

## **Constitution of the Oaten Hill & South Canterbury Association**

*18 October 2019*

### **1 Name**

The name of the Association shall be 'The Oaten Hill and South Canterbury Association', referred to hereunder as 'the Association'.

### **2 Area**

The Association covers a continuous Area of the City of Canterbury, Kent, to the south and south-east of the city walls. This Area is defined by a boundary map, together with an indicative list of roads (appended to this Constitution), agreed by the Committee and presented for approval to a General Meeting. All dwellings within the boundary and on boundary roads are included.

### **3 Aims and Objectives**

3.1 The Association is a non-party-political voluntary group constituted to represent, promote and protect the interests of all those resident in the Association's Area.

3.2 The aim of the Association is to support and improve the quality of life of our community.

3.3 The Association's interests include, but are not limited to the following:

3.3.1 Encouraging a community spirit, and promoting cultural and educational activities e.g. Local History Group;

3.3.2 Maintaining the balance between residential, business and educational interests;

3.3.3 The quality of housing and the built environment;

3.3.4 Conservation and extension of green spaces;

3.3.5 Improved recreational facilities;

3.3.6 Safer travel for all road and pavement users, and sustainable transport availability;

3.3.7 Monitoring the quality and impact of our physical environment, balancing current and future needs, encouraging improvements, resisting deteriorations.

3.4 The means which the Association aims to use to represent, promote and protect these interests include:

3.4.1 Providing a forum for residents through newsletters, leaflets, electronic media, meetings and social activities;

3.4.2 Encouraging all residents within our Area to become Members of the Association;

3.4.3 Consulting and informing Members about our activities;

3.4.4 Alerting residents to and investigating any proposed developments and/or licensing applications in our Area that could have a significant local impact;

3.4.5 Encouraging and, where appropriate, initiating proposals that could enhance the amenity value of the Area including gardening and tree planting initiatives;

3.4.6 Engaging constructively with Canterbury City Council, Kent County Council, and other local bodies and like-minded groups, with the aim of enhancing quality of life in our Area;

3.4.7 Providing support, including professional advice where available, to street-based residents groups that may arise in our Area from time to time, because of specific issues affecting a particular road or smaller zone.

#### **4 Membership and Subscriptions**

- 4.1 Residence in a household situated in the Association's Area is the basis for membership; 'household' for this purpose includes a flat, apartment, household within an HMO or other independent dwelling recognised as such by the Committee.
- 4.2 Membership of the Association shall be open to all residents aged 18 or over in a household located within the Association's Area, in respect of which the subscription has been paid for the current year. A resident so qualified may become a Member of the Association by registering her or his name and place of residence with the Membership Secretary. Every resident Member so registered is entitled to vote at General Meetings.
- 4.3 A Member who moves to residence outside the Area ceases to qualify for membership under clause 4.1, but may become a Continuing Member on notifying without delay her or his change of address to the Membership Secretary, and during continued payment of the OHSCA subscription in respect of her or his new household, but shall not remain entitled to vote at General Meetings.
- 4.4 The Committee may request and retain such contact details from Members including Members resident outside the Area as it considers necessary for the purposes of communication between them and the Association.
- 4.5 Procedure for possible revocation of membership shall be provided in Standing Orders.
- 4.6 There shall be a single rate of subscription to be paid in respect of each household where any Member is or Members are resident. The amount of the subscription shall be determined from time to time by an Annual or other General Meeting on the recommendation by prior notice of the Committee.
- 4.7 No person, whether living inside or (as provided under 4.3 above) outside the Association's Area, is covered by a subscription paid for a household in which she or he is not currently resident.
- 4.8 A subscription in virtue of which a Member who on leaving the Area becomes a Continuing Member does not entitle to membership residents in her or his household who are not also Continuing Members.
- 4.9 The subscription year shall commence on 1 January.

#### **5 Annual and other General Meetings**

- 5.1 The Annual General Meeting (AGM) shall be held during the month of September or October each year, after notice as required under the Association's Standing Orders.
- 5.2 The Agenda circulated for the AGM shall include:
- 5.2.1 Apologies for absence;
  - 5.2.2 Approval of the minutes of previous AGM and any subsequent Extraordinary General Meeting (EGM), and matters arising thereon;
  - 5.2.3 To receive the Annual Report from the Chair;
  - 5.2.4 To receive the Annual report from the Hon Treasurer;
  - 5.2.5 Approval of certified accounts for the financial year ending 31 August;
  - 5.2.6 Approval of recommendations from the Committee regarding subscription rate;
  - 5.2.7 Election of Officers and other members of the Committee for the ensuing year;
  - 5.2.8 Appointment of a suitably qualified person to certify the accounts at the end of the ensuing year (this person shall not be a member of the outgoing and/or incoming Committee); and
  - 5.2.9 Other business of which due notice has been given.

