

OTTER VALLEY ASSOCIATION

CONSTITUTION

(Revision dated July 2004, following amendments agreed at the 1997 and 2002 AGMs)

I. NAME

The name of the Association shall be the Otter Valley Association

2. OBJECTS

The Association is established for the public benefit for the following purposes in the area comprising the civil parishes of Budleigh Salterton, East Budleigh and Bicton, Otterton, Colaton Raleigh, Newton Poppleford and Harpford, which area shall hereafter be referred to as "the area of benefit".

- (a) To promote high standards of planning and architecture in or affecting the area of benefit.
- (b) To educate the public in the geography, history, natural history and architecture of the area of benefit.
- (c) To secure the preservation, protection, development and improvement of features of historic or public interest in the area of benefit.
- (d) The conservation, protection and restoration for the public benefit of the natural resources, natural beauty, animal and plant life, and lands and buildings, of historical interest or of ecological or scientific importance in the Association's area of benefit or in adjacent parishes.

In furtherance of the said purposes but not otherwise the Association through its Executive Committee shall have the following powers:

- (a) To promote civic pride in the area of benefit.
- (b) To promote research into subjects directly connected with the objects of the Association and to publish the results of any such research.
- (c) To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and person having aims similar to those of the Association.
- (d) To promote or assist in promoting activities of a charitable nature throughout the area of benefit.
- (e) To publish papers, reports and other literature.
- (f) To make surveys and prepare maps and plans and collect information in relation to any place, erection or building of beauty or historic interest within the area of benefit.
- (g) To hold meetings, lectures and exhibitions.
- (h) To educate public opinion and give advice and information.
- (i) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Association shall not undertake any permanent trading activities in raising funds for its primary purpose.
- (j) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.
- (k) To sell, let, mortgage, dispose of or turn to account all or any of the property or fund of the Association as shall be necessary.
- (l) To borrow or raise money for the purposes of the Association on such terms and on such security as the Executive Committee shall think fit, but so that the liability of individual members of the Association shall in no case extend beyond the amount of their respective annual subscriptions.
- (m) To do all such other things as are necessary for the attainment of the said purposes.

3. MEMBERSHIP

Membership shall be open to all who are interested in actively furthering the purposes of the Association. No member shall have power to vote at any meeting of the Association if his or her subscription is in arrears at the time.

Junior members shall be those aged less than 18 years at the time their subscription is due and they shall not be entitled to vote at any meeting of the Association. Family membership covers all persons living in one household.

Corporate members shall be such societies, associations, educational institutions or businesses as are interested in actively furthering the purposes of the Association. A corporate member shall appoint a representative to vote on its behalf at all meetings but before such representatives exercise their right to vote the corporate member shall give particulars in writing to the Honorary Secretary of such representatives.

The subscription of a member on joining the Association in the three months preceding 1st April in any year shall be regarded as covering membership for the Association's year commencing on 1st April following the date of joining the Association,

4. SUBSCRIPTIONS

The annual subscription shall be such reasonable sum as the Executive Committee shall determine from time to time, and it shall be payable on or before 1st April each year. Membership shall lapse if the subscription is unpaid three months after it is due.

5. MEETINGS

An Annual General Meeting shall be held in or about the month of May of each year to receive the Executive Committee's report and audited accounts and to elect Officers and members of the committee. The committee shall decide when ordinary meetings of the Association shall be held. Special General Meetings of the Association shall be held at the written request of 15 or more members whose subscriptions are fully paid-up. 31 members personally present shall constitute a quorum for a General Meeting of the Association.

The committee shall give at least seven days' notice to members of all meetings of the Association.

6. OFFICERS

Nominations for the election of Officers shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The election of Officers shall be completed prior to the election of further committee members. Nominees for election as Officers or committee members shall declare at the Annual General Meeting at which the election is to be considered any financial or professional interest known or likely to be of concern to the Association.

Officers serving in an office for three consecutive years shall not be eligible for re-election to that office until the Annual General Meeting in the following year.

The Officers of the Association shall consist of Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer, all of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting. A President and Vice-presidents may also be elected at a general meeting of the Association, for periods to be decided at such a meeting. The Executive Committee shall have the power to fill casual vacancies among the Officers of the Association.

7. THE EXECUTIVE COMMITTEE

The Executive Committee shall be responsible for the management and administration of the Association. The Executive Committee shall consist of the Officers and not less than six and not more than twelve members, all of whom are Charity Trustees as defined in Section 97 of the Charities Act 1993. The Committee shall have power to co-opt further members (who shall attend in an advisory and non-voting capacity).

