



CONSTITUTION & CODE OF CONDUCT FOR WICKHAM RESIDENTS' ASSOCIATION

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| 1 | <p>Name</p> <p>The name of the Association is: WICKHAM RESIDENTS' ASSOCIATION (WRA). WRA is an unincorporated community interest not-for-profit organisation.</p> |
| 2 | <p>Area</p> <p>The WRA covers the following defined geographical area: the civil parish of Wickham, Hampshire</p> |
| 3 | <p>The aims of the WRA are:</p> <ol style="list-style-type: none"> a) To represent the interests of, and promote membership to, all residents within the defined area. b) To promote the interests and rights of residents and to encourage them to be actively involved. c) To ensure that all residents are consulted and informed regularly. d) To work towards improving the quality of life for local residents and the local community. e) To be non-political. f) To represent the majority view of the community and members. g) To take into account the views of children and young people who are not old enough to be voting members. |
| 4 | <p>Equalities and Diversity</p> <ol style="list-style-type: none"> a) WRA will ensure everybody has an equal opportunity and is not treated differently or discriminated against because of their characteristics. The WRA will take into account the differences between people and groups of people, and place positive value on those differences and will try and ensure venues and information sharing is as inclusive as possible. |
| 5 | <p>Membership</p> <ol style="list-style-type: none"> a) Membership of the WRA is open to all residents over the age of 16 living in the defined area. b) Copies of the constitution, contact details for the WRA, details of any planned meetings and how to include an item on an agenda will be published on the WRA Facebook page and Website. Facebook page: Wickham Residents Association Website: https://wickhamresidents.org.uk c) Any membership fee will be decided and reviewed at the Annual General Meeting (AGM). Any money raised by, or on behalf of, the WRA will be used to further the WRA's aims. d) Voting membership will end when a member stops living in the defined geographical area, dies or resigns. e) In the event of breaches of the Constitution or Code of Conduct membership of the WRA can be suspended or ended by a two thirds majority vote of the Committee (of those present). Notification of suspension of a member must be given in writing to the member with a copy of the Constitution attached |
| 6 | <p>Appeals</p> <ol style="list-style-type: none"> a) Any member who has been suspended or had their membership terminated shall have the right to appeal. If a member wishes to appeal, they have the right to ask the Secretary to arrange a special meeting to hear their appeal. b) Appeals must be made to the Secretary within twenty eight (28) days of receipt of the letter suspending/expelling them. A special meeting must be held to hear the appeal within twenty one (21) days of the Secretary receiving notification from the member. c) The appeals panel shall include at least three ordinary members of the WRA appointed by the Chairman of the WRA who are not on the Committee and who have no prior knowledge of the details |



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| | <p>of the reason for suspension. The suspended/expelled member may object to the inclusion of a member of the appeals panel and provide grounds for doing so. The Chairman of the WRA then shall decide to retain the panel member or appoint a replacement. The suspended/expelled member shall not have the right to object to a replacement.</p> <p>d) Any member appealing suspension shall have the right to bring another member of the Association and also, if they wish, to be represented by that member.</p> <p>e) The decision of the appeals panel shall be binding on both parties.</p> |
| <p>7</p> | <p>Code of Conduct</p> <p>a) Members shall conduct themselves in a manner that will not cause offence to others. Harassment, bullying, intimidation, or discriminatory behaviour will not be tolerated and will be grounds for suspension of individual members. The Chairperson and committee members have the right to warn the member(s) of their behaviour. If they persist, they will be suspended until further notice.</p> <p>b) It is a condition of membership that members at all times conduct themselves in a reasonable manner at meetings or in premises used by the WRA. A member may be suspended from the WRA for failure to observe this, or for any other conduct not in line with the aims of the WRA.</p> <p>c) All committee and WRA members must comply with the Constitution and Code of Conduct at all times. Any serious breach of the Constitution or Code of Conduct may result in committee members, following a two-thirds majority vote of the Committee (of those present), being asked to resign and if appropriate, termination of membership as indicated in 5(e).</p> <p>d) Members must never personalise issues and should be willing to recognise that everybody is entitled to express their point of view without unduly preventing progress of discussion.</p> <p>e) Members should always be prepared to accept the majority decision and not take such a decision as any form of personal slight or criticism.</p> <p>f) The Committee and Members cannot receive any payment from the WRA other than for bona fide expenses agreed by the Committee and approved in advance. Expense claims must be submitted to the Treasurer at least seven (7) days before the next committee meeting.</p> <p>g) Members must never use their position to seek preferential treatment for themselves, their family or relatives. Nor should they use their position to be treated more or less favourably when requesting services from the Council or other organisations.</p> <p>h) Committee members must not divulge any WRA business which is treated as confidential to other persons or organisations.</p> <p>i) Statements to the media or other organisations on behalf of the WRA should be made by the Chairperson or committee members with the prior approval of the Committee.</p> <p>j) Correspondence sent on behalf of the WRA must be signed by the Secretary or Chairperson, agreed by the Committee and recorded in a log by the Secretary.</p> <p>k) Any resident who feels that they have not been treated fairly and equally by the WRA can raise this with the Committee who will respond within twenty eight (28) days.</p> <p>l) Any complaints received about the conduct of the WRA or individual members will be taken to the Committee who will respond within twenty eight (28) days. The Committee will only deal with complaints that relate to the activities of the WRA and its members in relation to the Constitution and Code of Conduct. Committee members will not deal with neighbour or inter-personal disputes in the area.</p> |
| <p>8</p> | <p>The Committee</p> <p>a) The Committee shall monitor the work, finances and membership of the WRA.</p> <p>b) The Committee will produce and update a simple action plan throughout the year to be used to prepare an Annual Report to members at the AGM.</p> <p>c) The Committee shall have a minimum of the following officers: a Chairperson, Secretary and Treasurer. The Committee shall have the power to appoint if they wish a Vice-Chairperson, Vice-Secretary and ViceTreasurer.</p> |



