



<u>Committee and Date</u> Shropshire Hills AONB Partnership 7 February 2012	<u>Item</u> 7
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FRIENDS OF THE SHROPSHIRE HILLS AONB DRAFT CONSTITUTION

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Summary

This paper seeks endorsement of a draft constitution for the Friends of the Shropshire Hills AONB, to facilitate the group's development as a vehicle for community engagement with the AONB, and fund-raising, in the foreseeable future for the Sustainable Development Fund.

Recommendation

The Partnership is recommended to endorse the draft constitution.

Background

1. Two meetings were held in the spring of 2011 with current members of the Friends interested in developing the group further. An action arising out of this was to draft a constitution for the group which would support greater volunteer participation, enable it to receive subscriptions directly and progress towards charitable status. Some work was done on a draft by both volunteers from the group and staff members. This brought to the surface some differing visions and perceptions of what the Friends group might be. In some AONBs, a Friends group pre-dates the designation of the AONB and remains wholly independent and takes a lobbying role e.g. on planning matters. The lack of a really clear identity historically for the Shropshire Hills as a unit (and perhaps the relative lack of significant threats) has meant that in our area such a grassroots group has not formed. In absence of this, the Friends group we have developed over the last three years to now over 100 members is very different, and exists clearly to support the work of the AONB Partnership. At this important stage in defining the group's future it is felt vital that this principle remains clearly established and the group is not allowed, perhaps following the particular agenda of some individuals (now or at any point in the future), to become antagonistic or unsupportive to the AONB Partnership. The strength of our AONB Partnership structure as a broad and representative forum for the area perhaps also lessens to need for an independent group with a lobbying voice.
2. The draft constitution in Appendix 1 has been developed with this thinking in mind, benefiting from the experience of other similar groups, and was considered by the Partnership's Management Board in December 2011. One particular issue is whether the group and its relationship with the AONB Partnership as envisaged would qualify for charitable status. A next step will be to seek expert advice on this.

List of Background Papers

Further information on the Friends of the Shropshire Hills AONB is available at

<http://www.shropshirehillsaonb.co.uk/looking-after/friends/>.

Human Rights Act Appraisal

The information in this report is compatible with the Human Rights Act 1998.

Environmental Appraisal

The recommendation in this paper will contribute to the conservation of protected landscapes.

Risk Management Appraisal

Risk management has been appraised as part of the considerations of this report.

Community / Consultations Appraisal

The draft constitution has been developed in consultation with members of the Friends group and the AONB Partnership, and was considered by the Partnership's Management Board on 8 December 2011.

Appendices

Appendix 1 Draft constitution for the Friends of the Shropshire Hills AONB

Appendix 1 Constitution of the Friends of the Shropshire Hills Area of Outstanding Natural Beauty Draft at 23 Jan 2012

1. Name

The organisation is called Friends of the Shropshire Hills Area of Outstanding Natural Beauty or Friends of the Shropshire Hills AONB for short [referred to below as *Friends*].

2. Purposes

The *Friends* has three key purposes:

- i. To support the work of the Shropshire Hills AONB Partnership in conserving and enhancing natural beauty; promoting enjoyment, understanding and wellbeing; and furthering sustainable development throughout the Area.
- ii. To raise funds for AONB Partnership-organised community activities, primarily through its Sustainable Development Fund.
- iii. To foster a sense of belonging to the AONB and encourage the greatest possible care for its landscape, and contributions to conserving and sustaining it.

The *Friends* does not seek to be a lobbying group, and will not take positions for example on planning matters.

3. Membership

Membership of the *Friends* is open to any individual, family or organisation which supports the organisation's objectives.

The members at any one time are those that have paid an annual subscription for the relevant year.

4. Committee

While operating as a separate members organisation, the *Friends* is responsible to the Shropshire Hills AONB Partnership (including through its Management Board) for all activities and finances.

In support of activities to meet its objectives, the *Friends* will appoint a committee comprising Chair, Deputy Chair, Secretary, Treasurer and up to five other elected members, together with the Shropshire Hills AONB Partnership Manager (or his nominee) *ex-officio*. Two members of the Friends committee will sit on the Sustainable Development Fund Grant Panel.

The *Friends* Chair is *ex-officio* a member of the Shropshire Hills AONB Partnership.

