

THE BEAR FLAT ASSOCIATION

Constitution (AGM 2012)

1. NAME

The name of the Association is The Bear Flat Association, (the Association).

2. OBJECTS AND POWERS

2.1 The objects of the Association, which shall be non-party political and non-sectarian, shall be:

- a) to protect, conserve and enhance the Bear Flat neighbourhood of Bath hereinafter called "The Neighbourhood", to act as focus for, and to organise and promote action for this purpose;
- b) to give help, information and advice to anyone resident or working in The Neighbourhood on any matter connected with the above-named objects;
- c) to promote all aspects of The Neighbourhood;
- d) to foster and develop a sense of community spirit within the Neighbourhood;
- e) to ascertain and represent the views of the community within the Neighbourhood to relevant bodies and organisations;
- f) to do all such other acts as are incidental or conducive to the attainment of the above objects.

2.2 To further the above objects, but not otherwise, the Association may:

- a) collect and disseminate information on all matters affecting the above objects, to exchange information with other bodies having similar objects;
- b) arrange and provide for functions of a social, educational or any other nature consistent with the objects of the Association;
- c) raise funds and invite and receive contributions from any persons through subscriptions or otherwise, and to make and receive donations, gifts or loans to and from other bodies consistent with the objects of the Association;
- d) carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of objects;
- e) to establish Sub-committees and Groups to further the Association's objects.
- f) do other such things as are necessary for the attainment of the objects of the Association.

3. MEMBERSHIP

3.1 Full membership of the Association is open to the following on payment of annual subscription :

- a) individuals of full voting age who live in the Neighbourhood (**Resident Members**);
- b) businesses, partnerships and voluntary, non-profit organisations, clubs and societies (**Affiliated Members**)

- 3.2 Each Affiliated Member shall appoint one person to represent them and to vote at General Meetings of the Association. If the nominated person resigns from or otherwise leaves the Affiliated Member or is unable to attend a particular meeting, a deputy may replace them.
- 3.3 The annual subscription to the Association shall be for each calendar year ending on 30th September and is payable in advance by each member of the Association on a date to be agreed each year or upon enrolment. The amount of the annual subscription shall be determined from time to time by the Association in the Annual General Meeting. Any member whose subscription remains unpaid on 31 December in any year shall be deemed to have resigned their membership of the Association, subject to the discretion of the Association.
- 3.4 The Association may at any time by resolution of not less than three-fourths of the members present at a Special General Meeting called to consider the case, determine that a member the continuance of whose membership will in their opinion, be prejudicial to the interests of the Association shall be suspended from membership. If the Special General Meeting so determines, the member shall be suspended from membership for such period as the Special General Meeting may in its discretion deem expedient and the Secretary shall notify the member concerned in writing of the suspension. No resolution passed under the provision of this Rule shall have any validity unless the member shall have had a reasonable opportunity of attending the Special General Meeting called to consider the case and of a defence being heard.

4. HONORARY OFFICERS

The Officers of the Association, all of whom shall be honorary, shall consist of a Chair, Vice-Chair, Secretary, Membership Secretary, and Treasurer. The Officers shall be elected annually by members at the Annual General Meeting, the retiring officers with the exception of the Chair and Secretary will be eligible for election. The Chair and Secretary will be eligible for re-election for three consecutive years only.

5. MANAGEMENT

The management of the Association shall be vested in the General Committee, which consists of the Officers, Convenors of Groups focussing on specific issues of concern to members and any other co-opted members. The General Committee may co-opt additional members for specific roles at ordinary meetings.

6. MEETINGS OF THE ASSOCIATION

6.1 Ordinary Meetings

An Ordinary Meeting of the General Committee shall be held at least four times in the year, the date, time and place to be decided at the preceding meeting. Five General Committee members including at least two of the Officers, shall form a quorum for Ordinary Meetings.

6.2 Annual General Meetings

The Annual General Meeting of the Associations shall be held not later than 31st October in each calendar year, upon a date and time to be determined at an Ordinary Meeting, to receive an Annual Report from the Officers an audited income and expenditure account and balance sheet, and to elect the Officers for the ensuing year. 20 members, including at least two of the Officers, shall form a quorum for Annual General Meetings. At least 21 days' notice of an Annual General Meeting must be given to members.

6.3 Special General Meetings

The Chair may call a Special General Meeting. It must be convened by the Secretary within 21 days of receiving a request in writing so to do signed by no less than 25 full members, specifying the object of the meeting. At least 21 and not more than 42 days' notice of any such meeting shall then be given to members and the business transacted at the meeting shall be confined to the purposes embodied in the notice convening the meeting.

6.4 Voting Powers

Each Member and Affiliated Member present shall be entitled to one vote on each proposal at AGMs and SGMs and in the case of an equal number of votes being given for and against any proposal, the Chair of the meeting shall be entitled to give a second or casting vote.

6.5 Minutes

The Association shall cause proper minutes to be kept of all meetings in electronic or hard copy form, which minutes shall be submitted for approval at the next meeting.

7. FINANCE AND ACCOUNTS

7.1 The Association will keep proper books of account in respect of:

- a) All sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure took place.
- b) The assets and liabilities of the Association.

The books and accounts in electronic or hard copy form shall be kept at the residence of the Treasurer and shall be open to inspection by members at any reasonable time. The accounts shall be laid before the

Annual Meeting, showing a proper income and expenditure account for the preceding twelve months, together with a proper balance sheet for the same period.

- 7.2 Auditors, who need not be members of the Association, may be appointed but may only hold office until the accounts have been approved at the following Annual Meeting. They may be reappointed at the same time as the officers.
- 7.3 All moneys raised by or on behalf of the Association shall be applied solely to further the objects of the Association, saving only the reimbursement of reasonable out-of-pocket expenses incurred by members on behalf of the Association.
- 7.4 Any proposed expenditure over £10 should be approved by at least 2 officers prior to expenditure
- 7.5 The Officers and management of the Association may effect any appropriate general or public liability insurance or indemnity.

8. ALTERATION OF RULES AND EXTRA POWERS

No rule may be added to, repealed or otherwise altered except at an Annual or Special General Meeting. Notice of such alterations must be given to the Secretary not less than 28 days before the date of the Meeting, who must circulate the alteration to member association members not less than seven days before the Meeting. A resolution to alter the Rules must be passed by not less than two-thirds of such delegates as are present and voting thereon. Such rules shall be incorporated into the Constitution at a subsequent Annual or Special Meeting.

9. DISSOLUTION

If the Committee by a simple majority decides at any time that on the ground 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 10 days notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a 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. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

10. NOTICES

- 10.1 Any notice served by the Secretary may be deemed to have been received within 10 days of posting or 2 days of emailing to the last known addresses of the member.

10.2 Any documents available for inspection on any website referred to in any notice served in accordance with paragraph 10.1 will be deemed to have been sent to each member.

This Constitution was adopted at an Annual General Meeting held on 12 October 2012.

Signed by Chair

Date

Signed by Secretary

Date