

# The Shibden Valley Society

## Constitution

### 1. Name

The name of the association is The Shibden Valley Society (the Association)

### 2. Objects & Powers

2.1 The Association is established:-

2.1.1 to monitor all developments within the Shibden Valley area and use its influence to ensure that all such developments are in the best interests of the residents and other inhabitants of the Valley, including its wildlife, flora and fauna

2.1.2 to oppose any development that it considers detrimental to the area

2.1.3 to encourage good maintenance and husbandry of land and property in the area

2.1.4 to work for the improvement of services and facilities in the area and for the betterment of the environment

2.2 In furtherance of such objects, but not otherwise, the Association may:-

2.2.1 employ and pay any person or persons to supervise, organise and carry on the work of the Association

2.2.2 collect and disseminate information and all matters affecting such objects and exchange such information with other persons or bodies having similar objects whether in this country or overseas

2.2.3 raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise

2.2.4 cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded media as shall further the said objects

2.2.5 subject to such consents as may be required by law, sell lease or otherwise dispose of all or any of the property or assets of the Association

2.2.6 accept gifts and borrow or raise money for such objects and on such security that shall be thought fit

2.2.7 invest the money of the Association not immediately required for the said objects in or on such investment securities or property that may be thought fit

2.2.8 do all such other lawful things that are necessary for the attainment of such objects

### 3. Membership

3.1 Full membership of the Association shall be open to individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Committee. A full member is one who does not owe any moneys to the Association and whose subscription has been paid within 6 months of falling due. Subscriptions fall due on 1<sup>st</sup> May or on such other date as the Committee may decide.

3.2 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association. Junior members shall not be entitled to vote.

3.3 The Committee shall have the right:-

3.3.1 to approve or reject applications for membership; and

3.3.2 for good and sufficient reason to terminate the membership of any individual, provided that the individual member shall have the right to be heard by the Committee before a final decision is made.

3.4 A register of members' names and addresses shall be kept. The register may be made available to any Committee member in furtherance only of the objects of the Association, but to protect members' privacy neither the register nor any other data relating to individual members shall be shown or given to any other person or organisation except as required by law.

#### **4. Honorary Officers**

4.1 At the Annual General Meeting mentioned below, the Association shall elect a Chairman, a Secretary, a Treasurer and such other honorary officers as the Association shall from time to time decide.

4.2 The Chairman and honorary officers of the Association shall hold office until the conclusion of the Annual General Meeting next after their election but shall then be eligible for re-election.

4.3 The Chairman and the honorary officers shall automatically be members of the Association, the Committee and any sub-committee that may be established by the Committee.

#### **5. Committee**

5.1 Subject to what is mentioned below, the policy and general management of the affairs of the Association shall be directed by a Committee which shall meet not less than 8 times a year and when complete shall consist of not more than 12 members.

5.2 The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with clause 5.4 Only full members of the Association shall be eligible to serve as members of the Committee.

5.3 Election to the Committee shall be for 3 years for those who are not honorary officers. One third of those who are not honorary officers shall retire each year, but shall be eligible for re-election, the members so to retire being those who have been longest in office since last election. Where those longest in office since election are more than one third, those to retire shall be settled by agreement amongst themselves, or failing that, by lot.

5.4 Nominations for honorary officers or members of the Committee must be made in writing by full members of the Association, and no member may nominate himself or herself. The nomination must carry the nominee's agreement to serve if elected and his/her signature. Nominations must be delivered to the Secretary at least 14 days before the Annual General Meeting, and if the number of nominations exceeds vacancies the election shall be by a ballot by those members present at the Annual General Meeting.

5.5 Any casual vacancy to the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting, and shall be eligible for election at that meeting.

5.6 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

- 5.7 The Chairman may, and the Secretary on the requisition of any member of the Committee shall, at any time call a meeting of the Committee. If the notice given is less than 7 days, it shall be deemed valid if three quarters of the members of the Committee present consent.

## **6. Determination of Membership of the Committee**

- 6.1 A member of the Committee shall cease to hold office if he or she:-
- 6.1.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
  - 6.1.2 resigns his or her office by notice in writing; or
  - 6.1.3 is absent from 3 consecutive meetings of the Committee and/or for good and sufficient reason three quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office.

## **7. Meetings of the Association**

- 7.1 Once a year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days notice shall be given by the Secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers, the election of full members to serve on the Committee, the consideration of an annual report of the work done by or under the auspices of the Committee and of the examined accounts, and the transaction of such other matters as may from time to time be necessary.
- 7.2 The accidental omission to give notice of any General Meeting to, or the non-receipt of notice of a meeting by, any member of the Association shall not invalidate the proceedings of that meeting.
- 7.3 A Special General Meeting of the Association may be requisitioned if not less than 10 full members sign a request stating the nature of the business to be discussed. The Secretary shall arrange for the Special General Meeting to be held on a date that is within 21 days of receiving the request signed by the members, and shall give to the members of the Association the earliest feasible notice of the meeting.
- 7.4 The Chairman may call a Special General Meeting at any time at his discretion, subject to the giving of notice to the members of the Association that is the earliest reasonable in the circumstances. If the notice given is less than 21 days, the notice will be deemed valid if three quarters of the full members present consent.

