

SNAITH AND COWICK TOGETHER

AN UNINCORPORATED ASSOCIATION

Constitution

Revised and updated following a proposal carried at the AGM March 2011

Name

1. The name of the association is 'Snaith and Cowick Together' (referred to in this document as 'the Association').

Administration

2. Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Steering Group, being the governing body of the Association.

Objects

The objects of the Association are to promote and contribute to the physical, social and economic regeneration of Snaith and Cowick in order to improve the quality of life of those living and working in the area.

Powers

3. In furtherance of the Association's objects, the Steering Group may exercise the following powers:
- a) to co-operate with other independent bodies and statutory authorities operating in furtherance of the Association's objects or of similar purposes and to exchange information and advice with them;
 - b) to source funding and to receive donations, gifts, endowments, sponsorship fees, subscriptions and legacies from persons wishing to promote the Association's objects or any of them and to hold funds in trust for same;
 - c) to receive money on loan upon such terms as the Association may approve and to guarantee the obligations and contracts of clients and customers including Members of the Association;
 - d) to invest the moneys of the Association not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit;
 - e) to collect and disseminate information on all matters affecting the objects of the Association and to establish, commission, publish, issue, circulate, show and support any written publications, sound and tape recordings, films or other media communications as shall be necessary to attain its objects or are in any way beneficial to the work of the Association;

- f) to establish or support any charitable trusts, associations or institutions formed for all or any of its objects;
- g) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;
- h) to obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Association to carry on its objects upon such terms and conditions as it may think fit;
- i) subject to any contractual arrangements as may be in place, to sell, lease or dispose of all or any part of the property of the Association;
- j) to employ such staff 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;
- k) to appoint and constitute such advisory committees as the Steering Group may think fit;
- l) to enter into any contract of insurance in respect of any matter in which the Association has an insurable interest and in particular in connection with any real or personal property in which the Association has an interest, or in connection with any acts or omissions done by persons employed by the Association, including indemnity insurance in respect of any fraudulent, negligent or other tortious acts by any such person;
- m) to open and operate bank accounts and other facilities for banking;
- n) to do all such other lawful things as are necessary for the achievement of its objects.

Not-for-profit status

4. The income and property of the Association shall be applied solely towards the promotion of its objects set out in this constitution, and no portion shall be transferred directly or indirectly by way of profit to Members of the Association, provided that nothing shall prevent any payment in good faith by the Association:
- a) of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent more than the base lending rate of the Association's bankers;
 - b) of reasonable and proper rent for premises demised or let by any Member of the Association;
 - c) of grants, loan, donations or any other kind of financial assistance to any Member, or to any organisation, firm, company or society with which a Member may be connected, provided that any such assistance is in respect of activities which are in furtherance of the objects of the Association;
 - d) to any member of the Steering Group in respect of reasonable out-of-pocket expenses incurred while acting on behalf of the Association.

Membership

5. The Steering Group shall admit to Membership of the organisation:
- a) individuals who live within the area of benefit (ie the Township of Snaith and Cowick; and
 - b) organisations that trade or provide services within the area of benefit; and
 - c) public bodies that provide service to the community;

subject only to a requirement that applicants shall sign an application form which includes a statement declaring support for the objects of the Association.

6. The Steering Group may, at its absolute discretion, admit to Membership individuals who do not live within the area of benefit and organisations that are not active within the area of benefit.

7. A Member shall cease to be a Member if he or she or it:
- a) resigns in writing to the Association; or
 - b) is removed from Membership by a majority vote of the Steering group for conduct prejudicial to the Association, provided that any Member to be so removed shall have the right to make representation to the meeting at which the decision is to be made; or
 - c) ceases to qualify for Membership under clause 5 above (by ceasing to live or trade or provide services within the area of benefit); but a Member ceasing to so qualify may subsequently re-apply for Membership under the provision of clause 6.

