

BARROW PARISH PLAYING FIELDS FOUNDATION

Adopted on 8 December 1980

CONSTITUTION

1.1. The name of the Charity shall be "The Barrow Parish Playing Fields Foundation" (hereinafter called "the Foundation")

1.2. The objects of the Foundation shall be to promote the benefit of inhabitants of the Parish of Barrow Cheshire ("the area of benefit") (1) by providing 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 and (2) by doing such other things of a charitable nature as the Committee hereinafter defined may determine as being wholly or mainly for the benefit of some or all of the inhabitants of the area of benefit.

2.1. In furtherance of the said objects the Foundation shall have the following powers :-

2.2. To raise funds and invite and receive contributions from any person whatsoever by way of donations or otherwise provided that the Foundation shall not undertake any permanent trading.

2.3. To purchase lease or otherwise acquire land or buildings for the purpose of the Foundation.

2.4. To procure to be written and to permit, publish, issue and circulate gratuitously or otherwise any reports,

periodicals, books, pamphlets, leaflets or other documents in furtherance of the purpose of the Foundation.

2.5. To do all such other lawful things as are necessary for the attainment of the objects of the Foundation.

ADMINISTRATION

3. The Foundation shall be administered in conformity with the provisions of this Constitution by the Committee of Management hereinafter constituted (and hereinafter called "the Committee") who shall be the charity trustees of the Foundation within the meaning of Section 46 of the Charities Act 1960

PROVIDED THAT until the appointment of the first members of the Committee pursuant to the provisions of clause 5 hereof the Foundation shall be administered in accordance with the provisions of this Constitution by the persons listed in the Schedule hereto such persons being hereafter referred to as "the Initial Committee".

PROPERTY TRUSTEES

4. The Committee may appoint and may determine the appointment of a custodian trustee or a trust corporation or not less than three persons to act as trustees for the purpose of holding any moneys and property belonging to the Foundation and if the Committee shall so determine such property (or any part thereof as may be determined by the Committee) shall be held by such

trustees under the provisions of such trust deed as may be determined by the Committee from time to time as being appropriate with power for the Committee from time to time by deed to vary the terms of such trust deed as the Committee may consider appropriate PROVIDED that if the Committee shall so determine the Committee shall be entitled with the consent of the Official Custodian for Charities to vest in him any property at any time belonging to the Foundation and (if appropriate) to require such trustees as aforesaid to execute such documents as may be necessary to so vest such property in the Official Custodian for Charities.

COMMITTEE OF MANAGEMENT

5.1. The Committee shall consist of not less than three and not more than eleven members.

5.2. The quorum for meetings of the Committee shall be three persons.

5.3. Members of the Committee shall hold office for the period of 12 months commencing on 1 July in each year and shall be appointed by the Barrow Parish Council ("the Parish Council") PROVIDED that the Parish Council shall be entitled to appoint additional members to the Committee in such numbers and on such occasions as the Parish Council may select but so that the total number of members shall not exceed the said

maximum and all persons appointed as members shall be deemed to be appointed for the period ending on 30 June following the date of their appointment.

5.4. The Committee shall be entitled to appoint as Observing Members of the Committee representatives of Associated Organisations as defined in clause 23.1 of this Constitution but provided that such Observing Members shall not be entitled to vote at any meetings of the Committee but subject thereto and mutatis mutandis the above provisions shall apply as to the period of office of such Observing Members and the filling of any casual vacancies thereof.

5.5. Until the appointment of a Committee by the Parish Council pursuant to the aforesaid provisions the Initial Committee shall be the Committee of the Foundation and entitled to perform all the powers by this Constitution granted to the Committee.

5.6.1. The provisions of this clause 5.6 shall operate only if in consequence of the re-organisation of local government the Parish Council shall (a) cease to exist as a separate parish council responsible for substantially the same area as that for which it currently undertakes responsibilities or (b) shall cease to be under a statutory requirement to hold elections for the appointment of parish councillors pursuant to the Representation of the People Acts from time to time in force.

5.6.2. Upon the happening of either of the said events the aforesaid provisions for the appointment of members of the Committee and of the Observing Members shall cease to be of effect and the under-mentioned provisions shall apply.

5.6.3. The members of the Committee shall be elected at the annual general meeting to be held as in this Constitution provided Provided that members so elected shall take office immediately following the termination of such annual general meeting and shall hold office for the period of two years thereafter or until/close of the second following annual general meeting whichever shall happen first Provided Further that at the end of the first year of holding office the three members receiving the least number of votes at such meeting shall retire from office but they shall be entitled to offer themselves for re-election.

