



Constitution of the Haddiscoe Stopit Association

adopted on the .06.04.09 (*voted in at AGM on that date*)

PART 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name

The association's name is

The Haddiscoe Stopit Association

3. The Objects

The Association's objects (the Objects) are

To promote the conservation, protection and improvement of the physical and natural environment of the civil parish of Haddiscoe, Norfolk. The initial object is to oppose the development of a mineral extraction pit and associated ventures.

4. Application of the Income and Property

(1) The income and property of the Association shall be applied solely towards the promotion of the Objects.

(2) Officers and Committee members may pay out of, or be reimbursed from, the property of the Association for reasonable expenses properly incurred by him or her when acting on behalf of the Association.

(3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:

(a) A member who is not also an Officer or Committee member from receiving reasonable and proper remuneration for any goods or services supplied to the Association;

(b) The purchase of indemnity insurance for the Officers and Committee members against any liability that by virtue of any rule of law would otherwise attach to the Officers and Committee members in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Officers and Committee members;

(iii) liabilities to the Association that result from conduct that the Officers and Committee members knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.

(4) No Officers and Committee members may be paid or receive any other benefit for being an Officer or Committee member.



- (5) Officers and Committee members may:
- (a) sell goods and services to the Association;
 - (b) be employed by or receive any remuneration from the Association;
 - (c) receive any other financial benefit from the Association,
- if :
- (i) he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (ii) the benefit is permitted by sub-clause (3) of this clause; or
 - (iii) the benefit is authorised by the Officers and Committee members in accordance with the conditions in sub-clause (6) of this clause.
- (6) (a) If it is proposed that Officers and Committee members should receive a benefit from the Association that is not already permitted under sub-clause (3) of this clause, he or she must:
- (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Officers and Committee members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Officer or Committee member rather than with someone who is not an Officer or Committee member and they must record the reason for their decision in the minutes. In reaching that decision the Officers and Committee members must balance the advantage of contracting with or employing an Officer or Committee member against the disadvantage of doing so (especially the loss of the Officer or Committee members' services as a result of dealing with an Officer or Committee members' conflict of interest).
- (c) The Officers and Committee members may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Officers and Committee members body comprises a majority of Officers and Committee members who have not received any such benefit.
- (d) If the Officers and Committee members fail to follow this procedure, the resolution to confer a benefit upon the Officers and Committee members will be void and the Officers and Committee members must repay to the Association the value of any benefit received by the Officers and Committee members from the Association.
- (7) An officer or Committee member must absent himself or herself from any discussions of the Officers and Committee members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, "Officers and Committee members" shall include any person, firm or company connected with the Officers and Committee members.

5. Dissolution

- (1) If the members resolve to dissolve the Association, the Officers and Committee members will remain in office as Officers and Committee members and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The Officers and Committee members must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association.



(3) On dissolution, if sufficient funds permit, the Membership subscriptions are to be refunded and named Donors will be refunded their donation or part thereof pro rata from the balance of the funds. Any remaining funds will be dispersed in agreement with a decision made at the closing General meeting of the Association.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Officers and Committee members are to apply the remaining property or assets of the Association and the Officers and Committee members must comply with the resolution if it is consistent with sub-clause (3) above.

6. Amendments

(1) The Association may amend any provision contained in Part 1 of this Constitution provided that:

(a) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Association;

(b) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

Part 2

7. Membership

(1) Membership is open to individuals or households who have paid a membership subscription.

(2) A household membership is only entitled to one vote at Association meetings.

(3)

(a) The Officers and Committee members may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.

(b) The Officers and Committee members must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Officers and Committee members must consider any written representations the applicant may make about the decision. The Officers and Committee members' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Officers and Committee members must keep a register of names and addresses of the members which must be made available to any member upon request.

(6) Membership subscriptions are non-refundable except on dissolution of the Association (as described in Section 5)



8. Termination of Membership

Membership is terminated if:

- (1) the member dies.
- (2) the member is removed from membership by a resolution of the Officers and Committee members that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Officers and Committee members at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

9. General meetings

- (1) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The Officers and Committee members may call a special general meeting at any time.
- (4) The Officers and Committee members must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Officers and Committee members fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

10. Notice

- (1) The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by the Committee.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members.

11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 12 [twelve] members entitled to vote upon the business to be conducted at the meeting.
- (3) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Officers and Committee members shall determine.



(5) The Officers and Committee members must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

(1) General meetings shall be chaired by the person who has been elected as Chair.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting an Officer or Committee member nominated by the Officers and Committee members shall chair the meeting.

(3) If there is only one Officer or Committee member present and willing to act, he or she shall chair the meeting.

(4) If no Officers or Committee members are present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

14. Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. Officers and Committee members

(1) The Association and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Officers and Committee members of the Association and in this constitution are together called "the Officers and Committee members".

(2) The Association shall have the following Officers:

- A chair,
- A secretary,
- A treasurer.