Committee members are elected each year at the Annual General Meeting (AGM). The committee may co-opt up to three additional members during the year, with all co-opted members serving until the next AGM when they may stand for election.

Decisions will be made by a majority of committee members present, each (including co-opted members) having one vote. The chair will have a casting vote. All major decisions relating to activities and finances need to be endorsed by the AONB Partnership's Management Board (or as delegated to the AONB Partnership Manager). In the interests of consistency of message, all communications with *Friends* members or aimed at the general public must be approved by the Shropshire Hills AONB Partnership Manager (or his nominee).

The *Friends* receives administrative, activity and communications support from the AONB staff team.

No member of the management committee or anyone connected to them receives any payment for their work (other than possible reimbursement of out-of-pocket expenses).

The committee may make and alter rules for the conduct of its business, providing they are consistent with this constitution and recorded in the minutes.

5. Subscriptions

Members pay an annual subscription fee. The current subscription rates are:

Individual Members - £20

Joint / Family Members (at one address) - £30

Community organisations operating wholly or mainly within the AONB - £30

Parish and Town Councils - £50

Commercial organisations and businesses - £50

Life membership category - £300 individual, £500 family/ organisation

A subscription will Membership will be for one year from the beginning of the month of joining.

Subscription rates may be reviewed periodically and agreed by the *Friends* committee and AONB Partnership Management Board.

6. Finances

Subscriptions and any other funds are paid into a bank account in the name of the *Friends of the Shropshire Hills AONB*.

The AONB Partnership will appoint up to four cheque signatories from the *Friends* committee, with all payments approved by the AONB Partnership in advance and all cheques and transactions signed by two of the signatories.

The funds will used only to further the purposes of the *Friends*, the majority being paid annually to the Shropshire Hills AONB Partnership in the form of a contribution primarily to support the Sustainable Development Fund.

The *Friends* committee will receive a financial report from the treasurer at each meeting, and present annual accounts to the AGM.

These accounts must be independently reviewed, either by two members of the Shropshire Hills AONB Partnership nominated by the Partnership, or, if turnover exceeds £5,000, by a qualified Accountant.

7. Annual General Meeting (AGM)

A *Friends* AGM will be held annually at a time and place determined by the Committee.

All members will be given at least three weeks written notice of the time, date and place of the AGM, and the agenda will be posted or emailed to the address on the membership application form, unless a revised address has been received by the committee.

The committee will present the report and accounts for the preceding year at each AGM.

The agenda for the AGM must include notice of election to the committee, nominations being made to the secretary at least one week before the meeting.

In the event of insufficient nominations, the secretary may accept nominations up until the start of the AGM.

All members may attend the AGM. Individuals each have one vote, a family has one vote, and organisations have one vote.

8. Special General Meeting (SGM)

The *Friends* committee may call a special meeting at any time with 21 days notice given to all members. The notice must include the business to be transacted.

In addition, the secretary must convene an SGM if one tenth of the paid-up individual membership at the time request it in writing, specifying the purpose of such a meeting.

No business may be conducted at an SGM, or any resolution considered, if it was not included in the notice of the SGM.

All members may attend the SGM, but only paid up individual and family members present at the SGM may vote.

9. Quorum

The quorum for any general meeting will be one tenth of the individual or family membership at the time of the meeting.

In the event of any meeting being inquorate, it will be adjourned for two weeks. All members will be notified of the arrangements for the reconvened meeting at least 10 days beforehand, and the re-convened meeting can conclude the business of the adjourned meeting (i.e. whoever attends a re-convened meeting will constitute a quorum).

10. Alterations to the constitution

Alterations to the constitution of the *Friends* can only be made at a general meeting and require approval of two thirds of members present and voting at the meeting, together with subsequent endorsement by the AONB Partnership Management Board.

11. Winding up

The *Friends* can be wound up at a special general meeting called for that purpose or an AGM, the proposal to wind up being included in the written notice of the meeting.

The decision to wind up will require the approval of two thirds of members present and voting at the meeting.

After all liabilities have been discharged, any surplus funds will revert to the Shropshire Hills AONB Partnership, through its host authority.

12. Adoption

This constitution was adopted by the members of the *Friends* at a meeting held on

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Chair

This constitution was endorsed by the Shropshire Hills AONB Partnership Management Board at a meeting held on

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Chair