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| | <ul style="list-style-type: none"> d) Committee members shall be elected at the AGM. Voting for each candidate nominated shall be by show of hands by WRA members in attendance and those voting by proxy. At the request of any one or more WRA members in attendance, voting shall be by secret ballot. Officers of the Association shall be appointed by majority vote at the first meeting of the Committee after the AGM. The Committee will also include a named person or persons that the local that the local authority(ies) can contact for consultation. e) The Committee shall have a minimum of five (5) and a maximum of nine (9) members at any one time. f) Members of the Committee shall serve for a term of three years. At the end of their term Committee members may stand for re-election to the Committee for a further three-year term. g) To ensure continuity of operations a minimum of two Committee members shall retire by rota at each AGM having served their three-year terms h) The Committee may appoint sub-committees to carry out the activities of the WRA. Sub-committees shall be directly accountable to the Committee. The Committee will agree in advance the terms of reference for any subcommittees, which may then act and apply any finance raised within these terms. At least one committee member shall sit on any sub-committee of the WRA. i) All sub-committees shall keep proper accounts and records of all meetings to be made available as required to the Committee or general meeting. The Committee or general meeting may dissolve any subcommittees. Any accounts, records or assets of the sub-committee will pass to the Committee. j) Any vacancies on the Committee may be filled by co-opting members with full voting rights until the next general meeting or AGM. k) Committee members shall declare any potential conflict of interest and withdraw from discussion and voting where appropriate. l) The quorum for Committee Meetings shall be four (4) or 50 percent (whichever is the greater) of committee members. This quorum should also be applied when making decisions other than at meetings. m) The committee has the power to make decisions using electronic media outside of committee meetings. Any vote held by electronic or other means must be logged and recorded by the Secretary and formally approved at the next meeting (general or committee). n) Committee meetings may be called by the Chairperson and Secretary, or at the request of one third of committee members. At least seven (7) days' notice must be given. o) A minimum of three (3) committee meetings will be held in each calendar year |
| <p>9</p> | <p>Duties of the Officers</p> <ul style="list-style-type: none"> a) All the officers of the WRA have a duty to further all the aims of the WRA. b) The Chair shall conduct the meetings of the WRA, if the Chair is absent, the Vice-Chair or other committee member will take over. c) The Secretary is responsible for convening all meetings and giving the relevant notice to members. The Secretary shall ensure that a proper record is kept of all meetings of the WRA, its committees and subcommittees in the form of minutes. The Secretary shall keep a record of all correspondence, consultation and activities carried out on behalf of the WRA and provide them as required by the Committee or general meetings. The Secretary shall maintain a register of committee members and, unless delegated to another Committee member, members of the WRA. d) The Treasurer shall oversee all banking and financial arrangements outlined in part 15. Finance, be responsible for keeping proper accounts of income and expenditure and report on the WRA financial matters to the Committee and AGM. All cheques must be signed by the Treasurer and approved by the Chair or the Secretary. All electronic payments made by the Treasurer must be approved by the Chair or Secretary. e) The Treasurer shall update the Committee on the state of the accounts at each Committee meeting and present them for approval at the AGM. f) At the Committee meeting before the AGM the Committee will agree the budget for the following year and seek its approval by members at the AGM |



