



# Porthtowan Beach Association

## Constitution

### 1. NAME

The name of the Association shall be the Porthtowan Beach Association, hereafter referred to as the PBA.

### 2. OBJECTS

The objects of the PBA shall be:

- a) To support the activities Of the Porthtowan Beach Awards Team (PBAT) to ensure The Blue Flag Award and the Seaside Award are successfully applied for every year for Porthtowan Beach. PBAT is a subgroup of the PBA.
- b) To support the activities of the Porthtowan Beach Access for All Team (PBAAT). PBAAT is a subgroup of the PBA.
- c) To improve the area known as Porthtowan Beach for the benefit of the local community, local business and visitors.
- d) To encourage the goodwill and involvement of the wider community.
- e) To foster community spirit and encourage civic pride.
- f) To work constructively with local business and other Beach Groups to ensure Porthtowan Beach is an exemplar standard beach area.
- g) To work in partnership with Cornwall Council to achieve the objects of the PBA.
- h) To maintain and promote the PBA web site [www.porthtowanbeach.com](http://www.porthtowanbeach.com). For the benefit of the PBA, local business and community groups.
- i) To ensure we conduct the meetings and activities of the PBA based on inclusivity, empathy and mutual respect.

### 3. POWERS

In furtherance of the objects, but not otherwise, the Management Committee may exercise the power to:

- a. Work together irrespective of age, sex, ethnicity, ability, religion or political view.
- b. Promote environmental improvement and conservation by educating, encouraging and assisting the local community in environmental practice, working in partnership with similar groups and organisations.
- c. Invite and receive contributions and raise funds where appropriate, to finance the work of the PBA, and to open a bank account to manage such funds.
- d. Publicise and promote the work of the PBA and organise meetings.
- e. Work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations.
- f. Encourage volunteers (who shall not be members of the Management Committee) as are necessary to conduct activities to meet the objects of the PBA.
- g. Take any form of action that is lawful, which is necessary to achieve the objects of the PBA.

### 4. GENERAL MEMBERSHIP of the PBA

- a. Membership shall be open to anyone who has an interest in supporting and/or assisting the PBA, agrees with its objects and is willing to adhere to the rules of the PBA. Membership is irrespective of age, sex, ethnicity, ability, religion or political view.
- b. Membership will be refused to anyone or any organisation whose membership may be considered detrimental to the objects of the PBA. The Management Committee shall have the power to refuse membership, or may terminate or suspend the membership of any member by resolution passed at a committee meeting. Members shall have the right to

appeal via an independent adjudicator determined by mutual agreement of the Management Committee.

c. Any member of the association may resign his/her membership by providing the Secretary with written notice. Non-payment of the annual membership fee of £5 will be assumed by the Secretary that the membership has ended.

d. There are three types of Membership

**1. Individual Members.** Well-wishers anywhere of like-minded people.

**2. Affiliated Members.** Financial sponsors anywhere.

**3. Associate Members.** Persons who, in the opinion of the Committee have specialist knowledge or experience to offer to the PBA or a Voluntary or Statutory Organisation who supports the Objects of the PBA.

e. All membership applications are subject to approval from the Management Committee. Membership application forms must be sent to the Secretary.

f. Financial Sponsors of the PBA will automatically be assumed to support the Objects of the PBA and will be listed as Affiliated Members.

g. All members will receive newsletters by email.

h. A nominal annual membership fee of £5 applies to all Individual Members. No membership fee will be applicable to Affiliated members or Associate members.

i. Only Members of the PBA have the right to vote at the AGM.

