General Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the General Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.

- q. affiliate to the National Federation of Community Organisations (Community Matters) and to other organisations with similar charitable objects.
- r. do all such other lawful things as shall further the charitable objects of the HCDA.

4. MEMBERSHIP

- a. Membership shall be open, irrespective of age, gender, colour, disability, marital status, nationality, sexual orientation, race or of political, religious or other opinions to:
 - i. associations and organisations, whether corporate or unincorporated, (and including branches of national or international organisations) which operate solely or in part within the area of benefit, and which may be voluntary or non-profit-distributing, and which wish to support the objects of the HCDA, which shall be known as Affiliated Groups;
 - ii. the Local Authorities in whose administrative area the area of benefit lies
- b. Member organisations must attend half of the General Committee meetings each year to be classified as full members of HCDA. These arrangements will be based on attendance by organisations on the preceding year's attendance. For member organisations as defined in 4 (a) (ii) that have at least two members, they will be expected to attend a minimum of four separate meetings between them in the Committee year
- c. Organisations can elect to be Associate Members of HCDA or will be classified as Associate Members if they cannot attend half of the meetings in the year. This type of membership will not have the power to vote as defined in 15 (a) or be elected to serve as Honorary Officers as defined in 9.
- d. For new organisations joining HCDA part way through the Committee year, they will be accepted as Associate Members. Their type of membership will be ratified at the next Annual General Meeting or after 6 months, whichever is the later.
- e. Each full member organisation as set out in Clause 4 (a) (i) and (b) above shall appoint one individual person being a member thereof to represent it and vote on its behalf at meetings of the General Committee and at General Meetings of the HCDA; and may appoint an alternate being a member thereof to replace its appointed representative at such meetings if the appointed representative is unable to attend. The names of the representative and alternate shall be communicated to the Honorary Secretary in writing. In the event of such individual person resigning or leaving a member organisation he or she shall forthwith cease to be a representative thereof. The full member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.
- f. Each member organisation as set out in Clause 4 (a) (i) and (c) above shall appoint one individual person being a member thereof to represent it at meetings of the General Committee and at General Meetings of the HCDA; and may appoint an alternate being a member thereof to replace its appointed representative at such meetings if the appointed representative is unable to attend. The names of the representative and alternate shall be communicated

to the Honorary Secretary in writing. In the event of such individual person resigning or leaving an associate member organisation he or she shall forthwith cease to be a representative thereof. The associate member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.

- g. Each full member organisation as set out in Clause 4 (a) (ii) and (b) above shall appoint one officer and up to two elected members thereof to represent it at meetings of the General Committee and at General Meetings of the HCDA. In the event of such individual person resigning or leaving a full member organisation he or she shall forthwith cease to be a representative thereof. The full member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.
- h. Each associate member organisation as set out in Clause 4 (a) (ii) and (c) above shall appoint up to two individual persons being a member thereof to represent it at meetings of the General Committee and at General Meetings of the HCDA. In the event of such individual person resigning or leaving an associate member organisation he or she shall forthwith cease to be a representative thereof. The member organisation concerned shall have the right to appoint a new representative, informing the Secretary in writing.
- i. This constitution will use the term members to describe all types of members. However where necessary to differentiate membership it will be explicit about type of membership. Those members admitted under Clauses 4 (a) (i) and (ii), (b), (e) and (g) above shall be referred to as 'full members'. Those members admitted under Clauses 4 (a) (i) and (ii), (c), (f) and (h) above shall be referred to as associate members.

5. SUBSCRIPTIONS

All members shall pay such subscriptions as the General Committee may from time to time determine.

6. SECTIONS

Sections shall be such groups of individual members as may, with the permission of the General Committee, be formed within the HCDA for the furtherance of common activities. The General Committee shall determine the terms of reference and functions of each such Section and the duration of its activities.

7. RESIGNATION AND TERMINATION OF MEMBERSHIP

- a. Any member of the HCDA may resign his/her membership and any representative of a member organisation or Section may resign such position, by giving to the Secretary of the HCDA 7 days written notice to that effect.
- b. The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of the HCDA, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

8. GENERAL MEETINGS OF THE HCDA

- a. Annual General Meetings:
Once in each calendar year, an Annual General Meeting of the HCDA shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the adoption of this constitution and

thereafter the holding of the preceding Annual General Meeting. At least 21 clear days' notice shall be posted in a public place or places in the area of benefit or advertised in a newspaper circulating in the area of benefit.

