

WEST BERKSHIRE AGAINST GRUNDON INCINERATOR (W.B.A.G.I)

CONSTITUTION

1. Adoption of Constitution.

The group and its property will be managed in accordance with this constitution formally adopted at a meeting of the Committee of the Group on 30th January 2010. Copies of this constitution will be available from the Secretary and from the Group's website at: www.wbagi.org

2. Name

The name of the Group will be 'West Berkshire Against Grundon Incinerator', referred to in this document as the 'Group'.

3. Purpose

The purpose of this group is to make representations on behalf of residents of the villages of Curridge, Hermitage, Cold Ash, Chieveley and other affected, surrounding villages who are opposed to the scheme, proposed by Grundon or any other party, to install an incinerator on North Wessex Downs AONB land at the existing Old Kiln Farm Quarry site, hereafter referred to as the 'incinerator' and to take appropriate action to return this land back to its original agricultural status, as stipulated as a condition of the mineral extraction planning consent. Activities that are necessary to support these representations, include, but are not limited to:

- a. Communication and publicity events
- b. Legal action
- c. Representation at any Public Inquiry
- d. Representation at meetings of other interested parties or bodies
- e. Fundraising events

4. Objectives

To work with the affected, surrounding villages, other affected communities, Local Authorities, Non-Governmental Organisations and others as necessary to obtain withdrawal or refusal of planning consent for the incinerator proposal, submitted by Grundon or any other party, and the return of Old Kiln Farm Quarry site back to the original agricultural status as before quarrying began and as stipulated as a condition of the planning consent. By definition this includes opposing further extension of quarrying rights and any other associated planning applications and to be vigilant of and reactive to other planning applications that may negatively impact North Wessex Downs AONB land in close proximity to the Old Kiln Farm site.

5. The Group

5.1. Membership of the Group is open to any resident of West Berkshire over the age of 18 who is interested in furthering the objectives of the Group. Application may be made at the Group's website, www.wbagi.org, or by application to any member of the Group's Committee. The Committee shall have the right to refuse any application if, acting reasonably and properly, they consider it to be the best interests of the group to refuse the application. The Membership Administrator shall maintain a membership list. For the purposes of this constitution, 'declared supporters' are considered 'members' of the Group.

5.2. Membership is terminated if a Member dies, resigns or is removed from membership by a resolution of the Group that it is in the best interests of the Group that his or her membership is terminated.

5.3. The Committee of the Group shall be made up as follows:

Chairman
Vice Chairman
Advisor
Treasurer
Secretary
Communications
Technical
Fundraising
Membership Administrator
Village Representatives

In addition the Committee may be increased by the co-option of additional members as it deems necessary.

6. Meetings

6.1. The Group must hold a General Meeting open to residents of the affected villages and declared supporters/group members within twelve months of the date of the adoption of this Constitution and thereafter an Annual General Meeting in each subsequent year. Not more than fifteen months may elapse between successive Annual General Meetings.

6.2. The Group may call General Meetings at any time as the Committee determines and all such meetings will be open to the residents of affected villages and declared supporters/group members.

6.3. The Committee shall meet at such times and at such intervals as they shall determine. The Committee may invite other interested parties and advisers to attend the meetings.

7. Notice

7.1. The minimum period of notice required for holding any General Meeting of the Group is seven clear days from the date on which the notice is given. Notice of General Meetings shall be given by postings on the Group website and on public notice boards and other public places within the affected villages.

7.2. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.

8. Quorum

8.1. No business shall be transacted at any meeting unless a quorum is present.

8.2. A General Meeting Quorum is 3 declared supporters entitled to vote upon the business to be conducted at the meeting.

8.3. A Committee Quorum is:

- a. 2 Committee Members entitled to vote upon the business to be conducted at the meeting, or
- b. One third of the total membership of the Committee at the time, whichever is the greater.

9. Chair

9.1. General Meetings shall be chaired by the person who is elected as Chair or Vice Chair.

9.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Committee Member nominated by the Group shall chair the meeting.

10. Votes

10.1. At General Meetings each declared supporter shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote, in addition to any other vote she or he may have.

10.2. At Committee Meetings each Committee Member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote she or he may have.

11. Representatives of Affected Villages

The Village Representative may nominate to the Committee another individual to act as his or her representative at any meeting of the Group or Committee.

12. Application of the Income and Property

12.1. The income and property of the Group shall be applied solely towards the promotion of the Objectives.

12.2. A Member of the Committee may pay out of, or be reimbursed from, the property of the Group, reasonable authorised expenses properly incurred by him or her when acting on behalf of the Group.

12.3. None of the income or property of the group may be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise by way of profit to any Member of the Committee. This does not prevent:

- a. A Committee Member from receiving reasonable and proper remuneration for any goods or services supplied to the Group.
- b. A Committee Member from buying goods or services from the Group upon the same terms as other Group Members or members of the public.

13. Dissolution

13.1. If the Committee Members resolve to dissolve the Group, the committee will remain in office and be responsible for winding up the affairs of the Group in accordance with this clause.