## **8. Procedure at Meetings of the Committee**

- 8.1 Quorum: The quorum shall be four or such other number as the Association may in General Meetings from time to time determine.
- 8.2 Chairman: In the absence of the elected Chairman, the members present shall elect a chairman of the meeting from amongst themselves
- 8.3 Voting: All questions arising shall be decided by simple majority of those Committee members present. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 8.4 Minutes: Minutes shall be kept by the Committee and the Secretary shall enter in the minutes a record of all proceedings and resolutions. Any full member of the Association may inspect the minutes on written request to the Secretary.
- 8.5 The Committee may regulate its proceedings as it sees fit, subject to the provisions of this Constitution.

## **9. Procedure at General Meetings of the Association**

- 9.1 Quorum: The quorum shall be 10 full members of the Association or such other number as the Association may in General Meetings from time to time determine. No business shall be transacted at any General Meeting unless a quorum is present.
- 9.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Chairman shall determine. The Secretary shall reconvene the meeting giving at least 7 days clear notice of the re-convened meeting, stating the date, time and place of the meeting.
- 9.3 If no quorum is present at the re-convened meeting within 15 minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.
- 9.4 Chairman: The Chairman of the Committee shall preside as chairman at every General Meeting of the Association, or if there is no such chairman, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting, the members of the Committee present shall elect one of their number to be chairman of the meeting. The chairman of the meeting shall be empowered to decide the length of time for which any member may speak at the meeting.
- 9.5 Adjournment: The Chairman 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as specified in para. 9.2 above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 9.6 Voting: A resolution put to the vote at a meeting shall be decided on a show of hands and save as otherwise provided all questions arising at any meeting shall be decided by simple majority of those present and entitled to vote. Only full members (see para 3.1) are entitled to vote. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 9.7 Minutes: Minutes shall be kept by the Committee and the Secretary shall enter in the minutes a record of all proceedings and resolutions.

## **10. Payments**

All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:-

- 10.1 The repayment to members of the Committee of reasonable out of pocket expenses
- 10.2 The Committee being entitled to effect policies of insurance or indemnity and pay any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association, provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of trust or breach of duty or which is committed

by the Committee in reckless disregard of whether it was a breach of trust or breach of duty or not.

## **11. Finance**

- 11.1 The Committee shall ensure the keeping of accounting records for the Association and the preparation of annual statements of account for the Association.
- 11.2 The statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 11.3 A bank account shall be opened in the name of the Association with Barclays Bank plc of Commercial Street, Halifax or such other bank as the Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.
- 11.4 Any Committee member who lawfully borrows money on behalf of the Association pursuant to paragraph 2.2.6 shall be indemnified by the Association in respect of any personal liability which he or she may incur.

## **12. Trust Property**

- 12.1 Subject to the provisions of clause 12.2 the Committee shall cause the title of all land held by or in trust for the Association and all investments held by or on behalf of the Association to be vested 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 only act in accordance with the lawful directions of the Committee the holding trustees shall not be liable for the acts and defaults of its members.
- 12.2 The Holding Trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

## **13. Alterations to the Constitution**

Subject to the following provisions of this clause the Constitution may be altered by resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution setting out the terms of the alteration proposed.

## **14. Dissolution**

- 14.1 If the Committee by a simple majority decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by two thirds majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Association.
- 14.2 Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the Committee may determine, or if no such institution can be found, to such charitable organisation or organisations as the Committee may determine.
- 14.3 On dissolution the Association's minutes, the annual statements of account and associated papers, and such other papers as the Committee may decide, shall be

held for 6 years by the Secretary or such other member of the Committee as the Committee may determine.

## **15. Notices**

- 15.1 Any notice may be served by the Secretary on any member:-
- a) personally, or
  - b) on his or her appointed representative as the case may be, or
  - c) by sending it through the post in a pre-paid 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, or
  - d) by using electronic communications to the member's last notified address, and any communication so sent shall be deemed to have been received within 48 hours after it was sent.
- 15.2 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.

## **16. Rules**

- 16.1 The Committee may from time to time make rules for the conduct of their business.
- 16.2 The rules may regulate the following matters but are not restricted to them:-
- a) the admission of members to the Association and the rights and privileges of such members and the subscriptions to be paid by members
  - b) the conduct of members of the Association in relation to one another
  - c) the procedure at General Meetings of the Association in so far as such procedure is not regulated by this Constitution
  - d) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association
- 16.3 The Association in General Meeting has the power to alter, add to or repeal any rule.
- 16.4 The Committee must adopt such means as they think sufficient to bring any rules to the notice of members of the Association.
- 16.5 The rules shall be binding on all members of the Association. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

Approved by AGM 28 April 2010, with amended Clause 12 approved by AGM 9 April 2014.