

CONSTITUTION
of
Campaign for Democracy, Maldwyn.
(adopted on 25-08-2016)

Name

1. The name of the association is "Campaign for Democracy, Maldwyn".

Objects

2. The association's objects are:
 - (a) An initiative and referendum system in Wales for devolved matters, based on the Swiss model.
 - (b) The introduction of an initiative and referendum system that would allow referendums to be held on reforming the political system and the influences on the system.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
 - (a) To campaign and lobby for the objects of the association.
 - (b) To carry on any other activities which further the above objects.
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - (f) To borrow money, and to give security in support of any such borrowings by the association.
 - (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).
 - (j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (k) To liaise with other voluntary sector bodies, local authorities, UK or Welsh government departments and agencies, and other bodies, all with a view to furthering the association's objects.
 - (l) To establish and/or support any other organisation, and to make donations for any purpose falling within the association's objects.
 - (m) To form any company with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment

being required from the company) the whole or any part of the association's assets and undertaking.

- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

General structure

4. The structure of the association shall consist of:-

- (a) the MEMBERS OF THE COUNCIL - who have the right to attend the annual general meeting of the Council (and any special general meeting of the Council) and have important powers under the constitution; in particular, the members of the council elect the members of the management committee and take decisions in relation to changes to the constitution itself.
- (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings of the Council, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association. Members of the management committee have the right to attend and speak at the annual general meeting of the Council (and any special general meeting of the Council).
- (c) SUPPORTERS – who will have the right to attend the annual general meeting of supporters and be able to elect up to 20% of the members of the Council (up to a maximum of four members of the council) and management committee.
- (d) ASSOCIATES – who will be kept informed of the activities of the organisation by letter, bulletin or email.

Members of the Council.

Maximum number of members of the Council.

5. The maximum number of members of the Council will be thirty.

Qualifications for membership of the Council.

6. Membership of the council shall be open to those invited by members of the council, the management committee or elected by the supporters.

7. Members of the Council must be Supporters of the association.

Withdrawal from membership of the Council.

8. Any person who wishes to withdraw from membership of the Council shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice of the association s/he will cease to be a member of the Council.

Expulsion or suspension from membership of the Council.

9. Any person may be expelled from membership of the Council by way of a resolution passed by majority vote at a general meeting of the Council provided the following procedures have been observed:-

(a) at least 14 days notice of the intention to propose the resolution must be given to the member of the Council concerned, specifying the grounds for the proposed expulsion.

(b) the member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

10. Any person may be suspended from membership of the Council by way of a resolution passed by majority vote at a meeting of the management committee. No notification is

required for suspension, and the member concerned is not entitled to be heard at that meeting of the management committee.

11. Any person suspended from membership of the Council by the management committee may have their suspension lifted by way of a resolution passed by majority vote at a general meeting of the Council, or may be expelled by way of a resolution passed by majority vote at a general meeting of the Council.

General meetings of the Council.

12. The management committee shall convene an annual general meeting of the Council in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.
13. The business of each annual general meeting of the Council shall include:-
 - (a) a report by the chair on the activities of the association
 - (b) consideration of the annual accounts of the association
 - (c) the election/re-election of the members of the management committee elected by the Council, as referred to in clause 52.
14. The management committee may convene a special general meeting of the Council at any time.
15. The management committee must convene a special general meeting of the Council at the request of five members of the Council, the reason/s for the meeting being notified to the management committee at the time of the request.

Notice of general meetings of the Council.

16. At least 14 clear days' notice must be given (in accordance with clause 86) of any annual general meeting of the Council or special general meeting of the Council; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
17. The reference to "clear days" in clause 16 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
18. Notice of every general meeting of the Council shall be given (in accordance with clause 86) to all the members of the council, and to all members of the management committee.

Procedure at general meetings of the Council.

19. No business shall be dealt with at any general meeting of the council unless a quorum is present; the quorum for a general meeting of the Council shall be 50% of the council members, present in person.
20. If a quorum is not present within 15 minutes after the time at which a general meeting of the Council was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
21. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting of the Council; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
22. The chairperson of a general meeting of the Council may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
23. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

24. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
25. A resolution put to the vote at a general meeting of the Council shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Personal interests, Members of the Council.

27. A member of the Council who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the Council; he/she will be debarred from voting on the question of whether or not the association should enter into that arrangement.
28. For the purposes of clause 27, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
29. Provided
 - (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - (c) the requirements of clause 30 are complied with,a member of the Council will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 28) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
30. Where a member of the Council provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the management committee must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount).

Supporters and Associates.

Application to become a supporter or associate.

31. Any person who wishes to become a supporter or associate must lodge with the association an application to be registered as a supporter or associate.
32. The management committee may, at its discretion, refuse to accept any person as a supporter or associate without giving reason.

Registration fees for supporters and associates.

33. Supporters and associates shall require to pay a minimum annual subscription; unless and until otherwise determined by the members of the council, the minimum amount of the annual subscription shall be £24 for supporters and £3 for associates. Supporters subscriptions may be paid annually or monthly, Associates subscriptions must be paid annually.

(a) The council may vary the amount of the annual subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at a meeting of the council.

(b) If the subscription payable by any supporter or associate remains outstanding more than 4 weeks after the date on which it fell due the supporter or associate will be deemed to have terminated their registration.

