



Patron: Lady Elizabeth Godsal MBE, DL

## **TWYFORD TOGETHER CONSTITUTION**

### **SECTION 1. IDENTITY**

The name of the Society is TWYFORD TOGETHER (hereinafter referred to as TT). TT is a voluntary organisation whose membership comprises representatives from local interested parties.

TT is established for the public benefit for the following purposes within the area comprising **The Settlement of Twyford**, which area shall hereinafter be referred to as “**The Area of Benefit**”.

This Area of Benefit shall principally comprise the area contained within the boundaries of the Parish of Twyford and the Parish of Ruscombe.

[\(Note 1 of the Appendix on page 8 refers\)](#)

### **SECTION 2. OBJECTIVES**

- (i) To build a strong partnership of local organisations to enhance the Area of Benefit.
- (ii) To promote the wellbeing of persons in the Area of Benefit.
- (iii) To protect and enhance the Area of Benefit by serving as a focus for economic improvement, environmental enhancement, community safety and community involvement.
- (iv) To assist with the conservation, protection, development and improvement of features of historic, environmental or public interest in the Area of Benefit.
- (v) To promote community pride in the Area of Benefit.
- (vi) To assist in promoting activities of a charitable nature and run fund raising events.
- (vii) To hold meetings to give advice and information and exhibitions.
- (viii) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that TT shall not undertake any permanent trading activities in raising funds for its primary purpose.
- (ix) To access funds and grants not available to local statutory bodies

### **SECTION 3**

### **MEMBERSHIPS**

- (i) All members as described herein shall be 16 years of age or over.
- (ii) **HONORARY MEMBERSHIP**  
Honorary Membership may be offered to any Registered Charity operating in the area of benefit.  
Honorary Membership may also be offered to any organisation or person who has given exemplary service to the Area of Benefit.  
Honorary Membership shall be bestowed at the sole discretion of the Executive Committee.
- (iii) **PERSONAL MEMBERSHIP**  
To apply for Personal Membership of TT the appropriate Membership Form must be completed.
- (iv) **CORPORATE MEMBERSHIP**  
Corporate Membership may be granted to any business or organisation that provides goods or services to TT or the Area of Benefit. The Company concerned shall be required to complete the appropriate Membership Form in the name of the Company concerned and the form shall be signed by a representative who has the authority to act on behalf of the respective Company on matters relating to the activities of TT.  
This category of membership shall be governed in accordance with section 4.
- (v) All memberships that require a subscription must be approved by the Executive Committee. Any required subscription must be paid in full when joining but in the event of an application being refused any subscription paid in advance will be refunded.  
The acceptance or rejection of any application made in accordance with the above shall be reported to the Executive Committee at the next Committee meeting.
- (vi) TT shall maintain records of all categories of membership.
- (vii) Subject to the foregoing, membership shall be available to anyone who has an interest in actively furthering the objectives of TT.

### **SECTION 4**

### **SUB-GROUPS**

- (i) The Executive Committee may agree to the formation of Sub Groups from time to time and as considered necessary. Sub-Groups shall report to and may be regulated or dissolved by the Executive Committee.
- (ii) A Sub-Group Leader for every Sub-Group shall be appointed by the Executive Committee. The Sub-Group Leader shall act as the Administrator of the Sub-Group's affairs and shall also act as Secretary of the Sub-Group or otherwise appoint a Sub-Group member of his or her choice to fill this role.
- (iii) Sub-Group Leaders to serve on The Executive Committee.

(iv) The Sub-Group Leader shall propose the membership of any applicant to their Sub-Group and a minimum of two Officers of TT shall consider each application on behalf of the Executive Committee

(v) All business of a Sub-Group shall be reported to the Executive Committee directly by the respective Sub-Group Leader on a regular basis.

The Sub-Group Leader or spokesperson should request a meeting with the Executive Committee if matters of importance and urgency need to be addressed. Such request shall be made to the TT Secretary who shall make the necessary arrangements.

An agenda shall be provided in advance by the Sub-Group Leader. These meetings shall comprise the Sub-Group Leader plus a minimum of two members of the Executive Committee. Minutes of these meetings shall be circulated to the Executive Committee and matters arising therefrom shall be discussed at the next regular meeting of the Executive Committee or earlier if necessary.

(vi) Membership renewal subscriptions shall be paid on or before the due date. Each Sub-Group member shall receive from the Sub-Group Leader a notice for the renewal of membership in advance of the due date. An invoice will be issued for the respective subscription at least two weeks in advance of the date for renewal.

