

WALLINGFORD SPORTS TRUST CONSTITUTION

(To replace the First and Second Schedules as attached to the Lease)

Aims and Objectives

1. Wallingford Sports Trust (hereinafter called “the Trust”) is a Charity registered with the Charities Commission and exists for the purpose of providing facilities for sport, leisure and recreation for the benefit of the residents of Wallingford and surrounding areas in a manner as the Board of Trustees (hereinafter called “the Board”) shall from time to time think fit.

Property

2. The land on which the facilities are provided (hereinafter called “Trust Property”) is specified in the lease held by the Trust as granted by South Oxfordshire District Council.

Membership

3. All members of the constituent clubs are entitled to attend the Trust Annual General Meeting (AGM) and to become Trustees – see below. The constituent clubs are:

Wallingford Rugby Club

Wallingford Hockey Club

Portcullis Tennis Club

Hithercroft Squash Club

Wallingford Town Football Club

ABM Skittles Club

Petanque Wallingford

4. The addition or removal of an organisation to the list of affiliated clubs shall be at the discretion of the Board.
5. Membership of the constituent clubs shall be open to any person who is interested in the activity of the club, who is willing to abide by the rules of the club and willing to pay the club’s agreed subscription. Club membership shall

be available to anyone without regard to gender, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.

Board of Trustees

6. The Board shall comprise Elected Trustees and one Appointed Trustee for each of the constituent clubs as set out in Clause 3. The composition of the Board shall be such that Appointed Trustees shall always be in the majority.

Appointment and election of Trustees

7. Appointed Trustees shall remain on the Board until replaced by the appointing club. The Board has no power of veto over an Appointed Trustee other than as allowed under Clause 25.
8. Elected Trustees can be any persons from the local community who are over the age of 18. Elected Trustees will normally be elected at each AGM but may be co-opted by the Board at any time and will serve until the next AGM. Elected Trustees may be nominated for re-election subject to the limitations in the composition of the Board.
9. In the event of an Appointed Trustee being unable to attend a Board meeting, the Trustee may nominate a replacement who will carry the same responsibilities and voting rights as the Trustee. Elected Trustees cannot nominate a replacement.

Officers of the Board

10. The Board will elect a Chairman, Vice Chairman, Secretary and Treasurer at the first meeting of the Board following an AGM. If an officer resigns or is removed, replacement officers can be elected by the Board at any time.

Power of Trustees

11. The Board shall have the authority to deliver the aims and objectives of the Trust, providing it does so in a financially viable manner, to ensure the ongoing sustainability of the Trust and the Trust Property and to create an environment in which each of its constituent clubs can flourish.
12. The Board may appoint paid staff and let appropriate contracts as it thinks fit to deliver its aims and objectives.
13. The Board may appoint some of its member Trustees, which must include the Chairman and Treasurer, to an Executive Committee with delegated powers as it thinks fit, to manage day to day affairs of the organisation and/or any of its member Trustees to a working group for a particular project. The matters delegated to the Executive Committee or any working group must be recorded in the Board's minutes. All decisions made by the Executive Committee or any working group must be fully and promptly reported to the Board.

Frequency and procedures of Board meetings

14. The Board shall determine the intervals at which it should meet but should be no less frequently than quarterly.
15. Meetings of the Board shall require a quorum of two thirds of the total number of Trustees on the Board but all meetings must have a majority of Appointed Trustees present.
16. At Board meetings, all Trustees will have equal voting rights with the Chairman having the casting vote.
17. Any Trustee with an actual or perceived conflict of interest on a subject being discussed at a Board meeting shall declare such conflict of interest beforehand. The Trustee may speak on the subject at the discretion of the Chairman, but may be asked to leave the meeting for any subsequent discussion and may not vote on any related issue.
18. If necessary, a resolution may be agreed electronically by a majority of the Trustees entitled to vote. Any such resolution shall be validated at the subsequent Board meeting.

Financial controls

19. The Accounting Year of the Trust shall start at the beginning of April and finish at the end of March.
20. The Treasurer will produce an annual budget for the Board's approval at the beginning of each accounting year, which will be monitored by the production of monthly management accounts.
21. The Treasurer will produce final accounts for the Board's approval at the end of each accounting year, which will be subject to Independent Examination prior to submission to the Charities Commission and presentation to the AGM.
22. Any surplus generated from revenue and any external capital grants or loans secured shall be used in support of the aims and objectives of the Trust.
23. All Trust monies shall be banked in the name of Trust and any cheques drawn shall be signed by two nominated Trustees.

Discipline and Appeal Process

24. Complaints from members will be handled in accordance with the agreed complaints procedure; any appeals about the handling of complaints will be referred to the Board for a final decision.

Disqualification and removal of Trustees

25. The removal of a Trustee from the Board shall be determined by the Board where, but not limited to:

frequent non-attendance at board meetings, or

failure to meet the requirements of the Charities Commission, or
bringing the Trust into disrepute, or
being guilty of an illegal act in respect of the Trust

26. Removal of a Trustee shall be a two-thirds majority vote of members of the Board present and voting at a Board meeting and for a good and proper reason, provided the person has the right to be heard before a final decision is made.

AGMs

27. An AGM shall be held within 6 months of the end of the Accounting Year, at which the agenda must include Chairman's Report, Treasurer's Report, presentation of independently examined accounts of the immediate past year and Election of Trustees.

28. The AGM will consider any proposed changes to the constitution, which will, in any event, be reviewed at a maximum of 5 yearly intervals

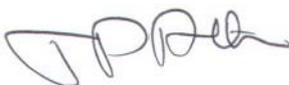
29. Twenty one days' notice of an AGM shall be given to Trustees and members of the clubs and be announced via the Sports park website and by written notice at the main Pavilion.

30. Members of any of the constituent clubs set out at clause 3 may attend the AGM to ask questions and make observations, although they have no voting rights.

Dissolution of the Wallingford Sports Trust

31. The Sports Trust may be wound up in exceptional circumstances, such as failure to meet the requirements of the Charities Commission or insolvency, if agreed by a two-thirds majority vote of members of the Board present and voting at a Board meeting. In the event of winding up, any assets remaining after all liabilities have been discharged shall be applied to any local sporting or charitable purposes at the discretion of the Board.

Adopted on: 25th January 2016



John Atkins

Chairman – Wallingford Sports Trust