

POOLE OLD TOWN CONSERVATION GROUP

CONSTITUTION

Adopted at the Annual General Meeting at the Guildhall, Market Street, at 6.00pm on 15th May 2014

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 Poole Old Town Conservation Group (and in this document it is called POTCG).

3. The Objects

POTCG's objects (the Objects) are:

- (1) to stimulate public interest in Poole Old Town Conservation Area;
- (2) to promote high standards of planning and architecture in the area;
- (3) to secure the preservation, protection, development and improvement of features of historical or public interest and of the general environment within the area;
- (4) to support or recruit support for relevant, suitable council conservation/development schemes or proposals and to oppose those judged to be injurious to or unsuitable for the area;
- (5) to support relevant business interests in the area and oppose unsuitable ventures;
- (6) to help restore the identity of Poole Old Town (including the Lower High Street and Quay), and promote the development of a community atmosphere and improve quality of life within it; and
- (7) to contribute financially to local charities and good causes with relevance to Poole Old Town.

4. Application of the Income and Property

- (1) The income and property of POTCG shall be applied solely towards the promotion of the Objects.
- (2) A Committee Member may pay out of, or be reimbursed from, the property of POTCG reasonable expenses properly incurred by him or her when acting on behalf of POTCG.
- (3) None of the income or property of POTCG may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of POTCG. This does not prevent:
 - (a) a member who is not also a Committee Member from receiving reasonable and proper remuneration for any goods or services supplied to POTCG;
 - (b) a Committee Member from:
 - (i) buying goods or services from POTCG upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from POTCG as a member of POTCG and upon the same terms as other members;
 - (c) the purchase of indemnity insurance for the Committee Members against any liability that by virtue of any rule of law would otherwise attach to a Committee Member or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to POTCG but excluding:

- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct of the Committee Member or other officer; and
 - (iii) liabilities to POTCG that result from conduct that the Committee Member or other officer knew or ought to have known was not in the best interests of POTCG or in respect of which the person concerned did not care whether that conduct was in the best interests of POTCG or not.
- (4) With the exception of indemnity insurance pursuant to clause 4(3)(c), no Committee Member may be paid or receive any benefit for being a Committee Member.
- (5) (a) If it is proposed that a Committee Member should receive a benefit from POTCG 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 Committee Members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of POTCG to contract with or employ that Committee Member rather than with someone who is not a Committee Member and they must record the reason for their decision in the minutes. In reaching that decision the Committee Members must balance the advantage of contracting with or employing a Committee Member against the disadvantage of doing so (especially the loss of the Committee Member's services as a result of dealing with the Committee Member's conflict of interest).
- (c) If the Committee Members fail to follow this procedure, the resolution to confer a benefit upon the Committee Member will be void and the Committee Member must repay to POTCG the value of any benefit received by the Committee Member from POTCG.
- (6) A Committee Member must absent himself or herself from any discussions of the Committee Members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of POTCG and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (7) In this Clause 4, "Committee Member" shall include any person firm or company connected with the Committee Member.

5. **Dissolution**

- (1) If the members resolve to dissolve POTCG the Committee Members will remain in office and be responsible for winding up the affairs of POTCG in accordance with this clause.
- (2) The Committee Members must collect in all the assets of POTCG and must pay or make provision for all the liabilities of POTCG.
- (3) The Committee Members must apply any remaining property or money directly for the Objects by transfer to any charity or not-for-profit unincorporated association or company limited by debenture for purposes the same as or similar to POTCG.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve POTCG specifying the manner in which the Committee Members are to apply the remaining property or assets of POTCG and the Committee Members must comply with the resolution if it is consistent with sub-clause (3) above.
- (5) In no circumstances shall the net assets of POTCG be paid to or distributed among the members of POTCG.

6. **Amendments**

- (1) POTCG 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 POTCG;
 - (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 over eighteen who are approved by the Committee Members and who have an interest in Poole Old Town.
- (2) The Committee Members shall determine the annual subscription pursuant to clause 24.
- (3) The Committee Members must keep a register of names and addresses of the members which must be made available to any member upon request.

8. **Termination of Membership**

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to POTCG unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to POTCG is not paid in full within three months of it falling due;
- (4) the member is removed from membership by a resolution of the Committee Members that it is in the best interests of POTCG that his or her membership is terminated.

