

# **Poundbury Residents Association**

## **CONSTITUTION**

REVISED MAY 2019

### **1. NAME:**

The name of the Association shall be Poundbury Residents Association.

### **2. AIMS:**

The aims of the Association shall be to represent the needs of Poundbury residents in matters affecting local amenities and the local environment.

The Association shall be non-political.

### **3. MEMBERSHIP:**

3.1 All residents of Poundbury are eligible to become members of the PRA.

3.2 There will be no membership fee.

3.3 Residents who wish to join must register their details with the Membership Secretary.

3.4 'Poundbury' is defined as the Electoral Ward of Dorchester Poundbury due to come into being in May 2019.

3.5 Any Poundbury resident may attend General Meetings of the Association but only registered members may vote at General Meetings of the Association and there will be only one vote per household.

3.6 Only registered members may receive membership benefits.

3.7 Administrative costs will be met from the General Funds of the Association. Restricted funds which have been donated for a specific purpose will not be used to cover administrative costs. Voluntary donations will be invited from Members to cover ongoing administrative costs.

### **4. EQUAL OPPORTUNITIES:**

The Association shall not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

### **5. MEETINGS OF MEMBERS**

A minimum of four meetings shall be held each year, one of which shall be the Annual General Meeting. Notice of meetings shall be given in the Association's Newsletter and on the Association notice boards.

A quorum for a general meeting shall be 40 members. Decisions shall be taken by a simple majority of those present, except for resolutions to amend the constitution of the Association or to wind up the Association either of which shall require a two-thirds majority of those present. In the event of a tied vote the Chairman shall have a casting vote.

Standing agenda items at a General Meeting shall include the following:

- a. minutes of the previous General Meeting – approval and matters arising;
- b. current financial balances;
- c. report of committee activity including significant expenditure committed or incurred;
- d. approval for any major expenditure;
- e. date of next General Meeting.

An Annual General Meeting (AGM) shall be held in the first three months of each calendar year for the following purposes:

- f. to approve the minutes of the previous AGM;
- g. to receive a report from the Chairman on the activities of the Association;
- h. to approve the annual accounts of the Association;
- i. to approve the appointment of an accounts examiner for the ensuing year;
- j. to agree the annual membership fee;
- k. to elect the Chairman of the Association and other members of the Committee;
- l. to vote upon any special resolutions set out in the agenda.

An Extraordinary General meeting (EGM) may be called by the Committee or, as required, by no fewer than 15 members in writing to the Secretary.

Nominations for Chairman and committee members and notice of special resolutions shall be received in writing by the Secretary at least two (2) weeks in advance of an AGM or EGM. Nominations and candidates for election should be from households eligible to vote supported by two other eligible households and the consent of the candidate.

The agenda for an AGM together with the minutes of the previous AGM, annual accounts, and nominations for election to the Committee and any special resolutions and the agenda for an EGM or GM shall be available to residents attending the meeting.

The minutes of all general meetings shall be available to all residents of Poundbury.

## **6. CONDUCT**

General and committee meetings shall be conducted according to a code of conduct published separately. The code should not be onerous and should provide for sufficient base standards to enable an orderly meeting where everyone has an opportunity to participate should they wish to.

No member of the Association shall speak or write on behalf of the Association without prior agreement of the Committee or, in exceptional circumstances, the Chairman of the Committee alone.

## **7. COMMITTEE**

The business of the Association shall be carried out by a Committee in accordance with resolutions agreed by members at GMs.

The Committee shall comprise Chairman, Secretary, Treasurer and Planning Advisor (the officers) and not less than two and not more than five other members.

The officers' primary roles are as follows:

- Chairman – to chair both general and committee meetings, provide leadership to the committee, and lead the relationship with the Duchy of Cornwall and other public and commercial organisations unless otherwise delegated.
- Secretary – responsible for the taking of minutes and the distribution of all papers.
- Treasurer – responsible for managing funds in hand, agreed disbursements, and maintaining appropriate accounts.
- Planning Advisor – responsible for liaison with the Duchy of Cornwall, local authority planners and developers as appropriate, on planning matters likely or agreed to affect members of the Association generally.