The business of each Annual General Meeting shall be:

- i. to receive the Annual Report of the General Committee, which shall incorporate the accounts of the HCDA referred to below, and give an account of the work of the HCDA and its activities during the preceding year;
 - ii. to receive the accounts of the HCDA for the preceding financial year;
 - iii. to elect the Honorary Officers of the HCDA in accordance with Clause 9 hereof;
 - iv. to note the names of the persons appointed/elected to serve as members of the General Committee under clause 10 (a) (ii) - (iv) hereof;
 - v. to elect representatives of Full members to serve on the General Committee, in accordance with Clause 10 (a) (v) hereof;
 - vi. to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of the HCDA in accordance with the Charities Act 1993 (or any statutory modification or re-enactment of that Act);
 - vii. to consider and vote on any proposals to alter this constitution in accordance with Clause 23 hereof;
 - viii. to consider any other business of which due notice has been given;
- b. Special General Meetings:
The Chair of the General Committee may at any time at his/her discretion and the Secretary shall within 21 days of receiving a written request so to do signed by no fewer than 6 full members and giving reasons for the request, call a Special General Meeting of the HCDA to consider the business specified on the notice of meeting and for no other purpose. At least 14 clear days' notice shall be posted in a public place or places in the area of benefit or advertised in a newspaper circulating in the area of benefit.

9. HONORARY OFFICERS

- a. Only full members of the HCDA shall be eligible to serve as Honorary Officers.
- b. The full members present at the Annual General Meeting shall elect the Treasurer and Secretary of the HCDA and such other Honorary Officers as the HCDA may from time to time decide who shall serve in their respective capacities as Honorary Officers of the General Committee and of any Executive Committee which may be established in accordance with Clause 11 hereof. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 12 hereof.
- c. At its first meeting after the Annual General Meeting the General Committee shall elect from among its full members a Chair and Vice-Chair who shall serve in their respective capacities as Honorary Officers of any Executive Committee, which may be established in accordance with Clause 11 hereof. Such Honorary Officers may be appointed as members of any sub-committee established in accordance with Clause 12 hereof.
- d. The Chair and Vice Chair of the General Committee, and the Treasurer and the Secretary of the HCDA shall serve as the Charitable Trustees of the HCDA.

- e. An Honorary Officer shall cease to hold office if he/she notifies the Secretary of the HCDA in writing of his/her resignation.
- f. If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of the HCDA or of the General Committee, the General Committee shall have the power to fill it from among its full members.
- g. Subject to sub-clause (e) of this clause, all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of the HCDA and shall be eligible for re-election.

10. THE GENERAL COMMITTEE

Subject to the provisions of Clause 8 hereof the policy and general management of the affairs of the HCDA shall be directed by a General Committee which shall meet not less than 6 times a year. The General Committee shall have power to enter into contracts for the purposes of the HCDA on behalf of all members and may exercise on behalf of the HCDA any or all of the powers enumerated in Clause 3 hereof.

- a. The General Committee shall consist of:
 - i. the Honorary Officers elected under Clause 9 hereof;
 - ii. members in accordance with Clause 4 (a to i);
 - iii. one representative appointed in accordance with clause 4 (b) or (c) hereof by each Section established in accordance with Clause 6 hereof;
 - iv. persons co-opted individually by the General Committee who shall serve on the General Committee until the conclusion of the next Annual General 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 General Committee in accordance with the provisions of this sub-clause and enumerated above.
- b. All members of the General Committee shall retire from office together at the conclusion of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- c. If casual vacancies occur among the elected members of the General Committee it shall have power to fill these from among the members of the HCDA.
- d. The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- e. A member of the General Committee shall cease to hold office if he or she –
 - i. is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision), or
 - ii becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
 - iii is absent without the permission of the General Committee from all its meetings held within a period of six months and the General Committee resolves that he/she shall cease to hold office, or
 - iv notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three members of the General Committee will remain in office when the notice of resignation is to take effect), or

- v. the General Committee decides by resolution to suspend or remove the officeholder.

