

BYFLEET, WEST BYFLEET AND PYRFORD RESIDENTS' ASSOCIATION



CONSTITUTION

JANUARY 2022

1. NAME

The name is the Byfleet, West Byfleet and Pyrford Residents' Association (the "**Association**").

The three Villages referred to throughout this document are Byfleet, West Byfleet and Pyrford (the "**Three Villages**").

2. BACKGROUND

The Association was formed in 1928 and has been run by volunteers continuously since then - more than 90 years of dedicated service to the residents of the Three Villages.

Following upon the Town & Country Planning Act 1990 as amended by the Localism Act 2011, the Association was fully committed to the establishment of Neighbourhood Forums for each of the Three Villages and continues to support them both financially and in carrying out their specific legally defined roles and policies within their individual Plan Areas.

3. AIMS AND OBJECTIVES

The Association wishes to represent the interests of everyone living in its area and/or contributing to the local economy. It strives to ensure that the Three Villages remain attractive, prosperous, environmentally sustainable, safe and socially welcoming places in which to live across all age and ethnic groups.

The purpose and objectives of the Association shall be:

- (a) to promote, uphold and protect the interests of residents in all matters affecting or likely to affect Byfleet, West Byfleet and Pyrford and its environs;
- (b) to bring to the notice of relevant authorities or bodies matters which affect the interests of the residents in the Three Villages and keep the membership informed;
- (c) to support and promote social and benevolent activities for the general benefit of Byfleet, West Byfleet and Pyrford residents, and to fund raise in support of these activities when required;
- (d) in matters that are not village specific the Association will campaign for the collective good of the whole community. This will include issues relating to education; provision of health care and related services; infrastructure and public space; recreational facilities for younger people and the protection of green spaces;
- (e) to use best endeavours to ensure that Green Belt land continues to serve its fundamental purposes and maintains its essential characteristics;

- (f) to work to encourage investment and behaviour that will combat climate change, reduce carbon emissions, improve air quality, and address the many forms of pollution including noise, light and the discharge of untreated sewage.
- (g) to review planning applications submitted to Woking Borough Council and deciding, having consulted with Neighbourhood Forums, Councillors and reviewed precedents, whether we should lodge an objection. Where applications are approved then, if requested, liaising with relevant neighbours and using our reasonable endeavours to ensure compliance with planning conditions;
- (h) to promote and support the work of the Three Villages' Neighbourhood Forums created under the Localism Act 2011 in order to play a full role in longer term planning activities in their specific areas and defend the integrity of their Plans; and
- (i) to work with the Neighbourhood Forums in promoting the Three Villages as vibrant residential and business communities;

4. GENERAL

- (a) the Association shall not be affiliated to any political party;
- (b) the Association will operate without distinction or discrimination on the grounds of race, gender, disability, sexual orientation, or of political, religious or other beliefs; and
- (c) a member elected as a political representative to a Parish, Borough or County Council or as a Member of the UK Parliament may not hold office or serve on an Association committee unless as an ex officio member (see below).

5. MEMBERSHIP

Membership of the Association shall be open to any person aged 16 years or over who resides or has a place of business in Byfleet, West Byfleet or Pyrford and/or is a residing family member of a household which has paid a subscription as required in accordance with this Constitution.

6. MEMBERSHIP SUBSCRIPTIONS

The annual subscription shall be such sum as has been agreed at the Annual General Meeting ("**AGM**") upon the recommendation of the Committee (as defined below). Annual subscriptions will be due on 1 January for the ensuing year and are non-refundable. Any increase in the subscription will be subject to a decision of members at the AGM again upon the recommendation of the Committee and shall apply from the following 1 January. Life membership shall be available at the discretion of the Committee.

The annual subscription is payable per household and within each household membership shall include all individuals as defined in paragraph 5 above.

Subscriptions will be used to:

- (a) support the activities of the Association as defined in the Aims and Objectives at paragraph 3 above;
- (b) provide financial support for Neighbourhood Forum basic operations upon adoption of their Plans when and if other sources of funding, if any, are inadequate. Basic operations will include room hire, printing and basic promotion of the Forum etc. but not any allowance for campaigns and projects unless such assistance is approved by the Committee; and
- (c) support good causes within the Three Villages.

