

CONSTITUTION

of

Malton and Norton Area Partnership

First adopted on 11 November 2009, revised

1. Name

The name of the association is “Malton and Norton Area Partnership”, hereafter referred to as the Partnership.

2. Purposes

The Partnership shall have the following core purposes:

- To promote and support the development of facilities in Malton and Norton and its hinterland which provide recreational, leisure, cultural, commercial, educational, and employment opportunities, whilst making the best use of the heritage and environmental assets of the area, and promoting it as a thriving, active community;
- To bring together representatives from community groups, resident groups, organisations, charities, the business sector, local councils and statutory or non-statutory bodies, and other stakeholders, in order to provide a vehicle for seeking and discussing community-based views, making community-led recommendations, and acting as a consultative body for agencies, organisations and bodies which are interested in such views to enable the delivery of projects, on behalf of and for the benefit of the wider community;
- To establish working groups from within the membership and/or in partnership with others to undertake such projects or initiatives that further the wellbeing of the entire community as described above; and
- To encourage the widest possible participation from representatives of the entire community, so as they become PARTNERSHIP MEMBERS, and to actively participate in furthering its objectives.

3. Objectives and Powers

The Partnership shall have the following objectives and powers:

- a) To work for the benefit of the entire community within the mandate of its members, expressly as a non-political organisation;
- b) To regularly review and report progress on Partnership supported projects;
- c) To maintain public and wide community involvement in the projects list and publicise progress on a regular basis to members, local people, organisations and funders of projects;
- d) To lobby stakeholders, agencies and any other appropriate bodies in order to raise awareness or issues;
- e) To liaise with other voluntary sector bodies, local authorities, UK Government departments and agencies, and other bodies, all with a view to furthering the Partnership’s objectives;

- f) To carry on any other activities which further any of the above objectives;
- g) To engage such consultants and advisers as are considered appropriate from time to time;
- h) To effect insurance of all kinds (which may include officers' liability insurance);
- i) To invite and receive contributions, grants, and legacies, and to raise funds where appropriate to finance the work of the Partnership on behalf of the entire community; and
- j) To invest any funds which are not immediately required for the Partnership's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

4. Structure of the Partnership

- a) The Partnership shall have an Executive Committee (THE EXECUTIVE), sub-committees of the Executive and Annual or Special General meetings; the recognised area of the Partnership will be the civil parishes of Malton and Norton, its hamlets and the surrounding area.
- b) The EXECUTIVE shall hold open Partnership Meetings on at least three occasions during the period between Annual General Meetings, and shall conduct and supervise the activities of the Partnership. The EXECUTIVE may decide at its discretion to hold additional Partnership Meetings, or meetings of the EXECUTIVE which may be wholly or in part open or closed.
- c) The maximum number of members of the EXECUTIVE shall be 18, including the Chair and Deputy Chair of the Partnership. 13 of these shall be appointed or elected in accordance with para 4(d), and five additional members may be co-opted by the Executive Committee as full voting members.
- d) To ensure a meaningful and proper representation from the community, the EXECUTIVE will comprise appointed members and elected members. The appointed members shall be:
 - Two members nominated and appointed by Malton Town Council;
 - Two members nominated and appointed by Norton Town Council;
 - Two representatives of the business/commercial sector to be appointed by the Chamber of Trade or other body acknowledged by the EXECUTIVE as representing the businesses of Malton and Norton – in default, the Annual General Meeting may elect a business person;
 - One member appointed from time to time by FitzwilliamMalton Estate;
 - One member to be appointed by the Ryedale Branch of the Association of Local Councils;
 - One elected Member appointed by Ryedale District Council

The following members of the EXECUTIVE shall be elected at the Annual General Meeting:

- One resident from any parish with a boundary which is immediately contiguous with the boundaries of the parishes of Malton and Norton;
 - One member of a local charity or voluntary body;
 - One other person from the meeting.
- e) The EXECUTIVE shall be responsible for encouraging community-minded individuals and organisations to become involved in the work of the Partnership, and for ensuring that any co-opted places on the EXECUTIVE are taken up by as wide a range of community representation as possible. The EXECUTIVE may co-opt not more than five additional full voting members. The EXECUTIVE may establish sub-committees which may include persons who are not members of the EXECUTIVE, provided that such persons shall have the right to speak but not to vote at meetings, save as in clause 5.f) below.

