

Constitution of the Hinchley Wood Residents' Association

(2016, amended 2023)

1. Name

The name of the Association is the Hinchley Wood Residents' Association ("the Association")

2. Goal of the Association

The overall goal of the Association is to promote and preserve the interests of the Members as local citizens and protect and improve the Hinchley Wood and Weston Green ward of Elmbridge Borough Council as defined and amended from time to time ("the Ward") and its immediate environs as a place to live and work.

3. Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, as established by clause 9 of this constitution ("the Executive Committee").

4. Objects of the Association

1. To ensure that Members have a voice on Elmbridge Borough Council ("the Council") through the election of Councillors.
2. To ensure the preservation of the Green Belt wherever possible.
3. To ensure that planning applications affecting the Ward and its immediate environs are scrutinised and all efforts made to resist or modify inappropriate proposals where they are contrary to the Goal of the Association.
4. Maintain a network of Road Representatives to assist in the distribution of information and the collection of subscriptions.
5. To do all things in furtherance of the Goal established in clause 2 above

5. Affiliations

The Association shall have no affiliation to any national political party and shall be non-sectarian

6. Powers

The Association has the following powers, which may be exercised only in promoting the Objects:

1. to provide and exchange advice
2. to publish or distribute information
3. to co-operate with other bodies and statutory authorities
4. to raise funds, but not through any substantial permanent trading activities
5. to set aside funds for special purposes or as reserves against future expenditure
6. to deposit or invest funds
7. to invite and receive voluntary contributions and donations
8. to employ paid or unpaid agents, staff or advisors subject to clause 14.2
9. to enter into contracts to provide services to or on behalf of other bodies
10. to appoint and constitute such advisory committees as the Executive Committee may think fit
11. to sponsor candidates at local government elections, and support any candidate duly elected as a councillor
12. to advise the Association sponsored councillors how to vote when the Executive Committee think it is in the best interests of the Ward to do so
13. to register with the Electoral Commission as a political party
14. to do anything else within the law that promotes the Objects.

7. Membership

1. Membership of the Association shall be confined to residents of the Ward who shall be at least 18 years of age, and who have paid the annual subscription ("a Member") as determined from time to time by the Executive Committee. However former residents still bound to the Association by local ties may retain their membership for such period as may be agreed by the Executive Committee.
2. The Executive Committee reserves the right to terminate the membership of any Member whose actions may be considered detrimental to the Objects of the Association (but only after notifying the Member(s) concerned in writing and considering the matter in the light of written representations which the Member(s) puts forward within 14 days after receiving notice).
3. However, no officer or committee member of a local or other branch of any other political party shall be eligible for membership of the Association's Executive Committee nor shall be sponsored by the Association as a candidate at the local government elections.
4. Non-payment of the annual subscription will not stop any resident of the Ward from requesting or receiving advice or other information given or distributed by the Association.

8. General Meetings

1. All Members are entitled to attend any General Meeting of the Association. General Meeting means any Annual General Meeting ("AGM") or other general meeting which is not an AGM ("EGM").

2. General Meetings are called by a minimum of 7 days' written notice to the Members specifying the business to be transacted.
3. The Chairman, Vice Chairman or (if the Chairman or Vice Chairman are unable or unwilling to do so) some other Member elected by those present presides at a General Meeting.
4. Except where otherwise provided in this Constitution, every issue at a General Meeting is determined by a simple majority of the votes cast by the Members present in person.
5. Except for the chair of the meeting, who has a second or casting vote, every Member present in person is entitled to one vote on every issue.
6. An AGM must be held within four calendar months of the end of each financial year. The financial year will be the accounting period of the Association as determined from time to time by the Executive Committee
7. At an AGM the Members shall:
 - a. approve the minutes of the previous AGM
 - b. receive the accounts of the Association for the previous financial year
 - c. receive the report of the Chairman and councillors on the Association and other relevant activities since the previous AGM
 - d. elect the Officers
 - e. determine who will be sponsored by the Association as the candidate(s) at any forthcoming local government elections (if required)
 - f. vote on any resolution put before the meeting
 - g. confer on any individual (with his or her consent) the office of Vice President of the Association.
8. An EGM may be called at any time by the Executive Committee or must be called within 21 days after a written request to the Honorary Secretary from at least 10 members.
9. Twenty Members shall constitute a quorum at any General Meeting.