(c) A person who ceases (for whatever reason) to be a supporter or associate shall not be entitled to any refund of the subscription.

Register of supporters and associates.

34. The management committee shall maintain a register of supporters and associates, setting out the full name and address of each supporter or associate, the date on which s/he was registered as a supporter or associate, and the date on which any person ceased to be a supporter or associate.

Withdrawal from registration as a supporter or associate.

35. Any person who wishes to terminate their registration as a supporter or associate shall lodge with the association, a written notice to that effect; on receipt of the notice by the association, s/he shall cease to be a supporter or associate.

Removal from the register of supporters and associates.

36. Any person, other than a member of the council or management committee, may be removed from the register of supporters and associates by way of a resolution passed by majority vote at a meeting of the management committee.

General meetings of supporters.

37. The management committee shall convene an annual general meeting of supporters in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.

38. The business of each annual general meeting of supporters shall include:-

(a) a report by the chair on the activities of the association

(b) consideration of the annual accounts of the association

(c) the election/re-election of the elected members of the council and the management committee.

39. The management committee may convene a special general meeting of supporters at any time.

Notice of general meetings of supporters.

40. At least 14 clear days' notice must be given (in accordance with clause 86) of any annual general meeting of supporters or special general meeting of supporters; the notice must indicate the general nature of any business to be dealt with at the meeting.

41. The reference to "clear days" in clause 40 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

42. Notice of every general meeting of supporters shall be given (in accordance with clause 86) to all the supporters of the association.

Procedure at general meetings of supporters.

43. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

44. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
45. Resolutions passed by supporters are advisory, and are not binding upon the Council or management committee.
46. Every supporter shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
47. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
48. A resolution put to the vote at a general meeting of supporters shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least four members of the Council present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
49. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Management committee.

Maximum number of management committee members.

50. The maximum number of members of the management committee shall be eight.

Eligibility

51. A person shall not be eligible for election/appointment to the management committee unless s/he is a supporter of the association.

Election and re-election

52. At each annual general meeting of the Council, the members of the council may (subject to clause 50 and 4(c)) elect any supporter to be a member of the management committee.
53. At each annual general meeting of the supporters, the supporters may (subject to clause 50 and clause 4(c)) elect any supporter to be a member of the management committee.
54. The management committee may at any time appoint any supporter to be a co-opted member of the management committee (subject to clause 55).
55. At each annual general meeting of the Council, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.
56. Any supporter removed from the management committee by resolution of the Council, or barred from membership of the management committee by resolution of the Council, is not eligible for election or appointment.

Termination of office

57. A member of the management committee shall automatically vacate office if:-
 - (a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (b) he/she ceases to be a supporter of the association
 - (c) he/she becomes an employee of the association
 - (d) he/she resigns office by notice to the association
 - (e) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

58. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a member of the management committee, and the date on which any person ceased to be a member of the management committee.

Office bearers

59. The members of the Council shall elect a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
60. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
61. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

62. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
63. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests, members of the management committee.

64. A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 75) from voting on the question of whether or not the association should enter into that arrangement.
65. For the purposes of clause 64, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
66. Provided
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - (c) the requirements of clause 68 are complied with,
- a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 65) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
67. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.
68. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

- (b) the management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
69. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

70. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
71. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
72. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be a minimum of half the members of the management committee.
73. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
74. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
75. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
76. For the purposes of clause 75, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

77. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must
- (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (b) in circumstances giving rise to the possibility of a conflict of interest between the association and any other party
 - (i) put the interests of the association before that of the other party, in taking decisions as a member of the management committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question

Delegation to sub-committees

78. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
79. Any delegation of powers under clause 78 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
80. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

81. The signatures of two signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the management committee.
82. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

83. The management committee shall ensure that minutes are made of all proceedings at general meetings of members of the Council, general meetings of Supporters, management committee meetings and meetings of committees. Minutes of any meeting of the Council, meeting of the management committee and meetings of committees shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

84. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
85. The management committee shall prepare annual accounts, complying with all relevant statutory requirements.

Notices

86. Any notice which requires to be given to a Supporter under this constitution shall be in writing; such a notice may either be given personally to the Supporter or be sent by post in a pre-paid envelope addressed to the Supporter at the address last intimated by him/her to the association, or sent by email at the email address last intimated by him/her to the association.

Dissolution

87. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members of the Council; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
88. Should a general meeting of the Council be called to dissolve the association and fail to have a quorum, and a general meeting be called under clause 20 and also fail to be quorate then a second general meeting called to dissolve the association under clause 20 shall be deemed to be quorate if two or more members of the council attend.

89. If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 87, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other organisation, or organisations, having objects similar to those of the association and/or transferred to charitable organisations, the identity of the body or bodies to which such assets are transferred shall be determined by the members of the Council at, or prior to, the time of dissolution.
90. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's purposes) be paid or transferred (directly or indirectly) to the members of the Council, or Supporters or Associates, either in the course of the association's existence or on dissolution.

Alterations to the constitution

91. Subject to clause 92, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting of members of the Council, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 16, 17 and 18.
92. No amendment to clauses 2, 89, 90 or 92 of the constitution may be made, and for the removal of doubt no clause may be added to this constitution that alters the objects of the association.

Interpretation

93. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

94. The initial members of the management committee, and the positions held by each, shall be as set out below.