

NORTH WEST ESSEX AND EAST HERTS PRESERVATION ASSOCIATION

CONSTITUTION (as amended 22 April 2009)

DEFINITIONS

1. In this Constitution the following words and abbreviations shall have the meanings ascribed to them in this clause:

"NWEEHPA" - North West Essex and East Herts Preservation Association

"Member" - a Member of NWEEHPA

"Executive" - the Executive Committee of NWEEHPA

"Officers" – The officers of NWEEHPA as defined herein

"Secretary" - shall include any person appointed to perform the duties of the Secretary temporarily.

Words importing the masculine gender shall also import the feminine.

2. The name of this organisation is the "North West Essex and East Herts Preservation Association". The abbreviation "NWEEHPA" may be used.

OBJECTIVES

3 The objectives of NWEEHPA ARE:

(i) to represent and assist by all means the interests of Members in the preservation of the amenities, the environment and the quality of life of North West Essex and East Hertfordshire;

(ii) in particular to contain the development and impact of Stansted Airport; and

(iii) to co-ordinate the efforts of all persons and organisations in furtherance of the objectives in (i) and (ii) above in the most effective manner possible.

MEMBERSHIP and SUBSCRIPTIONS

4. The membership of NWEEHPA shall consist of persons and organisations who subscribe to the objectives of NWEEHPA and to its funds.

5. All Members shall pay the current annual subscription fee. Such fee is payable upon joining and then on each subsequent anniversary of the date of joining. The scale of fees shall be set by the Executive Committee.

MANAGEMENT

6. The management of NWEEHPA shall be vested in its Executive Committee, which may be referred to also as the Executive. Only Members of NWEEHPA may be appointed or co-opted on to the Executive Committee.

7. The Executive shall have a maximum of thirteen members, consisting of:-

(i) the Officers of NWEEHPA;

(ii) not more than six additional persons elected at a General Meeting; and

(iii) not more than three additional persons co-opted as hereinafter provided.

8. The Officers of NWEEHPA shall be a Chairman, a Deputy Chairman, a Secretary and an Honorary Treasurer or such variations thereof as the Members may determine at a General Meeting.

9. The Officers and members of the Executive shall be elected by the Members at an Annual General Meeting and shall hold office for the period until the next Annual General Meeting, when they shall be eligible for re-election. Co-opted Officers and co-opted members of the Executive shall hold office only until the next Annual General Meeting, when they shall be eligible for election.

POWERS OF THE EXECUTIVE

10. The Executive shall pursue the objectives of NWEEHPA in such manner and by such means as it may determine, subject nevertheless to this Constitution and to such rules and directions not inconsistent with this Constitution as may be prescribed by the Members in General Meeting. Without prejudice to the generality of the foregoing the Executive shall have power:-

(a) to appoint and/or remove the Secretary, the Honorary Treasurer and such assistants and servants as may be deemed necessary or desirable, whether with or without salaries or compensations for loss of office;

(b) to co-opt additional members of the Executive in accordance with Clause 7; and

(c) to fill any casual vacancies on the Executive as may arise by reason of death or resignation.

(d) to determine whether any, and if so, what subscriptions shall be payable to NWEEHPA in accordance with Clause 5;

(e) to work with other organisations on projects or campaigns having objectives consistent with NWEEHPA's objectives; to appoint members of working groups or committees that may be established to pursue such projects or campaigns; and to apply NWEEHPA funds in support of such projects or campaigns.

11. Without prejudice to the provision of Clause 6 above, the Executive may delegate any of its powers to a Sub-committee or Sub-committees as it thinks fit. Any Sub-committee so formed shall include at least one member of the Executive and such other Members of NWEEHPA as the Executive may nominate and shall, in the execution of powers so delegated, conform to any directions given by the Executive.

MEETINGS

12. An Annual General Meeting shall be held once a year at such time and place as the Executive may decide from time to time. Fully paid up Members shall be entitled to attend and vote at General Meetings. Each Member shall have one vote, whether they be an individual or an organisation.