9. The Executive Committee

1. The Executive Committee shall be the governing body of the Association and will administer the Association and its funds.
2. The Executive Committee shall consist of the Officers, the Association sponsored councillors, 2 of the Road Representatives appointed as in 11.3 below and such additional co-opted people as described in 12.2 below.
3. The Executive Committee shall meet as deemed necessary. A meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 7 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
4. The quorum at any Executive Committee meeting will be four members.
5. The Executive Committee shall ensure that at all times the Association complies with the requirements of the Political Parties, Elections and Referendums Act 2000 (PPERA).

10. The Officers

1. The Officers of the Association shall be the President, Vice Presidents, Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer, Nominating Officer and Subscriptions Secretary plus any other post as determined by the Executive Committee. The Chairman shall be the Party Leader for the purposes of the PPERA.
2. The Officers of the Association (with the exception of the Vice Presidents) shall be elected at the AGM and shall hold office until the next AGM. All Officers can be re-elected without any limit to the number of times they can hold the same position. The same person may hold more than one Office at the same time.
3. Nominations for election as an Officer shall be made at any time before the vote is taken. Such nominations must have the consent of the nominee
4. If there is more than one nomination for any post, then a ballot will be held by whatever means is approved by the chair of the meeting.
5. If a vacancy arises in an office regulated by the PPERA (Party Leader, Nominating Officer and Treasurer) the Executive Committee shall appoint a successor as soon as is reasonably practicable and shall notify the Electoral Commission of the appointment within the timescale prescribed by the PPERA.
6. If a vacancy arises in any other office specified in 10.1, the Executive Committee may at its discretion appoint a successor.
7. Any person appointed under 10.5 or 10.6 shall hold office until the next following AGM.

11. Road Representatives

1. The Road Representatives are Members who volunteer to represent the interests of the members in any road or section of a road by collecting subscriptions, distributing newsletters, bringing matters of concern to their members to the attention of the Officers and generally to assist the business of the Association.
2. The Road Representatives will normally meet 6 times a year, or as often as necessary, with the Executive Committee. A meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 7 days' notice being given to the other members of the Executive Committee of the matters to be discussed.

3. At the first meeting of the Road Representatives in each year following the Annual General Meeting, they will elect, if they have members willing to be so appointed, 2 of their number, not already holding office, to serve on the Executive Committee.

4. Other than by virtue of 11.3 above, the meeting of the Road Representatives is an advisory and reporting meeting and does not carry any of the powers and duties of the Executive Committee.

12. Meetings and proceeding of the Executive Committee

1. The Chairman, Vice Chairman or (if the Chairman or Vice Chairman are unable or unwilling to do so) some other member of the Executive Committee chosen by the members present presides at each meeting.

2. The Executive Committee can co-opt additional people in a non-voting capacity to provide additional knowledge, experience or expertise for specific issues or projects and for a tenure determined by them. Such co-opted members (who need not necessarily be Members of the Association) will only be entitled to attend meetings when so invited. At no time can more than 20% of the Executive Committee be comprised of co-opted members.

3. Subject to 12.3a below, every issue may be determined by a simple majority of the votes cast at a meeting but a resolution which is in writing and approved by a majority of the Executive Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

3a. No decision about the Association's financial affairs may be taken in the absence of, or without the consent of, the Treasurer.

4. Except for the chair of the meeting, who has a second or casting vote, every Executive Committee member has one vote on each issue.

5. Whenever an Executive Committee member has a personal interest in a matter to be discussed at a meeting, they must:

- a. declare an interest before discussion begins on the matter
- b. withdraw from that part of the meeting unless expressly invited to remain in order to provide information
- c. not be counted in the quorum for that part of the meeting
- d. withdraw during the vote and have no vote on the matter.