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| | <p>g) Any officer delegated to represent the WRA in consultation with any other body shall act on the instructions of WRA and shall report back to the Committee or general meeting whichever is the sooner.</p> <p>h) The named officer for consultation will be responsible for ensuring that when responses are made they are representative of the views of the WRA and not those of an individual. The named officer will keep a record of responses and provide them as required by the Committee or general meetings.</p> |
| 10 | <p>Meetings</p> <p>a) The WRA shall hold an AGM once each calendar year and not more than fifteen months shall pass between one AGM and the next. Notice of the AGM shall be sent to members not less than 28 days before the date set for the meeting</p> <p>b) The AGM shall:</p> <ul style="list-style-type: none"> • Agree the minutes of the last AGM • Receive an Annual Report from the Committee • Present a statement of accounts to members • Elect committee members • Agree rates for membership fees (if any) • Vote on amendments to the Constitution • Consider any resolution put forward by the Committee or by members <p>c) Any member over the age of sixteen (16) shall be entitled to stand for election to the Committee, except for any youth committees where members under the age of 16 can stand.</p> <p>d) Nominations for the Committee must be received by the Secretary in writing at least fourteen days before the meeting. Nominations should be made by a proposer seconded by another member.</p> <p>e) Nominees should be present at the AGM unless they are unable to attend due to illness, holiday etc., at the discretion of the Committee. The Secretary must be informed before the meeting</p> <p>f) Proposals submitted to an AGM by members must be received by the Secretary in writing at least 14 days before the meeting. Proposals should be seconded by another member.</p> <p>g) Member proposals and those of committee must be notified to members not less than 7 days before the date set for the meeting.</p> |
| 11 | <p>Extraordinary General Meetings</p> <p>a) An Extraordinary general meeting may be called by the Committee or if requested in writing and signed by at least twelve (12) members.</p> |
| 12 | <p>General Meetings</p> <p>a) General meetings are open to all members. All members are entitled to vote on proposals put forward.</p> <p>b) Decisions of the General Meeting shall be binding on the Committee.</p> <p>c) At least seven (7) days' notice shall be given for any general meeting other than the AGM. Every member will receive an invitation.</p> <p>d) The quorum for a general meeting shall be a minimum of fifteen (15) people, including committee members.</p> <p>e) If a member believes an item to be of a confidential nature this must be made known to the Chairperson before commencement of business. The Committee must decide if the item is to be discussed in a closed session at the end of the general meeting.</p> |
| 13 | <p>Voting</p> <p>a) Decisions at meetings (except those dealing with alterations to the constitution) shall be taken by a simple majority of those voting, including any proxy votes.</p> |



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| | <ul style="list-style-type: none"> b) The named proxy must be a committee member or if in General Meeting the Chair of WRA or another member. The Secretary must be informed of the proxy not later than one (1) day before the meeting. Each member has one vote. c) In the event of a tie of the vote the Chairperson of the meeting shall have the casting vote. The Chairperson of the meeting shall not otherwise vote on any resolution. d) Voting shall be by show of hands unless a counted vote is needed and the numbers shall be counted and recorded in the minutes. e) Alterations to the Constitution require a two-third majority of those present and voting at a general meeting. Full details of proposed changes must be circulated for consideration at the next general meeting. f) Conflict of interest must be declared. A member who declares conflict of interest should then withdraw from the discussion and voting on the issue in question. |
| 14 | <p>Minutes</p> <ul style="list-style-type: none"> a) All formal meetings must be minuted and the minutes formally approved by the next meeting (committee or general). |
| 15 | <p>Finance</p> <ul style="list-style-type: none"> a) An accurate record of income and expenditure must be produced each year at the AGM to be made available to all members present b) Accounts should be open to inspection by members on request c) All monies raised by or on behalf of the WRA shall be applied to further the aims of the WRA and for no other purpose d) The WRA will carry out any appropriate external scrutiny and/or audit of the accounts as required by current legislation e) Account(s) must be opened in the name of the WRA. Cheques, transfers and other banking instruments or instructions shall be signed by the Treasurer and approved before dispatch either by the Chairman or the Secretary f) Signatories must not be related to, or be members of, the same household g) Proper record of all transactions must be kept h) Finances raised for or on behalf of any sub-Committee must be applied only within the terms agreed by the WRA Committee |
| 16 | <p>Donations</p> <p>The WRA accepts monetary, facility or service donations in accordance with the following terms and conditions namely:</p> <ul style="list-style-type: none"> a) Donations given by individuals, companies or organisations are given freely and are to be used solely in the furtherance of the aims of the WRA and in accordance with its Constitution & Code of Conduct. b) In accepting any donation the WRA will not advertise, promote or endorse individuals, companies or organisations products, facilities or services. c) Similarly individuals, companies or organisations are not permitted to use any donation to the WRA as an endorsement or promotion of their products, facilities or services. d) Facilities & services refers but is not limited to consultancy, legal advice, meeting space, online services, printing/publishing etc. e) The WRA reserves the right to reject any donations that do not comply with the above and conflict with the aims of the WRA, its Constitution or Code of Conduct. |
| 17 | <p>Dissolution</p> <ul style="list-style-type: none"> a) The Committee, or if a committee no longer exists, a majority of remaining members of the WRA, can propose that the WRA should be dissolved. They must give at least fourteen (14) days' notice to all |



April 4th, 2023

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| | <p>eligible members that a meeting is taking place proposing to dissolve the WRA. For the sole purpose of dissolution a quorum need not apply, and the WRA may be dissolved by a two-thirds majority of those present. Any assets remaining after settling any liabilities shall be applied for the benefit of the community in accordance with the aims of the WRA. Any residual funds remaining after dissolution shall be passed to the Parish Council of Wickham and Knowle for their use in furtherance of the aims of the WRA.</p> |
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CONSTITUTION APPROVED BY MEMBERS AT THE ANNUAL GENERAL MEETING

Date: 4th April 2023

Signature: *RBroad*

Name: Robert Broad

Position: Chair