9. **General meetings**

- (1) An annual general meeting must be held in each 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 extraordinary general meetings.
- (3) The Committee Members may call an extraordinary general meeting at any time.
- (4) The Committee Members must call an extraordinary 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 Committee Members fail to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary 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 POTCG 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 all the members entitled to attend and vote.
- (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 and to the Committee Members.

11. **Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
- 20 members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time, whichever is the greater.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Committee Members shall determine.
- (4) The 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.
- (5) 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 a Committee Member nominated by the Committee Members shall 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**

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.

15. **Officers and Committee Members**

- (1) POTCG and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution (together called "the Committee Members").
- (2) POTCG shall have the following Officers:
- Chair;
 - Vice Chair
 - Secretary;
 - Treasurer;
 - Membership Secretary; and
 - Architectural Adviser.

- (3) A Committee Member must be a member of POTCG.
- (4) No one may be appointed a Committee Member if he or she would be disqualified from acting under the provisions of Clause 18.
- (5) The number of Committee Members shall not be less than three and (unless otherwise determined by a resolution of POTCG in general meeting) not more than eight.
- (6) The Committee Members shall be the people elected to the officer roles set out in Clause 15(2) and up to two additional people elected to the committee with unspecified roles.
- (7) A Committee Member may not appoint anyone to act on his or her behalf at meetings of the Committee Members.

16. **The Appointment of Committee Members**

- (1) POTCG in general meeting shall elect the Officers and the other Committee Members.
- (2) Subject to Clause 15(5), the Committee Members may appoint any person who is willing to act as a Committee Member. In the event of a vacancy and subject to Clause 15(6), they may also appoint Committee Members to act as officers.
- (3) Each of the 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 a Committee Member (including any Officer) at any annual general meeting unless at least one week prior to the meeting POTCG 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 person as a Committee Member;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) Where a person has held the post of treasurer for five consecutive years, he or she may not stand for election as, or be appointed, treasurer in any part of the year following the conclusion of such five year period.
- (6) The election of Committee Members at the annual general meeting shall proceed as follows:
 - (a) the elections shall be carried out in two stages, the first stage dealing with the appointment of members to each of the officer roles set out in Clause 15(2) and the second stage dealing with the appointment of members to the unspecified roles referred to in Clause 15(6);
 - (b) the voting in each stage shall be by secret ballot unless, in respect of a stage there is only one person standing for each position in which case the Chair may propose that each such position is determined by a show of hands. If one or more members object to a show of hands, a secret ballot shall take place;
 - (c) in respect of the appointment of members to each of the officer roles set out in Clause 15(2) by secret ballot, each member present at the meeting shall be entitled to cast one vote only in respect of the candidates standing for each role;
 - (d) any candidate who is unsuccessful in the officer vote shall be included in the stage dealing with the appointment of members to the unspecified roles if he so requests. In a secret ballot, each member present at the meeting shall be entitled to cast up to two votes in favour of the candidates standing but may not cast more than one vote in respect of any candidate;
 - (e) in a secret ballot, the ballot papers must give the option to members to vote for or against each candidate. If a member does not vote in respect of a candidate, a vote against shall be recorded. No candidate shall be considered appointed unless he receives more votes in his favour than against him.
 - (f) the votes shall be counted by a current Committee Member and a member present at the meeting who is approved by a show of hands by the remaining members at the meeting;

- (g) in the event two or more candidates have received the same number of votes in relation to a Committee Member position, the Chair shall determine which of them shall be appointed; and
- (h) any ballot paper that breaches the rules regarding the number of votes that may be cast or that does not demonstrate the clear intention of the voter shall be discarded.

17. **Powers of Committee Members**

- (1) The Committee Members must manage the business of POTCG 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 Committee Members must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to co-operate with other voluntary bodies, charities and statutory authorities and to exchange information and advice with them;
 - (c) to set aside income as a reserve against future expenditure;
 - (d) to obtain and pay for such goods and services as are necessary for carrying out the work of POTCG;
 - (e) to open and operate such bank and other accounts as the Committee Members consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Committee Members of a trust are permitted to do by the Trustee Act 2000;
 - (f) to do all such other lawful things as are necessary for the achievement of the Objects;

18. **Disqualification and Removal of Committee Members**

A Committee Member shall cease to hold office if he or she:

- (1) ceases to be a member of POTCG;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) subject to the Rehabilitation of Offenders Act, has been convicted of a criminal offence;
- (4) resigns as a Committee Member by notice to POTCG (but only if at least two Committee Members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Committee Members from all their meetings held within a period of six consecutive months and the Committee Members resolve that his or her office be vacated.

