

CONSTITUTION OF THE MID-CHERWELL NEIGHBOURHOOD PLAN FORUM PARTNERSHIP

1. NAME

The name of the organisation shall be Mid-Cherwell Neighbourhood Plan Forum Partnership (hereinafter called “the Forum”). The Forum shall be a non-profit community-based organisation with objects as set out in Clause 3 below.

2. AREA OF BENEFIT

The work of the Forum shall be conducted within the administrative area of Cherwell District Council and the neighbourhood thereof designated in April 2015 as the Mid-Cherwell Neighbourhood Plan Area (hereinafter called “area of benefit”).

3. OBJECTS

The objects of the Forum shall be:

- to prepare a Neighbourhood Plan for the area of benefit;
- to promote or improve the social, economic and environmental well-being of the area;
- any other appropriate purpose agreed by the Forum

4. POWERS

In furtherance of the said objects but not otherwise the Forum shall have the following powers:

- a) to publicise and promote the work of the Forum and organise meetings, exhibitions, events or workshops;
- b) to 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;
- c) to take any form of action that is lawful, which is necessary to achieve the objects of the Forum, including taking out any contracts which it may see fit;
- d) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish useful results thereof;
- e) to collect and disseminate information on all matters affecting the said objects and to exchange such information with other neighbourhood plan bodies in the United Kingdom;
- f) to invite and receive contributions and raise funds where appropriate, to finance the work of the Forum, and to open a bank account to manage such funds.

5. MEMBERSHIP AND ACCOUNTABLE BODY

- (a) Membership of the Forum shall consist of:
- (i) the parishes as represented by their respective Parish Councils/ Meetings in the designated neighbourhood plan area, which shall be known as Full Members;
 - (ii) representatives of organisations as agreed by the Forum which shall be known as Associate Members. The Dorchester Group and Heyford Park Residents Association have been identified as Founding Associate members.
- (b) Full Members shall be those Parish Councils/ Meetings which have paid the annual subscription as determined by the Annual General Meeting. Membership shall entitle the Parish Council to send two voting members to Forum meetings.
- (c) Associate Members shall be those organisations which, by reason of their work or interests, are able, in the opinion of a simple majority of Full Members of the Forum, to further the work of the Forum. Associate Members will be required to demonstrate that they are furthering the social, recreational, educational, economic, environmental or general well-being of the neighbourhood or community. Each Associate Member organisation shall be entitled to send two voting representatives to Forum meetings.

The Forum shall agree and appoint one of its Full Member organisations as accountable body for the Forum. The accountable body will be responsible for holding any funding on behalf of the Forum and employing any staff. The accountable body must agree to accept this role at a formally minuted meeting.

Furthermore, the Forum shall agree and appoint one of its Full Members as the “lead Parish” to meet the requirements of Neighbourhood Plan legislation.

6. ANNUAL GENERAL MEETING

Once in each calendar year the Forum shall hold its Annual General Meeting. The Secretary shall give at least 28 days’ notice to members.

Before any business is transacted at the first Annual General Meeting the persons present shall appoint a chair of the meeting. The Chair of the Forum shall be the chair 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.

The business of each Annual General Meeting shall be: -

- (a) to consider the Annual Report of the Forum on its work and activities during the preceding year;
- (b) to receive the accounts of the Forum for the preceding financial year;

- (c) to elect the Officers of the Forum in accordance with Clause 8 hereof;
- (d) to elect three Full Member organisations and an Associate Member organisation to form the Executive;
- (e) to appoint, if required, a qualified auditor or an independent examiner for the coming year;
- (f) to determine the level of membership fees for the forthcoming year;
- (g) to consider and vote on any proposal to alter this constitution in accordance with Clause 17 hereof;
- (h) to consider any other business of which due notice has been given.

7. SPECIAL GENERAL MEETINGS

The Chair of the Forum may at any time at his/her discretion and the Secretary shall within 14 days of receiving a written request so to do signed on behalf of at least one third of the members, call a Special General Meeting of the Forum to consider the business specified on the notice of meeting and for no other purpose. Such notice shall be given in writing to all members 21 days in advance of the Special General Meeting.