5.6.4. Upon the occurrence of a casual vacancy such casual vacancy may be filled by the Committee and the

period of office of a member appointed to fill a casual vacancy shall commence at the end of the meeting of the Committee at which he was so appointed.

5.6.5. The Committee shall be entitled to appoint Observing Members as before described and such Observing Members shall hold office until the annual general meeting following their appointment but provided that such Observing Members shall not be entitled to vote at any meetings of the Committee.

FAILURE TO APPOINT

6.1. The proceedings of the Committee shall not be invalidated by any failure to appoint or any defect in the appointment election or qualification of any member.

6.2. If the Parish Council fail to appoint members of the Committee to take office as from 1 July in any year the Committee in office on 30 June in that year shall continue in office until the happening of the first of (a) the appointment of new members to the Committee by the Parish Council (b) 30 June in the following year and (c) the appointment of new members to the Committee by a general meeting called and held pursuant to the next following provisions of this clause and in such event the Committee so continuing in office shall have all the powers hereunder as though they were a Committee appointed under the provisions of this Constitution for the relevant year.

6.3.1. All persons entitled to attend and vote at the annual general meetings of the Foundation shall be entitled to attend and vote at a general meeting as referred to in clause 6.2.

6.3.2. Such meeting shall be convened by not less than seven persons entitled to vote at such a meeting. Notice of such meeting shall both be advertised in any newspaper circulating within the Parish of Barrow and also be notified by notice placed in some conspicuous position within the said Parish such advertisement and such notice to be so advertised or placed during a period not more than 28 days or less than 14 days before the date of the relevant meeting and to state that at such meeting members of the Committee of the Foundation are to be elected. The said meeting shall be open to all members of the public and the press and its chairman shall be in order of precedence

- (i) The Chairman of the Foundation
- (ii) Any other officer of the Foundation
- (iii) Any member of the Committee of the Foundation
- (iv) Either the Chairman or Deputy Chairman of the Parish Council

(v) Any of the persons who convened such meeting but provided that in such event such person shall as the first item of business call for the appointment of a chairman by the meeting and upon such appointment such chairman shall preside thereat

6.3.3. The chairman of such meeting shall cause minutes of the meeting to be taken and such chairman shall sign the relevant minutes and procure that the same are deposited with the Committee elected at such meeting within 14 days of the date of the relevant meeting.

6.4. Within 14 days of appointment pursuant to the aforementioned provisions the Committee shall meet and take such steps as may be appropriate to inform the Charity Commissioners of the circumstances and events leading to their election and shall forward to the Charity Commissioners a copy of the said minutes.

SUB-COMMITTEES

7. The Committee shall be entitled to appoint such sub-committees upon such terms and

with such duties and powers as the Committee may from time to time determine including the duty to report the actions and proceedings of such sub-committees fully and promptly to the Committee.

TRUSTEES NOT TO BE PERSONALLY INTERESTED

8.1. No Trustee shall receive remuneration for acting as a Trustee for the purposes of the Foundation.

8.2. No Trustee shall be interested in the supply of services, work or goods at the cost of the Foundation unless -

- (a) He is absent from all meetings of the Trustees during the relative discussions; and
- (b) He takes no part in the relative decisions; and
- (c) The other Trustees are satisfied that transactions arising out of such decisions are advantageous to the Foundation

8.3. No Trustee shall hold any interest in property belonging to the Foundation otherwise than as a Trustee for the purposes of the Foundation unless the conditions in the last preceding sub-clause when applied to this sub-clause are

satisfied and the Charity Commissioners give their consent in writing.

DETERMINATION OF MEMBERSHIP

-9. Any member who is adjudged bankrupt, or who makes a composition or arrangement with his creditors, or who fails to attend three successive meetings of the Committee or who communicates in writing to the Committee a wish to resign, shall thereupon cease to be a member.

MEETINGS OF THE COMMITTEE

10. The Committee shall hold at least two ordinary meetings in each year. A special meeting may be summoned at any time by the Chairman or any two members upon three clear days' notice being given to all the other members.

CHAIRMAN AND VICE-CHAIRMAN AND TREASURER OF THE COMMITTEE

11.1. The Committee, at their first meeting in each year after their appointment or election as the case may be, shall elect one of their number to be Chairman of their meetings and may elect another of their number to be Vice-Chairman. They shall also appoint a Treasurer and Secretary. The Chairman, Vice-Chairman, Treasurer and Secretary shall continue in office until their respective successors are elected or appointed.

11.2. If the Chairman is absent from any meeting

the Vice-Chairman (if any) shall preside; otherwise the members present shall, before any other business is transacted, choose one of their number to preside at that meeting.

