

CONSTITUTION OF Mid Warwickshire Association

A National Trust Association

Adopted on the following date: 2nd November 1998 and amended 5th November 2014

A. NAME

The name of this National Trust group (being an unincorporated association) is **Mid Warwickshire Association of the National Trust** ("the Association").

B. OBJECTS

The Association's objects ("the Objects") are to promote and prosper actively the work of the National Trust (registered charity number 205846) and in particular in the geographical area of Mid-Warwickshire and to promote social activities to make membership of the National Trust more enjoyable.

C. DEFINITIONS

1. "Association Member" A member of the Association for the time being (Clause E)
2. "Committee" The main Committee of the Association for the time being (as specified in G2)
3. "Committee Member" A member of the Committee for the time being as specified in Clause G2
4. "AGM" An Annual General Meeting of Association Members (Clause M)
5. "EGM" An Extraordinary General Meeting of Association Members (Clause N)
6. "GM" An AGM or EGM
7. "Officers" The Chairman, Vice-Chairman, Secretary and Treasurer (Clause F)
8. "Financial Year" The financial year of the Association shall run from 1st September to 31st August (Clauses L and M)

D. POWERS OF THE ASSOCIATION

To further the Objects in Clause B only the Committee shall have power:

1. to raise funds, to invite and receive contributions and to encourage legacies to the National Trust;
2. to organise or enlist voluntary support and assistance;
3. to promote and publicise the National Trust and enrol new members for the National Trust;
4. to adopt charitable status should the Association ever deem it appropriate;

5. to arrange meetings, courses, lectures and other events and produce newsletters, films, tapes and publicity in any media;
6. to arrange related social activities, travel and refreshments;
7. to co-operate with other organisations (including charities, voluntary bodies, private and public sector organisations) and exchange information and advice with them for mutual benefit;
8. to lease or licence any property and alter, maintain and equip it for use;
9. to take out and arrange insurance and other security provisions;
10. to do all other lawful things as may further the achievement of the Objects.

E. MEMBERSHIP

1. Membership of the Association shall be open to any person who :
 - (a) is interested in furthering the Objects; and
 - (b) is admitted to membership having completed any application procedures required by the Committee; and;
 - (c) pays any relevant subscription within 60 days of its falling due.
2. The Committee may decline to accept any person as an Association Member by a two thirds majority of all Committee Members and need not give reasons but shall always make its decisions objectively and fairly.
3. Every Association Member shall be entitled to attend and vote at every GM and be eligible to serve on the Committee.
4. Any Association Member's membership may be terminated for a fair and proper reason by a two thirds majority of all Committee Members provided that the individual is informed of the reason and given the right to be heard by the Committee, accompanied by a member friend, before a final decision is made. That decision may be appealed at a GM if the individual concerned requests this in writing to the Chairman or Secretary within 14 days.
5. Where any subscription is not paid within 60 days of it falling due, the relevant Association Member shall automatically cease to hold (but may reapply for) membership.
6. If membership is terminated or resigned no part of any membership subscription paid shall be reimbursable.
7. The Committee may recommend categories and levels of annual membership subscription for confirmation at each AGM.

F. OFFICERS

At the AGM Association Members shall elect from amongst themselves the Officers to hold office from the end of that AGM until the end of the next AGM. One person may hold more than one office. The AGM may also elect a President and a number of Vice-Presidents as determined at the AGM. These officials will not be entitled to attend Committee Meetings.

G. THE COMMITTEE

1. The Association shall be organised and managed by the Committee in accordance with this Constitution
2. The Committee shall consist of:
 - (a) the four Officers and
 - (b) not less than five other Committee Members (the number being determined by the Committee) to be elected at the AGM from amongst the Association Members to hold office from the end of that AGM until the end of the next AGM.
3. The Committee may also fill a vacancy or temporary absence among the Officers or other Committee Members by co-option.
4. All Officers and other Committee members shall serve a term of one year expiring at the end of the next AGM following their election. This ruling is to take effect from the date of the adoption of this constitution.
5. Each co-opted Committee Member shall hold office until the end of the AGM following his/her appointment and may be re co-opted or elected.
6. The Committee's proceedings shall not be invalidated by any vacancy or defect in the appointment or qualification of any Committee Member.
7. No one shall be eligible to be a Committee Member if s/he is not an Association Member.
8. A Member of National Trust staff shall be entitled to attend Committee meetings from time to time but not to vote.