General Meetings

8. Once in each calendar year the Association shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. At least fourteen days' notice shall be given of the date, time and venue of the Annual General Meeting and of the business to be conducted. The business of the Annual General Meeting shall comprise:

- a) the annual report of the Steering Group including accounts;
- b) the election of members of the Steering group;
- c) the appointment or re-appointment of the Association's auditors or examiners
- d) such other business as may have been contained in the notices calling the meeting.

9. The Steering Group may at any time, and shall if directed by twenty per cent or more of the Members of the Association, call a Special General Meeting. At least seven days' notice shall be given of the date, time and venue of a Special General Meeting and of the business to be conducted.

10. Notice of a general meeting shall be prominently displayed in a place where all or a majority of members are likely to see it.

Proceedings at general meetings

11. The Chair shall preside at all general meetings. If there is no Chair, or if he or she is absent fifteen minutes after the time set for the commencement of the meeting, then the Vice-Chair shall preside; and in the event of his or her absence, the Members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
12. No General meeting may proceed unless a quorum is present. Ten Members or 5% of the Members, whichever is the greater, shall constitute a quorum.
13. If, within half an hour after the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Steering Group, all Members of the Association being given such notice as is practicable of the date, time and place of the adjourned meeting. If, at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the Members present shall constitute a quorum.
14. The Chair may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
15. The Steering Group shall ensure that proper minutes are kept of the proceedings at all general meetings of the Association.

Voting

16. Each Member which is an organisation shall appoint a representative (the 'voting representative') to act on its behalf at any general meeting of the Association, and shall provide such notification of the identity of its voting representative as the Steering Group may direct.
17. Any Member organisation may be represented at a general meeting by more than one person, provided that only the voting representative shall hold voting rights.
18. Votes may only be cast by the Members present at the meeting, including voting representatives of Member organisations. Each Member shall have one vote on each question to be decided.
19. Except where otherwise specified in this constitution, questions shall be decided by a simple majority of votes cast. In the event of a tied vote the Chair shall not have a second or casting vote and the resolution shall be submitted to a secret ballot of the Members present. Should this result in a further tied vote, the resolution shall be deemed to be lost.

The Steering Group

20. The Association shall have a Steering Group comprising:
 - a) up to eight persons elected by and from the Membership at the Annual General Meeting;
 - b) two nominees of voluntary and/or faith organisations;
 - c) two nominees of businesses and/or private sector organisations;

- d) four nominees of Snaith and Cowick Town Council
- e) one nominee of East Riding of Yorkshire Council

21. The election of Steering Group members under clause 20a) and the obtaining of nominations under 20b) and c) above shall be conducted in accordance with such procedures as the Association may from time to time adopt.

22. At every Annual General Meeting, half of the elected Steering Group members shall retire from office. The members to retire shall be those longest in office since their last election. Where there are members who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot. Retiring Steering Group members shall be eligible for re-election.

23. Any vacancies occurring within the elected places on the Steering Group may be filled by the Steering Group by co-option from the Membership. Any Member co-opted to fill a casual vacancy shall serve until the Annual General Meeting at which the person whom they have replaced would have stood down under the retirement cycle described in clause 22 above.

Honorary Officers

24. Members of the Steering Group shall elect from amongst their own number a Chair, Vice-Chair and Treasurer and such honorary officers as they see fit. Any officer so elected may be removed or replaced by a majority vote of the Steering Group at any time.

Removal of Steering Group members from office

25. A member of the Steering Group shall cease to hold office if he or she:

- a) is absent without good reason from three consecutive Steering Group meetings and the Steering Group resolve that he or she shall cease to hold office for this reason; or
- b) notifies to the Steering Group a wish to resign (but only if at least three members of the Steering Group will remain in office when the notice of resignation is to take effect); or
- c) ceases to be a Member of the Association; or
- d) is removed from office by a two-thirds majority vote at a Special General Meeting, the notice for which specified that the question of such removal was to be decided, and at which the Steering Group member whose expulsion is proposed shall have the right to speak.