(3) The Association shall have the following Committee members:



- Events coordinator
- IT coordinator
- “The Street” representative
- “Thorpe Road / Loke” representative
- “Rectory Road” representative
- “Low Road” representative
- “Thorpe next Haddiscoe” representative
- Fundraiser

- (4) Officers and Committee members must be members of the Association
- (5) No one may be appointed an Officer or Committee member if he or she would be disqualified from acting under the provisions of Clause 18.
- (6) The number of Officers and Committee members shall be 11 (eleven), unless otherwise determined by a resolution of the Association in a general meeting and shall not be subject to any maximum.
- (7) The first Officers and Committee members shall be those persons elected as Officers and Committee members at the meeting at which this constitution is adopted.
- (8) An Officer or Committee member may not appoint anyone to act on his or her behalf at meetings of the Officers and Committee members.

16. The Appointment of Officers and Committee members

- (1) The Association in annual general meeting shall elect the Officers and Committee members.
- (2) The Officers and Committee members may appoint any person who is willing to act as an Officer or Committee member. Subject to sub-clause 5(b) of this clause, they may also appoint Officers and Committee members to act as officers of the Association.
- (3) Each of the Officers and Committee members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected an Officer or Committee member at any annual general meeting unless prior to the meeting the Association is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member’s intention to propose the appointment of a member as an Officer or Committee member;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
- (a) The appointment of Officers and Committee members, whether by the Association in general meeting or by the other Officers and Committee members, must not cause the number of Officers and Committee members to exceed any number fixed in accordance with this constitution as the maximum number of Officers and Committee members.
 - (b) The Officers and Committee members may not appoint a person to be an Officer or Committee member if a person has already been elected or appointed to that office and has not vacated the office.



17. Powers of the Officers and Committee members

(1) The Officers and Committee members must manage the business of the Association and have the following powers in order to further the Objects (but not for any other purpose):

- (a) to raise funds. In doing so, the Officers and Committee members must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
- (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed;
- (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (f) to set aside income as a reserve against future expenditure;
- (g) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
- (h) to open and operate such bank and other accounts as the Officers and Committee members consider necessary and to invest funds and to delegate the management of funds;
- (i) to do all such other things as are necessary for the achievement of the Objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Officers and Committee members.

(3) Any meeting of Officers and Committee members at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Officers and Committee members.

18. Disqualification and Removal of Officers and Committee members

An Officer or Committee member shall cease to hold office if he or she:

- (1) ceases to be a member of the Association;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns as an Officer or Committee member by notice to the Association (but only if at least two Officers or Committee members will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Officers and Committee members from all their meetings held within a period of six consecutive months and the Officers and Committee members resolve that his or her office be vacated.

19. Proceedings of Officers and Committee members

(1) The Officers and Committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Officer or Committee member may call a meeting of the Officers and Committee members.

(3) The secretary must call a meeting of the Officers and Committee members if requested to do so by an Officer or Committee member.

(4) Questions arising at a meeting must be decided by a majority of votes.



- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Officers and Committee members unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be the greater of, 6 (six) Officers or Committee members or the number nearest to one third of the total number of Officers and Committee member.
- (8) Officers and Committee members shall not be counted in the quorum present when any decision is made about a matter upon which that Officer or Committee member is not entitled to vote.
- (9) If the number of Officers and Committee members is less than the number fixed as the quorum, the continuing Officers and Committee members may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Officers and Committee members.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Officers and Committee members present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Officers and Committee members shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Officers and Committee members.
- (13) A resolution in writing signed by all the Officers and Committee members entitled to receive notice of a meeting of Officers and Committee members or of a sub-committee of Officers and Committee members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Officers and Committee members or (as the case may be) a sub-committee of Officers and Committee members duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Officers and Committee members.

20. Delegation

- (1) The Officers and Committee members may delegate any of their powers or functions to a sub-committee of two or more Officers or Committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The Officers and Committee members may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Officers and Committee members.
- (3) The Officers and Committee members may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Officers and Committee members.



21. Irregularities in Proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Officers and Committee members, or of a committee of Officers and Committee members, shall be valid notwithstanding the participation in any vote of an Officer or Committee member:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

- the vote of that Officer or Committee member; and
- that Officer or Committee member being counted in the quorum,
- the decision has been made by a majority of the Officers and Committee members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit any Officer or Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Officers and Committee members or of a sub-committee of Officers and Committee members if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the Officers and Committee members
- (b) any sub-committee of the Officers and Committee members
- (c) the Association in general meeting

shall be invalidated by reason of the failure to give notice to any Officers and Committee members or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

22. Minutes

The Officers and Committee members must keep minutes of all:

- (1) appointments of Officers and Committee members made by the Officers and Committee members;
- (2) proceedings at meetings of the Association;
- (3) meetings of the Officers and Committee members and sub-committees of Officers and Committee members including:

- the names of the Officers and Committee members present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions.

23. Annual Report and Return and Accounts

(1) The Officers and Committee members must comply with their obligations with regard to:

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual reports to be presented to the Annual General meetings of the Association.



24. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Association may give any notice to a member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (4) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

25. Rules

- (1) The Officers and Committee members may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Association's