- 5.3 An Extraordinary General Meeting may be called by the Committee, or on the requisition in writing of at least ten per cent of the membership, which must reach the Hon Secretary at least four weeks before the proposed date. Such requisition must state the business and date proposed for the EGM, and no other business may be transacted at the EGM. If the Hon Secretary is unable or unwilling to act the requisition may be received and acted upon by the Chair, or by another Officer.
- 5.4 At least twenty-one days' written notice of the date, time and place of every General Meeting shall be sent to all Members. Voting at General Meetings shall be restricted to Members resident in the Association's prescribed Area in respect of whose household a membership subscription has been paid for the current year. Continuing Members may attend but shall not be entitled to vote. Other provisions regulating the conduct of General Meetings shall be as prescribed in the Association's Standing Orders.
- 5.5 The quorum for General Meetings shall be not less than five percent of the Association's current membership plus at least four members of the current Committee, including at least two Officers.
- 5.6 If a quorum is not present within 30 minutes after the starting time announced for a duly called General Meeting, the only business to be transacted shall be the adjournment of the Meeting until a date and time, to be determined by the Chair within 24 hours and notified to all Members by the Hon Secretary immediately thereafter (to include the statement hereunder on quorum), not less than 14 nor more than 28 days after the date of the inquorate meeting. No business except as follows shall be transacted at the adjourned meeting when resumed other than that on the Agenda sent out for the original date: in the case of an EGM, if there is again no quorum within 30 minutes of the starting time announced the Meeting shall be deemed to have lapsed; in the case of an AGM, the notice for the adjourned Meeting shall state that if there is again no quorum within 30 minutes of the starting time announced, the only business to be transacted shall be a further adjournment, in accordance with clause 10 of the Constitution except for the requirement for a proposer and seconder, to consider the dissolution of the Association.

## **6 The Officers and Committee**

- 6.1 The Officers of the Association shall be the Chair, Vice-Chair (of whom there may be more than one), Hon Treasurer, Hon Secretary and Membership Secretary, who together with the rest of the Committee shall be elected at each AGM. All members of the Committee must be paid up Members of the Association. Before the AGM, all those standing for election to the Committee (see clause 6.2) shall be individually nominated and seconded by two independent Members of the Association (i.e., Members from different households), and every effort shall be made to ensure that the complete list of nominations shall be available (see Standing Order 3.2) to all Members of the Association in advance of the meeting. Every effort shall also be made to ensure that no Committee member shall serve for more than five years consecutively. The responsibilities of the Hon Treasurer, of the Hon Secretary and of the Membership Secretary shall be prescribed in the Association's Standing Orders. Specific duties may be assigned from time to time by the Committee to individual Committee members including Officers.
- 6.2 The Committee shall comprise:
- 6.2.1 The Officers, together with
  - 6.2.2 Not less than four members elected at each AGM up to a maximum combined total of Officers and elected members of 14.
- 6.3 The Committee may co-opt whomsoever they wish. Special Interest Groups (SIGs) shall be represented on the Committee by a current member of the Committee who is also a member of the SIG, or a member of the SIG who is an Association Member co-opted to the Committee for this purpose.
- 6.4 The voting rights, if any, of co-opted Committee members shall be as prescribed by the Association's Standing Orders.

- 6.5 Elected members and senior managers of County, City/District, Unitary or Town Councils covering any part of the Association's Area, whether or not Members of the Association, shall not be eligible to be Officers.
- 6.6 The quorum of a Committee meeting shall be five of the current Committee members eligible to vote, to include at least two Officers.
- 6.7 The Committee shall keep minutes which it shall make available to Members of the Association at their request made to the Hon Secretary.
- 6.8 The Committee shall have power to appoint standing committees, comprising only Members, which must be chaired by an existing committee member, and *ad hoc* sub-committees under the following provisions:
- 6.9 The Committee may set up *ad hoc* sub-committees with a terminal date, to consider and make recommendations on issues which it is believed should be dealt with within a limited period. *Ad hoc* sub-committees shall normally comprise Members and be chaired by a Committee member or by an Association Member co-opted to the Committee. If necessary for access to special knowledge or expertise, the Committee may co-opt persons other than Members of the Association to an *ad hoc* sub-committee (not to equal or exceed the number thereon who are Members), and may invite such a non-Member to chair it; such co-opted non-Members shall be entitled to take part in any vote in the *ad hoc* sub-committee, and a non-Member chair shall normally be invited to attend Committee meetings, but without voting rights therein.
- 6.10 In the event that an Office falls vacant during the year, or is not filled at an AGM, the Committee is authorised to appoint to it an elected Committee member, or otherwise to make such arrangements for the discharge of the duties of that Office as it considers to be in the best interests of the Association; such appointment or arrangement to run until the next following AGM in the first instance.

