

---

# HOLMES CHAPEL PARTNERSHIP

## Constitution

### A. Name

The name of the Association is Holmes Chapel Partnership (“the Partnership”)

### B. Administration

Subject to the matters set out below the Partnership and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause (G) of this constitution (“the Executive Committee”).

### C. Objects

The Partnership’s objects (“the objects”) are to:

- enable the Holmes Chapel community to identify and carry out initiatives which will create an improved environment and continue to sustain the wellbeing of all those who live, work and trade in the area
- represent all aspects of village life including retailers, commercial businesses, social groups and residents.
- be independent of any political party, religious organization or local council.
- lobby for improvement to the retail, business and transport environments
- organize or support community events which encourage retail, trade and community involvement
- lobby for and carry out work to improve the social facilities and public buildings within the village for use by all age groups
- liaise with other town partnerships (in Sandbach, Middlewich, Alsager and Congleton), using their combined experience to seek grant funding for projects.

### D. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property (excluding land) necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Partnership;
- (iv) power to co-operate with charities, voluntary bodies and statutory authorities operating in furtherance of the objects and to exchange information and advice with them;
- (v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (vi) power to appoint and constitute such advisory committees as the Executive Committee may think fit;

- 
- (vii) power to do all such other lawful things as are necessary for the achievement of the objects.

## **E. Membership**

Membership of the Partnership shall be open to:

1. Any person who is interested in furthering the work of the Partnership and who supports the vision and aims and objectives set out in the accepted Action Plan and laid down from time to time by the Executive Committee. These members will hereinafter be called "Ordinary Members".
2. Any body corporate or incorporated association which is interested in furthering the Partnership's work and who supports the vision and aims and objectives set out in the accepted Action Plan. These members will hereinafter be called "Member Organisations".
3. All Members will have their membership ratified by the Executive Committee.
4. A list of all members, both Ordinary Members and Member Organisations, will be maintained by the Project Officer. Collectively these will be called "Members".
5. All Members will be committed to maintaining the independence of the Partnership in its attainment of its Objects.
6. Every Ordinary Member and each Member Organisation shall have one vote.
7. Each Member Organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the partnership; and may appoint a stand-in to replace its appointed representative at any meeting of the Partnership if the appointed representative is unable to attend.
8. Each Member Organisation shall notify the name of the representative appointed by it and of any alternative to the Project Officer. If the representative or stand-in resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
9. The Executive Committee 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 Executive Committee, accompanied by a friend, before a final decision is made
10. 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 Officer.
11. Members will enhance and develop wider partnership working, bringing together the community.
12. Members will be required to act, at all times, in the best interests of the Partnership. If it is deemed by the Executive Committee that any Member is not acting in this manner, the Executive takes the right to take action as detailed in E.8 above.
13. Representatives for Members organisations will have a defined role on the partnership clarified before the Executive Committee ratifies their membership of the Partnership.
14. Representatives from Member Organisations will report to their organisation all relevant matters and activities of the Partnership

---

## **F. Honorary Officers**

1. The honorary officers (called the Officers) will be Chair, Vice Chair, Secretary and Treasurer. Persons who have served on the Executive Committee for 12 months will be eligible for nominations of chair.
2. The officers will be elected by the members at the Annual General Meeting (AGM).
3. Officers shall hold office from the conclusion of that meeting for a period of 24 months or until the next AGM.

## **G. Executive Committee**

1. The Executive Committee shall have up to fourteen members eight of whom, in the first instance, will be taken from the former Holmes Chapel Parish Plan Implementation Group.
  - (i) Where such planning implementation group members are elected as honorary officers they will be treated in accordance with F.3 above.
  - (ii) Where such members serve as ordinary members they will be treated in accordance with G.2 below.
2. The Executive Committee will comprise:
  - (i) The four Honorary Officers specified in Clause F.1 above
  - (ii) One representative of each of the following Member Organisations:
    - Cheshire East Council,
    - Holmes Chapel Parish Council,
  - (iii) Not more than eight ordinary members
3. The ordinary members will be elected and/or re-elected as appropriate at each AGM and will serve until the next AGM. No member or representative of members organisations will serve for more than six years
4. The proceeding of the Executive Committee 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.
5. To maintain the political neutrality of the Partnership all elected representatives of political parties are to be precluded from holding any office of chair on the Partnership.
6. No person shall be entitled to act as member of the Executive Committee until they have signed a declaration of acceptance and of willingness to act in the interest of the Partnership's vision and aims and objectives as set out in the accepted action plan.
7. The Executive Committee will set up such "Task and Finish Groups" as sub-committees as are deemed necessary for the running of Projects required for successful operation of the Partnership. Each Task and Finish Group will have a Chair from the Executive Committee, or a chair appointed from elsewhere who will be Co-opted on to the Executive Committee for the duration of the Task.
8. A member of the Executive Committee shall cease to hold office if he or she:
  - (i) Becomes incapable by reason of mental disorder, illness or injury or managing and administering his or her own affairs;
  - (ii) Is absent without valid reason given to and accepted by the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
  - (iii) Notifies to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).