H. ENDING OF COMMITTEE MEMBERSHIP

A Committee Member shall cease to hold office if s/he:

1. is absent without the Committee's permission from all its meetings for six months or more and the Committee resolves that her/his office be vacated; or
2. resigns by notice in writing to the Chairman or Secretary; or
3. ceases to be an Association Member; or
4. has her/his Committee membership terminated for a fair and proper reason following the same procedure as for termination of Association membership set out in Clause E4 above.

I. COMMITTEE MEETINGS AND PROCEEDINGS

1. The Committee shall be entitled (subject to this Constitution) to regulate its Own affairs and to determine the activities of the Association within the Objects. However, the Committee must ensure that the Objects are met and that this Constitution is adhered to.
2. The Committee shall hold at least four meetings each year. An additional meeting may be called by the Chairman or any two Committee Members giving notice to the Secretary, who shall convene the meeting by giving not less than 4 working days' notice to all Committee Members together with a written agenda.
3. The Chairman (or in the Chairman's absence the Vice-Chairman) shall act as chair at Committee meetings. If both are absent, the Committee Members present shall choose

one of their number to be Chairman of the relevant meeting.

4. Unless resolved otherwise by the Committee, the quorum for any meeting shall be the greater of one third of Committee Members or five, to include at least one Officer.
5. Unless otherwise specified in this Constitution, every matter considered by the Committee shall be determined by a majority of votes (taken by show of hands) of the Committee Members present and voting. In the case of equal votes the Chairman of the meeting shall have a second or casting vote.
6. The Secretary shall keep full minutes of Committee meetings (recording those present, all resolutions and their outcome). All minutes shall be approved and signed by the Chairman or (if different) the Chairman of the meeting at the next Committee meeting and shall (on reasonable notice) be available for inspection by any Committee Member or Association Member.
7. The Committee shall ensure that the Chairman of the Association signs the National Trust's Letter of Affiliation.

J. SUB-COMMITTEES

1. The Committee may appoint (and dissolve) one or more sub-committees each consisting of at least one Committee Member and other suitable Association Members for any function or duty which in the Committee's opinion should be undertaken by a sub-committee.
2. The Chairman of each sub-committee shall be a Committee Member.
3. Sub-committee proceedings shall be fully and promptly reported to the Committee.
4. No sub-committee shall incur expenditure or enter into any obligation on behalf of the Association except as pre-approved by the Committee in a written minute.
5. Unless the Committee otherwise resolves, the Chairman and other sub-committee members shall retire after five and three calendar years in office respectively.
6. All further arrangements in connection with the holding and conduct of sub-committee meetings may be decided by the Committee.

K. RECEIPTS AND EXPENDITURE

1. All Association funds (including all contributions, donations and legacies) shall within a reasonable period of receipt be paid into an account operated by the Committee in the Association's name at such bank or building society as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Officers or, in their absence, Committee Members as their deputies.
2. The Association's funds shall be applied only in furthering the Objects and shall in no circumstances be paid to or for the benefit of any Association Member.
3. All funds collected on behalf of the Association must be made payable to the Association and not to any individual Committee Member or Association Member.
4. All of the Association's surplus funds shall in due course be given to the National Trust.
5. The Committee shall ensure that the Association's funds are disbursed in accordance with this Constitution and the current edition of the National Trust Associations' Handbook from time to time.

L. ACCOUNTS

1. The Association shall keep such accounting records, prepare such annual accounts and arrange such independent examination or auditing as shall be proper, reasonable and sufficient to show and explain the transactions of the Association.
2. The Treasurer shall be responsible for keeping full and accurate accounting records recording all income and expenditure of the Association for each Financial Year.