Committee members should not be members of the same household.

The Chairman and committee members shall be elected at an AGM for a term of three (3) years.

At the AGM following the end of the three-year term they shall retire from office and the vacancies filled by election or re-election. A committee member ending an initial three-year term in office may stand for re-election for a second term, only, of three years. A committee member having served four (4) or more consecutive years shall not stand for re-election until a further three (3) years have elapsed following their retirement from that term. The Committee shall be empowered to fill vacancies arising for any reason, and to co-opt members to the Committee, pending the following AGM.

The Committee shall appoint a Vice-Chairman from amongst its members at the earliest appropriate opportunity following the AGM.

A quorum for a committee meeting shall be 50% of the elected and any co-opted members, plus one. Decisions shall be taken by a simple majority of those present; in the event of a tied vote the Chairman shall have a casting vote.

The Committee may appoint subcommittees and define their responsibilities. At least one member of any subcommittee must be a member of the full Committee and shall be appointed Chairman of the subcommittee. The subcommittee shall obtain agreement of the full committee for any action proposed.

Committee members standing for election for political parties should inform the Committee at the earliest opportunity. Should they be elected they should stand down immediately from the Committee.

In the event that matters should arise not provided for in the Constitution, the Committee is empowered to take a decision, pending, if appropriate, endorsement at the next AGM.

Members of the Committee and subcommittees may be reimbursed for out-of-pocket expenses incurred on behalf of the Association but shall not otherwise be remunerated.

## **8. FINANCE**

The Association's financial year shall be to 31 December. The Treasurer shall prepare accounts for each year, which shall be examined by an Independent Examiner who has been approved at the AGM.

The Treasurer shall maintain bank accounts for monies received by the Association. The Treasurer and one other of the Chairman, Secretary or nominated Committee member shall sign all cheques.

Any proposal for a grant or other form of expenditure of more than £5,000 together with the Committee's recommendation shall be brought before a GM for consideration and agreement.

All monies raised by or on behalf of the Association are only to be used to further the Aims of the Association, as specified in clause 2 of this constitution.

## **9. CONSTITUTION**

A resolution to change the Constitution of the Association shall be considered by members at an AGM or EGM and shall require a two-thirds majority of members present voting in favour.

The Association may only be wound up by resolution at an EGM called for that purpose and must be passed by a two-thirds majority of the members present voting in favour of dissolution. In the event of dissolution, distribution of the remaining assets, after the satisfaction of any debts or liabilities, shall be effected to the general good of the residents of Poundbury and subject to the agreement of the EGM.

## **Meetings - Code of Conduct**

All meetings shall be conducted according to the following code of conduct:

- Act within the constitution (governing document) and the law – being aware of the contents of the organisation’s constitution and the law as it applies to the Poundbury Residents Association (PRA).
- Act in the best interest of the PRA as a whole – considering what is best for the organisation and its beneficiaries and avoiding bringing the PRA into disrepute.
- Respect confidentiality – understanding what confidentiality means in practice for the PRA its committee and the individuals involved with it.
- Have an understanding of how the PRA works and the environment within which it operates.
- Actively engage in discussion, debate and voting in meetings – contributing positively, listening carefully, challenging sensitively and avoiding conflict.
- Work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence.
- If a consensus cannot be reached, a vote shall be taken and a decision shall be made in accordance with the constitution.

Meeting attendees are expected to honour the content and spirit of this code.

### **Committee Meetings**

Committee members shall also be expected to honour the content and spirit of the following additional code elements:

- Manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest. Not to gain materially or financially unless specifically authorised to do so.
- Have a sound and up-to-date understanding of the PRA and its environment.
- Attend meetings and other appointments or give apologies – consider other ways of engaging with the organisation if unable to attend committee meetings for an extended period.
- Prepare fully for meetings and all work for the PRA – reading papers, querying anything you don’t understand and thinking through issues in good time before meetings.
- Act jointly and accept a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so.