



malvern spa association
Constitution

1. Malvern Spa Association

Malvern Spa Association will

1.1 Be called the Malvern Spa Association, here afterwards referred to as 'The Association'.

1.2 Be a non-profit making organisation

1.3 The Association shall be managed by an Executive Committee of trustees who are appointed at the Annual General Meeting (AGM) of The Association.

2. Purposes

- Increase individual and collective knowledge of Malvern's water with its historical & contemporary context including Great Malvern as a Spa Town.
- Preserve and maintain historic Malvern Hills water traditions and celebrate the benefits of Malvern water by the annual Well Dressing Festival and other well dressing events.
- Promote the conservation, restoration, development and protection of Malvern water sources & sites within Malvern Hills Area Outstanding Natural Beauty (AONB) & the Abberley & Malvern Hills Geopark in association with the Malvern Hills Conservators, the Herefordshire and Worcestershire Earth Heritage Trust and private landowners.

In order to carry out the Purposes, the trustees of The Association have the power to:

2.2 Raise income from membership subscriptions, fundraising and any other activity that promotes the Purposes of The Association

2.3 To apply for funds, receive grants and donations to carry out the work of the Association.

2.4 To co-operate with and support other charities with similar purposes

2.5 To undertake any other activity that is lawful and necessary to achieve the Purposes

3. Structure

3.1 The Membership

3.1.1 Composition: Membership will be open to any individual over the age of 18 or body who wishes to support the Purposes of the Association and who applies to the trustees to become a member. Members must abide by the Constitution and its supporting documents. Once accepted by the trustees, membership lasts for 1 year and may be renewed. The trustees will keep an up-to-date membership list.

- 3.1.2 Liability:** Member's individual liability will be limited to the extent of their membership fee, other than liability under the law of the land.
- 3.1.3 Lapsed Members:** Membership will lapse from those members not paying their annual subscription within six months of the due date. (See 6.2.1)
- 3.1.4 New members:** The Executive Committee will have the power to pro-rata subscriptions for new members in the year in which they join.
- 3.1.5 Exclusions:** The trustees may remove a person's membership if they believe it is in the best interests of the Association. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend. The Executive Committee may, in accordance with the appropriate procedures and codes of conduct, exclude any member or refuse any application for membership and that decision shall be final.

3.2 The Executive Committee (The Trustees)

- 3.2.1 Meetings:** The Executive Committee will meet at least four times a year. Minutes must be kept for every meeting.
- 3.2.2 Composition:** The Executive Committee (Trustees) will comprise not more than nine members of the Association elected annually at the AGM. Trustees will act by majority decision. At least three trustees must be present at the meeting to be able to take decisions.
- 3.2.3** No person will be elected or appointed to The Executive Committee unless that person has been proposed and seconded and signified their willingness to stand.
- 3.2.4** All members of the Executive Committee, including co-opted members, shall be bound by current codes of conduct. If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- 3.2.5 Co option:** The Executive Committee may co opt up to three further members as trustees of the Association and they will be entitled to vote at Executive Committee Meetings. They will stand down at the next AGM.
- 3.2.6 Officers:** The Officers of the Executive Committee shall be appointed by the members present at the Annual General Meeting. These Officers are: The Chairman; the Vice Chairman; the Secretary; The Treasurer.
- 3.2.7 Other Officer Posts:** The Executive Committee may create and dissolve other officer posts, as necessary, at any time.
- 3.2.8 Delegated Powers:** The Executive Committee will have full, delegated powers to conduct the business of the Association in accordance with its agreed purposes.
- 3.2.9 Liability of Trustees (Officers & Executive Committee Members):** Shall be in accordance with the rules of The Charity Commission governing Trustee Liability.
- 3.2.10 Procedural Documents:** The Executive Committee (trustees) shall draw up as necessary, and amend the: Codes of Conduct; Roles and Responsibilities of Posts; Relevant Procedures. The trustees may make reasonable additional rules to help run the Association. These rules must not conflict with this constitution or the law.

- 3.2.11 Creation of Sub Committees:** The Executive Committee (trustees) may create and dissolve Sub-Committees as necessary, at any time, in accordance with current procedures.
- 3.2.12 Relinquishing posts:** The Trustees (Officers & Executive Committee members) will relinquish their posts at the Annual General Meeting.
- 3.2.13 Re-Election of Officers:** Retiring officers & Executive Committee members will be eligible for re-election at the Annual General Meeting.
- 3.2.14 Resignation of Officers:** Officers and Executive Committee members who resign may not stand for re-election.

3.3 Chairman

- 3.3.1 Election of Chairman:** The Chairman will be proposed at the Annual General Meeting and elected by members present.
- 3.3.2 Extraordinary Circumstances:** The Chairman is empowered to deal with extraordinary circumstances, in accordance with procedures, but must report the actions taken at the next possible opportunity to The Executive Committee. Such extraordinary powers do not include committing The Association's funds.

3.4 Vice Chairman

- 3.4.1 Election of Vice Chairman:** The Vice Chairman will be proposed at the Annual General Meeting and elected by members present.

3.5 Secretary:

- 3.5.1 Election of Secretary:** The Secretary will be proposed at the Annual General Meeting and elected by members present.

3.6 Treasurer:

- 3.6.1. Election of Treasurer:** The Treasurer will be proposed at the Annual General Meeting and elected by members present.

4. Non-Officer Roles

4.1. Honorary President:

- 4.1.1** An honorary President of suitable stature who can offer relevant knowledge and experience may be elected by the Executive Committee to undertake an advisory role for a period of three years. The appointment carries no executive authority. Presidents may be invited by the MSA Chairman to attend meetings or events appropriate to their office.