13.2. The Committee must collect in all assets of the Group and must pay or make provision for all the liabilities of the Group.

13.3. The Committee Members must apply any remaining property or money:

- a. Firstly and directly for the Objectives and then any residual monies should be distributed between charitable organisations serving the affected villages upon receipt of an appropriate written application. The monies shall be distributed in such proportions as the Committee may determine.
- b. In no circumstances shall the net assets of the Group be paid to or distributed amongst the Committee Members of the Group.

14. Amendment

Any part of this Constitution may be amended on a majority decision of Committee Members.

15. Powers of Committee Members

15.1. The committee Members must manage the business of the Group and they have the following powers in order to further the Objectives (but not for any other purpose):

- a. To raise funds. In so doing, the Committee Members must comply with any relevant statutory regulations.
- b. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- c. To sell, lease or otherwise dispose of all or any part of the property belonging to the Group.
- d. To co-operate with other relevant organisations and statutory authorities and to exchange information and advice with them.
- e. To establish or support any organisations or institutions formed for any of the purposes included in the Objectives.
- f. To acquire, merge with or enter into any partnership or joint venture arrangement with any other organisation formed for any of the Objectives.
- g. To set aside income as a reserve against potential future expenditure but only in accordance with a written policy about reserves.
- h. To obtain and pay for such goods and services as are necessary for carrying out the work of the Group subject to expenditure being provided for from within available funds and with such delegation as approved by the Committee.
- i. To open and operate such bank and other accounts as the committee Members consider necessary and to invest funds and to delegate the management of funds.
- j. The power to effect insurance cover for the group.
- k. To do all such other lawful things as are necessary for the achievement of the Objectives.

15.2. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Committee Members.

16. Proceedings at Meetings

16.1. Questions arising at a meeting must be decided by a majority of votes.

16.2. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

16.3. No decision may be made by a meeting of the Committee Members unless a quorum is present at the time the decision is purported to be made.

16.4. If the number of committee Members is less than the number fixed as the quorum, the continuing Committee Members or member may act only for the purposes of filling vacancies or calling a General meeting.

16.5. If the Chair or Vice Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Committee Members present may appoint one of their number to chair that meeting.

16.6. The person appointed to chair meetings of the Committee Members shall have no functions or powers except those conferred by this Constitution.

16.7. A resolution in writing signed by all the Committee entitled to receive notice of a meeting of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

16.8. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Committee Members.

17. Delegation

17.1. The Committee Members may delegate any of their powers or functions to a sub-committee of two or more Members, but the terms of any such delegation must be recorded in a Minute Book. A Team Leader, agreed by a General Meeting, will head each such sub-committee.

17.2. The Committee Members may impose conditions when delegating, including conditions that:

- a. The relevant powers are to be exercised exclusively by the sub-committee to whom they delegate.
- b. No expenditure may be incurred on behalf of the Group except in accordance with a budget previously agreed with the Committee Members.

17.3. The Committee Members may revoke or alter a delegation.

17.4. All acts and proceedings of any sub-committee must be fully and promptly reported to the Committee of the Group.

18. Minutes and Agenda

18.1. The Secretary shall minute all:

- a. Appointments of Officers, Team Leaders and Committee Members.
- b. Proceedings at meetings of the Group.
- c. Meetings of the Committee including:
 - (1) the names of Members present at the meeting
 - (2) the decisions made at the meetings and
 - (3) where appropriate, the reasons for the decisions.

18.2. All minutes of meetings will be made available to the Committee.

18.3. The Chairman and the Secretary will agree an agenda for each meeting and this will be issued by the Secretary in advance of each meeting.

19. Annual Report, Accounts and Audit

19.1. The Treasurer will maintain adequate accounting records for the Group to record income and expenditure and provide periodical statements of account for the Group.

19.2. An annual statement of account for a financial year, to be agreed by the Committee members, will be subject to audit by an appropriately qualified person, and presented at the Annual General Meeting.

19.3. The Chair will provide an annual report of the activities and finances of the Group to be presented and approved by an Annual General meeting.

20. Rules

20.1. The Committee Members may from time to time make rules for the conduct of their business and may regulate the following matters, but are not restricted to them.

- a. The admission of Members of the group (including the admission of organisations to membership) the rights and privileges of such Members, the entrance fees, subscriptions and other fees or payments to be made by Members.
- b. The conduct of Members of the Group in relation to one another.
- c. The procedure at General meetings and meetings of the Members in so far as such procedure is not regulated by this Constitution.
- d. The keeping and authenticating of records.

20.2. The Committee has the power to alter, add or repeal the rules.

20.3. The Committee must adopt such means as they think sufficient to bring the rules to the notice of Members of the Group.

20.4. The rules shall be binding on all Members of the group.

20.5. No rule shall be inconsistent with, or shall affect or repeal anything contained in this Constitution.

21. Governing Law

The proper law applying to this Constitution and interpretation thereof shall be that of England and Wales.