13. The Executive may call a Special General Meeting at any time. If at least thirty members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting within 30 days of receipt of such request. At least 21 days notice of this meeting must be given. The notice must state the business to be discussed.

14. The Chairman shall preside at all General Meetings and meetings of the Executive but if there be no Chairman or if he be absent, the Deputy Chairman shall preside. If there be no Deputy Chairman or if he be absent then the members present shall choose one of their number to preside.

15. Except as specified in Clause 26, at all meetings, whether General Meetings of Members, Executive Meetings or Sub-committee meetings, a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of those eligible to vote and present in person, each person being entitled to one vote. A declaration by the chairman of the meeting that a resolution has been carried or not carried by a particular majority shall be conclusive.

16. In the case of an equality of votes on a show of hands, the chairman of the meeting shall be entitled to a second or casting vote.

17. The Executive shall cause proper minutes to be made of all appointments of Officers and of the proceedings of all General Meetings of Members and all meetings of the Executive and of any Sub-committees. Any such minutes of any meeting, if signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be deemed sufficient evidence without further proof of the facts therein stated.

PROCEEDINGS OF THE EXECUTIVE

18. The Executive may hold meetings, adjourn and otherwise regulate its meetings as it shall see fit, but so that at least two meetings shall be held each year. Four members of the Executive shall constitute a quorum.

19. On the request of the Chairman or of not less than three members of the Executive, the Secretary shall at any time summon a meeting of the Executive. At least four clear days notice of such meeting shall be given unless the Chairman shall otherwise direct.

NOTICES

20. Notices of General Meetings of NWEESHPA or the Executive or Sub-committees shall be given in such time and in such manner as the Executive may direct. Notices convening General Meetings of NWEESHPA may be given by public notice rather than by notice sent to Members individually. Notices need not prescribe either the agenda of the meeting or the text of any resolution to be proposed at the meeting. Failure of any person to receive notice of any such meeting shall not invalidate the proceedings of such meeting.

RECEIPTS AND PAYMENTS

21. The Honorary Treasurer shall keep a banking account or accounts in the name of NWEESHPA or North West Essex and East Herts Preservation Association. Additional banking accounts may be opened in the name of any campaign or venture that is undertaken by NWEESHPA, as may be authorized by any two Officers. All money received by him shall be paid into one of these accounts, as appropriate. Withdrawals from such accounts may be upon the single signature of any one of the Officers for amounts under £2,000, or upon the signatures of any two Officers for amounts of £2,000 or more.

22. The Executive shall cause proper books of account to be kept to record:

- (a) all sums of money received and expended by NWEESHPA and the matters in respect of which such receipt and expenditure take place; and
- (b) of the assets and liabilities of NWEESHPA.

Such books of account shall be kept in the custody of the Honorary Treasurer.

23. Once at least in every year the books of account of NWEESHPA shall be examined by at least one qualified accountant who shall not be a member of the Executive.

24. Once at least in every calendar year the Executive shall approve and lay before the Members in General Meeting an income and expenditure account and balance sheet, made up to a date not more than nine months before such meeting, together with a report of the reporting accountant(s) thereon.

INDEMNITY

25. Every Officer, member of the Executive, member of any Sub-committee and every reporting accountant of NWEESHPA shall be indemnified against risk or expense out of the funds of NWEESHPA if so approved by the Executive.

ALTERATIONS TO THE CONSTITUTION

26. The Constitution may be altered by a resolution passed by not less than two thirds of the Members present and voting at a general meeting. At least 21 days notice must be given of the general meeting at which such a resolution will be proposed and the notice must include notice of the resolution, setting out the terms of the alteration proposed.

DISSOLUTION

27. If the Executive decides that it is necessary or advisable to dissolve NWEESHPA it shall call a meeting of all Members, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive shall have power to realise any assets held by or on behalf of NWEESHPA. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other organisation or organisations having objectives similar to the objectives of NWEESHPA as the Members of NWEESHPA may determine, or failing that shall be applied for some charitable purpose.