6. An Executive Committee member automatically ceases to be a member of the Executive Committee if he or she:

- a. resigns by written notice (but only if at least four Executive Committee members will remain in office)
- b. ceases to be an Officer, Association sponsored councillor or Road Representative
- c. is removed by a resolution passed by all the other members of the Executive Committee after inviting the views of the members concerned and considering the matter in the light of any such views

7. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

13. Association sponsored Councillors

1. In furtherance of the Objects of the Association, the Association will always seek to have the maximum number of Councillors possible on the local council operating in the name of the Association.

2. Candidates for each local government election (as required) will be agreed at an AGM or other such meeting specifically called for such purpose. The Association will provide financial and other support as required to assist in the election of the candidate as a Councillor.

3. In any circumstances where it has not been possible to select a candidate for sponsorship by the Association at a General Meeting or other such meeting called for such purpose, the Executive Committee may select and apply the resources of the Association to sponsor a candidate notwithstanding that the candidate was not selected as required by clause 13.2 above, such selection to be as determined in their absolute discretion by a simple majority of the Executive Committee.

4. Association sponsored Councillors will be required to attend General Meetings, Executive Committee and Road Representatives meetings as required and may be advised how to vote in accordance with the wishes of the Executive Committee as instructed from time to time as laid out in 6.12 above.

14. Powers of the Executive Committee

The Executive Committee has the following powers in the administration of the Association:

1. To delegate any of its functions (except decisions about the Association's financial affairs) to sub-committees consisting of two or more persons appointed by it (but at least one member of every sub-committee must be an Executive Committee member and all proceedings must be reported fully and promptly to the Executive Committee).

2. To make and alter rules consistent with this Constitution about the Executive Committee and any sub-committees, to govern proceedings at General Meetings and generally about the running of the Association (including the operation of bank accounts and the commitment of funds). However, no rule may be made which is inconsistent with this Constitution.

15. Funds

1. The funds of the Association must be used only for promoting the Objects.
2. The funds of the Association shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee. The number of signatories to such accounts will be as determined from time to time by the Executive Committee.
3. Association bank accounts may be operated electronically. Where the Executive Committee has agreed to use the services of a particular bank, the number of authorisers required to issue instructions to that bank are to be in accordance with that bank's usual methods.
4. All expenditure in the name of the Association outside the normal running costs of the Association shall be controlled by and authorised by the Executive Committee.
5. The annual subscription shall be as determined by the Executive Committee from time to time. The financial obligation of any Member is expressly limited to the amount of the annual subscription.
6. No Executive Committee member may receive any payment of money or other material benefit (whether direct or indirect and which may not be financial but has a monetary value) from the Association except as reimbursement of out-of-pocket expenses approved in advance actually incurred in the administration of the Association.

16. Records and Accounts

1. The Executive Committee must comply with the requirements of the Electoral Commission, the PPERA and any other relevant body or statutory instrument in the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission of an annual report and statement of accounts and any other documents as required.
2. The Executive Committee must keep proper records of:
 - a. all proceedings at General Meetings
 - b. all proceedings at Executive Committee meetings
 - c. all reports of sub-committees.
3. Annual reports and statements of account relating to the Association must be made available for inspection by any Member of the Association and by any other relevant person or body.

17. Notices

1. Notices under this constitution may be sent by hand, by post, by fax, by e-mail or in any newsletter distributed by the Association.
2. The address at which a member is entitled to receive notices (if sent by post) is the last known address of the Member.
3. A technical defect in the giving of notice of which the Members or the Executive Committee members are unaware at the time does not invalidate decisions taken at a meeting.

18. Amendments

This constitution may be amended at a General Meeting by a two-thirds majority of those Members present and voting, but

1. The Members must be given 7 days' notice of the proposed amendments.
2. No amendment is valid if it would make a fundamental change to the Objects or to this clause or would not have been within the reasonable contemplation of a person paying a subscription or making a donation to the Association.

19. Dissolution

1. The Association may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of two thirds of those Members present and voting. Such resolution may give instruction for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.
2. The net assets shall not be distributed among the Members of the Association but may be given to any other body having objects similar to the Objects of the Association. If effect cannot be given to this provision then the assets can be given to some charitable purpose.