The Officers and members of the committee shall normally be resident or work in the area of benefit but the Committee shall have power to co-opt additional members from outside the area of benefit. The President and Vice-Presidents may attend any meeting of the Executive Committee but shall not vote at any such meeting. In the event of equality in the votes cast, the Chairman shall have a second or casting vote. Nominations for election to the Executive Committee shall be made in writing to the Honorary Secretary at least 14 days before the Annual General Meeting.

They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such a manner as shall be determined. Members of the Executive Committee shall be elected annually at the Annual General Meeting of the Association, and outgoing members may be re-elected.

The Executive Committee shall meet not less than six times a year at intervals of not more than two months and the Honorary Secretary shall give all members not less than seven days' notice of each meeting. The quorum shall, as near as may be, comprise one third of the members of the Executive Committee. The Executive Committee shall have the power to fill up to three casual vacancies occurring among the members of the Executive Committee between general meetings,

8. SUB-COMMITTEES

The Executive Committee may constitute such Sub-Committees from time to time as shall be considered necessary for such purposes as shall be thought fit. The chairman and secretary of each Sub-Committee shall be appointed by the Executive Committee. The chairman of each Sub-Committee shall serve for a period not exceeding three years and he or she may be re-appointed at the discretion of the Executive Committee for an additional period of three years.

All actions and proceedings of each Sub-Committee shall be reported to and be confirmed by the Executive Committee as soon as possible. Members of the Executive Committee may be members of any Sub-Committee and membership of a Sub-Committee shall be no bar to appointment to membership of the Executive Committee. Subcommittees shall be subordinate to and may be regulated or dissolved by the Executive Committee.

9. DECLARATION OF INTEREST

It shall be the duty of every Officer or member of the Executive Committee or Sub-Committee who is in any way directly or indirectly interested financially or professionally in any item discussed at any committee meeting at which he or she is present to declare such interest and he or she shall not discuss such an item (except by invitation of the Chairman) or vote thereon.

10. EXPENSES OF ADMINISTRATION AND APPLICATION

The Executive Committee shall pay, out of the funds of the Association, all proper expenses of administration and management of the Association. After the payment of the administration and management expenses and the setting aside to reserves of such sums as may be deemed expedient the remaining funds of the Association shall be applied by the Executive Committee in furtherance of the purposes of the Association.

11. INVESTMENT

All monies at any time belonging to the Association and not required for immediate application for its purposes shall be invested by the Executive Committee in or upon such investment securities or property as it may think fit, subject nevertheless to such authority, approval or consent by the Charity Commissioners as may for the time being be required by law or by the special trusts affecting any property in the hands of the Executive Committee.

12. HOLDING TRUSTEES

Any freehold and leasehold property acquired by the Association, and if the Executive Committee so directs any other property belonging to the Association shall be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct.

Any trustees shall be at least three in number or a Trust Corporation. The power of appointment of new trustees shall be vested in the Executive Committee. A trustee need not be a member of the Association but no person whose membership lapses by virtue of Clause 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee.

The Honorary Secretary shall from time to time notify the trustees in writing of any amendment hitherto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. The Association shall be bound to indemnify the trustees in their duties (including the proper charge of a trustee being a Trust Corporation) and liability under such indemnity shall be a proper administrative expense.

13. AMENDMENTS

This constitution may be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting of the Association, provided that 28 days' notice of the proposed amendment has been given to all members, and provided that nothing herein contained shall authorise any amendment the effect of which would be to cause the Association at any time to cease to be a charity in law.

14. NOTICES

Any notice required to be given by these rules shall be deemed to be duly given if left at or sent by prepaid post addressed to the address of that member last notified to the Membership Secretary.

15. DONATIONS BY THE ASSOCIATION

Donations will only be considered when the objectives for which the donation is requested conform to the Association's constitution and rules and are within the Association's area of benefit.

16. WINDING UP

The Association may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or Special General Meeting of the Association confirmed by a simple majority of members voting at a further Special General Meeting held not less than 14 days after the previous meeting.

If a motion for the dissolution of the Association is to be proposed at an Annual General Meeting or a Special General Meeting this motion shall be referred to specifically when notice of the meeting is given. In the event of the dissolution of the Association the available funds of the Association shall be transferred to such one or more charitable institutions having objects similar or reasonably similar to those herein before declared as shall be chosen by the Executive Committee and approved by the meeting of the Association at which the decision to dissolve the Association is confirmed. On dissolution the minute books and other records of the Association shall be deposited with the Civic Trust.