19. **Proceedings of Committee Members**

- (1) The Committee Members may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Committee Member may call a meeting of the Committee Members.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (5) No decision may be made by a meeting of the Committee Members unless a quorum is present at the time the decision is purported to be made.
- (6) The quorum shall be four or the number nearest to one third of the total number of Committee Members, whichever is the greater or such larger number as may be decided from time to time by the Committee Members.
- (7) A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which that Committee Member is not entitled to vote.

- (8) If the number of Committee Members is less than the number fixed as the quorum, the continuing Committee Members or Committee Member may act only for the purpose of filling vacancies or of calling a general meeting.
- (9) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to chair that meeting.
- (10) A resolution in writing signed by all the Committee Members entitled to receive notice of a meeting of Committee Members or of a committee of 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 Committee Members or (as the case may be) a committee of Committee Members duly convened and held. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.

20. **Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Committee Members, or of a committee of Committee Members, shall be valid notwithstanding the participation in any vote of a Committee Member 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 Committee Member; and
 - that Committee Member being counted in the quorum,

the decision has been made by a majority of the Committee Members at a quorate meeting.

- (2) No resolution or act of
 - (a) the Committee Members
 - (b) any committee of the Committee Members
 - (c) POTCG in general meeting

shall be invalidated by reason of the failure to give notice to any Committee Member 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 POTCG.

21. **Minutes**

The Committee Members must keep minutes of all:

- (1) appointments of Officers and Committee Members made by the Committee Members;
- (2) proceedings at meetings of POTCG;
- (3) meetings of the Committee Members including:
 - the names of the Committee Members present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

22. **Annual Report and Return and Accounts**

- (1) The Committee Members must ensure:
 - (a) the keeping of accounting records for POTCG;
 - (b) the preparation of annual statements of account for POTCG;
 - (c) the transmission of the statements of account to POTCG;
 - (d) the preparation of an annual report.

- (2) Accounts must be prepared in accordance with generally accepted accounting practices and independently audited.

23. **Property**

- (1) POTCG may not purchase, lease or otherwise acquire any interests in land or leasehold or freehold property without a resolution of the members of POTCG in general meeting with the exception of property hired for specific events.
- (2) The Committee Members must ensure the title to:
 - (a) all land held by or in trust for POTCG; and
 - (b) all investments held by or on behalf of POTCG,is vested either in a corporation entitled to act as custodian Committee Member or in not less than three individuals appointed by them as holding Committee Members.
- (3) The terms of the appointment of any holding Committee Members must provide that they may act only in accordance with lawful directions of the Committee Members and that if they do so they will not be liable for the acts and defaults of the Committee Members or of the members of POTCG.
- (4) The Committee Members may remove the holding Committee Members at any time.

24. **Indemnity**

- (1) The Committee Members shall be indemnified by the members against all liabilities properly incurred by them in the management of the affairs of the association.
- (2) The members authorize the Committee Members to utilize the funds of POTCG to fund all necessary legal advice to avoid any potential liability accruing to POTCG.
- (3) Only Committee Members may make representations on behalf of POTCG and any member who makes any unauthorized representation apparently on behalf of POTCG does so entirely at his or her own risk and shall indemnify the other members against any liability arising thereunder.

25. **Notices**

- (1) Any notice required by this constitution to be given to or by any person must be in writing.
- (2) POTCG 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.
- (3) A member who does not register an address with POTCG or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from POTCG.
- (4) A member present in person at any meeting of POTCG shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or delivered where left at the member's address by POTCG, shall be conclusive evidence that the notice was given.
 - (b) A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or at the time of delivery where left at the member's address by POTCG.

26. **Rules**

- (1) The Committee Members may from time to time make rules or bye-laws for the conduct of their business.
- (2) POTCG in general meeting has the power to alter, add to or repeal the rules or bye-laws.

- (3) The Committee Members must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of POTCG.
- (4) The rules or bye-laws shall be binding on all members of POTCG. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.