Every member shall be entitled to:

- (d) Seek the opinion of, or assistance of the Association in matters affecting him/her as a resident of Byfleet, West Byfleet and Pyrford. Such opinion shall be of a general nature and is not to be considered or construed as professional expertise and is not given in any legal or professional capacity;
- (e) Have access to a copy of the Association's Newsletter ("**The Resident**"), as and when published (print copy and/or electronic), and also have access to members only sections of the Association website, that may be offered from time to time;
- (f) Attend Annual and Extraordinary General Meetings and to submit proposals in accordance with the Constitution and to vote at such meetings; and
- (g) Receive local news updates either through the members only section of the Association website and/or directly by email.

7. FRIENDS' MEMBERSHIP

Any person not resident in the Three Villages; any non-resident business and any person or business advertising in The Resident may request to become a member of the Association which will be at the discretion of the Committee and upon payment of the annual subscription. Such members will be non-voting members.

8. CESSATION OF MEMBERSHIP

Any member whose subscription is in arrears by two years will cease to be a member of the Association. The Committee (as defined below) retains the right not to enforce this stipulation should in the opinion of the Committee exceptional circumstances exist.

Any member who uses the Association's name, directly or indirectly, to further their own or any other person's interests including business interests shall be deemed to be in breach of the Association's Constitution and will forfeit membership.

The Committee retains the right and the discretion to rescind membership.

9. COMMITTEE

A committee (the "**Committee**") will be elected at each AGM to carry out the day to day administration of the Association. The Committee will comprise:

Officers (voting)

- Chair
- Vice Chair
- Secretary
- Treasurer
- Membership Secretary
- Planning Coordinator
- The Resident Editor
- Events Coordinator
- Advertising Manager
- Environment Officer
- Health and Wellbeing Officer
- Rights of Way Officer

- Byfleet Village Representative (alternate Byfleet Deputy Village Representative)
- West Byfleet Village Representative (alternate West Byfleet Deputy Village Representative)
- Pyrford Village Representative (alternate Pyrford Deputy Village Representative)

Non Specific Roles Committee Members(Voting)

In addition to Officers there may be up to three additional elected Committee Members (preferably but not necessarily one from each Village) who will count towards the quorum and shall have voting rights.

Officers (non-voting)

- Website
- Village Membership Officers for each Village

Ex-Officio Officers (voting)

- Chair of Byfleet Residents' Neighbourhood Forum
- Chair of West Byfleet Neighbourhood Forum
- Chair of Pyrford Neighbourhood Forum

Ex-Officio Officers (non-voting)

- Ward Woking Borough Councillors
- Division (The Byfleets and Woking South East) Surrey County Councillors

In the event of voting officer vacancies arising during the course of any one year between AGM's, the Committee may appoint temporary officers until the following AGM. Such Officers shall have voting rights and count towards a quorum.

Additional members may be co-opted onto the Committee. Others may be invited as guests whose expertise or interest would be of value to the Committee and the Association. Such additional members shall not have voting rights nor be included as constituting the number of members required for a quorum.

The Committee shall have the powers to appoint sub-committees in respect of business/activities which are within the interests of the Association, but do not need the attendance of the main Committee. At least one member of the Committee should sit on any sub-committee. Such sub-committees shall be responsible to the Committee and report on the progress of their activity at full Committee meetings. Rules and regulations of the Association shall apply to all sub-committees.

The Committee may engage and instruct professional and business advisers to assist in the furtherance of the Aims and Objectives of the Association and to research projects selected by the Association from time to time.

Officers are not individually empowered to commit the Association to any expenditure. Reasonable expenses incurred by a member of the Committee in carrying out authorised Committee duties will be refunded subject to the approval of the Chair. The Chair's expenses will be approved by the Committee. All other expenditure must be the result of a Committee decision.

The Secretary shall keep proper Minutes of all General (that is Annual General Meetings and/or Extraordinary General Meetings) and Committee meetings which will be recorded in an appropriate form. The Secretary shall convene an Annual General Meeting each year and such other meetings as may be required as provided by this Constitution. The Secretary shall prepare an annual report and circulate the minutes of the Annual General Meeting.