8. OFFICERS

(a) The Officers of the Forum shall consist of a Chair, a Vice-Chair, a Treasurer and a Secretary as elected at the Annual General Meeting. Candidates for election as Officers must be members of the Forum as defined in Section 5 of this constitution. Nomination of such candidates shall be received in writing by the Forum's Secretary fourteen days before the Annual General Meeting, but in the event of no such nomination being received for one or more officers, the person presiding at the Annual General Meeting shall call for nominations from the floor. Voting shall be by show of hands.

(b) Vacancies among the Officers, which occur during the year, may be filled by a decision of the Forum until the next Annual General Meeting.

(c) The Officers shall serve in their respective capacities as Officers on the Executive and may also be appointed members of any sub-committees established in accordance with clause 10 hereof.

9. EXECUTIVE

(a) The policy and general management of the affairs of the Forum shall be directed by an Executive. The Executive shall comprise: -

- (i) two representatives appointed by each of three Parish Councils nominated at the Annual General Meeting;
- (ii) two representatives of one Associate Member organisation
- (iii) The Officers of the Forum referred to in Clause 8, in the event that such persons are not already representatives appointed to the Executive.

b) The purpose of the Executive is:

- to convene meetings of the Forum and maintain good communication with its members,
- to record and disseminate decisions of the Forum and the Executive
- to disseminate information relating to the Neighbourhood Plan
- to develop common strategies for involving each of the local communities
- where necessary to take action between Forum meetings, after consulting members of the Forum, where appropriate.
- generally, to maintain momentum towards completion of the Plan
- thereafter, to monitor issues and developments affecting the Plan

(c) The proceedings of the Executive shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(d) All members of the Executive shall retire from office at the conclusion of the Annual General Meeting next after the date on which they came into office but they may stand for re-election or re-appointment.

(e) Any other persons may be invited to attend Executive meetings but shall not have the power to vote.

10. SUB-COMMITTEES

Sub-Committees may be established by the Executive for the organisation of a particular activity or service. In each case: -

(a) The Executive shall, after consulting members of the Forum, determine the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;

(b) The sub-committee shall have the power to co-opt additional members up to one third of the number of elected or appointed. At least two thirds of the members of each sub-committee shall themselves be members of an organisation in membership of the Forum

(c) Each sub-committee shall appoint its Chair.

(d) All acts and proceedings of the sub-committee shall be reported back to the Executive as soon as possible.

11. RULES OF BUSINESS

(a) Voting

- (i) Each representative of Full Member and Associate Member organisations shall be entitled to vote at General Meetings of the Forum;
- (ii) Each Member organisation shall nominate up to five persons as representatives of that Parish Council, any two of which representatives may attend Forum meetings and be recognised as the current nomination for the purpose of voting. The lists of names are to be supplied to the Executive at the time of each AGM. In the event of a representative of a Member organisation resigning or leaving that organisation he or she shall forthwith cease to be a representative thereof. The Member organisation concerned shall ensure that the Executive has details of its current representatives.
- (iii) At Executive and Sub-committee meetings each Member organisation present shall have one vote.
- (iv) In the case of an equality of votes the chair at all meetings shall have a second or casting vote.

(b) Quorum

- (i) A quorum at a General Meeting shall be when at least seven Full or Associate Member organisations are present. In the event that no quorum is present at an Annual General Meeting or if the meeting has to be abandoned, the meeting shall be adjourned and be reconvened 14 days later. Those members present at the reconvened meeting shall be deemed to form a quorum.
- (ii) The quorum for Executive meetings shall be when one representative of each of the four Full or Associate Member organisations are present.
- (iii) The quorum for sub-committees shall be one third of the members appointed to it, providing that no less than two members are present.

(c) Minutes

Signed minutes shall be kept of the General Meetings and of any committees of the Forum, recording all proceedings and resolutions.

