

## CONSTITUTION

### 1 NAME OF THE ASSOCIATION

- 1.1 The name of the Association shall be *The Waltham Forest, Antigua & Barbuda and Dominica Twinning Association*.

### 2 AIMS OF THE ASSOCIATION

- 2.1 The aims and objectives of the Association are:

- a) To promote and foster friendship and understanding between people of the London Borough of Waltham Forest and those of Antigua and Barbuda and Dominica and those of other towns with which the Association may later form links.
- b) To encourage visits by individuals and groups to and from linked islands, particularly by children and young people and the development of personal contacts, and by so doing to broaden the mutual understanding of the cultural, recreational, educational and commercial activities of the linked areas.
- c) To understand the culture and heritage of those living in the UK and in particular the London Borough of Waltham Forest.
- d) To organise fund-raising activities to foster the aims of the Association.

### 3 MEMBERSHIP

- 3.1 Membership shall be open to all persons or organisations in sympathy with the aims of the Association. There shall be three categories of membership:

- a) Individual membership, for persons over the age of 16 years.
- b) Family membership, open to all members of a family consisting of at least one person, and up to two persons, over the age of eighteen years, including children under the age of sixteen years.
- c) Corporate Membership entitles no more than two members of the organisation to the rights conferred on individual or family members.
- d) Associate membership for persons over the age of 16 years paying a reduced membership rate but shall not be entitled to vote.
- e) Honorary Membership which may be conferred at the discretion of the Management Committee, but shall not be entitled to vote.

- 3.2 Application for Membership shall be made to the Membership Secretary of the Association who will present the applications to the Management Committee:

- a) The Management Committee shall have the rights to approve or reject applications for membership.

- b) For good and sufficient reasons to terminate the membership of any individual PROVIDED THAT the individual member shall have the right to be heard by the Management Committee before a final decision is made.

### 3.3 Membership shall cease:

- a) Upon death.
- b) By resignation in writing to the Secretary.
- c) By expulsion at a General Meeting on the recommendation of the Management Committee. Members recommended for expulsion should be informed in writing of the reasons for expulsion 28 days before the General Meeting. Such members shall be given reasonable opportunity to address the meeting. Reasons for expulsion can include:
  - i. Engaging in activities which are inconsistent with the aims and objectives of the Association;
  - ii. Bringing the Association into disrepute.

### 3.4 A register of members shall be maintained by the Secretariat of the Association.

## **4 MANAGEMENT COMMITTEE**

- 4.1 The affairs of the Association shall be conducted by the Management Committee consisting of twelve members, one of whom shall be ex-officio namely the Mayor, who shall be Patron, two others to be nominated by Waltham Forest Council and the remaining nine to be elected by the Association, being broadly representative of the organisations, associations, clubs and individuals in the London Borough of Waltham Forest. Wherever possible, officers of the Association shall be representative of each area mentioned in 1.1 above.
- 4.2 The quorum shall be six members of the Management Committee of which four shall be elected officers.
- 4.3 The Management Committee shall have the power to co-opt up to four members at any one time. Such co-opted member shall not have the right to vote.
- 4.4 The Management Committee shall have the powers to set up sub-committees with Terms of Reference, which shall have the power to co-opt up to four persons to their membership with the power to vote.

## **5 ELECTION OF THE MANAGEMENT COMMITTEE**

- 5.1 The Management Committee shall be elected from amongst the membership at the Annual General Meeting (AGM) of the Association. Officers of the Management Committee shall include a Chairperson, Honorary Secretary, Honorary Treasurer and such other officers as it deems necessary.
- 5.2 The Management Committee shall appoint one of its officers to be an ex-officio member of each sub-committee, which shall elect a co-ordinator.

- 5.3 The Management Committee shall devise methods and strategies for achieving the objects of the Association and to supervise its activities. It shall meet at least four times in each year.
- 5.4 The Chairperson of the Association shall be elected at the Annual General Meeting to serve a term of two (2) years. The Chairperson shall be eligible for re-election at the end of the term of two years.
- 5.5 The other Honorary Officers of the Association shall be eligible for re-election at each Annual General Meeting.

## **6 ANNUAL GENERAL MEETING**

### **6.1 Convening of Annual General Meetings.**

The first General Meeting of the Association shall be held no later than 13 months from inauguration of the Twinning Arrangement, and once in each year thereafter. An Annual General Meeting of the Association shall be held no later than 13 months after the preceding Annual General Meeting.

- 6.2 At the Annual General Meetings all members shall be entitled to attend for the purpose of:
- a) Receiving the Association's Annual Report, and Accounts.
  - b) Electing the Management Committee.
  - c) Appointing the Auditor or Auditors.

