

## CONSTITUTION

### A. NAME

The name of the Association is Broadway Market Traders and Residents Association (subsequently called the Association)

### B. BOUNDARIES

The Association covers the defined area of: Broadway Market and Mews, Dericote Street, Croston Street, Westgate Street, Brocking Street and leading from the northern end of Broadway Market onto Landsdowne Drive to the traffic lights—as indicated by boundary lines on the attached map

### C. ADMINISTRATION

Subject to the matters set out below the Association shall be administered and managed in accordance with this constitution by members of the Committee constituted by clause H of this constitution.

### D. AIMS

1. The Association's aims are:

- a. To represent and protect the interests of those living, working or operating a business within the defined area in decision-making processes that affect standards of life, work and environment in the area.
- b. To promote local regeneration, which benefits residents and traders such as housing improvements, employment for local people, enhanced shopping, cultural and community facilities and protection of open spaces and the environment.
- c. To initiate, set criteria for and manage a Farmers Style Market on Broadway Market, initially for Saturdays, extending to further days as appropriate, as agreed in full consultation with all interested parties.
- d. To foster enjoyment of social, cultural and artistic activities by local people and to uphold equal opportunities and work for good relations amongst all members of the community.
- e. To link with other groups and individuals who share similar aims, to stimulate wider public interest and promote the facilities of the area.
- f. To create a realistic and innovative long-term plan for the area.
- g. To carry out research on local issues and do all other lawful activities as are appropriate to achieve the aims of the organisation.

2. The above aims shall be further described and defined by a 'Mission Statement' to be drawn up by the Executive Committee and approved by the next General Meeting thereafter

**E. POWERS**

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

1. power to raise funds and to invite and receive grants, donations and other contributions
2. power to buy, or lease and to maintain any equipment or materials necessary for the achievement of the aims
3. power to buy, lease or in exchange any property necessary for the achievement of the aims and to maintain and equip it for use
4. power to sell, lease or dispose of all or any part of the property of the Association;
5. power to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
6. power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the aims and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
7. Power to initiate, set policy for and manage appropriate events and activities including a Farmers Style Market and on other appropriate days in the defined area.
8. power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format and to hold intellectual property rights in any such material
9. power to co-operate with other organisations in furtherance of the aims and to exchange information and advice with them;
10. power to provide indemnity insurance cover for members of the Committee (or any of them) out of the funds of the organisation. Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Committee (any of them) knew to be a breach of duty or breach of trust or which was committed in reckless disregard whether it was a breach of duty or breach of trust or not.
11. power to do all such other lawful things as is necessary for the achievement of the aims.

**F. MEMBERSHIP**

1. Ordinary Membership of the Association shall be open to any individual over 18 years of age, living, working or operating a business in the defined area who supports the objectives of the Association. Membership will be open with equal opportunities, regardless of sex, sexuality, race, creed or ability, and regardless of unrelated criminal conviction.
2. Every member shall have one vote.
3. Associate membership is open to any individual who may not meet the requirements as set out in F.1. above, but who supports the objectives of the organisation.

4. Organisations or Associations, which are interested in furthering the Association's work, can join the Association as a member organisation. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend.
5. The committee shall have the right for good and sufficient reason to terminate or refuse the membership of any individual by majority vote but only after the individual has had the opportunity of being heard by the Committee.

#### **G. SUBSCRIPTIONS**

Membership fees shall be set annually at the Annual General Meeting.

#### **H. HONORARY OFFICERS AND COMMITTEE**

1. At the annual general meeting of the Association the members shall elect from amongst themselves a Chairperson, a Secretary and a Treasurer. These Honorary Officers will hold offices from the conclusion of that meeting.
2. The Committee shall consist of an even number of not less than 8 members and not more than 14 members including Honorary Officers. The Committee will be divided into an equal number—50% residents and 50% of traders with 2 of the traders representing the Farmers' Style Market traders. The market traders representation could be revised if other market trading days are introduced
3. The committee will be elected at the Annual General Meeting and will be responsible for managing and Association and ensuring that decisions made at General Meetings are carried out for convening General Meetings and for overseeing the Association's finances. The committee shall meet not less than 8 times per year, will ensure that minutes are kept of all meetings of the Association and maintain an up-to-date membership list. The quorum for any Committee Meeting shall be 5 members.
4. All the members of the Committee shall retire from office together at the end of the Annual General Meeting after the date on which they came into office but they may be re-elected or re-appointed.
5. The Committee shall have the power to co-opt up to 2 individual and/or representative members of groups and associations with linked interests onto the Committee and its working parties.
6. The Committee shall have the power to co-opt up to 2 individual and/or representative members of groups and associations with linked interests onto the Committee and its working parties.
7. The Committee may form working parties from the membership to deal with issues as they arise and as necessary. Any working party so formed shall report back to the Committee before any decision is taken.

8. The Officers, Committee and any working party shall be accountable to the membership and shall report back to each General Meeting.
9. If a Committee member misses three consecutive meetings without written excuse, or notifies the Committee in writing of his or her wish to resign, a new member will be elected at the next General Meeting.
10. If vacancies occur among the officers or in the Committee, the Committee shall have the power to fill them from among their members until the next General Meeting of the Association.

**I. ANNUAL GENERAL MEETINGS**

The Committee shall call an Annual General Meeting within 15 months of the last one, with the purpose of: receiving the Annual Report of the Committee and the statement of accounts; accepting resignations of Committee members and Officers, and of electing a Committee and Officers for the coming year; considering and voting on any other business of which due notice has been given. Not less than 21 days notice of the Annual General Meeting shall be given to all members of the Association.

**J. GENERAL MEETINGS**

Not less than four meetings per year shall be General Meetings of the Association open to all members to speak and vote. Not less than 21 days notice of the meeting, and an agenda stating the business to be discussed, shall be given to all members.

**K. SPECIAL GENERAL MEETINGS**

The Committee may at any time call a Special General Meeting of the Association. If at least ten members of the Association request such a meeting in writing stating the business to be considered the secretary shall call a meeting without delay. At least 21 days notice and an agenda of the business to be discussed must be given.

**L. CONDUCT OF BUSINESS**

1. At all meetings decisions shall be made by a show of hands unless the meeting resolves otherwise. Associate members will be entitled to speak at meetings but will not be entitled to vote.
2. The quorum for all General Meetings or Special General Meetings shall be not less than 2 Officers and 15 or 25% of the members, whichever is the lower. Any major disagreement that remains unresolved will accept an outside independent arbiter to mediate, who must determine a final outcome.
3. At meetings any offensive or disruptive behaviour, including racist, sexist or inflammatory remarks shall not be permitted and will constitute a breach of reasonable manner.
4. At General Meetings and Special General Meetings the Secretary or some other person appointed by the meeting shall keep a full record of proceedings.

**M. ALTERATIONS TO THE CONSTITUTION**

The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. 21 days' prior notice must be given to all members.

**N. DISSOLUTION**

If the Committee, by a two thirds majority, decides at any time to dissolve the Association, they shall give at least 21 days notice of a General or Special meeting to all members. If such a decision shall be confirmed by a two-thirds majority of those present and voting at the meeting, the Committee shall have the power to dispose of any assets held by, or in the name of the Association. Any assets remaining after the Organising Committee has ensured that all liabilities are discharged, shall be given to an organisation having aims similar to this organisation.

This Constitution was adopted as the Constitution of Broadway Market Traders and Residents Association on 9th day of September 2004.