## **7 Special Interest Groups**

The Local History Group (LHG) is an independent group, similar to other SIGs in general terms, but not governed in the same way.

The Committee may approve requests to form Special Interest Groups (SIG) to pursue defined objectives, provided that:

- 7.1 The Group's name and defined objectives shall be approved by the Association's Committee and ratified by the Association's next AGM;
- 7.2 The Group shall be open to all current Members and Continuing Members of the Association without further subscription, and only Members and Continuing Members of the Association may join the Group, but a SIG may invite non-Members to attend as speakers or to provide advice or other assistance;
- 7.3 With the exception of the LHG, the Group may not publish anything or make any public pronouncements without prior agreement of the Association's Committee;
- 7.4 The Group shall report annually to the Association's Annual General Meeting on its activities and to the Committee at least quarterly, such reports to the Committee and/or AGM may be in writing.
- 7.5 All financial arrangements for the Group shall be as approved by the Association's Committee, which shall have power to permit the Group to operate a separate bank account, provided that its accounts shall be open to inspection by the Association's Hon Treasurer and, following approval by the person appointed under clause 5.2.8, shall be presented to the Association's AGM. The LHG, which is an independent group within OHSCA, is an exception to the provisions of this section – its financial arrangements, governing committee and activities are not controlled by OHSCA main committee.

- 7.6 If the Group dissolves or, in the judgment of the Association's Committee, ceases to be active, any funds in its possession and all liabilities legitimately incurred shall pass to the Association; if the Group's assets are insufficient to cover all costs and creditors, the next General Meeting shall decide how the debts are to be paid.

## **8 Standing Orders**

There shall be Standing Orders of the Association, approved by a General Meeting, to regulate the conduct of business at and by General Meetings and meetings of the Committee and of all bodies set up under the Association's authority, and by the Officers. In the event of any conflict between Standing Orders and the Constitution the latter shall prevail.

## **9 Amendments to the Constitution and Standing Orders**

Amendments to this Constitution and to Standing Orders may be made only by a resolution of a two-thirds majority of Members present and voting at a quorate AGM or EGM. At least four weeks' notice of any proposed amendment(s), duly seconded by four other Members, must be given in writing by the proposer to the Hon Secretary, and the Hon Secretary must circulate the proposed new wording (amendment) together with the old wording and notice of the meeting at least three weeks prior to the meeting at which the alteration is to be discussed.

## **10 Dissolution**

The Association must be dissolved following a two-thirds majority of votes cast in favour of a motion to do so by Members present at a quorate General Meeting. The proposer and seconder of the motion must be Members from different households in respect of which the subscriptions have been paid for the current year, and both must be present at the General Meeting. The motion and vote shall be valid only if six weeks' notice of the motion to dissolve, together with date, time and place of the General Meeting, has been sent to all Members. Any remaining funds following dissolution after settling all outstanding claims and expenses shall be donated to a fund or trust with similar interests or aims to those of the Association, to be selected by the Committee with preference to registered charities. If the Associations' assets are insufficient to cover all costs and creditors, the General Meeting shall decide by simple majority vote how the debts are to be paid. The minute books and any other records of the Association (including those of the constituent former Oaten Hill and District Society, and South Canterbury Residents Association) shall be offered to the Archives of the City of Canterbury, or otherwise secured for preservation and accessibility.

## **11 Typography**

In this Constitution and the accompanying Standing Orders, initial capital letters are used for the following terms, with the significance stated in each case:

"Area": the Association's area as defined in Constitution clause 2;

"Member": a member of the Association as defined in Constitution sub-clause 4.2;

"Continuing Member": a Member who has left the Area but retained membership under the provisions of Constitution sub-clause 4.3;

"Officers": the four officers / roles specified in Constitution sub-clause 6.1;

"Committee": the executive committee of the Association, as constituted under Constitution sub-clause 6.2.

