

# Connect Bude

## Constitution

### 1. Name.

The name of the Association is "Connect Bude".

### 2. Objectives.

The Association's objectives are:

- a. To campaign to reconnect Bude and Holsworthy to the National Rail Network, initially via Okehampton.
- b. To promote the new hourly rail service between Okehampton and Exeter and campaign for suitable connecting bus links until the railway is reinstated to Holsworthy and Bude.
- c. To ensure the trackbed of the former railway to Holsworthy and Bude is protected against further development.
- d. To support proposals for the completion of the Northern Route between Okehampton and Plymouth via Tavistock.
- e. To garner widespread community support of individuals, elected representatives and businesses in order to achieve the first four objectives.

### 3. Administration.

The Association shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted under Clause 7 of this Constitution.

### 4. Powers.

In furtherance of the objectives but not otherwise the Management Committee may exercise the following powers:

- a. undertake consultation, research and feasibility work;
- b. raise funds and invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- c. buy, take on lease or exchange any property necessary for the achievement of the objectives and maintain and equip it for use;
- d. subject to any consents required by law, sell, lease or dispose of all or any part of the property of the Association;
- e. subject to any consents required by law, borrow money and charge all or any part of the property of the Association with repayment of the money so borrowed;
- f. co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar purposes and to exchange information and advice with them;
- g. appoint and constitute such advisory committees as the Management Committee may think fit;
- h. do all such other lawful things as are necessary for the achievement of the objectives.

## **5. Membership.**

Membership of the Association shall be open to:

- a. individuals (known as "Individual Members") who are interested in furthering the work of the Association and who have paid any annual subscription laid down from time to time by the Management Committee, and
- b. incorporated or unincorporated businesses or other bodies (known as "Corporate Members") which are interested in furthering the Association's work and have paid any annual subscription, and
- c. individuals (known as "Supporters") who are interested in furthering the work of the Association, but are not expected to pay any annual subscription.

Each Corporate Member shall appoint an individual to represent it and to vote on its behalf at meetings of the Association. It may appoint an alternate to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend.

Every Individual and Corporate Member shall have one vote.

The Management Committee may for good reason terminate the membership of any Individual or Corporate Member, provided that the individual concerned or the appointed representative of the Corporate Member concerned (as the case may be), shall have the right to be heard by the Management Committee, accompanied by a friend or colleague, before a final decision is made.

## **6. Honorary Officers.**

In accordance with procedures hereinafter mentioned the Association shall elect a Chair, Vice-Chair, a Treasurer and a Secretary as Honorary Officers.

The Honorary Officers of the Association shall hold office until the conclusion of the first Management Committee Meeting held after the Annual General Meeting of the Association next after their election, but shall be eligible for re-election.

## **7. Management Committee.**

The Management Committee shall consist of not less than six Members nor more than fourteen Members being:

- a. the Honorary Officers specified in the preceding clause;
- b. not less than two and not more than ten Members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.

Up to five further individuals may be co-opted by the Management Committee, chosen with a view to broadening the expertise and representation of the Committee. Each appointment of a co-opted individual shall be made at a meeting of the Management Committee and shall take effect from the end of that meeting.

## **7 Management Committee (cont'd)**

The members of the Management Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 13. Only subscription-paying Members of the Association, who are over the age of 18, shall be eligible to serve as full members of the Management Committee.

The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or by any defect in the appointment or qualification of a Member.

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

- a. has been convicted for any offence involving deception or dishonesty, or been adjudged bankrupt;
- b. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c. is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolves that his or her office be vacated; or
- d. he or she notifies the Management Committee of a wish to resign and such resignation is accepted by the Management Committee.

Any member of the Management Committee for the time being who is 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 Management Committee to act in a professional capacity on behalf of the Association. Provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management Committee shall withdraw from that part of any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

## **8. Management Committee Members not to be personally interested.**

(1) Subject to the provisions of sub-clause (2) of this clause no member of the Management 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 Management Committee) in any contract entered into by the Management Committee.

(2) Any member of the Management 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 Management Committee to act in a professional capacity on behalf of the Association: Provided that at no time shall a majority of the members of the Management Committee benefit under this provision and that a member of the Management 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.

### **9. Meetings and proceedings of the Management Committee.**

The Management Committee shall meet at least four times a year. A special meeting may be called at any time by the Chair(wo)man or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members.

The Chair(wo)man shall chair meetings of the Management Committee. If he or she is absent from any meeting, the members of the Management Committee present shall choose one of their number to chair the meeting before any other business is transacted.

There shall be a quorum when at least one third of the number of members of the Management Committee for the time being are present.

Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.

The Management Committee shall keep minutes of the proceedings of its meetings and of any sub-committee.

The Management Committee may appoint sub-committees, consisting of two or more members of the Management Committee plus other co-opted individuals, for the purpose of making any inquiry or performing any function or duty, provided that all acts and proceedings of any such sub-committees are fully and promptly reported to the Management Committee.

### **10. Receipts and Expenditure.**

The Management Committee shall maintain a bank account, in the name of "Connect Bude", for the receipt of all funds, including subscriptions, donations and bequests. All cheques drawn on the account must be signed by at least two members of the Management Committee and all electronic payments made from the account must be authorised by at least two members of the Management Committee.

The funds belonging to the Association shall be applied only in furthering its objectives.

### **11. Property.**

(1) Subject to the provisions of sub-clause (2) of this clause, the Management 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 Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

## **11 Property (cont'd)**

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Management 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 stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **12. Accounts.**

The Management Committee shall comply with their obligations under law with regard to:

- a. the keeping of accounting records for the Association;
- b. the preparation of annual statements of account for the Association;
- c. the auditing or independent examination of the statements of account of the Association.

The financial year of the Association shall be from 1 July to 30 June each year.

## **13. Annual General Meeting.**

An Annual General Meeting of the Association shall be held each year in October or as soon as practicable thereafter.

Every Annual General Meeting shall be called by the Management Committee. The Secretary shall give at least 21 days' notice to all the Members and Supporters of the Association. All the Members and Supporters of the Association shall be entitled to attend, but only Members may vote at the meeting.

The Management Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.

Nominations for election to the Management Committee must be made by one Member and seconded by another Member of the Association at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

## **14. Special General Meetings.**

The Management Committee or any ten Members of the Association may call a special general meeting of the Association at any time, by giving at least 21 days' notice to the Secretary. The notice must state the business to be discussed.

## **15. Procedure at General Meetings.**

The Secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the Association.

There shall be a quorum when at least three Members of the Association are present at any general meeting.

## **16. Notices.**

Any notice required to be served on any member of the Association shall be either in writing or sent electronically

- (1) Any notice sent in writing and shall be served by the secretary or the Management Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.
- (2) Any member of the Association, by providing the Association with his or her email address, is taken to have agreed to receive notices from the Association in electronic form at that address, unless the member has indicated to the Association his or her unwillingness to receive such communications in that form. Any notice sent electronically shall be deemed to have been received within 5 days of the date sent.

**17. Alterations to the Constitution.**

The Constitution may be altered by a resolution passed by not less than two thirds of 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.

**18. Dissolution.**

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a Special General Meeting. If the proposal is confirmed by a two-thirds majority of those present and voting the Management Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the Members of the Association may determine or failing that shall be applied for some other similar purpose.

**19. 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 Management Committee were references to the persons whose signatures appear at the bottom of this document.

Dated .....

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

Signed .....

Richard Wolfenden-Brown

.....

Christopher Jewell

.....

Michael Moore