The provisions of paragraphs (i) and (ii) of this sub-clause also apply to any individual holding trustee who may be appointed in accordance with Clause 18 (a) below, and of paragraphs (iii) and (iv) of this sub-clause mutatis mutandis to any member of any Executive Committee, which may be established in accordance with Clause 11 below.

- f. Each member of the General Committee shall upon election or appointment to the committee receive a copy of the HCDA's constitution. No person shall be entitled to act as a member of the General Committee, following election or re-election or appointment or re-appointment, until they have confirmed their declaration of acceptance in writing to the Secretary.
- g. No persons under the age of eighteen shall be members of the General Committee or of any Executive Committee which may be established in accordance with Clause 11 hereof but such persons may be invited to attend meetings of such committees as observers without the right to vote.

11. EXECUTIVE COMMITTEE

- a. The General Committee may establish until the next following Annual General Meeting an Executive Committee to which it may delegate the conduct, in accordance with the general policy of the General Committee, of such of the day-to-day affairs of the HCDA as the General Committee shall decide. The Executive Committee shall meet not less than 6 times a year and shall consist of:
 - i. the Honorary Officers elected under Clauses 8 (a) (iii) and 9 hereof;
 - ii. up to 5 members elected by and from the full members of the General Committee;
 - iii. up to 5 further persons who may be co-opted or associate members by resolution of the Executive Committee PROVIDED THAT the number of co-opted/associate members shall not exceed one third of the membership of the Executive Committee;
- b. The General Committee may make such regulations and impose such terms and conditions and give such mandates to the Executive Committee as it may from time to time think fit;
- c. Every delegation under this clause shall be revocable by the General Committee at any time;
- d. The deliberations of the Executive Committee shall be reported regularly to the General Committee and any resolution passed or decision taken by the Executive Committee shall be reported promptly to the General Committee;
- e. A member of the Executive Committee shall cease to hold office in accordance with the provisions of Clause 10 (e) above.

12. SUB-COMMITTEES

- a. The General Committee may appoint one or more sub-committees for supervising or performing any activity or service.
In each such case:—

- i. the General Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
- ii. all acts and proceedings of the sub-committee shall be reported as soon as possible to the General Committee and/or to any Executive Committee it may have established in accordance with Clause 11 hereof.

13. GENERAL AND EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Except as provided for in sub-clauses 3 (n) and 3 (p):

- a. no member of the General Committee or of the Executive Committee shall acquire any interest in property belonging to the HCDA;
- b. no member of the General Committee shall be interested in any contract entered into by the General Committee
- c. no member of the General Committee and no member of the Executive Committee shall receive remuneration.

14. PAID EMPLOYEES

- a. The General Committee shall have the sole right in exercise of the power conferred by clause 3 (m) hereof of appointing, dismissing, and determining the terms and conditions of service of all employees of the HCDA.
- b. An employee of the HCDA shall not be eligible to be a member of the General Committee, the Executive Committee, any section committee or any sub-committee of the HCDA, but may be invited to attend such committees as a non-voting adviser.

15. RULES OF PROCEDURE AT ALL MEETINGS

- a. Voting
Subject to the provisions of Clause 23, any question arising at a meeting of the HCDA or one of its committees shall be decided by a simple majority of those full members present and voting. No full 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.
- b. Quorum
 - i. General Meetings: 6 full members shall form a quorum
 - ii. At all other committees and sub-committees of HCDA a minimum of one full member and one full/associate or co-opted member shall form a quorum
 - iii. Annual General Meeting: Six or one half of the full members, whichever is the greater shall form a quorum.
 - iv. In the event that no quorum is present at an Annual General Meeting of the HCDA, or the meeting has to be abandoned the meeting shall stand adjourned and be reconvened within 28 days, and those full members present at that meeting shall be deemed to form a quorum.
- c. Minutes
Minute books shall be kept by the HCDA and all its committees and the respective secretary shall enter therein a record of all proceedings and

resolutions. Minute books will be available to the public for inspection on request.