## **Appendix**

- **Boundary map**
- **Indicative list of roads included in the Area, as approved by the Committee on xx.xx.xx**

*This Constitution was approved by the OHDS EGM on 6 October 2016, by the SCRA SGM on 10 October 2016, and by the OHSCA General Meeting on 29 October 2016; it was amended by the OHSCA AGMs held on 29 September 2017, on 19 October 2018, and on 18 October 2019; dates of all subsequent approved amendments are to be recorded on all copies.*

## **Standing Orders of Oaten Hill & South Canterbury Association**

*18 October 2019*

### **1 Voting**

- 1.1 Except on motions to a General Meeting to dissolve the Association or to amend its Constitution or Standing Orders and on motions for revocation of membership, and subject to the following sub-clauses of this Clause 1, all decisions by bodies of the Association shall be taken by a simple majority of the eligible Members present and voting, the chair of the meeting having a casting vote except in a vote on revocation of membership.
- 1.2 All persons appointed by the Committee to a standing committee or sub-committee, including any non-Member of the Association, shall be entitled to vote at meetings of that standing committee or sub-committee, but not at any other meetings of the Association unless otherwise qualified to do so.
- 1.3 Co-opted members shall not be entitled to vote at meetings of the Committee.
- 1.4 No Member resident within the prescribed Area of the Association (clause 2 of the Constitution) shall be entitled to vote at any meeting of the Association if the subscription in respect of his or her household is not paid up at the time of the vote.
- 1.5 No Member resident outside the prescribed Area of the Association shall be entitled to vote at any meeting of the Association (clause 4.3 of the Constitution), except any appointed to a standing committee, *ad hoc* sub-committee or Special Interest Group (clause 1.2 above), in which case they shall be entitled to vote at meetings of that committee, sub-committee or SIG.

### **2 Declaration of Interest**

- 2.1 Whenever a Member has a financial or other interest, which a reasonable observer might consider liable to prejudice the Member's judgment, in a matter to be discussed at any meeting of the Association, that Member must:
  - 2.2 Declare that interest before the meeting or at the meeting before discussion begins;
  - 2.3 Be absent from that part of the meeting unless expressly invited by the Chair to remain in order to provide information;
  - 2.4 Not be counted as present in the quorum for that part of the meeting; and
  - 2.5 Be absent during voting.

### **3 Communication and Notice of meetings**

- 3.1 The Association undertakes to act in conformity with all Data Protection legislation.
- 3.2 The Committee shall except where otherwise expressly provided in the Constitution or these Standing Orders have discretion to authorise and use appropriate methods of communication with Members in the light of current technologies and facilities.
- 3.3 Notice in writing of General Meetings must be sent to Members at least twenty-one days before the meeting date, with the Agenda including full details of any amendments proposed to the Constitution or Standing Orders. Every effort shall be made to complete the list of Nominations for Officers and Committee, and make this list available to Members (on request to the Hon Secretary) not less than seven days before the meeting (normally AGM) at which the nominees are due to stand for election.
- 3.4 Notices in writing with Agendas for meetings of the Committee, sub-committees and Special Interest Groups should be sent to members of the relevant committee at least seven days before the date of the meeting.
- 3.5 'Writing' shall be deemed to include a message to an electronic address which the member has supplied to the Association for the purpose of personal communication.

#### **4 Vacancies and attendance at meetings**

- 4.1 In the event of a vacancy occurring among the Officers during the course of the year, the Committee shall have the power if required to appoint a replacement either from the Committee or from the membership and, while the vacancy subsists, make suitable arrangements for the fulfilment of the responsibilities of that office.
- 4.2 Any Committee member who misses more than three consecutive meetings without good cause notified to the Hon Secretary may be suspended from the Committee.

#### **5 The Hon Treasurer**

- 5.1 The Hon Treasurer shall be responsible for the following requirements:
- 5.2 The Association shall have a Bank or Building Society cheque-book current account. The Committee shall nominate three of its members authorised to sign cheques, one of whom must be the Hon Treasurer. These signatories must not live in the same household nor be related. All cheques shall require two signatures. If appropriate, the Association shall also have a second (deposit) account.
- 5.3 The Committee may authorise methods of payment other than cheques, including electronic payments, subject to prior approval by the person appointed under clause 5.2.8 of the Constitution and the Association's bank of appropriate practices and safeguards governing such methods.
- 5.4 All money shall be paid into the bank or the building society account. The Hon Treasurer may keep petty cash if desirable for practical purposes (maximum £100.00) to be paid out against receipts and recorded in a docket book.
- 5.5 The Hon Treasurer shall keep the accounts and provide written reports on them in advance to Committee meetings and to the AGM. The annual Statement of Accounts shall be subject to certification by a suitable person (see clause 5.2.8 of the Constitution) who is not on the outgoing or incoming Committee, appointed at the previous AGM.
- 5.6 The Hon Treasurer shall keep safe and accessible all documentation relevant to the annual statements of accounts for a minimum of six years after presentation to an AGM, and on stepping down shall pass this archive on to the next Hon Treasurer.
- 5.7 The Committee may on the recommendation of the Hon Treasurer approve Financial Policies covering matters such as budgeting, the format of Accounts, and the routine destruction of records.

