

Exeter Eco-Community Project

Constitution

Adopted on the 6th April 2008

The Association and its property will be administered and managed in accordance with the provisions in this constitution.

1. The Association's **name** is 'Exeter Eco-Community Project'

2. The **Objects**¹ of the Association are to 'promote and establish² a sustainable co-housing community in the South West of England'.

3. Application of Income and Property

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) A Director may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association and as instructed by Directors.
- (3) A member may sell goods, services or any interest in land to the Association
- (4) If it is proposed that a Director should receive a benefit³ from the Association, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) if requested to do so by the Directors⁴, be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (5) A Director, if requested to do so by the Directors, must absent himself or herself from any discussions and /or decisions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).
- (6) The Treasurer will be responsible for:
 - (i) the keeping of accounting records for the Association and
 - (ii) the preparation of annual statements of account.

4. Dissolution⁵

- (1) If the members resolve to dissolve the Association the Directors will remain in office as Association Directors and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The Directors must collect in all the assets of the Association and must pay or make provision for all the liabilities⁶ of the Association.
- (3) The Directors must pay or make provision to return any undischarged grants, donations and monies or property held in Trust given to the Association in accordance with the terms of such donations.
- (4) The net assets⁷ of the Association may be paid to or distributed among the members of the Association or transferred to another organisation with similar objects to the Association.

¹ This is just the 'legal' word for 'aim'.

² Note the short term goal – 'to establish' the community – this isn't intended as the long term constitution – just a working document to help us arrive there and be credible with outside people such as the bank and mortgage company.

³ We may feel we don't want to worry about conflict of interest and receiving benefit – it would mainly apply if we to get a grant for something and we need to show that we would act in a 'proper' manner.

⁴ This allows us discretion.

⁵ That is 'winding up' which we'll need to do when we set up the proper company to run the community.

⁶ Any money we owe etc

⁷ i.e anything left over that we haven't decided to spend and that'll be ours anyway we'll either have back or transfer to our new company that'll own and run the community properly.

5. Amendments

The Association may amend any provision contained in this Constitution provided that:

- (1) no amendment may be made to alter the Objects;
- (2) any resolution to amend this constitution is agreed unanimously by members.

6. Membership

(1) Membership is open to individuals over eighteen committed to achieving the Association's objects and who are unanimously approved by the Directors.

(2) The Directors:

- a) may refuse an application for membership if they consider it to be in the best interests of the Association to do so.
- b) are not required to inform the applicant of the reasons for the refusal.
- c) must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

7. Termination of Membership

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to the Association unless, after the resignation, there would be less than two members⁸;
- (3) any sum due from the member to the Association is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a unanimous resolution of the Directors that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

8. Directors and Officers

- (1) All members of the Association shall be Directors⁹.
- (2) No one may be appointed as a Director who is not a member of the Association or if s/he would be disqualified from acting under the provisions of Clause 9.
- (3) The Association and its property shall be managed and administered by a committee of Directors, made up of Officers and other Directors.
- (4) The Association in general meeting shall s/elect the following Officers:
 - A chair/co-chairs
 - A secretary/co-secretaries
 - A treasurer
 - Other roles as agreed by the Directors.
- (3) The number of Directors shall be not less than three but (unless otherwise determined by a resolution of the Association in general meeting) shall not be subject to any maximum.
- (6) The first Directors (including Officers) shall be those persons selected as Directors and Officers at the meeting at which this constitution is adopted.

⁸ So basically everyone can't leave and leave one person to sort everything out.

⁹ I have assumed everyone who is a member of the group will be a director and that no one else (outside the group) will be either a member or director. So basically at this stage we are operating a 'closed shop'. For the company proper we can have a more open membership which included potential directors and supporters more formally.

(7) A Director may appoint another member to act on his or her behalf at meetings of the Directors.

9. Disqualification and Removal of Directors

A Director shall cease to hold office and will no longer be a member of the Association if s/he:

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (2) resigns as a Director by notice to the Association (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (3) is absent without the permission of the Directors from all their meetings held within a period of three consecutive months and the Directors resolve that his or her office be vacated.

10. General meetings

- (1) The Association must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called general meetings.
- (4) The Directors may call a general meeting at any time.
- (5) A notice of the meeting must be given to all the members. 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.

11. Quorum¹⁰

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is 80% total membership at the time.
- (3) If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine.
- (4) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Powers of Directors¹¹

- (1) The Directors must manage the business of the Association and have the following powers in order to further the Objects:
 - (a) to raise funds, including trading and fundraising, and must comply with any relevant statutory regulations and funders' obligations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to develop, maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association.
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed.
 - (e) to co-operate with other organisations, businesses and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, Associations, companies or institutions formed for any of the purposes included in the Objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Association, business or authority formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure;
 - (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;

¹⁰ Basically the minimum number of people required to make decisions in the proper manner. Deciding these clauses is a mechanism to deal with things if it all 'fizzles out'.

¹¹ i.e. what we're allowed to do.

- (k) to open and operate such bank and other accounts as the Directors consider necessary and to invest funds and to delegate the management of funds
 - (l) to do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Directors¹²;
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

13. Proceedings of Directors

- (1) Directors shall seek to make decision by consensus.
- (2) The Directors may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (3) Any Director may call a meeting of the Directors.
- (4) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (5) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote (see clause 3).
- (6) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Directors.
- (7) A resolution in writing signed or confirmed by email by all the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held. The resolution in writing or email may comprise several documents containing the text of the resolution in like form each signed/confirmed by one or more Directors.
- (8) The Directors must keep minutes of all:
 - appointments of Officers and Directors made by the Directors;
 - proceedings at meetings of the Association;
 - meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions.

14. Delegation

- (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any such delegation must be recorded in the minutes.
- (2) The Directors may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors.
- (3) The Directors may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

15. Rules

- (1) The Directors may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of, rights and privileges of members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another
 - (d) the procedure at general meeting and meetings of the Directors in so far as such procedure is not regulated by this Constitution;
 - (e) the keeping and authenticating of records.

¹² I.e. you can't change things after something's happened to disguise a muddle

- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated Association.
- (3) The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association.
- (5) The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signatures

Date