The Treasurer shall be responsible for all monies belonging to the Association and shall keep such monies in a bank account or building society account in the name of the Association except for retaining

an amount as necessary for general day to day expenses. All cheques drawn on these accounts shall require the signature of at least two Officers of the Association. The Treasurer shall keep proper books of account which shall be examined by an appropriately qualified independent examiner ("**Honorary Examiner**") at least once in every year and shall prepare a Statement of Financial Affairs for submission to and approval at the Annual General Meeting showing the Association's financial position at the end of the Association's financial year. The Statement of Financial Affairs should confirm compliance with the accounting guidance set out by the Charity Commission for England and Wales as applicable to Small Charities.

An up to date record of the membership of the Association shall be kept in an appropriate form by the Membership Secretary.

10. DUTIES OF OFFICERS

The Committee will agree on the roles and responsibilities of individual Officers to ensure a coordinated, efficient, and competent structure that supports our Aims and Objectives.

This will be a separate and stand alone document which will not form part of this Constitution.

11. INSURANCE

The Association shall effect and maintain a policy of insurance (the "**Policy**") to cover the liabilities (if any) of the Committee in the carrying out of their duties related to the Association apart from any fraud or wilful malpractice by any member of the Committee. The Policy terms and cover will be recommended to the Committee from time to time by an insurance professional.

The Secretary shall maintain a list of those members of the Committee and these names, as adjusted from time to time, shall as required be specified in the Policy. In the event of a proposed new member of the Committee, the Secretary shall notify the new member that on being appointed to the Committee they will be covered by the terms and conditions of the Policy.

12. MEETINGS

(A) *Committee Meetings*

The administration and management of the Association shall be vested in the Committee which shall normally meet once a month (except during August and December at the discretion of the Committee).

At Committee meetings six voting Committee members shall form a quorum of whom no fewer than 4 should be residents living in the Three Villages and on the electoral role for Wards within the Three Villages. The Secretary will check at each meeting that a quorum is present.

The Chair (or other Committee member when acting as Chair) shall have a casting vote.

Any voting member of the Committee may appoint a fellow voting Committee Member as a voting alternate delegate (a "proxy") in the event of being unable to attend a Committee Meeting and on advising the Secretary prior to the meeting. A proxy so appointed will not count towards a quorum.

If a possible conflict of interest should arise, a Committee member (voting or non-voting) should declare this, and may be asked to take no part in the issue. In such matters the decision of the Chair will be final. The Chair has the authority to state that in his/her opinion a conflict of interest exists. Should the possible conflict of interest involve the Chair, then the Vice Chair will decide.

(B) Annual General Meetings

The AGM shall normally be held on or before 30th September each year or as close to that date as is practicable at which 21 members with a right to vote shall constitute a quorum. Notification of the date and place of the AGM will be given to members 21 days in advance, by being printed in The Resident Newsletter, email, public notice, website or other viable means of communication.

The Committee is granted the right under this Constitution to, in its sole discretion, postpone an AGM after the Notice of such meeting has been published.

At any AGM each member (as defined in this paragraph) present will have one vote (unless that person has in addition been appointed as a proxy). Only members who are aged 16 years and over and are residing in a household within the Three Villages which has paid a current subscription may vote at an AGM or grant a proxy. Where practicable, arrangements will be made to enable members unable to attend to appoint a proxy. Any such proxy so appointed should be a member as defined in this paragraph. Such proxy nominations should be delivered to the Secretary two days prior to the AGM. A proxy so appointed will not count towards a quorum.

Decisions at an AGM will be by simple majority vote of those attending including proxies.

The business of the AGM shall be to:

- (i) approve the minutes from the previous AGM;
- (ii) receive reports from Committee Officers including the Treasurer, the Membership Secretary, the Chair;
- (iii) receive and approve the Statement of Financial Affairs;
- (iv) appointment/reappointment of the Honorary Examiner;
- (v) receive reports from the Neighbourhood Forums;
- (vi) elect Officers and Committee Members; and
- (vii) consider and resolve any motions and proposals of which Notice has been given to the Secretary in writing not less than fourteen days prior to the AGM.

