

CONSTITUTION OF
Appleby Environment

A Name

The name of the association is Appleby Environment. ('the Association')

B 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 Committee.

C Objects

The Association's objects ('the objects') are

- To promote knowledge and awareness of the historic and present built and natural environment of Appleby Magna & Parva;
- To encourage conservation and appropriate restoration of historic buildings within the village and the conservation and enhancement of the natural habitat and rural landscape in the area;
- To ensure that any new development is appropriately located and is of a scale and character in keeping with the principles established in the Village Design Statement.
- To encourage awareness of issues of climate change and environmental sustainability among residents and local organisations;
- To promote and support initiatives at a local level to reduce individual and collective carbon footprints and to move towards more sustainable lifestyles.

D Powers

In furtherance of the Association's objectives, the Committee may exercise the following powers:

- (1) to receive donations, gifts, endowments, sponsorship fees, subscriptions and legacies from persons or organisations wishing to promote the Association's objectives or any of them and to hold funds in trust for same;
- (2) to co-operate with other independent bodies and statutory authorities operating in furtherance of the Association's objectives or of similar purposes and to exchange information and advice with them;
- (3) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;

- (4) to establish or support any charitable trusts, associations or institutions formed for all or any of its objectives;
- (5) to receive money on loan upon such terms as the Association may approve and to guarantee the obligations and contracts of clients and customers including Members of the Association;
- (6) to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (7) to obtain, acquire and purchase all necessary permits, licences or trade marks and other intellectual property rights required for the purpose of enabling the Association to carry on its objects upon such terms and conditions as it may think fit;
- (8) subject to any contractual arrangements as may be in place, to sell, lease or dispose of all or any part of the property of the Association;
- (9) to invest the moneys of the Association not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit;
- (10) to employ such staff as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (11) to enter into any contract of insurance in respect of any matter in which the Association has an insurable interest and in particular in connection with any real or personal property in which the Association has an interest;
- (12) to open and operate bank accounts and other facilities for banking;
- (13) to do all such other lawful things as are necessary for the achievement of its objectives.

E Not-for-profit status

The income and property of the Association shall be applied solely towards the promotion of its objects set out in this constitution, and no portion shall be transferred directly or indirectly by way of profit to members of the Association, provided that nothing shall prevent any payment in good faith by the Association:

- (1) of interest on money lent by any member of the Association at a rate per annum not exceeding 2 per cent more than the base lending rate of the Association's bankers;
- (2) of reasonable and proper rent for premises demised or let by any member of the Association;
- (3) of grants, loans, donations or any other kind of financial assistance to any member, or to any organisation, firm, company or society with which a member may be connected, provided that any such assistance is in respect of activities which are in furtherance of the objectives of the Association;
- (4) to any member of the Committee in respect of reasonable out-of-pocket expenses incurred while acting on behalf of the Association.

F Membership

- (1) Membership of the Association shall be open to any individual who is interested in furthering the work of the Association and who has paid any annual subscription laid down from time to time by the Committee.
- (2) A member shall cease to be a member if he or she:
 - a) resigns in writing to the Association;
 - b) fails to pay any subscription owed within three months of its becoming due; or
 - c) ceases to meet any other criteria for membership; or
 - d) is removed from membership by a majority vote of the Committee for conduct prejudicial to the Association, provided that any member to be so removed shall have the right to make representation to the meeting at which the decision is to be made.

G General meetings

- (1) Once in each calendar year the Association shall hold an Annual General Meeting. Each Annual General Meeting shall be held not more than fifteen months after the last. At least 21 days' notice shall be given of the date, time and venue of the Annual General Meeting and of the business to be conducted. The business of the Annual General Meeting shall comprise:
 - a) the annual report of the Committee including accounts;
 - b) the election of members of the Committee;
 - c) the fixing of annual subscriptions, if any;
 - d) the appointment or re-appointment of the Association's auditors or examiners;
 - e) such other business as may have been contained in the notices calling the meeting.
- (2) The Committee may at any time, and shall if directed by 20% or more of the members of the Association, call a Special General Meeting. At least 21 days' notice in writing shall be given of the date, time and venue of a Special General Meeting and of the business to be conducted.
- (3) Notice of a General Meetings shall be sent to each member in writing or by electronic transmission, advertised in the Parish News, or prominently displayed in a place where all or a majority of members are likely to see it.

H Proceedings at General Meetings

- (1) The Chair shall preside at all General Meetings, but if he or she is absent fifteen minutes after the time set for the commencement of the meeting, then the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- (2) No General Meeting may proceed unless a quorum is present. 5 members or 10% of the members, whichever is the greater, shall constitute a quorum.

- (3) If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Committee, all members of the Association being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.
- (4) The Committee shall ensure that proper minutes are kept of the proceedings at all General Meetings of the Association.

I Voting

- (1) Votes may only be cast by the members present at the meeting. Each member shall have one vote on each question to be decided.
- (2) Except where otherwise specified in this constitution, questions shall be decided by a simple majority of votes cast. In the event of a tied vote the Chair shall not have a second or casting vote and the resolution shall be lost.