- f) All members of the Executive and residents of Malton and Norton and the parishes with boundaries which immediately adjoin the boundaries of the parishes of Malton and Norton and the proprietors of businesses with premises in Malton or Norton shall be entitled to attend and vote at the Annual General Meeting and any Special General Meeting.

5. Partnership Meetings

- a) Every year there shall be an Annual General Meeting (AGM) of the Partnership. The AGM shall take place not less than ten months nor more than fifteen months after the previous AGM. Not less than 21 days' notice shall be given of the meeting setting out the agenda of the items to be discussed. This shall include the election of EXECUTIVE members, the reports of the Chairman and Treasurer and a statement of accounts. The Notice of the AGM shall be delivered to all members of the EXECUTIVE in writing and published in at least one local newspaper which circulates in Malton and Norton, and shall be displayed on the official notice boards of Malton and Norton Town Councils and on any websites there may be of such Councils.
- b) The EXECUTIVE may from time to time decide to call a Special General Meeting of the Partnership which shall be advertised in the same manner as the AGM.
- c) No business shall be dealt with at any Annual or Special General Meeting unless a quorum is present; the quorum for a general meeting shall be 7 residents present in person. No resolutions shall be passed at any general meeting unless at least 5 EXECUTIVE members are present.
- d) If a quorum is not present within 15 minutes after the time at which a meeting was due to commence – or if, during a meeting, a quorum ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- e) The Chair of the Partnership shall preside as chairperson of each meeting; if the Chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Deputy Chair shall preside and if neither the Chair nor the Deputy Chair are present within 15 minutes after the time at which the meeting was due to commence the members of the EXECUTIVE present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- f) The chairperson of a meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- g) Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally. No proxy votes will be allowable.
- h) If there is an equal number of votes for and against any resolution, the chairperson will have a second and casting vote.
- i) A resolution put to a vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- j) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
- k) Named representatives of an organisation, group or business elected to the EXECUTIVE should have invested in them the power to express a formal view, when appropriate, at a

Partnership Meeting, on behalf of their member group or organisation, in order that business can be dealt with as effectively as possible.

- l) The EXECUTIVE may, at the discretion of the chairman, allow any person who they reasonably consider appropriate, to attend and speak at any Partnership Meeting; for the avoidance of doubt, any such person who is invited to attend a Partnership Meeting shall not be entitled to vote.

6. Meetings of the EXECUTIVE

- a) There shall be a minimum of 3 meetings of the EXECUTIVE per year.
- b) At least 7 clear days' notice must be given in writing of any meeting of the EXECUTIVE; the notice must indicate the general nature of any business to be dealt with at the meeting.
- c) Any member of the public may attend meetings and with the approval of the Chair may speak but not vote on any item of the agenda.
- d) Elected district and county councillors of Malton and Norton who are not members of the EXECUTIVE may attend meetings of the EXECUTIVE and speak (but not vote) on any item of the agenda.
- e) The Secretary shall maintain an attendance list of all members of the EXECUTIVE and other persons attending meetings at any one time.
- f) The quorum for meetings of the EXECUTIVE shall be 5 members of the EXECUTIVE.
- g) If at any time the number of EXECUTIVE members in office falls below the number fixed as the quorum, the remaining EXECUTIVE member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

7. Election, retirement, and re-election

- a) If there is a vacancy on the EXECUTIVE, the EXECUTIVE may at any time co-opt any person who is entitled to attend the next AGM to be a voting member of the EXECUTIVE.
- b) At each AGM, all of the members of the EXECUTIVE shall retire from office and be eligible for re-election.

8. Termination of office

A member of the EXECUTIVE shall automatically vacate office if:

- a) He/she breaches any relevant law;
- b) He/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
- c) He/she ceases to be a representative for his/ her organisation;
- d) He/she becomes an employee of the Partnership;
- e) He/she resigns office by notice in writing to the Partnership; or
- f) He/she is absent (without permission of the EXECUTIVE) from more than three consecutive meetings of the EXECUTIVE and the EXECUTIVE resolves to remove him/ her from office.

9. Register of EXECUTIVE members

The Secretary shall maintain a register of members of the Executive, setting out the full name and contact details of each, the date on which each such person became an EXECUTIVE member and the date on which any person ceased to hold office as an EXECUTIVE member.

