

# FRIENDS OF UPPER RIBBLESDALE

## CONSTITUTION

### 1. NAME

- 1.1. The Organisation shall be called the Friends of Upper Ribblesdale (FOUR) (“the Organisation”).

### 2. AREA OF INTEREST

- 2.1. The area of interest shall be the parishes of Settle, Langcliffe, Rathmell, Wigglesworth, Halton West, Giggleswick, Stainforth, Horton-in-Ribblesdale, Long Preston, Hellifield, Swinden, Nappa, Lawkland, Austwick, Clapham cum Newby, Ingleton & Thornton-in-Lonsdale.
- 2.2. The area of interest may be extended to include other parishes, subject to a majority vote of the Membership of the Organisation.

### 3. OBJECTIVES

- to preserve, enhance and promote the special qualities of the environment, landscape and heritage of Upper Ribblesdale.
- to encourage the development of a vibrant and sustainable economy within Upper Ribblesdale.
- to improve the quality of life of people who live in Upper Ribblesdale.

### 4. FUNCTIONS

- 4.1. To bring partners together to create and deliver a series of projects, initiatives and campaigns in furtherance of the Organisation’s objectives.
- 4.2. To consult and communicate with members of the wider community regarding the activities of the Friends of Upper Ribblesdale.
- 4.3. To develop and implement appropriate policies and procedures to ensure the effective and efficient operation of the Organisation.

### 5. POWERS

- 5.1. The Organisation will be able to exercise all powers appropriate to its status as a non-statutory, constituted body in pursuit of its Objectives.

### 6. ADMINISTRATION

- 6.1. The Organisation and its activities and general management shall be directed and administered by the Friends of Upper Ribblesdale Management Committee (“the Management Committee”), in accordance with the requirements of this Constitution.

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### **7. MEMBERSHIP**

- 7.1. Any member of the public who is 16 years of age or over, irrespective of sex, sexual orientation, race, nationality or political, religious or other opinion, and supports the Objectives of the Organisation is eligible for membership of the Organisation and may join by completing a membership registration form and paying the appropriate membership fee as determined by the Management Committee.
- 7.2. Membership is conditional on accepting and abiding by this constitution and the policies and procedures adopted by the Friends of Upper Ribblesdale Management Committee.
- 7.3. The Friends of Upper Ribblesdale Management Committee may, for good reason, refuse, suspend or terminate the membership of any individual on the basis that it would not be in the best interests of the Organisation. Any such individual shall have a right of appeal.
- 7.4. Participation of Organisation members at its meetings shall be subject to the policies and procedures associated with such meetings.
- 7.5. While acting as members of the Organisation, members shall act at all times in the interests of the Organisation and for the benefit of the community within the Area of Interest and as guardians of and advocates for the Objectives of the Organisation.

### **8. FRIENDS OF UPPER RIBBLESDALE MANAGEMENT COMMITTEE**

- 8.1. Only members of the Organisation are eligible for membership of the Management Committee.
- 8.2. The membership of the Management Committee will consist of up to 10 people elected at the Annual General Meeting (AGM) and up to 4 additional co-opted members to be determined by the Management Committee.
- 8.3. The Management Committee will have at least three honorary officers, Chairperson, Treasurer and Secretary. The Management Committee will elect the Chairperson, Treasurer and Secretary from those elected or co-opted to the Management Committee. The Management Committee may choose to have and appoint other honorary officers, as it deems appropriate.
- 8.4. All members of the Management Committee will serve for one year (or for the time remaining until the next AGM) and all are eligible for election or co-option in subsequent years.
- 8.5. The Management Committee may further co-opt to fill any vacancy which occurs during the year, and any arrangement so made will continue until the next AGM.
- 8.6. Members of the Management Committee will give their time voluntarily and shall receive no remuneration or otherwise disproportionately benefit from funding allocated to or other income of the Organisation, save for reasonable out-of-pocket expenses agreed by the Management Committee.
- 8.7. At no time will any members of the Management Committee hold themselves out to give definitive advice to members of the public in any regard when acting in their official capacity as members of the Management Committee.
- 8.8. No one may be allowed to serve on the Management Committee who is an undischarged bankrupt or has a criminal conviction for dishonesty or deception, which is not spent.

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- 8.9. A member of the Management Committee shall cease to be a member if he/she:
- i. is absent, without permission of the Management Committee, from all Management Committee meetings for a period of 6 months and the Management Committee resolves that his/her position should be vacated.
  - ii. becomes incapable by mental disorder or illness of managing and administering his/her own affairs.
  - iii. notifies in writing, his/her wish to resign.
- 8.10. Members of the Management Committee will serve in an individual capacity and shall not formally represent any other Organisation even if they are associated with another Organisation/s.
- 8.11. Members of the Management Committee must declare gifts which they receive in their official capacity, where the value is over £25.

### **9. MEETINGS & PROCEEDINGS OF THE FRIENDS OF UPPER RIBBLESDALE MANAGEMENT COMMITTEE**

- 9.1. There shall be at least one meeting of the Management Committee during any one-year. A special meeting may be called at any time by the chairperson or by two members of the Management Committee. At least 7 days notice should be given of the meeting date and matters to be discussed.
- 9.2. The chairperson will act as chairperson for the meetings. Where the chairperson is not present the treasurer will take the role. Where both are absent the members will choose one of their number to chair that meeting before any formal business is transacted.
- 9.3. The meeting shall have a quorum when at least three of the members of the Management Committee are present.
- 9.4. Every matter shall be determined by a majority vote with the chairperson of the meeting holding a second, casting vote in the case of a tie. Any member may request that any particular vote be a secret ballot.
- 9.5. The Management Committee may appoint sub-committees, an individual or individuals to perform any function where, in the opinion of the Management Committee, this would be more effective than being completed by the full Management Committee. Such sub-committees or individuals shall be given appropriate terms of reference and shall be required to make regular reports to the Management Committee. The sub-committee will make recommendations via minutes to the Management Committee for decision by the Management Committee.
- 9.6. Minutes of Management Committee and appropriate sub-committee meetings will be kept. These minutes shall normally be available to members on request subject to there being no issues of confidentiality.
- 9.7. The Management Committee may make and alter the rules for the conduct of their business, summoning and conduct of meetings and custody of documents where this is deemed necessary. These rules shall be documented as Standing Orders. No rule may be made which is inconsistent with the Constitution.

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- 9.8. The Management Committee will be responsible for ensuring adequate and timely two-way communications with the members it represents.
- 9.9. The Management Committee will be responsible for maintaining appropriate communications and relationships with key partner Organisations. The Management Committee shall determine such Organisations.

### **10. CODE OF CONDUCT AND CONFLICTS OF INTEREST**

The following Code of Conduct applies to all members of the Management Committee

- 10.1. Members must observe the Organisation's code of conduct whenever they conduct the business of the Organisation, conduct the business of the office to which they have been elected or appointed or act as representatives of the Organisation.
- 10.2. Members must promote equality and shall not discriminate unlawfully against any person, treat others with respect and not do anything which compromises or which is likely to compromise the impartiality of the Organisation and of those who work for or advise the Organisation.
- 10.3. Members should not:
  - 10.3.1. Disclose information given to them in confidence by anyone, or information acquired which they believe is of a confidential nature, without the consent of a person authorised to give it or unless they are required by law to do so.
  - 10.3.2. Prevent another person from gaining access to information to which that person is entitled by law.
  - 10.3.3. Conduct themselves in a manner which could reasonably be regarded as bringing their office or the Organisation into disrepute.
  - 10.3.4. Use their position as members of the Organisation improperly to confer on or secure themselves or any other person an advantage or disadvantage.
- 10.4. If an interest of a member is of such a kind that it is likely to be seen as influencing the decision that the member might take, the member should not take part in the discussion or decision on the matter in question and should leave the room whilst the particular matter is under discussion.
- 10.5. It is for the individual member to decide what response is appropriate in relation to an interest, in the light of all circumstances.
- 10.6. Interests to be declared include financial, personal or business interests and will include the interests of the individual's employer, business, spouse or partner, close relations and friends.
- 10.7. Where members have an interest that is shared by members of the public generally, they do not have to declare it.

### **11. ANNUAL GENERAL MEETING (AGM)**

- 11.1. A General Meeting which all members are eligible to attend shall be held each year in September or as soon after as is practicable.

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- 11.2. The AGM shall be called by the Management Committee and at least 28 days notice shall be given of the meeting by such means as determined by the Management Committee.
- 11.3. There shall be a quorum if at least 3 members of the Organisation are present.
- 11.4. The Chairperson of the Management Committee will chair the AGM and shall present to each meeting a report on the activities of the previous year. If, following any election, the Chairperson is not re-elected; the meeting shall choose another member of the Management Committee as Chairperson. This person will remain Chairperson until the first Management Committee meeting following the AGM.
- 11.5. Nominations for election to the Management Committee must be provided in writing to the Management Committee Chairperson at least 14 days prior to the AGM. Should nominations exceed vacancies, election shall be by secret ballot at the AGM.
- 11.6. Only members of the Organisation who were members on the date that notice was given of the AGM shall be eligible to vote at the AGM.
- 11.7. The Management Committee will meet as soon as practical after the AGM to elect the appropriate honorary officers.
- 11.8. The minutes of the AGM will be kept and shall be made available to any member of the organisation on request and any member of the public subject to approval by the Management Committee.

### **12. EXTRAORDINARY GENERAL MEETING (EGM)**

- 12.1. The Management Committee may call an EGM of the Organisation at any time. If at least 10 members of the organisation request, in writing, that an EGM be held and specify the business to be considered, the Chairperson shall arrange such a meeting. At least 21 days notice of the meeting must be given and the notice must state the business to be discussed.
- 12.2. Only members of the Organisation shall be eligible to vote at the EGM.
- 12.3. The minutes of the EGM will be kept and shall be made available to any member of the organisation on request and any member of the public subject to approval by the Management Committee.

### **13. OTHER MEETINGS**

- 13.1. Other meetings will be conducted in accordance with appropriate Standing Orders or as determined by the Management Committee.

### **14. ARRANGEMENTS UNTIL FIRST AGM**

- 14.1. Until the first AGM, references to the Management Committee will relate to the Management Committee noted in the minutes of the first meeting of the Management Committee with due reference to changes in the Management Committee noted in subsequent minutes.

### **15. PAID EMPLOYEES**

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- 15.1. The Management Committee shall have the sole right of appointing, dismissing and determining terms and conditions of service of employment of any employee of the Organisation.
- 15.2. An employee of the Management Committee shall not be eligible to be a member of the Organisation but may be invited to attend meetings as a non voting advisor

### **16. FINANCE & ACCOUNTS**

- 16.1. The funds of the Organisation, including all contributions, grants and bequests, shall be paid into an account operated by the Management Committee in the name of the Organisation at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.
- 16.2. Where funds are acquired in support of a project, and the funding body permits, the Management Committee may choose to hold and manage such funds.
- 16.3. The Management Committee shall be responsible for making and implementing appropriate financial controls and procedures to manage and record all receipts and spending. Such records shall be available for inspection at each Management Committee meeting.
- 16.4. The Management Committee shall ensure an Annual Statement of Accounts is prepared. The Accounts will be presented at the AGM.
- 16.5. The Organisation shall be entitled to make, in good faith, any payment of:
  - 16.5.1. Reasonable and proper remuneration for any authorised services or goods rendered to the Organisation by any person who is not a member of the Management Committee.
  - 16.5.2. Reasonable and proper fees or other remuneration to any company of which a member of the Management Committee is also a member not holding more than 1/100th part of the issued capital
  - 16.5.3. Reasonable and proper rent for any property let to the Organisation by any member of the Organisation or member of the Management Committee.
  - 16.5.4. Reasonable out-of-pocket expenses to any member of the Management Committee incurred whilst on Organisation business.

### **17. ALTERATIONS TO THE CONSTITUTION**

- 17.1. The Constitution may be altered by a resolution passed by not less than two thirds of the members of the Organisation present and voting at either an AGM or an EGM. The notice for such a meeting must be in accordance with this Constitution and should include the resolution, setting out the terms of the alteration proposed.

### **18. DISSOLUTION**

- 18.1. A resolution to dissolve shall only be proposed at an AGM or EGM of the Organisation called, by the Management Committee, for that purpose. Notice shall be in accordance with this Constitution.

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- 18.2. Such a resolution shall only be carried by a majority of the members of the Organisation present.
- 18.3. The dissolution shall take effect from the date of the resolution and the Management Committee shall be responsible for winding up the assets and liabilities of the Organisation.
- 18.4. Any assets of the Organisation remaining after the discharge of its debts and other liabilities shall be distributed to like Organisations as determined by the Management Committee.

Formally accepted (date)