The Committee Officers and Committee Members, other than ex officio Officers, shall be elected annually at the AGM. Nominations for all Committee Officers and Committee Members should be sent to the Secretary in writing, giving the name of the nominee, the proposer and the seconder and bearing the signature of the nominee. These names will be received by the Committee for consideration at a Committee meeting and onward presentation at the AGM. All such persons are required to be members of the Association with current paid subscriptions. When two or more persons are nominated for the same post a vote will be held by a show of hands plus proxies.

The Chair (or other Committee member when acting as Chair) shall have a casting vote.

(C) Extraordinary General Meetings ("EGM")

An EGM may be called to consider specific business by the decision of the Committee or at the request of 30 members of the Association with current paid subscriptions by applying to the Secretary in writing. Upon the receipt of such a request the Committee will organise an EGM within 45 days.

The Notice of the EGM and the resolution/s to be proposed will be sent to members at least 21 days prior to the meeting. No other business shall be conducted at such a meeting.

The Committee will decide in sending out the Notice whether the resolution/s are to be proposed as extraordinary resolutions. If that is their decision then the resolution/s to be passed will require a majority of not less than three-fourths of such members as, being entitled to do so, vote in person or by proxy.

The quorum for an EGM will be 35 members of the Association with current paid subscriptions.

At any EGM each member (as defined in this paragraph) present will have one vote (unless that person has in addition been appointed as a proxy). Only members who are aged 16 years and over and are residing in a household within the Three Villages which has paid a current subscription may vote at an EGM or grant a proxy. Where practicable, arrangements will be made to enable members unable to attend to appoint a proxy. Any such proxy so appointed should be a member as defined in this paragraph. Such proxy nominations should be delivered to the Secretary two days prior to the EGM. A proxy so appointed will not count towards a quorum.

The Chair (or other Committee member when acting as Chair) shall have a casting vote.

(D) *Electronic Meetings*

At the discretion of the Committee:

- (i) Nothing in this Paragraph 12 is to be taken to preclude the holding and conducting of a meeting as described in (A), (B) and (C) above in such a way that members (as defined above) who are not present together at the same place may by electronic means attend and speak and vote at the meeting.
- (ii) A member will be able to exercise the right to speak at a General Meeting when that member is in a position to communicate to all those attending the meeting, and throughout the duration of the meeting, any information or opinions which that member has on the business of the meeting.
- (iii) A member is able to exercise the right to vote at a Committee/General Meeting when:
 - (a) that member is able to vote during the meeting on resolutions put to the vote at the meeting;
 - (b) that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.
- (iv) The Committee may make whatever arrangements it considers appropriate to enable those electronically attending a General meeting to exercise their rights to speak and/or vote at it.

13. CHANGE TO CONSTITUTION

Any proposal for an alteration to the Constitution of the Association must be notified to the Secretary not less than 30 days before the AGM or a specially convened EGM. Such amendments shall be circulated to the membership along with the notice of the AGM or the EGM.

The resolution to amend the Constitution will be proposed as an Ordinary Resolution. The decision will therefore be by simple majority vote of those attending including proxies.

The Chair (or other Committee member when acting as Chair) shall have a casting vote.

14. DISSOLUTION

The Association may be dissolved by decision of an EGM specifically called for that sole purpose in accordance with paragraph 12(C) above with the exception that the quorum will be 100 members of the Association with current paid subscriptions. Any such resolution proposing Dissolution will be an extraordinary resolution.

In the event that the Association ceases to operate, after discharging all debts and liabilities of the Association the remaining assets will not be paid or distributed among the members but shall be given or transferred to some other voluntary organisation of a charitable nature and having similar objectives to those of the Association.

15. COMMUNITY ENGAGEMENT

The Committee will undertake a formal review of the role, functions, and achievements of the Association from time to time and in any event no less than once every five years to ensure that the activities of the Committee acting on behalf of the Association remain aligned with the interests and views of its members and other residents within the Three Villages.

SJCD:Residents' Association/Constitution/January 2022.