

The Constitution of "Food4Macc"

An Unincorporated Not-For-Profit Association

Revised Constitution adopted on 13/10/2011

1 Name

The name of the Association (hereinafter called "The Association") shall be "Food4Macc"

2 Administration

The Association and its property is to be managed in accordance with this constitution by the members of the Management Committee.

3 Aims

- a) To promote the sustainable use of natural resources in order to provide a supply of locally grown food for the benefit of the public, particularly in the Macclesfield area.
- b) To raise awareness and provide education about the sustainable use of natural resources and local production of food.
- c) To seek to address environmental issues affecting the local community.

4 Powers

The Management Committee of the Association will have the following powers to further the aims:

- a) To authorise and undertake projects to be carried out by members and volunteers
- b) To seek to make use of open spaces to establish community plots for the production of food
- c) To donate produce from the projects to local people, organizations, members and volunteers of the Association as determined by the Management Committee
- d) To raise money to fund the projects and other activities of the Association
- e) To establish and maintain links with other bodies in order to exchange information and ideas, and increase public awareness
- f) Recruit volunteers and members to work on the projects and other activities of The Association without remuneration. Publish and distribute information
- g) Engage in, support and promote education and research
- h) Authorise liaison and collaboration with other bodies of a similar nature
- i) Buy or lease premises and equipment to further the aims of The Association
- j) Sell or dispose of premises or equipment to further aims of The Association
- k) Enter into contracts
- l) Open and operate a bank account or similar facilities in the name of The Association
- m) Participate in any other activity that could help deliver the aims of The Association
- n) To operate independently of any political organisation or commercial enterprise
- o) Review and update this constitution as necessary to reflect the views of the members
- p) All activities to meet legal requirements.

5 Membership

- a) Membership of the Association and volunteer groups will be open to all adults who share the Aims of The Association and are willing to abide by its constitution.
- b) To qualify as a voting member, a person must have submitted and signed the application form, accepting the terms of membership, and have been a member for one calendar month.
- c) Each voting member shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- d) Membership of The Association for an individual will be terminated on receiving written notice from the individual or on their death. The Management Committee will have the power to terminate membership for an individual if they judge that the person is not acting in the interests of The Association or is contravening the constitution. In such cases, the individual will be entitled to present their case at a full meeting of the Management Committee
- e) Membership will be considered terminated if there has been no contact with a member over a significant elapsed period as determined by the Management Committee.

6 The Management Committee

- a) The initial Management Committee of The Association from inception until the first Annual General Meeting shall be made up of the persons signing this document. A new Management Committee will be elected at the first AGM.
- b) New committee members must be proposed by a member and seconded by a different member.
- c) The Association shall have a Management Committee, elected by members at a General Meeting. This committee shall be made up of not less than 3 and not more than 9 members including:
 - i) Executive Officers – Chair, Secretary, Treasurer
 - ii) Up to 6 members who may have specific roles.
- d) The Management Committee can co-opt other members to the committee for specific functions or for limited periods of time to cover absences or departures
- e) All decisions made by the Management Committee will be based on a simple majority vote
- f) Should a member of the Management Committee resign or cease to hold office, the Management Committee may co-opt a replacement to serve until the next AGM
- g) No member of the Management Committee shall benefit financially from the activities of The Association unless by prior agreement of the Management Committee.
- h) A committee member must declare any interest in any transaction being proposed or made by the Association.
- i) A committee member must be absent from discussions of the committee where it is possible that a conflict might arise between his or her personal interests and the interests of the Association.”
- j) A member of the Management Committee must cease to hold office if :
 - i) They fail to attend all the Management Committee meetings over a period of 6

months without prior agreement of the Chair of the Management Committee

- ii) They become incapable by reason of mental disorder, illness or injury of managing their own affairs
- iii) They substantially contravene the articles of this constitution or act in a way to undermine the achievement of the aims of The Association. This will be agreed by a majority vote of other members of the Management Committee. Anyone thus excluded will be entitled to present their case at the next AGM or at a Special General Meeting and may be re-instated if the majority of members wish it
- k) A sub-committee or working group may be set up as deemed necessary by the Management Committee. Such groups will report to the Management Committee.

7 Meetings and Proceedings of the Management Committee

- a) The Management Committee shall hold at least 4 ordinary meetings per year. A special meeting may be called by any member of Management Committee with not less than 10 days notice being given to other members of the Management Committee
- b) The quorum of the Management Committee is 3. No business of The Association can be conducted without a quorum.
- c) All decisions of the Management Committee shall be determined by majority vote. In the case of a tied vote, no decision can be taken until a subsequent meeting results in an overall majority vote or an amended proposal is made.
- d) The Management Committee shall keep minutes of all meetings with actions and these will be circulated to all members of the Management Committee within 7 days of the meeting.
- e) The Management Committee can make and modify rules about matters relevant to The Association. Such rules must be consistent with the constitution

8 Expenditure and Receipts

- a) Members of the Management Committee will be entitled to claim reasonable expenses in fulfilling their duties on the committee but must provide all necessary receipts. Such expenses will be reviewed by the Management Committee on a regular basis.
- b) Expense and other payments will be made to ordinary members of The Association only in exceptional circumstances as determined by the Management Committee.
- c) All funds owned by The Association or received by them must be held in the Bank Account(s) or similar facility administered by the Management Committee
- d) Funds shall only be spent in furthering the aims of The Association. All expenditure other than petty cash (max amount per transaction £15) to be authorised by the Management Committee.
- e) A number of Management Committee members will be nominated by the Management Committee with the power to authorise payments including cheques. Each such transaction will require two of those nominees for authorisation.

9 Property and Assets

All property and assets of The Association are to be held jointly in the names of the Management Committee.

10 Annual General Meeting

- a) An AGM shall be held in the month of January each year or as soon after this date as is practicable
- b) All members of The Association will be invited to attend and at least 21 days notice will be given of the meeting and the agenda.
- c) The Management Committee will present an annual report of its activities at the AGM
- d) The Management Committee shall present the financial report of The Association for the previous financial period.

11 Special General Meetings

The Management Committee may call a special meeting of The Association at any time. Alternatively a meeting will be called if at least 10 members or one third of the membership, whichever is the lower, request a meeting in writing stating the business of the meeting. Such meetings will held with at least 21 days notice.

12 Procedure at General Meetings

- a) The Chair of the Management Committee shall chair the Meeting
- b) A member of the Management Committee will keep a record of the proceedings and decisions
- c) A quorum for Meeting will be 5 members of The Association
- d) The minutes of the meeting will be made available to all members.
- e) The agenda will include an Any Other Business item to allow members to ask questions and suggest ideas for improvement
- f) Any resolution to be put to a vote requires a proposer and seconder and to be carried requires a majority of members to be in favour.

13 Alterations to the Constitution

- a) The constitution can be altered by a resolution passed by at least two thirds of the members present and voting at a General Meeting.
- b) No amendment can be made which would have the effect of making The Association cease to be an association according to the Law or which would alter the aims or powers of The Association beyond the reasonable contemplation of the members or of people making donations to The Association.

14 Dissolution

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, with not less than 21 days' notice (stating the terms of the resolution to be proposed). If the proposal is confirmed by a two-thirds majority of those present and voting, the Management Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to another organisation having similar aims.