M. ANNUAL GENERAL MEETING

1. An AGM shall be held within three months of the end of each Financial Year and shall be called by the Committee to:
 - (a) elect the Officers and other elected Committee Members for the period to the end of the next AGM;
 - (b) receive the Committee Members' report and approve the accounts for the preceding Financial Year;
 - (c) appoint any required independent examiner or auditor until the next AGM;
 - (d) confirm, after recommendation by the Committee, the annual subscriptions from the date specified at the AGM;
 - (e) approve the Committee's recommendations for the donation of any surplus Association funds raised during the preceding Financial Year to specific National Trust appeals or projects; and
 - (f) consider any other business.
2. The Secretary shall give at least 21 days' notice of the AGM to all Association Members and circulate a broad written agenda.
3. Nominations for Officers or other elections to the Committee must be made by any Association Member(s) in writing and be in the hands of the Secretary at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by show of hand, or by ballot if circumstances do demand.

N. EXTRAORDINARY GENERAL MEETINGS

1. The Committee may call an EGM on 21 days' notice.
2. If at least 10 Association Members, or one quarter of the total membership, (**whichever is the smaller**) call an EGM in writing stating the business to be considered, the Secretary shall within 21 days call an EGM by giving 21 days' notice.
3. Every notice of an EGM must include a broad written agenda.

O. PROCEDURE AT GENERAL MEETINGS

1. The Secretary shall keep full minutes of proceedings at every GM.
2. A quorum shall be set by the AGM and may be varied by a subsequent AGM, any such change to take effect after the conclusion of that meeting. The figure set shall be at least 15 for Associations of less than 200 members and 30 for Associations of 200 members or more. (Joint members being counted individually).
3. Voting at GMs shall be by show of hands, unless a ballot is requested by an Association

Member or the matter is the election of Officers or other Committee Members and a ballot is required under Clause M3.

4. The Chairman (or in her/his absence the Vice-Chairman) shall chair each GM. In their absence the Association Members may elect another Committee Member or an Association member as President to chair the relevant GM.
5. The Chairman of a GM shall in the event of an equality of votes have a second or casting vote.
6. All other arrangements for holding and conducting GMs (not specified by law or this Constitution) may be decided by the Committee.

P. NOTICES

Any notice to be sent to any Association Member shall be in writing and sent by the Secretary or the Committee through the post in a prepaid letter addressed to such Member at his/her last known address, or delivered by hand. Any notice so sent shall be deemed to have been received within three working days of posting.

Q. ALTERATIONS TO THE CONSTITUTION

1. Subject to the following sub-paragraphs this Constitution may be amended only:
 - (a) by a resolution (for which prior written consent has been obtained from the National Trust) passed by not less than two thirds of Association Members present and voting at a GM, the notice having included the wording of the alteration proposed; or
 - (b) on written notice from the National Trust specifying the alteration to be made (which shall be effective from the time of receipt by the Chairman or Secretary of the Association).
2. No amendment may be made to Clause B (the Objects clause), Clause R (the dissolution clause) or this Clause Q unless it is passed in accordance with Clause Q1(b), or 1(a) with the words "unanimous resolution" replacing the words "not less than two thirds of".
3. The Committee should promptly send to the National Trust a copy of any amendment made under this Clause Q.

R. DISSOLUTION

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a GM, of which not less than 21 days' notice (stating the terms of the proposed resolution) shall be given. If the proposal is confirmed by a two-thirds majority of Association Members present and voting the Committee shall realise any assets held by or on behalf of the Association. Any assets remaining after the payment of any proper debts and liabilities shall promptly be given to the National Trust subject to the terms of any trust or condition under which the assets were held by the Association.

S. INDEMNITY

1. Committee Members may collectively and separately be indemnified out of Association funds in respect of any claims arising from the Association's affairs **PROVIDED** that no Committee Member shall be so indemnified against any liability arising from his/her breach of trust or duty.
2. If the Association wishes, it may pay a premium for trustee indemnity insurance to cover the liability of the Committee or any Committee Member for an **inadvertent** breach of trust or duty.

Note - In addition the National Trust's standard cover for Associations now provides Trustee Indemnity Insurance. The limit of the Indemnity is £10 million

This Constitution was adopted on the date mentioned above as testified by the persons whose signatures appear at the bottom of this document, who shall be deemed appointed as the first Officers on the date of adoption.

Signed:

Chairman: GRAHAM COOPER
Vice Chairman: PATRICIA DENT
Secretary: JULIA JOHNSTONE
Treasurer: JOHN LABRUM