

1 THE CONSTITUTION
Adopted on the Eighth day of August Nineteen Ninety Eight
and amended on the Twenty-First day of May Two Thousand and Eleven

Clause A :Name

The name of the Association is THE HILLINGDON SLIPSTREAMERS CYCLING CLUB (“the charity”)

Clause 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 Committee, constituted by clause G of this constitution (“the Committee”).

Clause C :Objects

The Charity’s objects (“the objects”) are

1. To advance the education of children by the promotion of safe cycling by improving the standard of children’s cycling and the advancement of road safety.
2. The promotion for the public benefit of safe cycling by improving the standard of children’s cycling and advancement of road safety.
3. To protect and preserve the health of children under sixteen years old.

Clause D: Powers

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

1. Power to raise funds and invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any requirements of the law;
2. 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;
3. Power subject to any consents required by law to sell, lease or dispose of all or part of the property of the Charity;
4. 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;
5. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
6. Power to appoint and constitute such advisory committees as the Committee may think fit;
7. Power to do all such other lawful things as necessary for the achievement of the objects.

Clause E: Membership

1. Membership of the Charity shall be open to any person under the age of sixteen years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Committee.
2. The Parents or guardians of the members in (1) shall automatically become voting members ONLY. Voting members will have the power to vote at the AGM only, to elect the honorary

officials and members of the committee . Each family shall have one vote. The members in (1) shall not themselves have voting rights.

3. On reaching the end of the year of their sixteenth birthday members may elect to remain as associate members (without voting rights) until the end of the calendar year they become eighteen years old.
4. Those adult volunteers who are not parents or guardians of members but are recognised by the committee as regularly giving their time to further the objectives of the charity shall become associate members.
5. The Committee 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 Committee, accompanied by a friend, before a final decision is made. The minimum of three members of the committee shall hear the appeal.

Clause F :Honorary Officers

At the Annual General Meeting of the Charity, the voting members shall elect a chairman, vice-chairman, a secretary and a treasurer, who shall hold office from the conclusion of the meeting. These elected officers do not have to be parents or guardians of under sixteen members but do have to uphold the objectives of the charity. They shall automatically become associate members upon being voted in to office.

Clause G:The Committee

1. The Committee shall consist of:
 - a. The honorary officers specified in the preceding clause;
 - b. Those elected officers voted in by voting members to fulfill roles within the committee that the honorary officers deem necessary to meet the objectives of the charity. These will be elected at the annual general meeting.
 - c. These elected officers do not have to be parents or guardians of under sixteen members but do have to uphold the objectives of the charity. They shall automatically become associate members upon being voted in to office.
2. The Committee may in addition, appoint co-opted members to act as rider representatives on behalf of the under sixteen membership.
3. All the members of the Committee 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 Committee shall not be invalidated by any vacancy amongst their number.
5. All members of the Committee have to agree to uphold the objectives of the charity and run the charity in accordance with this constitution.

Clause H: Determination of Membership of the Committee

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

1. Is disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993(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 Committee from all their meetings held within a period of six months and the Committee resolve that his or her office be vacated; or
4. Notifies the Committee a wish to resign (but only if a minimum of four members of the Committee will remain in office when the notice or resignation is to take effect).

Clause I : Committee Members not to be personally interested

No member of the Committee 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 Committee) in any contract entered into by the Committee.

Clause J :Meetings and proceedings of the Committee

1. The Committee 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 Committee upon not less than 4 days notice being given to the other members of the Committee of the matters to be discussed .
2. The chairman shall act as chairman at meetings of the Committee. If the chairman is absent from any meeting, the vice-chairman will act as chairman. If both are absent, members of the Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Committee, for the time being or four members of the Committee, whichever is greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Committee 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 Committee shall keep minutes, of the proceedings at meetings of the Committee and any sub-committee.
6. The Committee 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 Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee 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 reported to the Committee.

Clause 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 Committee in the name of the Charity at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee. These members must be independent of each other and not be related or live in the same household.
2. The funds belonging to the Charity shall be applied only in furthering the objects.

Clause L Property

1. Subject to the provisions of sub-clause 2 of this clause, the Committee 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 Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, 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 Committee 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 Committee, and may pay such a nominee reasonable and proper remuneration for the acting as such.

Clause M: Accounts

The Committee 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.

Clause N: Annual Report

The Committee 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.

Clause O :Annual Return

The Committee 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.

Clause 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.
2. Every annual general meeting shall be called by the Committee. The secretary shall give at least 21 days notice of the annual general meeting to all the voting members of the Charity. All the voting 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.

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

Clause Q :Special General Meeting

The Committee may call a special general meeting of the Charity at any time. If at least 10 voting 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.

Clause R: Procedure at General Meetings

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

Clause 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 of the Committee 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.

Clause 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 committee members present at the Annual General Meeting. The notice of the Annual 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, clause C, clause I, clause U or this clause without prior consent in writing of the Commissioners.
3. No amendments may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

Clause U :Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all voting 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 Committee 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.

Adopted by unanimous resolution of the Committee members present at the Annual General Meeting held on 21 May 2011.

Signed:..... (Chair)

Date:.....

Signed:..... (Secretary)

Date:.....