Constitution of Stow Hill Community Group

Adopted on the 14th day of May 2003

1. **Name**

The name of the Association shall be the Stow Hill Community Group, hereinafter called **ECHO Stow Hill** ("**E**veryone **C**ounts **H**ere **O**n Stow Hill")

2. **Administration**

Subject to the matters set out below ECHO Stow Hill and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 9 of this constitution ("the Management Committee")

3. **Aims**

The aims of ECHO Stow Hill are:-

i To improve the quality of life in the city centre community of Stow Hill, Newport by developing relationships between the different social groups, business and other specialist interest groups and individuals who live or work in the area of benefit.

ii To work for the benefit of the inhabitants of the Stow Hill area of Newport without distinction of gender, sexual orientation, race, age, religious or political affiliation.

ECHO Stow Hill will work in partnership with all sectors in a common effort to become an active community. It will do this through the advancement of education and training, jobs and business, community safety, health and well being; through improvements to the environment and other facilities in the interests of improved conditions and quality of life for all.

4. **Objectives**

The Objectives of ECHO Stow Hill are:

i. Support initiatives in the community that are intended to improve quality of life and increase opportunities for the betterment of all or specific sectors in the community.

ii. Provide a supportive environment for all sections of the community irrespective of age, sex, ethnic or religious affiliation.

iii. Work towards a greater economic prosperity for the community.

iv. Seek to eradicate social, educational and economic disadvantage amongst the residents of the Stow Hill area.

v. Improve the physical environment of the area.

vi. Work with the statutory bodies and elected representatives of local and national government and organisations in the voluntary and charitable sectors to achieve the aims set out above.

1. **Powers**

In furtherance of the aims and objectives but not otherwise the management committee of ECHO Stow Hill may exercise the following powers:-

i. power to raise funds and to invite and receive contributions provided that in raising funds ECHO Stow Hill shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

ii. 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;

iii. power subject to any consent required by law to sell, lease or dispose of all or any part of the property of ECHO Stow Hill;

iv. power subject to any consents required by law to borrow money and to charge all or any part of the property of ECHO Stow Hill with the repayment of the money so borrowed;

v. power to employ such staff (who will not have voting powers) as are necessary for the proper pursuit of the aims and objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

vi. power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar purposes and to exchange information and advice with them;

vii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects to be fulfilled;

viii. power to affiliate to local or national organisations which may further the objects;

ix. power to appoint such advisory committees and sub groups as ECHO Stow Hill may think fit;

x. power to do all such other lawful things as are necessary for the achievement of the objects,

xi. power to provide insurance and indemnities required for the financial protection of the Executive Committee.

2. **Membership**

6.1 Membership shall be open to all who live or work in the designated area and who accept the aims and objectives of the association. Applications for membership will be by completion of a registration proforma.

6.2 Membership of ECHO Stow Hill shall be of two kinds: -

i. individual members.

ii. group members.

6.3 <u>Individual Membership</u>

Individual membership shall be open, irrespective of political affiliation, nationality, religious opinion, race or colour, gender or age to all persons living or working in a paid or voluntary capacity in the area of benefit who shall be called Full Members;

6.2 <u>Group Membership</u>

i. May consist of any local group operational within the community from either the voluntary, statutory or business sectors who wish to support or further the objects of ECHO Stow Hill, who will be known as Member Organisations.

ii. Member Organisations shall be entitled to one vote at meetings of ECHO Stow Hill.

3. **Termination of Membership**

The Management Committee with good and reasonable cause, shall have the right to terminate the membership of any individual or group. Provided that the individual member or appointed representative of the group member organisation concerned (as the case may be) shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

4. **Honorary Officers**

At the Annual General Meeting of ECHO Stow Hill its members shall elect from amongst themselves a Chairperson, a Vice-chairperson, Secretary, and a Treasurer, these nominated officers will hold office from the conclusion of that meeting

5. **Management Committee**

The Management Committee shall consist of not less than **5** members nor more than **12**

members being: -

9.1 The honorary officers as specified in the preceding clause plus a maximum of eight (8) members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting. These additional members shall be elected according to the following distribution.

i. Five (5) representatives for individuals (as voted by individual members).

ii. Three (3) representatives for groups (as voted by group members).