Meeting and proceedings of the Steering Group

26. Members of the Steering Group shall meet together and may adjourn and otherwise regulate their meetings as they think fit. All Steering Group members shall receive reasonable notice of meetings, but it shall not be necessary to give notice to a member of the Steering Group who is absent from the United Kingdom.

27. The Chair shall preside at all meetings of the Steering Group. If there is no Chair, or if he or she is absent fifteen minutes after the time set for the commencement of the meeting, then the Vice-Chair shall preside; and in the event of his or her absence, the members of the

Steering Group present shall choose one of their number to chair the meeting before any other business is transacted.

28. No meeting of the Steering Group shall proceed unless a quorum is present. A quorum shall be five members, of which at least two shall be elected members.

29. All questions shall be decided by a majority of votes of the members of the Steering Group present and voting. In the event of a tied vote the Chair shall not have a second or casting vote and the resolution shall be submitted to a secret ballot of the Steering Group members present. Should this result in a further tied vote, the resolution shall be deemed to be lost.

30. All Members of the Association (including voting representatives) may attend meetings of the Steering Group, without voting rights and with speaking rights only at the discretion of the Chair, provided that Members who are not also members of the Steering Group may be reasonably excluded from sections of any meeting dealing with confidential matters.

31. The Steering Group 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.

32. The Steering Group shall ensure that proper minutes are kept of the proceedings at all meetings of the Steering Group and of any working parties.

Working Parties

33. The Steering Group may appoint and delegate any of its powers to working parties consisting of members of the Steering Group and/or others, provided that every working party shall include an elected member of the Steering Group, and provided also that acts and proceedings of any working parties shall be fully and promptly reported to the Steering Group.

Receipts and expenditure

34. The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Steering Group at such bank as the Steering Group shall from time to time decide. All instruments of expenditure above a certain limit set from time to time by the Steering Group must be signed by at least two members of the Steering Group, and all contracts binding the Association must be expressly approved by the Steering Group and must be signed by at least two members of the Steering Group.

Property

35. All or any part of the property of the Association may be vested in not less than two Holding Trustees (or in a corporation entitled to act as custodian trustee) appointed by the Steering Group, and such Holding Trustees shall hold such property and deal with it in a manner which is consistent with the objects of the Association as the Steering Group may from time to time direct. The powers, rights and duties of Holding Trustees so appointed shall be embodied in a Trust Deed to be approved by the Steering Group and to be executed by the Holding Trustees. Provided they act only in accordance with the lawful directions of the Steering Group, Holding Trustees shall not be liable for the acts and defaults of its members.

36. The Steering Group may at any time remove or replace any Holding Trustee and may appoint a Holding Trustee in place of any Holding Trustee who has retired, dies, refuses to act or has become incapable of acting.

37. Any property or contracts, including contracts of employment, held in the name of the Association and not vested in named Holding Trustees shall be deemed to be held jointly by the members of the Steering Group for the time being.

Accounts

38. The Steering Group shall maintain adequate accounting records for the Association and shall arrange for:

- a) the preparation of annual statements of account for the Association;
- b) the auditing or independent examination of the statements of account for the Association.

Alterations to the constitution

39. The constitution may be altered by a resolution passed by not less than two-thirds of those Members present and voting at a general meeting. The notice of such a general meeting must include details of the resolution, setting out the terms of the alteration proposed.

Dissolution

40. If the Steering Group decides that it is necessary or advisable to dissolve the Association it shall call a Special General Meeting stating the terms of the resolution to be proposed. If the proposal is confirmed by a two-thirds majority of the Members present and voting, the Steering Group shall have power to realise any assets held by or on behalf of the Association. After the satisfaction of all debts and liabilities, any assets remaining shall be given or transferred to such other non-profit-distributing institution or institutions having objects similar to the objects of the Association as Members of the Association may determine or, failing that, shall be given for some charitable purpose.

This revised constitution was adopted on 31st March 2011 by the persons whose signatures appear below, on behalf of the Steering Group.

Signature

Signature

Name

Name

Address

Address

Signature

Name

Address