(vii) If, after the due process described above, and in the absence of any mitigating circumstance, the subscription is not received within thirteen weeks of the due date, the member concerned may have that membership of the Sub-Group withdrawn.

(viii) The Withdrawal of membership shall also be considered by the Executive Committee in respect of any member of the Sub-Group who brings disrepute to that Sub-Group or to TT or the Community at large. A Special meeting of the Sub-Group shall be convened for the purpose of hearing the matter.

(ix) No member of a Sub-Group shall have power to vote at any General Meeting of TT if their subscription is in arrears at the time.

(x) Any member has the right to resign membership of a Sub-Group. Such resignation shall be conveyed to the respective Sub-Group Leader. No refund of any paid subscription shall be made without agreement by the Executive

(xi) After the formation of a Sub-Group it shall have the opportunity to prepare Articles of Association in support of the detailed activities of the respective Sub-Group. Such Articles must receive the formal approval of the Executive Committee before being executed and this Constitution shall always take precedence.

(xii) Any Sub-Group running under TT must adhere to the TT branding guidelines.

## **SECTION 5** **GENERAL MEETINGS**

(i) An Annual General Meeting shall be held in or about April of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Executive Committee.

- (ii) Extraordinary General Meetings of TT shall be held by order of the Executive Committee or at the written request of ten or more members. Any subscription that is appropriate to the membership of any proposer must be fully paid-up.  
The Executive Committee shall decide the date and venue of Extraordinary General Meetings.
- (iii) Ten members personally present shall constitute a quorum for any General Meeting.
- (iv) The Committee shall give at least 21 days' notice to members of all General Meetings of TT.
- (v) Members of the public who are not members of TT shall, at the discretion of the meeting's Chairman be admitted to any General Meeting. In any event attendance by a non-member shall be ex officio.
- (vi) Voting by proxy shall not be permitted.

## **SECTION 6**

## **OFFICERS**

- (i) Nominations for the election of Officers shall be made in writing to the Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of further Committee members.
- (ii) Nominees for election as Officers or Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to TT
- (iii) The Officers of TT shall consist of:

Chairman  
Vice Chairman  
Secretary  
Treasurer

All of whom shall relinquish their office every year and shall be eligible for re-election at the next Annual General Meeting.

- (iv) A Patron may also be elected at a General Meeting of TT for an indefinite period to be terminated by agreement between the Patron and the Executive Committee.

## **SECTION 7**

## **THE EXECUTIVE COMMITTEE**

- (i) The Executive Committee shall be responsible for the management and administration of TT.

- (ii) The Executive Committee shall consist of the Officers plus other TT members who may be nominated for inclusion into this committee by the incumbent Executive Committee members. In addition, one representative from each of the Twyford and Ruscombe Parish Councils, and a Wokingham Borough Councillor for Twyford Ward shall be invited to attend any Executive Committee meeting. These representatives shall be nominated by their respective Council and shall be ex officio members of the Committee.  
The Council representatives may, if they so desire, be released from their ex officio restriction and act as full Committee members with the right to propose, second, discuss and vote on any issue that relates exclusively to TT business and would not present a conflict of interest.  
The Patron shall be invited to any meeting and if in attendance shall act as an ex officio member of the Committee.
- (iii) In the event of equality in the votes cast at any Committee Meeting, the Chairman shall have a second or casting vote.
- (iv) The Committee shall have the power to co-opt or invite further members to attend any Executive Committee Meeting Those invited who attend shall act in an advisory and non-voting capacity.
- (v) The Executive Committee shall have the power to fill vacancies occurring between Annual General Meetings. These temporary members shall have full Committee authority and shall be free to discuss and vote on any subject.  
The position of any such temporary member shall be formalised at the next Annual General Meeting having been proposed, and seconded and elected by vote of the members present.
- (vi) Nominations for election to the Executive Committee shall be made in writing to the Secretary at least 28 days before the Annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies a ballot shall take place in such manner as shall be determined.
- (vii) Members of the Executive Committee, other than the Patron, shall be elected annually at an Annual General Meeting of TT. Outgoing members may be re-elected by a simple majority.
- (viii) The Executive Committee shall meet not less than four times a year and the Secretary shall give all members not less than seven days' notice of each meeting.  
A quorum shall comprise no less than one third of the number of current members of the Executive Committee. For calculation purposes the number shall include the Councils' Representatives but exclude the Patron.