9.2 Members shall be elected for a two (2) year term subject to the maximum limitation determined in 9.4 below.

9.3 The Management Committee may in addition appoint no more than four (4) co-opted members but no person may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a formal meeting of ECHO Stow Hill with the agreement by a majority vote of its members and will run from that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

9.4 At least one third of the Management Committee shall retire from office at the first annual general meeting following the date on which they came into office. Thereafter one third of the committee shall stand down at each succeeding AGM. A retiring member may be re-elected subject to the qualification that no member shall hold office for more than five (5) consecutive years.

9.5 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member, subject to the quorum requirements determined in 12.3 below.

9.6 Nobody shall be appointed as a member of the Management Committee who is aged under 16 years or who would if appointed be disqualified under the provisions of the following clause.

9.7 No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the best interest of ECHO Stow Hill.

1. **Determination of Membership of Management Committee**

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

i. is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

iii. is absent from two consecutive meetings without the permission of the Management Committee who then may make a decision that his/her office be vacated;

iv. notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect.

2. **Management Committee Members not to be personally interested**

11.1Subject to the provisions of sub-clause 11.2. of this clause, no member of the Management Committee shall acquire any interest in property belonging to ECHO Stow Hill (otherwise than as a representative of ECHO Stow Hill) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

11.2All members may be paid reasonable out of pocket expenses incurred in carrying out the objects of ECHO Stow Hill.

3. **Meetings and proceedings of the Management Committee**

12.1The Management Committee shall hold at least four (4) ordinary meetings each year. A special meeting may be called at any time by the Chairperson or by any two members of the Management Committee upon not less than 4 days notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 14 days notice must be given.

12.2The Chairperson shall act as a chairperson at meetings of the Management Committee. If however the chairperson is absent from any meeting the Vice Chairperson shall chair the meeting. In the absence of both, the members of the Management Committee present shall choose one of their number to be chairperson of the meeting before any business is transacted

12.3There shall be a quorum when at least four (4) members of the Management Committee, are present at a meeting

12.4Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote. Votes will normally be made by a show of hands but any member present can request a secret ballot. The decision as to whether a secret ballot is taken will be made by the Chairperson of the meeting.

12.5The Management Committee shall keep minutes, in books kept for the purpose, of the proceeding at meetings of the Management Committee and any sub-committee.

12.6The Management 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.

4. **Conduct of Meetings**

13.1No specific rules are prescribed for the Conduct of Meetings. Members are required to conduct themselves in a businesslike and courteous manner and to observe respect of the Chair at all times.

13.2The Chair's decision on length of speeches, debate and closure of debate will be final.

5. **Rules of Procedure at All Meetings**

14.1<u>Voting:</u>

i. It shall be the normal practice to proceed by consensus. Subject to the provisions of clause 19, all resolutions put to the meeting will require a vote and shall be decided by a simple majority of those present and entitled to vote thereat. No member either individual or group shall be entitled to more than one vote notwithstanding that she/he may represent two or more interests. In case of an equality of votes the chairman shall have a second or casting vote. Votes will normally be made by a show of hands but any member present can request a secret ballot. The decision as to whether a secret ballot is taken will be made by the Chairperson of the meeting.

ii. A resolution if needed shall be put to the vote by the Chairperson or Vice Chairperson if appropriate to the meeting in question or by at least two members having the right to vote.

14.2<u>Quorum:</u>

One-third of the members for the time being or four members, which ever is the greater, shall form a quorum at meetings of the Management Committee (as set out in sub-clause 12.3) and all other Committees. In the case of a General Meeting of the association, a quorum shall comprise at least one tenth of the total members or ten members, whichever number is the greater.