- 4.2. Advisors:** Advisors may be invited by the Executive Committee to contribute to, or attend, meetings on a temporary basis. Advisors will not have a vote.

4.3. Competent Examiner (Financial Accounts):

- 4.3.1** Appointment: A competent examiner will be appointed by the Executive Committee (trustees) at the AGM
- 4.3.2** The Competent Examiner shall not be a member, nor related to a member, of The Association.

5. Meetings

5.1 Annual General Meetings (AGM):

5.1.1 The Association will hold a General Meeting of members within eight weeks of the end of the Association's financial year, which will be the Annual General Meeting (AGM). (See 6.1.1). Minutes must be kept of the AGMs. There must be at least 6 Members (or 10% of the Membership, whichever is the greater) present at the AGM.

5.1.2 Business of the AGM:

5.1.2.1 Apologies for Absence

5.1.2.2 The Chairman's Annual Report

5.1.2.3 The Treasurer's Annual Report & Accounts

5.1.2.4 Approve and adopt the examined accounts for the previous financial year.

5.1.2.5 Election of The Executive Committee (Trustees) for the coming year. Any Member may stand for election as a trustee. Trustees serve for one year until the next AGM but may stand for re-election. Every Member has one vote.

5.1.2.6 Proposal of Officers by The Executive Committee and election by members present.

5.1.2.7 Appointment of a Competent Examiner (Financial Accounts)

5.1.2.8 Other business as specified on the agenda.

5.1.2.9 All resolutions will be passed by a simple majority. In the event of a tie the Chairman will have a casting vote.

5.1.3 Notification of AGM:

5.1.3.1 No less than fourteen days notice of an AGM shall be given to every member

5.1.3.2 A copy of the agenda will be made available to every member not less than fourteen days before the meeting. (If members require a copy of the accounts, or any other relevant papers, they must request them not less than ten days prior to the meeting.)

5.3 Special General Meetings (SGM):

5.3.1 Calling an SGM: The Executive Committee (Trustees) or, by written notice served on the Secretary, by not less than six members (or 10% of the membership, whichever is the larger) may call an SGM at any time. Minutes must be kept of an

SGM. There must be at least 6 paid-up Members (or 10% of the Membership, whichever is the greater) present at an SGM.

- 5.3.2. No less than fourteen days notice of an SGM shall be given to every member
- 5.3.3 Costs of the SGM: At the Executive Committee's discretion, the cost of calling an SGM will be paid in advance (prior to the calling of the meeting) by those members wanting an SGM, and will not be a cost to the Association.
- 5.3.4 Trustees may also call a General Meeting to consult the membership. All resolutions will be passed by a simple majority. In the event of a tie the Chairman will have a casting vote.

5.4. Executive Committee (Trustee) Meetings.

All committee meetings shall be conducted in accordance with current procedures. The trustees may make reasonable additional rules to help run the Association. These rules must not conflict with this constitution or the law.

6. Money & Property

6.1 Finance

- 6.1.1 The Association's financial year will run from 1st May to 30th April each year.
 - 6.1.2 Money and property must only be used for the Association's Purposes.
 - 6.1.3 Trustees must keep accounts. The most recent annual accounts will be provided, within a reasonable time period, to anybody on request.
 - 6.1.4 Except with the prior written approval of the Charity Commission no trustee may:
 - receive any benefit in money or in kind from the charity; or
 - have a financial interest in the supply of goods or services to the charity; or
 - acquire or hold any interest in property of the charity (except in order to hold it as trustee of the charity)
 - 6.1.5 Money must be held in the Association's bank account. All cheques must be signed by two trustees.
- #### **6.2 Subscriptions**
- 6.2.1 Subscription Date: Membership subscriptions will be due on the first day of the Association's financial year. (see 6.1.1)
 - 6.2.2 Subscription Amount: Subscriptions will be levied on members at such rates as agreed at the Association's AGM.
 - 6.2.3 New Members: The Executive Committee will have the power, in accordance with current procedures, to pro-rata subscriptions for new members in the year in which they join.
 - 6.2.4 Free Membership: At the discretion of the Executive Committee and in accordance with current procedures, an individual or organization may be granted free annual membership.

- 6.2.5** Members voting at the AGM or SGM must have paid their current annual subscription.

7 Constitutional Changes

- 7.1** The Constitution of the Association shall not be amended except on the authority of two-thirds majority of the members present and voting at an AGM, or at an SGM duly convened for the purpose. No alteration shall be made which would cause the Association to cease to be a Charity in law *provided further that* no amendment shall be made to Clause 2, Clause 8 or this clause without the prior written approval of the Charity Commission having been obtained.
- 7.2** A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.
- 7.3** Notice of any proposal to alter the Constitution will be received by the Secretary not less than 28 days prior to the General Meeting at which the proposal is to be brought forward.
- 7.4** The Secretary shall give not less than 21 days notice of the proposal to all registered members of the Association.

8 Dissolution of the Association

- 8.1** If the charity trustees decide that it is necessary or advisable to dissolve the charity, they shall call a meeting of all members of the charity 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 charity trustees shall have power to realise any assets held by or on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the object of this charity as the members of the charity may determine, or, if that cannot be done, shall be applied for some other charitable purpose.
- 8.2** If neither the Association nor any of its committees has met for a period of thirteen calendar months following the last AGM the Association will be deemed to have ceased to act.

9.0 Setting Up The Malvern Spa Association as a Charitable organization.

This constitution was adopted on Monday 6th December 2010 by the people whose signatures appear below. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

Signed

Print name and address

1	
2	

(Continued on page 7)

Trustees of the Malvern Spa Association (Continued from page 6)

Signed

Print name and address

3

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