## **5. MANAGEMENT COMMITTEE**

a. The PBA shall be administered by a management committee of no less than three people and no more than twelve (12), who must be at least 18 years of age.

b. Committee Members will be elected for a period of three years, every three years at an AGM.

c. Committee members may be co-opted on to the committee at any time by the Management Committee. Co-opted committee members will have full voting rights.

d. Any member of a subgroup of the PBA may be elected to the Management Committee of the PBA.

e. Only people listed by the Secretary as being on the membership roll 7 days prior to the AGM, and are present, are eligible to vote at the (3 yearly) AGM for persons to be elected on to the Management Committee.

f. Nominations from the membership of the PBA for members of the Management Committee must be in writing and must be in the hands of the Secretary 7 days prior to the AGM.

g. Should the number of nominations exceed the number of vacancies, election shall be by secret ballot of the membership of the PBA present and voting at the AGM.

h. Should the number of nominations be less than the number of vacancies, further oral nominations may, with the approval of the AGM be invited from members present and voting at an AGM.

i. Any member of the committee who fails to attend 3 consecutive Committee meetings without reasonable excuse/apologies shall lose her/his place on the Committee which may then be filled by co-option.

## **6. OFFICERS**

a. The PBA shall have a committee consisting of:

The Chairperson

The Vice Chairperson

The Treasurer

The Secretary

Plus any additional officers the PBA deems necessary at the meetings required to carry out the required activities.

b. The office of Chairperson cannot be held by any one person for more than 3 years.

c. The Honorary Officers (Chairman, Vice Chair, Secretary, Treasurer) will be asked at the annual AGM if they wish to continue in their roll. If not then the Management Committee may co-opt others into the vacant positions.

## **7. MEETINGS**

- a. The PBA Committee will meet a minimum of four times per year to discuss actions and monitor progress to date, and to consider future developments.
- b. All Committee members shall be given at least fourteen (14) days' notice of when a meeting is due to take place, unless it is deemed as an emergency.
- c. Three committee members must be present in order for a meeting to take place and for actions to be voted on.
- d. It shall be the responsibility of the Chairperson to chair all meetings or the Vice - Chairperson in his/her absence. If neither is present, those present may elect one of their number to take the chair. (The Chairperson of any meeting shall have a second or casting vote.
- e. All meetings must be minuted and accessible to interested parties.
- f. The AGM shall take place every year plus/minus 3 months. At least fourteen (14) days' notice must be given before the meeting takes place. Please refer to Clause 9.
- g. Only the membership of the PBA is entitled to vote at the AGM. Voting shall be made by a show of hands on a majority basis. In the case of a tied vote, the Chairperson or an appointed deputy has the casting vote.

## **8. FUNCTIONS OF THE COMMITTEE**

- a. The Committee may make such regulations as its members consider appropriate for the efficient conduct of the business of the Committee and the Association.
- b. The Committee may appoint such staff as its members consider necessary on such terms and conditions as they may determine. Taking into account clause 16.
- c. The Committee may appoint sub-committees, advisory groups or working parties of its own members and other persons as it may from time to time decide necessary for the carrying out of its work and may determine their terms of reference, duration and composition. All such sub-committees shall make regular reports on their work to the Committee
- d. The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualifications of any member.

## **9. ANNUAL GENERAL MEETING**

- a. The first Annual General Meeting of the Association shall be held not later than the 1<sup>st</sup> November 2015 and in each year thereafter plus or minus 3 months. An Annual General Meeting of the Association shall be held at such place and time (not being more than 15 months after the holding of the preceding Annual General Meeting) as the Committee shall determine.
- b. At such an Annual General Meeting the business shall/may include the following: The election of members to serve on the Committee; The appointment of an auditor or auditors; The consideration of an Annual Report of the work done by or under the auspices of the Committee; The consideration of the audited accounts; The transaction of such other matters as may from time to time be considered necessary.
- c. See note 5e.
- d. Non-members of the PBA are welcome to attend the AGM but will have no voting rights.
- e. Agenda items for the AGM must be with the Secretary 7 days prior to the AGM.
- d. Affiliated members shall each be entitled to one representation at the AGM by a duly authorised representative with the power to vote on behalf of the affiliated member.

## **10. SPECIAL COMMITTEE MEETING**

a. The Committee may at any time at its discretion and shall upon a requisition signed by not less than four members of the Management Committee, having the power to vote and giving reasons for the request, call a Special Committee Meeting for the purpose of altering the Constitution in accordance with Clause 14 hereof or of considering any matter which may be of considerable importance referred to them by the Membership or Committee.

