



## CONSTITUTION

Issue 01, 1/3/2009  
Issue 02, 1/1/2014  
Issue 03, 24/01/2016

This constitution was adopted following decisions taken at the AGM on 24<sup>th</sup> January, 2016.

Issue 01 was adopted following decisions taken at the AGM on 25<sup>th</sup> January, 2009 and subsequent ratifications at a meeting of the Executive Committee held on 25<sup>th</sup> February, 2009. It comprises the constitution of the Gyllyngvase & Swanpool Residents' Association adopted on 16<sup>th</sup> February 1992, modified by resolutions and decisions recorded at the 2009 meetings cited above.

Issue 02 was raised to incorporate the category of Associate Member (clause 3 para.2) as agreed at the 2013 AGM.

### 1. **Name**

The Association shall be called the Falmouth Bay Residents' Association (FBRA) and shall be independent of all political parties.

### 2. **Area**

The Area covered by FBRA is defined on the map shown in Appendix 1.

### 3. **Aims**

The aims of FBRA shall be:-

- (a) To safeguard, promote and represent the interests of all the residents of The Area.
- (b) To work towards improving the quality of life for the community.
- (c) To enable and encourage all residents to take an active part in local affairs.
- (d) To assist and promote social activities for recreation and enjoyment
- (e) To encourage a community spirit and sense of responsibility.
- (f) To assist the just, efficient and economical government of The Area.

### 4. **Membership**

- (a) Membership of FBRA shall be by household.
- (b) Any application for membership should be submitted to the Secretary and shall be subject to payment of subscription and approval of the Executive Committee at the next available meeting.
- (c) Associate membership is open to people who do not live in The Area, but who are interested in helping the Association achieve its aims. The Executive Committee will decide whether to grant associate member status. Associate members do not have voting rights unless they become a member of the Executive Committee, in which case they have full voting rights.
- (d) The Executive Committee may decline to accept an invitation for membership or the renewal of membership without giving any reason.

5. **Finances**

- (a) The subscription year shall be the calendar year.
- (b) The annual subscription fee for the following year will be agreed at the Annual General Meeting (AGM)
- (c) Any money raised by, or on behalf of, the association will be used to further the Association's aims.
- (d) The accounts shall be audited by an independent member who shall be appointed at the AGM or by a suitable independent 'auditor' appointed by the Executive Committee for ratification at the AGM.

6. **The Executive Committee**

- (a) The management of the association shall be vested in an Executive Committee
- (b) The Executive Committee shall:
  - i. decide the work, finances and membership of the Association.
  - ii. exert influence for the benefit of the community (on relevant issues such as planning, policing, highways, events, etc.)
  - iii. recruit, engage and retain members.
  - iv. enable members to be involved.
- (c) The Executive Committee will consist of a maximum of 13 members (of which not more than a third shall be associate members). This will be made up of the officers: Chairman, Vice-Chairman, Secretary, Treasurer (of which not more than 2 shall be associate members) and not more than nine other members.
- (d) The names of Executive Committee members and officers serving for the coming year will be ratified at each AGM and will normally serve until the next following AGM.
- (e) Officers and members shall serve for a maximum period of three years before offering themselves for re-election or stepping down. At each AGM a minimum of four officers/ Executive Committee members shall step down but may offer themselves for re-election.
- (f) The Executive Committee shall meet not less than 4 times a year. Not less than 7 days' notice of a meeting shall be given to Executive Committee members.
- (g) A quorum for Executive Committee meetings shall be 50% plus one (rounded up) of its members. If a quorum is not present within fifteen minutes of the time of any meeting, it shall be adjourned until such time, date and place as the Chairman of the meeting shall decide. The Executive Committee has the power to make decisions which may include using electronic media outside of Executive Committee meetings.
- (h) Any vote held by electronic or other means must be logged and recorded by the Secretary and formally approved at the next Executive Committee meeting. The quorum for any electronic media or other extraordinary meeting shall also be 50% plus one (rounded up)
- (i) There shall be only one Executive Committee member per household.
- (j) The Executive Committee may appoint sub-committees to carry out the activities of the Executive Committee. Sub-committees will be directly responsible to the Executive Committee. The Executive Committee will agree in advance the terms of reference of any Sub-committee. At least one Executive Committee member must sit on any Sub-committee of the Association.

- (k) The Executive Committee may co-opt members under whatever terms it deems appropriate and will record such terms in the minutes of the meeting immediately following the decision to co-opt.
- (l) Executive Committee members shall declare any potential conflict of interest at the beginning of any of its meeting and withdraw from discussion and voting where appropriate.

## 7. **General Meetings**

- (a) FBRA shall hold an Annual General Meeting AGM once each calendar year provided that not more than fifteen months shall pass between one AGM and the next.
- (b) The Executive Committee shall have power to fix the date and time and place of the AGM and are responsible for giving 21 days' notice to all members. Should, through inadvertence or otherwise, any member fail to receive the said notice, then the failure to receive such notice shall not invalidate the meeting.
- (c) Notice of the AGM shall be displayed on public notice boards in The Area and on the website, [www.falmouthbay.co.uk](http://www.falmouthbay.co.uk).

The Annual General Meeting shall:

- i. Agree the minutes of the last AGM
  - ii. Receive an Annual Report from the Executive Committee
  - iii. Present a statement of accounts to members
  - iv. Elect Executive Committee members
  - v. Agree rates for membership fees (if any)
  - vi. Appoint or ratify an 'auditor' for the coming year
  - vii. Vote on any amendments to the Constitution
  - viii. Consider any matter put forward by members and notified to the Secretary 7 days before the AGM.
  - ix. Discuss any other business deemed appropriate by the Executive Committee
- (d) A quorum for all general meetings, including the Annual General Meeting, shall be 10% of the membership at the immediately preceding AGM or 30 members, whichever is the greater.
  - (e) An Extraordinary General Meeting may be convened by the Executive Committee or by a written request to the Secretary by at least 30 members.
  - (f) Every household subscribing shall be entitled to one vote only and voting shall be by a show of hands, unless one third of the members present shall demand a ballot to be taken. In the event of a tie, the Chairman shall have a casting vote in addition to their normal vote.

## 8. **Interpretation of Constitution**

The Executive Committee shall be the sole arbiter for the interpretation of this Constitution and its decision on this or upon any matter not provided in this Constitution shall be final and binding.

## 9. **Winding up**

If, upon the winding up or dissolution of FBRA, there remains after the satisfaction of all its debts and liabilities any property and/or funds whatsoever the same shall be given or transferred to any charity or charities administered for the benefit of the peoples of Falmouth as the members of the Association shall determine at or before winding up or dissolution of the association and in default of such determination the same shall be shared equally among Falmouth charities registered for at least twelve clear calendar months with the Charity Commission.

10. **Changes to the constitution**

The above constitution shall not be altered except at the AGM or at an EGM convened under the provisions of clause 7e above. Any proposed alteration of the constitution shall be notified, in writing, to members when giving notice of an AGM or EGM.

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