#### **6 The Hon Secretary**

The Hon Secretary shall:

- 6.1 Maintain a register of Association Members;
- 6.2 Convene all meetings and circulate notices to Members, including for the AGM all necessary notices (clause 5.2 of the Constitution) in a timely fashion (clause 5.4 of the Constitution), together with but not limited to the schedule for Officers and other committee members for election, all duly and individually proposed and seconded by two independent Members of the Association (clauses 6.1 and 6.2 of the Constitution);
- 6.3 Keep Minutes of all meetings of the Association (including the archive of previous meetings); and
- 6.4 Permit the Minutes to be examined by any current Member of the Association

In addition to the Committee's power under clause 6.1 of the Constitution, the Hon Secretary, subject to the Committee's approval, may delegate specified duties to other members of the Committee, but shall still take full responsibility for all such duties so delegated.

## **7 The Membership Secretary**

The Membership Secretary shall:

- 7.1 Maintain a register of member households and of the Association Members resident at each of them;
- 7.2 Be responsible for the collection and recording of subscriptions, donations and/or other monies duly received, ensuring these monies are banked in a timely fashion (normally via the Hon Treasurer), and to report as required by the Committee.

## **8 Expenses of administration and application of funds**

The Committee shall pay all properly receipted, relevant expenses for its administration and set aside an adequate amount for contingencies. The remaining funds may be applied by the Committee in furtherance of the aims of the Association, as specified in the Constitution.

## **9 Revocation of membership**

- 9.1 The Committee shall have the power to revoke a Member's membership for any conduct likely to bring the Association into disrepute, or which disrupts the aims, objects or work of the Association, subject to the following provisos:
  - 9.1.1 Revocation of membership is an extreme measure, only to be considered in exceptional circumstances, and any proposal to exercise it must appear on the Agenda of the Committee meeting at which it is to be discussed.
  - 9.1.2 Every proposal to revoke a Member's membership must be considered and decided individually; two or more cases must not be dealt with as a group.
  - 9.1.3 At least three weeks prior to the meeting, the Member in question must be informed in writing of the specific charges and the names of the person or persons proposing revocation of her or his membership. The Member shall be invited to make written representation to the Committee, to be sent within two weeks of receiving notice. The Member shall also have the right to attend the Committee meeting at which the matter is to be discussed, and the right to be accompanied by another Member as supporter, who shall have a right to speak. If attending, the Member shall also have the right to speak in her or his defence, and be invited to do so by the Chair. Members who elect to speak will be expected to answer questions raised by the Committee, for the purposes of clarification.
  - 9.1.4 Revocation of membership can be decided only by elected Committee members (including Officers), who shall take account of any written representation from the Member, as well as any representation made in person at the meeting. If the Member whose revocation has been proposed is in attendance, s/he and any supporter will be asked to leave the meeting once the general discussion is deemed to be at an end. The final decision shall then be made *in camera*, normally immediately after the discussion has been completed. The decision shall be communicated to the Member by the Chair, in writing, within three days of the decision having been made.
  - 9.1.5 All Committee members as defined in Constitution paragraph 6.2, except anyone debarred due to a conflict of interest (Standing Orders clause 3), are entitled to be given notice of a meeting called to consider a revocation of membership proposal, and to attend and vote. The Chair, the Hon Secretary and at least four other Committee members are required as a quorum for this purpose. A two-thirds majority of those present and voting is required for the approval of a motion for revocation of membership. No casting vote is allowed, and no vote may be cast by or in respect of any Officer or other Committee member who is not present.

*These Standing Orders were approved by the OHDS EGM on 6 October 2016, by the SCRA SGM on 10 October 2016, and by the OHSCA General Meeting on 29 October 2016; they were amended by the OHSCA AGMs held on 29 September 2017 and on 19 October 2018 (no amendments were made on 18.10.2019); dates of all subsequent approved amendments are to be recorded on all copies.*