16. FINANCE

- a. All money raised by or on behalf of the HCDA shall be applied to further the objects of the HCDA 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 HCDA or the repayment of reasonable out-of-pocket expenses incurred on behalf of the HCDA by employees and volunteers.
- b. An account shall be opened in the name of the HCDA with the Headington branch of the HSBC Bank or with such other financial institution as the General Committee may from time to time decide. The General Committee shall authorise in writing the Treasurer, the Secretary of the HCDA and two full members of the General Committee to sign cheques on behalf of the HCDA. All cheques must be signed by not less than two of the four authorised signatories.
- c. The HCDA's financial year shall be from April to March.

17. TRUST PROPERTY

- a. Land and Buildings
Subject to the provisions of sub-clause (b) of this clause, the General Committee shall cause the title to all land (which is not vested in the Official Custodian for Charities) and all investments held by or in trust for the HCDA to be vested either in a corporation entitled to act as custodian trustee or in not less than three nor more than four named individuals (not being full members of the General Committee) appointed by the General Committee as holding trustees. Holding trustees shall act in accordance with the lawful directions of the General Committee. PROVIDED THAT they act only in accordance with such lawful directions, holding trustees shall not be liable for the acts and defaults of full members of the General Committee. Holding trustees may be removed by the General Committee at its pleasure and shall otherwise cease to hold office in accordance with the provisions of Clause 10 (e) above.
- b. Investments
If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the HCDA, the General Committee may permit any investments held by or in trust for the HCDA 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 General Committee and may pay such nominee reasonable and proper remuneration for acting as such.

18. ACCOUNTS

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to:

- a. the keeping of accounting records for the HCDA;
- b. the preparation of annual statements of the accounts for the HCDA;

- c. the auditing or independent examination of the statements of account of the HCDA;
- d. the transmission of the statements of account to the Charity Commission for England and Wales.

19. ANNUAL REPORT AND ANNUAL RETURN

The General Committee shall comply with its obligations under the Charities Act 1993 (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.

20. INDEMNITY

In the execution of the trusts hereof no member of the General Committee shall be liable:

- a. for any loss to the property of the HCDA by reason of any improper investment made in good faith (so long as the HCDA shall have sought professional advice before making such investment); or
- b. for the negligence or fraud of any agent employed by him/her or by any other member of the General Committee in good faith (provided reasonable supervision shall have been exercised);

and no member of the General Committee or the Executive Committee together or individually shall be liable by reason of any mistake or omission made in good faith by any member of the General Committee or the Executive Committee other than fraud, wrongdoing, failure to take due precautions or wrongful omission on the part of the member who is sought to be made liable.

21. DISSOLUTION

If the General Committee by a simple majority decides at any time that on the ground of financial viability or otherwise it is necessary or advisable to dissolve the HCDA it shall call a meeting of all full members and of the inhabitants of the area of benefit of the age of eighteen years and upwards of which meeting not less than 21 days' clear notice (stating the terms of the resolution to be proposed thereat) shall be posted in a conspicuous place or places in the area of benefit and advertised in a newspaper circulating in the area of benefit and given in writing to the Charity Commissioners for England and Wales and the National Director of the National Federation of Community Organisations (Community Matters). If such decision shall be confirmed by a 75% majority of those present and voting at such meeting the General Committee shall have power to dispose of any assets held by or in the name of the HCDA. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of the inhabitants of the area of benefit as the General Committee shall decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

22. ALTERATIONS TO THE CONSTITUTION

Any proposal to alter this constitution must be delivered in writing to the Secretary of the HCDA 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 General Committee present and voting at a General Committee meeting;

b. a two-thirds majority of full members present and voting at a General Meeting.

At least 14 clear days' notice shall be posted in a public place in the area of benefit and advertised in a newspaper circulating in the area of benefit, stating the wording of the proposed alteration.

No alteration shall be made to this constitution, which would cause the HCDA to cease to be a charity at law. No alteration to Clause 2 (Objects), Clause 3 (Powers), Clause 13 (Personal Interests), Clause 21 (Dissolution) or to this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

23. ADOPTION OF THE CONSTITUTION

The original constitution was adopted as the constitution of HCDA at its meeting at Headington Hill Hall on 30th July 2003.

This amended version was agreed by HCDA at the Annual General Meeting of HCDA at Oxford Brookes University on 28 November 2012.

Signed:

.....

Chair of the Meeting

.....

Secretary of the Meeting