VOTING IN COMMITTEE

12. Every matter shall (except as in this Constitution provided) be determined by the majority of the members of the Committee present and voting on the question. In the case of equality of votes the Chairman of the meeting shall have a second or casting vote.

ANNUAL AND SPECIAL GENERAL MEETINGS

13.1. There shall be an annual general meeting of the Foundation during the months of January or February in each year or as soon as practicable thereafter.

13.2. All inhabitants of the area of benefit of eighteen years of age and upwards shall be entitled to attend and vote at the annual general meeting PROVIDED that except in relation to the election of members of the Committee in accordance with the preceding provisions in that behalf contained in clause 5.6. decisions taken at such annual general meetings or at any other general meetings shall constitute recommendations only to the Committee and shall not be binding upon the Committee..

13.3. The first annual general meeting after the date of this Constitution shall be convened by the

persons named in clause 3 hereof and subsequent annual general meetings by the Committee.

Public notice of every annual general meeting shall be given in the area of benefit at least ten days before the date thereof by posting a notice in some conspicuous place in the area of benefit and by such other means as the convenors think fit.

13.4. The Chairman of the Committee shall be the Chairman of such annual general meetings and in his absence the Vice-Chairman (if any) or if he shall be either absent or unwilling any member of the Committee as selected by the Committee shall take the chair; if no such individuals are available then the persons present shall before any other business is transacted appoint a Chairman of the meeting. In case of equality of votes the Chairman of the meeting being a member of the Committee shall have a second or casting vote.

13.5. The Committee shall present to each annual general meeting the report and accounts of the Foundation for the preceding year.

13.6. The Chairman of the Committee may at any time at his discretion and shall within 21

days of being requested to do so by a majority of the Committee or of receiving a written request so to do signed by not less than 20 inhabitants of the area of benefit aged over eighteen years giving reasons for the request call a special general meeting for the purpose of considering and discussing the matters detailed in such request.

REPAIRS AND INSURANCE

14. The Committee shall cause all the buildings and other property of the Foundation (hereinafter referred to as " the Foundation Property") at all times to be kept in repair and sufficiently insured against fire, theft, public liability and other insurable risks.

APPLICATION OF INCOME

15. After satisfying its obligations under clause 14 hereof the Committee shall as and when it thinks fit apply the net yearly income for the purposes of the Foundation.

SURPLUS CASH

16. Any sum of cash at any time belonging to the Foundation and not needed as a balance for working purposes shall (unless otherwise directed by the Charity Commissioners) be invested in the name of the Foundation.

FURTHER ENDOWMENTS

17. The Committee may receive any additional donations or endowments for the general purposes of the Foundation and it may also accept donations or endowments for any special objects connected with the Foundation not inconsistent with the provisions of this Constitution.

MINUTES AND ACCOUNTS

18. The Committee shall provide and keep a minute book and books of account. All proper statements of account in relation to the Foundation shall in each year be prepared as prescribed by Section 32 of the Charities Act 1960 and copies thereof shall be sent to the Parish Council

Committee and to be held upon the trusts for the purposes and subject to the provisions hereinbefore set forth (including this power) or as near thereto as circumstances shall permit or towards such other charitable purposes or objects for the benefit of the inhabitants of the area of benefit as may be approved by the Charity Commissioners, and meanwhile such moneys shall be invested and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same and the resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used in furthering the purposes specified in this Constitution.

POWER TO MAKE GRANTS

21. It is hereby expressly stated for the purposes of the avoidance of doubt that the Committee shall be entitled to make grants to an Associated Organisation as below defined or to others being grants for the purposes of the furtherance of the objects of the Foundation PROVIDED that if the relevant grant is not for expenditure by the recipient thereof upon the playing fields in Barrow or other area leased or occupied by the Foundation or in connection with activities carried on thereat then before making such grant the Committee shall call a meeting of the inhabitants of the age of eighteen or upwards of the area of benefit of which meeting not less than 14 days' notice as stated in clause 20 of this Constitution shall be given and the persons present at such meeting shall be entitled to vote as to whether or not such meeting is in favour of making such grant. If the relevant vote is not in favour of such grant being made then the Committee shall not be entitled to make

MORTGAGES AND CHARGES

19. The Committee may with the consent of the Charity Commissioners from time to time by mortgage or otherwise obtain such advances on the security of the Foundation property or any part thereof as may be required for maintaining extending or improving the same or any part thereof or erecting any building thereon or for the work carried on therein and may continue or may repay in whole or in part and from time to time any existing mortgage or charge on the Foundation Property.

