

## Establishment of an Association called Clean Air for Leamington

### 1. The Name, Geographical Reach, and Status of the Association

The founders and steering group of Clean Air for Leamington have unanimously decided to create an Association called Clean Air for Leamington. Clean Air for Leamington shall pursue its vision and aims in the geographical boundaries of Royal Leamington Spa in the County of Warwickshire. It shall, at the discretion of its Management Committee, further its vision and aims in other areas of Warwick District and the County of Warwickshire, working with sister organisations.

Clean Air for Leamington shall be an unincorporated association in law. This is the Constitution and Rules of Procedure for the Association.

### 2. The Vision and Aims of Clean Air for Leamington

Clean Air for Leamington wants Royal Leamington Spa to be a town:

- with excellent air quality everywhere
- where people - walkers and cyclists, babies in pushchairs and mobility scooter users - are prioritised over motorised traffic
- where there is a high degree of active travel
- where people actively support campaigns and measures that promote clean air.

In order to achieve this vision Clean Air for Leamington will aim to:

- raise the community's awareness of the problem of air pollution and its impacts on health and wellbeing
- raise the community's awareness of CAfL, its vision and plan of activities and how everyone can contribute
- collaborate with other 'interest groups' and sister organisations to coordinate activities and focus resources
- work with, support and influence the Town, District and County councils
- devise, lead, co-ordinate and facilitate specific initiatives and events - e.g. School Streets, anti-idling campaign etc.

### 3. Membership

Any person who supports the vision and aims of the Association may become a member of Clean Air for Leamington on registering with the Management Committee and on payment of any membership fee adopted by the Association at an Annual General Meeting. The Membership Secretary of the Association shall keep a record of membership which shall be for twelve months, renewable, dated from the Annual General Meeting.

#### 4. Approval of Constitution and Rules

The members shall approve the Constitution and Rules of Procedure of the Association and any proposed changes to those. All members shall be collectively responsible for the actions of the Association and agree to abide by the decisions of its Management Committee.

#### 5. Establishment of a Management Committee, its Membership, and Terms of Reference

##### (a) Establishment and Membership

The Association shall have a Management Committee, which shall act on behalf of the members of the Association in all matters other than in approving the Association's constitution and rules or any proposed amendments to those. The Officers of the Management Committee shall be a Chair, a Secretary, a Membership Secretary, and a Treasurer.

Additional roles and membership of the Management Committee may be given to other members as the Management Committee shall decide.

The Management Committee may fill vacancies on the Committee arising during the year by co-opting Members.

##### (b) Powers of the Management Committee

The Management Committee shall take decisions on behalf of the members of the Association other than to change the Constitution or the Rules of Procedure. It shall have the power to do all such other lawful things as are necessary for the achievement of the Vision and Aims of the Association.

Specifically:

- i. The Management Committee shall have the power to raise funds and to invite and receive contributions.
- ii. The Management Committee shall establish a budget for the Association and provide a report to the members of the Association's activities and finances periodically and on its dissolution.
- iii. The Management Committee shall have the power to co-operate with other voluntary bodies, charities and statutory authorities operating in furtherance of the objects or of similar objectives and to exchange information and advice with them. Organisations, which support the Association's vision and aims, may become affiliated with the Association.
- iv. The Management Committee shall have the power to create sub-committees as it may deem necessary. The constitution and modus operandi of such sub-committees shall be determined by the Management Committee.

- v. The Management Committee may terminate a member's membership by a vote of simple majority for due cause and with reason. The member concerned must personally be given one month's notice in writing. The member shall have the right to be heard by the Management Committee before any decision is taken and shall have the right of appeal to the next Management Committee meeting, whose decision shall be final.

#### (c) Rules of Procedure

Management Committee meetings and discussions may take in person, virtually, or by email discussion. Decisions of the Management Committee must be taken at meetings or by correspondence if that is the unanimous view of its members.

Any Officer or member of the Management Committee must declare any relevant personal interest. The Committee shall have the right to determine in the case of a conflict of interest whether that Member shall recuse themselves from the meeting, or be allowed to speak or engage in discussion by email or otherwise but not vote, or be allowed to speak or engage in discussion by email or otherwise and vote.

If a Committee Member is absent from two consecutive Management Committee Meetings or two months, whichever is the longer period, without apology, the Management Committee may deem that they have resigned.

#### 6. Banking Facilities and Funding

The Management Committee shall arrange banking facilities for the Association. The authorising signatories for the banking facilities shall be the Treasurer and the Chair and any other officer unanimously appointed for that purpose by the Management Committee. The Treasurer plus one other of the signatories or, in his absence or inability to act, any two other authorising signatories, may authorise expenses or payments to members of the Association or to third parties.

The sources of funding for the Association shall be determined unanimously by the Management Committee.

#### 7. Annual General Meetings

Annual General Meetings (AGMs) shall take place no less than 11 months, and not more than 15 months from the date of the previous AGM.

The Secretary will notify all members of the date of the meeting and the business to be transacted not less than one month before the Annual General Meeting

The business of an AGM shall include:

- a) Report on the Management Committee's work over the last year
- b) Report from any Sub-Committees of the Management Committee

- c) Presentation of a statement of accounts, reviewed by an independent examiner.
- d) Election of a new Management Committee.
- e) Amendments to the Constitution if necessary, subject to members being advised of the proposed changes in advance of the AGM not less than one month before its date.
- f) Appointment of the independent examiner of the accounts for the forthcoming year.
- g) The quorum shall be 10, including at least two Committee Officers.

#### 8. Extraordinary General Meetings

An Extraordinary General Meeting (EGM) may be convened on a decision of the Management Committee and also upon the written request to the Secretary of five members of at least six months standing.

The Secretary shall give one month's notice to all members of an EGM and the business to be transacted.

At an EGM, the Constitution may be changed, membership criteria amended, and policies amended.

In all other respects, the rules of the EGM shall be the same as for an AGM.

#### 9. Equal Opportunities

The Association recognises that certain groups and individuals are discriminated against in society. The Committee shall be opposed to such discrimination and committed to equality of opportunity in its business, in its relations with its members, and with others.

The Association shall ensure that in all its dealings no one shall be disadvantaged because of any protected characteristic recognised in law (specifically the Equality Act 2010).

#### 10. Amendments to the Constitution

Any amendment to this Constitution shall be made at an EGM or AGM.

#### 11. Dissolution

The Association can be dissolved and wound up if this is proposed at an Extraordinary General Meeting (EGM) for this purpose called in accordance with this Constitution, and two-thirds of the members present at the EGM agree with the proposal.

On the dissolution of the Association, any unused funds shall be donated to voluntary organisations or charities with similar aims and objectives of the Association by the Management Committee.

#### 12. Temporary Provisions Relating to the Management Committee

Prior to the inaugural AGM of the Association, the officers and members of a Management Committee shall be formed by the members of the steering group