(d) Conflicts of Interest

All members of the Forum and the Executive, including all those nominated by the Full and Associate Member bodies as being eligible to attend Forum meetings, must disclose as soon as possible following each AGM, their register of disclosable

pecuniary interests (DPIs) in the MCNP area. Such disclosure also applies to spouses, civil partners or cohabitantes, as if their interests were identical. These shall include:

- employment,
- directorships, trusteeships, partnerships
- membership of committees
- ownership of land (other than their main residence)
- other significant business interests that might conflict with the purposes of the MCNP
- any other matters which could be construed as conflicting with the purposes of the MCNP

The register shall be kept available for inspection by the MCNP's Honorary Treasurer.

In addition, each Forum and Executive member shall, at the start of any meeting (including sub-committees) declare that an item on the agenda may relate to one or more of the DPIs already registered, or state that a new interest may conflict. The Chairman shall have the power to direct the withdrawal or non-participation of the individual in any discussion of that matter.

12. FINANCE

(a) All money raised on behalf of the Forum shall be applied to furthering its objects and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Forum nor the repayment of reasonable and proper out-of-pocket expenses incurred on behalf of the Forum by Member organisations, employees and volunteers.

The accountable body shall provide banking facilities on behalf of the Forum. If it is deemed desirable by the Executive, the Forum itself may also open a bank account at such a bank as the Forum shall from time to time decide. The Executive shall authorise in writing the Treasurer, the Chair and up to two other members of the Executive to sign cheques on behalf of the Forum. All cheques must be signed by not less than two of the authorised signatories.

The Treasurer shall keep proper accounts of the finances of the Forum. A statement of accounts for the previous financial year shall be submitted to the Annual General Meeting.

13. ACCOUNTS

If the Forum becomes a registered charity, the accountable body and/or the Forum Executive, shall comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the Forum;
- (b) the preparation of annual statement of account for the Forum;
- (c) the auditing or independent examination of the statements of account of the Forum; and
- (d) the transmission of the statements of account to the Charity Commission.

14. ANNUAL REPORT

When and if it becomes relevant to the Forum, the Executive shall comply with its obligations under the Charities Act 2011 with regard to the preparation of an annual report and its submission to the Commissioners.

15. INDEMNITY

No member of the Executive or the Forum shall be liable:

- (a) for any loss to funds or property of the Forum by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- (b) for the negligence or fraud of any agent employed by him/her or by any other members of the Executive or Forum in good faith (provided reasonable supervision shall have been exercised);

and no member of the Executive or Forum shall be liable by reason of any mistake or omission made in good faith by any member of the Executive or Forum other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

- (c) Each member organisation shall indemnify its representatives to the Forum-

16. ALTERATIONS TO THE CONSTITUTION

A resolution proposing to alter this constitution shall be received by the Secretary of the Forum at least four weeks before the Annual or other General Meeting at which it is to be considered. 21 days' notice of a General Meeting shall be given in writing by the Secretary to all members of the Forum and such notice shall specify the alteration or alterations proposed. An alteration shall require approval of a two-thirds majority of representatives of Full and Founding Associate Members present and voting at a General Meeting.

17. DURATION AND DISSOLUTION

The duration of the Mid-Cherwell Neighbourhood Plan Forum is five years from the date of designation of the Forum.

If the Executive decides that it is necessary or advisable to dissolve the Forum before that time it shall call a meeting of all members of the Forum, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given to all members. If the proposal is confirmed by a two-thirds majority of Full and Founding Associate Members present and voting the Executive shall have power to realise any assets held by or on behalf of the Forum.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Full Member Parish Councils to use for a lawful purpose to benefit their communities.

This constitution was adopted at the Annual General Meeting of the Mid-Cherwell Neighbourhood Plan Forum held on 9th March 2016 in accordance with Clause 6 of the original constitution adopted at a General Meeting on 13th January 2016.

Signed...

Chair of the Meeting: Peter Maggs

Signed...

Martin Lipson