10. Officers of the Partnership

- a) The EXECUTIVE members shall elect from among themselves a Chair, a Deputy Chair, a Treasurer and a Secretary, and such other office-bearers (if any) as they consider appropriate.
- b) All of the office-bearers shall cease to hold office at the conclusion of each Annual General Meeting, but shall then be eligible for re-election.
- c) A person elected to any office shall cease to hold that office if he/ she ceases to be a member of the EXECUTIVE or if he/ she resigns from that office by written notice to that effect.
- d) When necessary for the purposes of good record keeping, the office of Secretary or Treasurer may be given an honorarium, as agreed by the EXECUTIVE. This will be reviewed on an annual basis. All stationery and communication expenses incurred through undertaking these offices will be reimbursed like for like on receipt of an invoice and/or receipts.

11. Conduct/ powers of the EXECUTIVE

- a) Except as otherwise provided in this constitution, the Partnership and its assets and undertaking shall be managed by the EXECUTIVE, who may exercise all the powers of the Partnership, provided that a quorum of the EXECUTIVE is present.
- b) Each member of the EXECUTIVE shall, in exercising their function as a member of the EXECUTIVE of the Partnership, act in the interests of the Partnership and in particular, must
 - i) seek, in good faith, to ensure that the Partnership acts in a manner which is in accordance with its purposes (as set out in this constitution) and
 - ii) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

12. Personal interests

The Partnership's purpose is to represent the collective views of the wider community and to try to reach consensus or majority views based on discussion in order to make recommendations to agencies or bodies involved in the improvement and development of Malton and Norton. All the views of the Partnership are deemed to be formal. However, when individual members express a personal view held by an individual, business, group or organisation, it will be deemed good practice for the person representing that view to make clear the reasons for that view to the rest of the members in order that open and transparent discussions are held and recommendations are made following open and transparent debate.

13. Finance and the holding of property

- a) The signatures of two out of four signatories appointed by the EXECUTIVE shall be required in relation to all operations (other than lodgement of funds) on the bank account(s) held by the Partnership; at least one out of the two signatures must be the signature of a member of the EXECUTIVE.
- b) The EXECUTIVE shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- c) An updated statement of account shall be presented at each meeting of the EXECUTIVE.

- d) The EXECUTIVE shall prepare annual accounts, complying with all relevant statutory requirements, by 31 December of each year; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
- e) All funds received or gained shall be used for the sole purpose of furthering the objects of the Partnership. Surplus funds remaining following completion of specific projects, where allowable by any external funder, may be re-invested into furthering the objectives of the Partnership.
- f) The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chair and Vice Chair of the Partnership (and their successors in office) or in name of a nominee company or public authority holding such property in trust for the Partnership; any person or body in whose name the Partnership's property is held shall act in accordance with the directions issued from time to time by the EXECUTIVE.

14. Minutes and notices of meetings

- a) The EXECUTIVE shall ensure that minutes are made of all proceedings at Partnership Meetings, meetings of the EXECUTIVE, and meetings of sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.
- b) All minutes shall be circulated to EXECUTIVE members by post or email. Minutes shall also be made available to all the bodies empowered to appoint members of the Executive in accordance with para 4(d)(i) on request and, if possible, posted on the Partnership's website, omitting any items of a publicly sensitive or confidential nature.
- c) Notices of Meetings of the Executive shall be given at least 7 days before a meeting; such a notice shall be given by email or sent by post.

15. Dissolution of the Partnership

- a) If the EXECUTIVE determines that it is necessary or appropriate that the Partnership be dissolved, it shall convene a Special General Meeting; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
- b) If a proposal by the EXECUTIVE to dissolve the Partnership is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 66, the EXECUTIVE shall have power to dispose of any assets held by or on behalf of the Partnership – and any assets remaining after satisfaction of the debts and liabilities of the Partnership shall be transferred to some other body or bodies having objects similar to those of the Partnership; the identity of the body or bodies to which such assets are transferred shall be determined by the PARTNERSHIP MEMBERS at, or prior to, the time of dissolution.
- c) For the avoidance of doubt, no part of the income or property of the Partnership shall (otherwise than in pursuance of the Partnership's objects) be paid or transferred (directly or indirectly) to the members of the Executive, either in the course of the Partnership's existence or on dissolution.

16. Alterations to the constitution

- a) This constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at an Annual General Meeting or a Special General Meeting of the Partnership provided that due notice of the meeting has been given and a copy of the

proposed amendment has been included in the notice calling the meeting and that the amendment is approved by the bodies who are empowered to appoint members of the Executive in accordance with para 4(d)(i).

b) This constitution (revised on 15th June 2016) was adopted on [date] 2016

Signed by the Chair:

Name:

Address: