

CONSTITUTION of Alsager Partnership

A. NAME

The name of the association is Alsager Partnership hereafter referred to as, The Partnership, will be comprised of The Alsager Partnership Forum and the Management Team.

The Partnership is an enabling organisation and will seek to enhance and develop wider community actions to help bring cohesion to community events. The Partnership will co-operate and offer support to all charities, voluntary bodies and statutory authorities operating in furtherance of the vision and to exchange information and advice with them.

B. VISION

The Partnership will promote sustainable living in Alsager ensuring the town will be a chosen destination to visit, live, work and spend leisure time. Alsager will offer a diverse and safe environment, with a strong sense of place. It will have a vibrant and growing local economy offering business opportunities and employment. The town will be a centre for culture, health & well-being, creativity and learning.

C POWERS

In furtherance of the vision, but not otherwise, the Management Team may exercise the following powers:

- (i) To raise funds and to invite and receive contributions provided that, in raising funds, the Management Team shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) To buy, take on, lease or exchange any property (excluding land) necessary for the achievement of the Objects and to maintain and equip it for use.
- (iii) Subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Partnership;
- (iv) To establish or support any charitable trusts, associations or institutions formed for all or any of the vision;
- (v) To appoint and constitute such advisory committees as the Management Team may think fit;
- (vi) To do all such other lawful things as are necessary for the achievement of the vision.

D THE PARTNERSHIP FORUM

The Partnership forum is comprised of individuals and organisations which:

1. Support the vision of the Partnership
2. Support the Partnership's Action Plans
3. Propose projects requiring support to the Partnership Management Team
4. Communicate issues and events in their own specialist area.
5. Maintain the independence of the Partnership and its objectives.

MEMBERSHIP OF THE FORUM

Membership of the Partnership Forum shall be open to:

- (i) Any person who is interested in furthering the work of the Partnership and who supports the vision. These members will hereinafter be called "Ordinary members".
- (ii) Any organisation which is interested in furthering the Partnership's work and which supports the vision.
- (iii) Organisations will be represented by a person nominated by that organisation.

Conditions of membership:

- (iv) Members will enhance and develop wider partnership working, bringing together the community.
- (v) All Members must be, in the first instance, nominated by a forum member. Members will have their membership ratified by the Management Team. However, prospective members will be able to come to the Forum on two occasions as a guest before they need to join formally.
- (vi) Members will be required to act, at all times, in the best interests of the Partnership. If it is deemed by the Management Team that any Member is not acting in this manner, the Management Team reserves the right to take action.
- (vii) A list of all members, both Ordinary Members and Member Organisations, will be maintained by the Project/Event Manager. Collectively these will be called "Members".
- (viii) All members will be committed to maintaining the independence of the Partnership in the attainment of its Objects.
- (ix) Members shall have one vote.
- (x) Each Member Organisation shall appoint an individual to represent the views of the organisation and to vote on its behalf at meetings of the Partnership forum; and may appoint an alternative to replace its appointed representative at any meeting of the Partnership Forum if the appointed representative is unable to attend.
- (xi) Each Member Organisation shall notify the name of the representative appointed by it and any alternative to the Project/Event Manager. If the representative or alternative resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (xii) The Management Team may by a majority and for good reason, terminate the membership of any Ordinary Member or Member Organisation; provided that the individual concerned or the appointed representative of the Member Organisation

concerned (as the case may be) shall have the right to be heard by the Management Team, accompanied by a supporter, before a final decision is made.

- (xiii) Representations to the press or any external body relating to past, current or future business of the Partnership by any member must be done in liaison with the Chair, or in the absence of the Chair, the Vice Chair, and/or the Project/Event Manager.
- (xiv) The Partnership Forum will be chaired by the Chair of the Management Team.
- (xv) The forum will meet quarterly with the Management Team to evaluate the Partnership's progress in achieving its objectives.

D Honorary Officers of the Management team

- (i) The Honorary Officers (called the Officers) will be the Chair and the Vice Chair: persons who have served for 12 months will be eligible for nominations of Chair.
- (ii) The Officers will be elected by the members, on an annual basis at the Annual General Meeting, but shall not hold office for more than a full term of 6 years.

E MANAGEMENT TEAM

The Management Team is elected by the forum (with the exception of local authority representatives) to achieve the objectives of the Partnership. The membership of the Partnership Management Team should, where possible, be representative of a cross-section of the residents of Alsager and surrounding areas. The members of the Management Team will be elected by the members, on an annual basis at the Annual General Meeting (AGM). The Management Team will meet at least every six weeks to discuss any issues and progress.

(i) Key Roles:

- (a) Provide the leadership, strategic vision and direction for Alsager Partnership.
- (b) Provide suitable performance management to assure delivery of its objectives.
- (c) To devise strategies to meet the vision of Alsager Partnership.
- (d) Direct and contribute to the Project/Event Manager's roles, responsibilities and workload.
- (e) Develop and agree Work (Action) Plans.
- (f) To confirm the Service Level agreement to be presented to the Town Council
- (g) Research external funding opportunities.
- (h) Where applicable, apply for external funding for future projects.
- (i) Control Finance
- (j) Provide support and advice to community groups.
- (k) Evaluate project proposals from the Management Team, Partnership Forum and others, and agree on outcomes.
- (l) Commission/launch projects including governance arrangements for that project, forming Steering Committees if required.
- (m) Lead, support, reject or defer projects.
- (n) Evaluate performance of projects upon their completion.

The Management Team will consist of up to 9 members and shall include the following:

- a. Six members from the Partnership Forum, to include the Chairman and Vice-Chairman.
- b. One representative of each of the following:
 - Cheshire East Council
 - Alsager Town Council
 - Young person's representative

Note:

- The Project/Event Manager provides the secretariat.
- Finance control and accounting will be provided externally.

ii) The chair and vice chair of the Management Team shall act as Chair and Vice Chair at meetings of the Partnership forum. If the Chair or Vice Chair is absent from any meeting, they should elect a member of the Management Team to be Chair of the meeting before any other business is transacted.

(iii) The proceedings of the Management Team shall not be invalidated by any vacancy amongst their number or by any failure to appoint or any defect in the appointment or qualification of a member. A quorum of one third of the Management Team is required for any meeting to proceed, one of whom shall be Chair or Vice Chair.

iv) To maintain the political neutrality of the Partnership, all elected representatives of political parties are to be precluded from holding any Office or Chair on the Partnership.

v) No person shall be entitled to act as member of the Management Team until they have signed a Declaration of Acceptance and of willingness to act in the interests of the Partnership's objectives.

vi) No member of the management team shall be chargeable or responsible for loss caused by any act done or omitted to be done by him or her or by any other management team member or by reason of any mistake or omission made in good faith by any management team member or by reason of any other matter other than wilful and individual fraud or wrongdoing or actions knowingly beyond the scope of a specific authority or limit thereon on the part of the management team member in question

F MEETINGS AND PROCEDURES OF THE MANAGEMENT TEAM

- (I) The Management Team shall hold at least eight Ordinary Meetings each year. A Management Team meeting may be called at any time by the Chair or by any two members of the Management Team, not less than 4 days' notice being given to the other members of the Management Team of the matters to be discussed.
- (II) There shall be a Quorum when at least one third of members of the Management Team are present at a meeting.

- (III) Every matter shall be determined by a majority of votes of the members of the Management Team. In the case of equal numbers of votes, the Chair of the meeting shall have a casting vote.
- (IV) Minutes of the proceedings of the meetings of the Management Team shall be kept, and those of any sub-committees and be made available to the public.
- (V) The Management Team may from time to time make and alter rules for the conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.

G MANAGEMENT SUB COMMITTEES

- (i) A Management Sub-Committee comprising the Chair and Vice Chair of the Management Team and the Project/Event Manager shall act on behalf of the Management Team in any matter that is of an urgent nature or requiring immediate action where it would be impractical or unreasonable to convene a full meeting of the Management Team. All actions of the Sub-Committee will be reported back to the Management Team for ratification at the earliest opportunity. The Quorum for decision-making shall be any two of the three members.
- (ii) The Management Team may appoint sub-committees including at least one member of the Management Team for the purpose of performing any function or duty which in the opinion of the management team would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any subcommittee shall be fully and promptly reported to the management team. The Management Team shall authorise the terms of reference of sub-committees and may alter them from time to time. Sub-committees may make proposals to the management Team, but may not make decisions and they shall not have expenditure authority.

I ACCOUNTS

The Management Team will hold the accounts on behalf of Alsager Partnership establishing its own bank account and accounting procedures to include:

- i) The keeping of the accounting records for the Partnership
- ii) The preparation of Annual Statements of Accounts for the Partnership
- iii) The auditing or independent examination of the Accounts of the Partnership.

J RECEIPTS AND EXPENDITURE

- I) The funds of the Partnership, including all donations, contributions and bequests, shall be paid into an account operated by the Management Team in the name of Alsager Partnership.
- II) The funds belonging to the Partnership shall be applied only in furthering the objective identified at Clause C.

K ACTION PLAN

The Partnership's Action Plan will be determined on an annual basis and will be updated periodically. This will be done before the AGM to ensure it can be discussed at the AGM. Projects/events are welcomed from the forum for inclusion in the action plan.

L MANAGEMENT TEAM MEMBERS NOT TO BE PERSONALLY INTERESTED

- (I) No member of the Management Team shall acquire any interest in property belonging to the Partnership or receive remuneration or be interested (otherwise than as a member of the Management Team) in any contract entered into by Management Team.
- (II) All Management Team members should declare any interest or potential interest that may arise in respect of a project, contract or other matter to which the Partnership is or may become a party. The Project/Event Manager will maintain a register of the declared interests, which details the nature and extent of those interests. The register will be made available to members of the public. Where a conflict of interest is declared the member should not influence any decision on the matter. He/she should abstain from any vote and withdraw from the meeting room whilst the relevant matter is being discussed.
- (III) No contract or other award should be made to a member of the Management Team's company or any other organisation or group in respect of which an interest has been declared without the prior approval of the Management Team. Whenever members are unsure of the seriousness of a potential conflict of interest, they should raise the issue in advance and seek Management Team guidance. Where there is any doubt they should err on the side of caution and withdraw.

M THE ANNUAL GENERAL MEETING

- (I) There will be an AGM of the Partnership Forum, which shall be held on an annual basis and within 13 months of the previous AGM.
- (II) The AGM shall be called by the Management Team. At least 21 days' notice of the Annual General Meeting will be given to the public and all the members of the Partnership. All the members of the Partnership and interested parties shall be entitled to attend the meeting, although only forum members are entitled to vote.
- (III) The Management Team shall present to each AGM the Annual Report and Accounts of the Partnership for the preceding year.
- (IV) To present Alsager Partnership's Action Plans for the coming year to the forum members

N ELECTING NEW MEMBERS ONTO THE MANAGEMENT TEAM

- (I) Nominations of any candidate from amongst the membership of the forum must be in the hands of the Project/Event Manager of the Management Team at least 7 days before the AGM. Should nominations exceed vacancies, elections shall be by ballot.

O CO-OPTED MEMBERS OF THE MANAGEMENT TEAM

A co-opted member is any individual who is asked by the Management Team to perform a specific task. This task may or may not have a time limit. The co-opted members will be volunteers for the Partnership. There will be a maximum of 3 co-opted members on the Management Team at any one time. The co-opted members will have full voting rights during their term of office. The co-opted members will agree to the objectives of the Partnership. An individual cannot be co-opted more than three times in succession.

P EXTRAORDINARY GENERAL MEETINGS (EGM)

The Management Team may call an EGM of the Partnership at any time. If at least one third of the members request such a meeting in writing stating the business to be considered, the Project/Event Manager shall call such a meeting at least 21 days' notice must be given. The notice must state the business to be discussed.

Q ADMINISTRATION

Subject to matters set out below, the Partnership and its property shall be administered and managed in accordance with this Constitution by the members of the Management Team, constituted by clause G of this Constitution ("**the Management Team**").

R TERMINATION OF THE MEMBERSHIP OF THE MANAGEMENT TEAM

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

- (i) If a member of the Management Team's behaviour is deemed to be unacceptable: after due process, that member will be asked to leave by the Management Team.
- (ii) Is absent without valid reason given to and accepted by the Management Team from all their meetings held within a period of six months and the Management Team resolve that his or her office (membership) be vacated or
- (iii) Notifies to the Management Team a wish to resign

S Alterations to the Constitution

The constitution may be altered in any way by a resolution passed by not less than two thirds of the members present and voting at Annual General Meeting. The agenda of the Annual General Meeting must include notice of the resolution, setting out the details of the alterations proposed.

T DISSOLUTION OF THE PARTNERSHIP

If it is decided that it is necessary or advisable to dissolve the Partnership, (the forum and the Management Team) a meeting of all members of the Partnership will be called of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Management Team shall have power to realise any assets held by or on behalf of the Partnership. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to a body having objectives similar to the objectives of the Partnership as the members of the Partnership may determine or failing that shall be applied for some other charitable purpose.

This amended constitution was adopted by Partnership members at the EGM on 23 November 2015

I certify that it is a true copy

Signed.....

Chairman.....

Date of Certification.....