---

## **H. Executive Committee Members Not to be Personally Interested**

1. No member of the Executive Committee shall acquire any interest in property belonging to the Partnership or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
2. All Executive Committee 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 Officer 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.
3. No contract or other award should be made to a Member of the Executive Committee, company or any other organisation or group in respect of which an interest has been declared without the prior approval of the Executive Committee. Whenever members are unsure of the seriousness of a potential conflict of interest, they should raise the issue in advance and seek Executive Committee guidance. Where there is any doubt they should err on the side of caution and withdraw.

## **I. Meetings and Procedures of the Executive Committee**

1. The Executive Committee shall hold at least four ordinary meetings each year. A special executive meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
2. The Chairman and Vice Chair shall act as Chair and Vice Chair at meetings of the Executive Committee. If the Chair or Vice Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of the members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee 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.

## **J. Management Sub-Committee**

A management Sub-Committee comprising the Chair, Vice Chair of the Partnership, and Holmes Chapel Project Officer shall act on behalf of the Executive Committee 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 Executive Committee. All actions of the sub-committee will be reported back to the Executive Committee for ratification at the earliest opportunity. The quorum for decision-making shall be any two of the three members.

---

## **K. Independence of Partnership**

The Officers, Executive Committee and Members will always ensure that the Partnership is independent of any body corporate or incorporate association at all times

## **L. Receipts and Expenditure**

1. The funds of the Partnership, including all donations contributions and bequests, shall be paid into an account operated by Holmes Chapel Partnership in the name of the Partnership
2. The funds belonging to the Partnership shall be applied only in furthering the objects.

### **Accounts**

Holmes Chapel Partnership will hold the accounts on behalf of Holmes Chapel Partnership establishing its own bank account and accounting procedures to include:

1. The keeping of the accounting records for the Partnership
2. The preparation of annual statements of account for the Partnership
3. The auditing or independent examination of the accounts of the Partnership
4. Each partner shall be responsible for the recovery of VAT, as permitted, on any Goods or services it procures on behalf of the Partnership

## **M. Action Plan**

The initial Action Plan shall be derived from the Actions listed in the 2009 Holmes Chapel Parish Plan.

## **N. Annual General Meeting (AGM)**

1. There shall be an AGM of the Partnership, which shall be held in the month of April in each year or as soon as practicable thereafter.
2. Every AGM shall be called by the Executive Committee. 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.
3. The Executive Committee shall present to each AGM the annual report and accounts of the Partnership for the preceding year.
4. Nominations for election to the Executive Committee must be made by members of the Partnership in writing and must be in the hands of the Project Officer of the Executive Committee at least 14 days before the AGM. Should nominations exceed vacancies, elections shall be by ballot.

## **O. Extraordinary General Meetings (EGM)**

The Executive Committee 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 Officer shall call such a meeting; at least 21 days must be given and the notice must state the business to be discussed.

### **Procedure at General Meetings**

1. The Project Officer or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Partnership.

- 
2. There shall be a quorum when at least one tenth of the number of members for the Partnership for the time being or ten members of the Partnership, whichever is the greater, are present at any general meeting.

**P. Dissolution**

If the Executive Committee should decide that it is necessary or advisable to dissolve the Partnership it shall call a meeting of all members of the Partnership, 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 Executive Committee 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 objects similar to the objects of the Partnership as the members of the Partnership may determine or failing that shall be applied for some other charitable purpose.

This constitution was adopted at a meeting of the Executive Committee of the Partnership on

12<sup>th</sup> January 2011

Signed