## **SECTION 8**

### **DECLARATION OF INTEREST**

It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any matter discussed at any meeting of TT, including any meeting of any Committee or Group, at which he or she may be present to declare such interest and he or she shall not discuss such item or vote thereon, except by invitation of the Chairman or Group Leader.

## **SECTION 9 EXPENSES OF ADMINISTRATION AND APPLICATIONS OF FUNDS**

The Executive Committee shall, out of the funds of TT, pay all proper expenses of administration and management of TT. After the payment of the administration and management expenses and the setting aside to reserve such sums as may be deemed expedient, the remaining funds shall be applied by the Executive Committee in furtherance of the Objectives of TT to include administration, community projects, charitable donations, events and initiatives that support TT's aims of making the Area of Benefit a better place to live, work and do business.

## **SECTION 10 INVESTMENTS**

All moneys at any time belonging to TT and not required for immediate application for its purposes may be invested by the Executive Committee in or upon such investment, securities or property as it may think fit. Such investment shall be subject, where appropriate, to any authority, approval or consent of any special trusts affecting any property in the hands of the Executive Committee.

## **SECTION 11 ACCOUNTS**

The Executive Committee shall comply, where appropriate, with their legal obligations regarding:

- (i) The keeping of accounting records for TT
- (ii) The preparation of the annual statements for TT
- (iii) The auditing and independent examination of the statements of account of TT

## **SECTION 12 INSURANCE**

- (i) TT shall acquire and retain Third Party and Employers Liability Insurances. These Insurances shall provide adequate indemnity against risks associated with TT's activities and Events. The events covered shall be limited to those that are authorised by the Executive Committee and that are organised and managed by TT.  
(Note 2 of the appendix on page 9 refers).
- (ii) Unless included within the insurances above, separate insurance is to be provided to indemnify the Officers of TT against any claim arising from the activities of TT

## **SECTION 13 ANNUAL REPORTS**

The Executive Committee shall comply, where appropriate, with their legal obligations regarding the preparation of an annual report and its transmission to the members of TT at an Annual General Meeting or an Extraordinary General Meeting called specifically for this purpose

## **SECTION 14**

## **AMENDMENTS**

This Constitution may be amended by the Executive Committee and such amendment shall be presented for ratification by a two-thirds majority of members present at an Annual General Meeting or an Extraordinary General Meeting of TT. A minimum of 21 days' due Notice of the proposed amendment shall be provided to all members.

## **SECTION 15**

## **NOTICES**

Any notice required to be given in respect of this Constitution shall be deemed to be duly given if sent by electronic mail to the member or delivered by hand or by post. The postal and electronic mail addresses are those that were last notified to the TT Secretary.

## **SECTION 16**

## **WINDING UP**

- (i) TT may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or an Extraordinary General Meeting of TT. This motion shall be referred to specifically when notice of the Meeting is given.

The decision shall be confirmed by a simple majority of members voting at a further Extraordinary General Meeting held not less than 14 days after the previous Meeting.

- (ii) In the event of the dissolution of TT, the available funds of TT shall be transferred to one or more charitable institutions as shall be chosen by the Executive Committee and approved by the second General Meeting of TT at which the decision to dissolve TT was confirmed.

## **17 DECLARATION**

This constitution was adopted at the Annual General Meeting held on the 18<sup>th</sup> April 2017

Signed:

Chairman: Daniel Taylor Date

Signed

Secretary: John March Date:

## APPENDIX TO THE CONSTITUTION

### Explanatory Notes

#### NOTE 1. Relates to Section 1 - Identity

The Parish of Ruscombe lies immediately adjacent to Twyford. As a result of the development of roads and housing over several years the boundaries between the two Parishes are in some locations no longer clearly defined. Ruscombe, in itself, has little in the way of a recognisable infrastructure and the community relies heavily on Twyford for schooling, shopping, health, recreation and other essential community facilities. It therefore necessarily follows that Ruscombe falls within The Settlement of Twyford and hence is included in the Area of Benefit.

#### NOTE 2 Relates to Section 13- Insurances

- (i) From time to time TT will organise and manage community events as authorised by the Executive Committee. These events shall be covered against 3<sup>rd</sup> Party risks and shall also include cover for Employer's Liabilities. The number of events that are protected shall be at the discretion of the Executive Committee.
- (ii) Other events that may be organised by Groups for the purpose of promoting their individual interests, even though they are members of TT, will not be covered by the TT Insurance Policy unless the respective event has been specifically authorised by the Executive Committee as a TT event. If this not be the case it shall be the responsibility of the Group concerned to make their own arrangements to provide any required insurances.