## **11. RULES OF PROCEDURE AT ALL MEETINGS**

- a. Voting: Subject to the provisions of Clause 14 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. [In case of an equality of votes the Chairperson (as appointed at the time) shall have a second or casting vote].
- b. Minutes: Minute books shall be kept by the Committee and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- c. Quorum: The quorum at meetings of the management Committee shall be three or such other numbers as the Committee may from time to time determine.
- d. Standing Orders: The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association at a Special Committee Meeting or AGM and shall not be inconsistent with this Constitution.
- e. All meetings will be conducted in an atmosphere of inclusivity, empathy, and mutual respect.
- h. The membership may present an item at any time to be considered by the Management Committee at the next Committee meeting. The member will receive a response to the item raised by a member of the Committee.

## **12. FINANCE**

- a. Any money acquired by the PBA, including donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the PBA.
- b) All funds must be applied to the objects of the PBA and for no other purpose provided that nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the PBA engaged upon the approved business of the PBA.
- b. Bank accounts shall be opened in the name of the PBA. Any deeds, cheques etc. relating to the PBA's bank account shall be signed by two (2) of the following committee members: Chairperson; Vice Chair, Treasurer; Secretary.
- c. Any income/expenditure shall be the responsibility of the Treasurer who will be accountable to ensure funds are utilised effectively and that the PBA stays within budget. Official accounts shall be maintained, and will be examined annually by an independent accountant who is not a member of the Group. An annual financial report shall be presented at the AGM.
- d. The accounting year for the PBA shall run from 1st September to 31<sup>st</sup> August.

### **13. TRUST PROPERTY**

a. The Association may appoint and may terminate the appointment of not less than 3 people to act as Trustees for the purpose of holding any monies or property belonging to the Association. The title to all or any such real and/or personal property which may be required by or for the purposes of the Association shall be vested in the Trustees who shall hold such property in trust for the Association. The Trustees shall act under the instructions of the Committee who shall, subject to the approval and consent of the Association as determined by a Special Committee Meeting, have power to fill vacancies among the Trustees

### **14. ALTERATION OF THE CONSTITUTION**

a. Any changes to this constitution must be agreed by a majority vote at a Management Committee meeting.

b. Amendments to this constitution must be conveyed to the Secretary formally in writing. The Secretary and other officers shall then decide on the date of a Special Committee Meeting in order to discuss such proposals, giving committee members at least four weeks (28 days) notice.

At least 14 clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the Committee PROVIDED FURTHER THAT (should the PBA be a Charitable Status at the time) no alteration shall be made which would cause the Association to cease to be a charity at law.

### **15. DISSOLUTION**

a. The PBA may be dissolved if deemed necessary by the Management Committee. The reasons for the dissolution must be communicated to the Membership so that they can have their say. 28 days after this communication, taking into account all views, dissolution can then be approved by the Members of the Committee in a majority vote at a Special Committee Meeting. Any assets or remaining funds after debts have been paid shall be transferred to local charities or similar groups at the discretion of the Management Committee.

### **16. INDEMNITY**

a. It is not the intention of the PBA to employ staff, own property or to engage in any activity which requires it to take out indemnity insurance. If this changes then section b. must be actioned.

b. The Association shall indemnify and keep indemnified every officer, member, volunteer and employee of the Association from and against all claims, demands, actions and proceedings (and all costs and expenses in connection therewith or arising therefrom) made or brought against the Association in connection with its activities, the actions of its officers, members, volunteers or employees, or in connection with its property and equipment but this indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful omission on the part of the officer, member, volunteer or employee sought to be made liable. The Treasurer shall affect a policy of insurance in respect of this indemnity.

**END**

This constitution was adopted by the Management Committee at a Committee Meeting of the PBA held at Rosehill Lodges, Porthtowan, Cornwall, TR4 8AR on the 10<sup>th</sup> September 2014.

COPY OF SIGNATORIES ON FILE

Addendum:

1. At a committee meeting dated 9<sup>th</sup> September 2015 it was agreed that anyone of any age can be a member of the PBA. In section 4 paragraph a.) the words "aged over sixteen years and" has been deleted.