

M40 - Chilterns Environmental Group CONSTITUTION

Amended 14th Oct 2008

Constitution

History: adopted on the 19th day of January 2005

Amended by quorum 14th October, 2008 Purpose: include 'Aims' Para C

A Name

The name of the Association is M40 Chilterns Environmental Group ('The Association'), abbreviated to M40CEG.

B Administration.

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("Executive Committee").

C Aims and Objects.

The Aims are: *to enhance the natural and built environment for communities and public spaces bordering the 'old' part of the M40 Motorway ie between Junction 3 at Loudwater (Bucks) and Junction 7 at Milton Common (Oxon) through reductions in noise and other pollution caused by motorway traffic.*

The Group will work in collaboration with responsible authorities, using research, reasoned communication, and education to achieve the aim. It is noted that the aims may be addressed in many ways. These include:

1. Accelerated introduction of a modern, quiet and safe surface on all lanes.
2. Early provision of effective, purpose designed noise fencing wherever communities adjoin the route.
3. Selective provision of noise fencing elsewhere, to balance enjoyment of the beauty of the Chilterns from the road with quiet for those on footpaths and bridleways that cross it or run close by it
4. Recognition in regional transportation planning of the high value of the Chiltern landscape and the resulting need for imposition of appropriate environmental, safety and congestion constraints on traffic capacities planned for this section of the M40 Motorway.
5. Consistent application of policies for lighting of motorways, and the use of modern lighting technology where it is deemed essential, balancing safety, cost and amenity.

D Powers.

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (iv) power to appoint and constitute such advisory committees as the Executive Committee

may think fit;

(v) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

(1) Membership of the Association shall be open to:

- (i) all residents of communities in the Chilterns Corridor (Tetsworth, Aston Rowant, Lewknor, Stokenchurch, Cadmore End, Bolter End, Lane End, Wheeler End, Booker, Cressex, Dawes Hill, Flackwell Heath and Loudwater)
- (ii) any other person interested in furthering the work of the Association.
- (iii) any body, corporate or unincorporated association which is interested in furthering the Association's work (any such body being called in the constitution a "member organization"). Member organizations that subscribe to the funds of the Association shall be called Subscribing Member Organisations

(2) Every member over the age of 18 years shall have one vote.

(3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Association: and may appoint an alternate to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend

(4) Subscribing member organizations may nominate their representative to be a member of the Executive Committee

(5) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be a representative of the member organization.

(6) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case maybe) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers.

At the annual general meeting of the Association the members shall elect from amongst themselves a president, chairman, secretary and treasurer, who shall hold office from the conclusion of that meeting.

G Executive Committee

(1) The Executive Committee shall consist of not less than 4 members nor more than 15 members being:

- (a) the honorary officers specified in the preceding clause;
- (b) members nominated by Subscribing Member Organisations

(c) not less than 1 and not more than 3 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

(2) The Executive Committee may in addition appoint not more than 3 Co-opted members but so that no one may be appointed as a co-opted member if as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause P and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

(3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after that date on which they came into office but they may be re-elected or re-appointed.

(4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18

(6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act on behalf of the Association.

H Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (2) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested.

- (1) [Subject to the provisions of sub-clause (2) of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
- (2) (Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Association: Provided that at no time shall a majority of the members & the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion].

J Meetings and proceedings of the Executive Committee.

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the mailers include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Executive Committee.

K Receipts and expenditure.

- (1) The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) the funds belonging to the Association shall be applied only in furthering the objects.

L Property.

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the Association; and
 - (b) all investments held by or on behalf of the Association:to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Executive Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall be responsible for:

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Association;
- (3) the auditing or independent examination of the statements of account of the Association, for each period ending 30th September.

N Annual Report

The Executive Committee shall prepare an annual report on the activities of the Association.

O Annual General Meeting

- (1) There shall be an Annual General Meeting of the Association which shall be held in the month of November in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Association. All the members & the Association shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Association for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

P Special General Meetings.

The Executive Committee may call a Special General Meeting of the Association at anytime. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Q Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any general meetings.

R Notices.

Notice of every general meeting shall be sent to the clerks and secretaries of member associations, and posted on the association website with reminder by e-mail to the members at least 2 weeks before the meeting.

S Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds & the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

T Dissolution

The Association will be dissolved on achieving its Objects, listed in para. C.

If the Executive Committee decides that it is otherwise necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf & the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

U Arrangements until first Annual General Meeting.

Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signatories

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