LETTING OR SALE

20. If the Committee decides at any time that on the ground of expense or otherwise it is necessary or advisable to discontinue the use of the Foundation Property in whole or in part for the purposes stated in clause 1 it shall call a meeting of the inhabitants of the age of eighteen years or upwards of the area of benefit of which meeting not less than fourteen days' notice (stating the terms of the resolution that will be proposed thereat) shall be posted in a conspicuous place within the area of benefit and advertised in a newspaper circulating in such area and if such decision shall be confirmed by three-quarters of such inhabitants present and voting at such meeting the Committee may with the consent of the Charity Commissioners let or sell the Foundation Property or any part thereof. All moneys arising from such letting or sale (after satisfaction of any liabilities properly payable thereout) shall with such consent as aforesaid be applied either in the purchase of other property approved by the

the relevant grant without either (a) obtaining authority from the Charity Commissioners or (b) obtaining approval for the payment from a subsequent meeting of inhabitants.

RULES

22. Within the limits prescribed by this Constitution the Committee may from time to time make and alter rules for the management of the Foundation and in particular but without limitation so long as they are within the said limits with reference to :-

- (a) The terms and conditions upon which the Foundation Property may be used by persons or bodies other than the Committee and the sum (if any) to be paid for such use;
- (b) The deposit of money at a proper bank or building society and the safe custody of documents;
- (c) The appointment of an auditor;
- (d) The engagement and dismissal of such officers, servants and agents as the Committee may consider necessary and the payment of such persons (not being members of the Committee);
- (e) The summoning and conduct of general meetings including the number of members who shall form a quorum thereat;
- (f) Standing orders for the conduct of meetings.

ASSOCIATED ORGANISATIONS

23.1. In this Constitution the expression "Associated Organisations" shall mean bodies approved as having such status pursuant to this clause.

23.2. Any group or body of people who shall from time to time or on occasions use the Foundation Property shall be entitled to apply to the Committee for nomination as an Associated Organisation which status shall entitle the relevant group or body to nominate for appointment such individual as it may select as an Observing Member of the Committee as before provided.

23.3. Associated Organisations shall enjoy that status for such period as the Committee shall determine and the Committee shall be entitled to determine the status at any time.

SALE OF INTOXICATING LIQUORS

24. The Foundation shall not on its own behalf apply for a Justices' On Licence a Justices' Off Licence or a Restaurant Certificate pursuant to the Licensing Act 1964 nor shall it seek registration as a Club for the purposes of the said Act nor shall it consent to any other person making any such application or seeking such registration in respect of any premises owned by leased to or occupied by the Foundation PROVIDED that the said restrictions shall not relate in any way to or restrict an

application with the consent of the Foundation for an occasional Licence pursuant to Section 180 of the said Act.

AMENDMENT

25.1. In the event that the Charity Commissioners shall recommend or require that this Constitution shall be amended the Committee shall seek confirmation from the Parish Council that the Parish Council has no objection to the relevant amendments and if such confirmation is given the Committee may by resolution passed by not less than two thirds of the members present and voting alter, revoke or add to this Constitution accordingly.

25.2. Subject to the provisions of clause 25.3 hereof the Committee may by resolution passed by not less than two thirds of the members present and voting alter, revoke or add to this Constitution and to any rules made under clause 22 hereof in whole or in part provided that no alteration or deletion may be made the effect of which could cause the Foundation to cease to be a charity at law. In particular no alteration shall be made to clause 1.2 hereof without the prior consent of the Charity Commissioners.

25.3. No amendment to this Constitution approved under the provisions of clause 25.2 shall take effect until it has been approved at a meeting of the inhabitants of the area of benefit called in accordance with the conditions set out in clause 20 hereof but substituting 28 days' notice for 14 days and providing also that

the relevant amendments shall also be displayed with the relevant notice. If such meeting shall vote that some or all of the relevant amendments should not be implemented then the Committee shall refer the matter to the Charity Commissioners for their approval and the relevant amendment shall not take effect until such approval is granted. This clause 25.3 shall not apply to the amendments made prior to the registration of the Foundation as a charity by the Charity Commissioners.

DISSOLUTION

26. If the Committee considers at any time it would be desirable that the Foundation should be dissolved it shall call a meeting of the inhabitants of the area of benefit of the age of eighteen and upwards in like manner as it shall call a meeting pursuant to clause 20 hereof and the Foundation may be dissolved by a resolution passed by not less than three quarters of such inhabitants present and voting at such meeting. The net assets of the Foundation after discharge of all debts and liabilities of the Foundation shall be paid to the Parish Council for use by the Parish Council for the benefit of the inhabitants of the area of benefit PROVIDED that if circumstances have arisen whereunder the provisions of clause 5.6. shall take effect then such balance shall be transferred to some other charitable institution or institutions having objects similar

to those of the Foundation or as may be
directed by the Charity Commissioners for
England and Wales.