14.3<u>Minutes:</u>

i. Minute books shall be kept by the Management Committee of all meetings, and an appropriate secretary should be appointed for recording meetings of sub groups. The appropriate Secretary shall enter therein a record of all proceedings and resolutions.

ii. The Secretary will forward Minutes of the previous meeting to all members and which should be written and agreed as a true and accurate record.

iii. When the Treasurer is unable to attend meetings a written financial statement should be produced to the Secretary at least two days before the meeting to enable the statement to be tabled in the absence of the Treasurer.

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6. **Receipts and Expenditure**

15.1All monies raised by or on behalf of the local community shall be applied to further the objects of ECHO Stow Hill and for no other purpose

15.2The funds of ECHO Stow Hill including all donations contributions and bequests shall be paid into an account operated by the Management Committee in the name of ECHO Stow Hill at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee authorised so to do.

15.3The Treasurer shall keep proper accounts of the finances of ECHO Stow Hill.

15.4At each AGM a statement of accounts for the financial year will be presented by the Management Committee, to its members at the Annual General Meeting

15.5The accounts shall be available for inspection or audit, as required, with reasonable notice to the treasurer.

7. **Annual General Meeting**

16.1Once in each year in the month of February, the Secretary shall convene by written notice an Annual General Meeting of ECHO Stow Hill, which all individual members and group representatives of the constituent bodies shall be entitled to attend, for the purpose of receiving the Annual Report of the Management Committee and the Annual Audited Statement of Accounts.

16.2An AGM shall be called each April or as soon thereafter by the Management Committee of ECHO Stow Hill. The Secretary shall give at least 21 days notice of the AGM Annual General Meeting to all registered members of ECHO Stow Hill. Reasonable time should be allowed for advertising the AGM in the wider community. All registered members of ECHO Stow Hill shall be entitled to vote at the meeting.

16.3Nominations for election to the Management Committee must be made by members of ECHO Stow Hill in writing and must be in the hands of the secretary of the Management Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. In the event of there being no nominations, proposals may be made from the floor.

16.4Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson 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 chairperson of the meeting.

8. **Special General Meeting**

17.1The Management Committee may call a Special General Meeting of ECHO Stow Hill at any time. Additionally, a Special General Meeting may be called if at least ten members request such a meeting in writing stating the business to be considered. The secretary shall call such a meeting provided that at least 21 days notice is be given to members. The notice must state the business to be discussed.

17.2Any member may propose a motion of no confidence in the management committee provided that the conditions required for the calling of a Special General Meeting as outlined in the previous clause, are fulfilled. This rule shall apply equally to any person or group whose membership is deemed to have been terminated by the management committee provided that the motion and request for a Special General Meeting is made within twenty eight (28) days of the decision to terminate the membership as laid down in clause 7.

9. **Procedure at General Meetings**

18.1At least two (2) ordinary General Meetings of ECHO Stow Hill will held in addition to the Annual General Meeting and will normally take place at a designated time and advertised in advance.

18.2The rules of procedure shall be as those set out in Clause 14 (Rules of Procedure at

All Meetings).

10. **Alterations to the Constitution**

19.1Any proposal to alter this Constitution must be delivered in writing to the Secretary of ECHO Stow Hill not less than twenty eight days before the date of the meeting at which it is first to be considered.

19.2An alteration will require the approval of both:

i. a simple majority of members of the Management Committee present and voting at a Management Committee meeting;

ii. A two thirds majority of individual members and member organisations present and voting at a General Meeting.

19.3Notice of each meeting must have been given in accordance with normal procedure but not less than fourteen days prior to the meeting in question and giving the wording of the proposed alteration.

11. **Dissolution**

The Management Committee may decide by a simple majority at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve ECHO Stow Hill. It shall call a meeting of all members of ECHO Stow Hill. At least twenty one days notice (stating the terms of the resolution to be proposed there at) shall be given. If such decisions shall be confirmed by a majority of two thirds of those present and voting at such meeting the Management Committee shall have power to dispose of any assets held by or in the name of ECHO Stow Hill. Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied towards charitable purposes for the benefit of the inhabitants of the area of benefit as the Management Committee may decide

12. **Arrangements until first Annual General Meeting**

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the end of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

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