## **7 QUORUM AND VOTING AT ANNUAL GENERAL MEETING**

- 7.1 At the AGM, Ordinary or Special Meeting, no less than 25% of the registered membership and entitled to vote shall form a quorum and all elections shall be by secret ballot.
- 7.2 Non associate Members present at the meeting shall be entitled to vote, except where by prior arrangement, due to special circumstances, a proxy vote has been arranged and such special circumstances shall be specified.
- 7.3 Each Individual member and each individual Family member shall be entitled to one vote and each Corporate member not being a sole trader shall be entitled to two votes, provided that two members of such organisation is present at the meeting. The Chairperson shall have a casting vote at all meetings.
- 7.4 At least 21 days' notice of the Annual General Meeting must be given to all members of the Association.

## **8 SPECIAL GENERAL MEETING**

- 8.1 A Special General Meeting of the Association may be called whenever the Management Committee think necessary, or on a written request signed by at least twelve members of the Association and delivered to the Honorary Secretary, containing details of the matter to be discussed. At least twenty one days' notice must be given to the Management Committee, who in turn must give members a minimum of 14 days' notice.
- 8.2 A Special General Meeting may be convened for the following purposes:
- a) Electing members to vacant posts on the Management Committee.
  - b) An amendment to the Constitution or rules of the Association.
  - c) Transacting the particular business only for which members have called a Special General Meeting under Clause 8.1.

## **9 ORDINARY MEETING**

- 9.1 Ordinary meetings of the Association shall be held at least twice a year, or as deemed necessary by the Management Committee, subject to giving each member at least 21 days written notice.
- 9.2 At Ordinary General Meetings the Management Committee shall report on the progress and work of the Association to the general members.

## **10 FINANCE**

- 10.1 The financial year of the Association shall be from 1<sup>st</sup> April to 31<sup>st</sup> March of each year.
- 10.2 All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- 10.3 The Treasurer shall keep proper accounts of the finances of the Association and shall present a written income and expenditure statement and balance sheet at each Annual General Meeting of the Association.
- 10.4 The accounts shall be audited at least once a year by an auditor appointed by the Management Committee.
- 10.5 An audited statement of the accounts for the last financial year shall be submitted by the Management Committee to the Annual General Meeting as aforesaid.
- 10.6 A bank account shall be opened with a bank to be decided by the Management Committee. The Management Committee shall authorise in writing the Treasurer, the Chairperson, the Secretary of the Association and one other member of the Management Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.

## **11 SUBSCRIPTIONS**

- 11.1 All subscriptions shall be recommended by the Management Committee and approved at the AGM and be payable within two months thereafter. Subscriptions

shall be made payable to the Association, by all members, through the Honorary Treasurer.

- 11.2 Any member failing to pay subscriptions due two months after notification by the Honorary Treasurer shall lose his/her voting rights until full payment is made.

## **12 AMENDMENTS TO THE CONSTITUTION**

- 12.1 Amendments to the Constitution shall only be made at the AGM or a Special General Meeting convened for that purpose. Notice of the proposed amendment shall be given in writing to the Honorary Secretary, who shall give at least twenty-one days' written notice to members to convene the meeting. No such amendment shall be carried unless not less than two-thirds of the members present and voting at the meeting vote in its favour.

- 12.2 No alteration to Clause 2 (Aims of the Association), 13 (Dissolution) and this Clause shall take effect until the written approval of the Charity Commissioners or authority having charitable jurisdiction, have been obtained. No alteration shall be made which would have the effect of causing the Association to cease to be a charity of law.

## **13 DISSOLUTION OF THE ASSOCIATION**

The Association may be dissolved by a resolution of the majority of two-thirds of those present and voting at a Special General Meeting. Such resolution may give instructions for the disposal of any assets, providing that, if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed amongst the members of the Association, but shall be transferred to a group or charity of similar objects as approved by the Charity Commissioners or other authority having charitable jurisdiction to so determine.

## **14 INDEMNITY**

- 14.1 Every member of the Management Committee and every officer and servant of the Association shall be entitled to be indemnified out of the assets of the Association against all losses and liability arising through negligence or fraud or similar actions on his/her part.

## **15 TRUSTEE ACT 1925**

- 15.1 Save as otherwise herein expressly provided the Management Committee shall, as regards all trust powers, authorities discretion hereby vested in them have absolute and uncontrolled discretion as to the exercise thereof, and in addition and by way of supplement to the Trustee Act 1925 it is hereby declared that no member of the Management Committee shall be liable for any loss to the property of the Association arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of Management Committee hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or by reason of any mistake or omission made in good faith by any member of the Management Committee hereof or by reason of any other matter or thing other than, wilful and individual fraud wrong-doing or wrongful omission on the part of the member of the Management Committee who is sought to be made liable.

**WE, THE UNDERSIGNED ACCEPT THE CONTENTS OF THE CONSTITUTION OF WALTHAM FOREST, ANTIGUA AND BARBUDA AND DOMINICA TWINNING ASSOCIATION**

**MEMBER.....**

**SIGNED.....**

**CHAIRPERSON.....**

**SIGNED.....**

**DATE.....**

1. Review approved AGM 28th May 2015
2. Amendments Clauses 3.1 d) and e) and 7.2 approved AGM 29th July 2021.