J Committee

- (1) At each AGM, the members shall elect a Committee comprising at least 2 and not more than 7 members.
- (2) Committee members shall serve until the end of the AGM following their election. Retiring Committee members shall be eligible for re-election.
- (3) Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the next AGM when she or he shall be eligible to stand for election.
- (4) A member of the Committee shall cease to hold office if he or she:
 - a) is absent without good reason from all Committee meetings held within a period of three months and the Committee resolve that he or she shall cease to hold office for this reason; or
 - b) resigns in writing (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect); or
 - c) ceases to be a member of the Association; or
 - d) is removed from office by a majority vote at a Special General Meeting, the notices for which specified that the question of such removal was to be considered.
- (5) The Committee may co-opt up to three persons, whether or not they are members of the Association, to serve in an advisory, non-voting capacity on the Committee. Such co-opted Committee members may be removed or replaced by the Committee at any time and shall otherwise have their co-option reviewed at least every three years.
- (6) The Committee may appoint and delegate any of its powers to Sub-committees consisting of members of the Committee and/or others, provided that every Sub-committee shall include at least one member of the Committee, and provided also that acts and proceedings of any Sub-committees shall be fully and promptly reported to the Committee.

K Officers

Members of the Committee may elect such honorary officers from amongst their own number as they see fit, particularly a Chair, Treasurer and Secretary. Any officer so elected may be removed or replaced by a majority vote of the Committee at any time.

L Committee Meetings

- (1) Members of the Committee shall meet together and may adjourn and otherwise regulate their meetings as they think fit.
- (2) Seven days' notice of Committee meetings shall be given to all members of the Committee in writing or via email, but it shall not be necessary to give notice to a member of the Committee who is absent from the United Kingdom.
- (3) The quorum for Committee Meetings shall be 3 members.
- (4) The Chair shall preside at all meetings of the Committee, but if he or she is absent fifteen minutes after the time set for the commencement of the meeting, then the members present shall choose one of their number to be Chair of that meeting, whose function shall be to conduct the business of the meeting in an orderly manner.
- (5) All matters for decision will be decided by a simple majority of those present and voting. In the event of a tied vote the Chair shall not have a second or casting vote and the resolution shall be lost.
- (6) The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Committee shall ensure that proper minutes are kept of the proceedings at all meetings of the Committee and of any Sub-committees.

M Finances

- (1) The funds of the Association shall be paid into an account operated by the Committee at such bank as the Committee shall from time to time decide. All instruments of expenditure above a certain limit set from time to time by the Committee must be signed by at least two members of the Committee, and all contracts binding the Association must be expressly approved by the Committee and must be signed by at least two members of the Committee.
- (2) The Committee shall maintain adequate accounting records for the Association and shall arrange for:
 - a) the preparation of annual statements of account for the Association;
 - b) the auditing or independent examination of the statements of account for the Association;
 - c) the circulation of the annual accounts to the members at or prior to the Annual General Meeting.

N Property

- (1) All or any part of the property of the Association may be vested in not less than two Holding Trustees (or in a corporation entitled to act as custodian trustee) appointed by the Committee, and such Holding Trustees shall hold such property and deal with it in a manner which is consistent with the objectives of the Association as the Committee may from time to time direct. The powers, rights and duties of Holding Trustees so appointed shall be embodied in a Trust Deed to be approved by the Committee and to be executed by the Holding Trustees. Provided they act only in accordance with the lawful directions of the Committee, Holding Trustees shall not be liable for the acts and defaults of its members.
- (2) The Committee may at any time remove or replace any Holding Trustee and may appoint a Holding Trustee in place of any Holding Trustee who has retired, dies, refuses to act or has become incapable of acting.
- (3) Any property or contracts, including contracts of employment, held in the name of the Association and not vested in named Holding Trustees shall be deemed to be held jointly by the members of the Committee for the time being.

O Amendments to the Constitution

- (1) This constitution can only be amended at an Annual General Meeting or a Special General Meeting called for that purpose.
- (2) Any proposals to amend the constitution must be presented to the Secretary in writing at least 28 days prior to the meeting at which they are to be considered.
- (3) Proposals to amend the constitution must be circulated to all members of the Association with the notice of the meeting.

P Dissolution

- (1) If the Committee decides at any time by a simple majority that it is necessary or advisable to dissolve the Association, the officers shall call a Special General Meeting, giving at least 21 days' notice in writing to all members and stating the terms of the dissolution resolution to be proposed at the meeting.
- (2) If a resolution to dissolve the Association shall be agreed by a two-thirds majority of those present and voting, the meeting shall elect three people who shall have the responsibility of accounting for and disposing of any assets held by or in the name of the Association.
- (3) Any assets remaining after debts and liabilities have been settled shall be given to or transferred to any charitable or not-for-profit institution or institution having objects similar to the objects of the Association as the Association in General Meeting may determine at or before the time of dissolution.

The constitution for Appleby Heritage and Environment was originally adopted on 26th January 1998 and amended for Appleby Environment on 26th July 2007.