

The River Deben Association Constitution

(Revision to 2011 document)
approved at the AGM on 27 April 2022

1. ABOUT THE RIVER DEBEN ASSOCIATION

The River Deben Association (The Association) was formed in 1990 to represent the views of its membership, as a group, in pursuance of the objectives laid out below.

The Association is an unincorporated, non-charitable association of members who share an interest in The River Deben and its catchment area and environs, from source to mouth, (The River Deben) either as residents or businesses in the area, boat owners, walkers, bird watchers or anyone who gains pleasure from the river.

The Association, through its Committee:

- **Partners** with bodies who regulate and influence The River Deben, e.g. Statutory Agencies, Local Authorities, Harbourmasters, Suffolk Coast Forum, Fairways Committees, Essex and Suffolk Rivers Trust and other conservation etc. The Association is a founding member of the Deben Estuary Partnership and sits on its Steering Group
- **Reviews** planning applications that may impact The River Deben and comments accordingly in line with the Association's objectives.
- **Encourages** proposals which conserve The River Deben, supporting appropriate future developments.
- **Resists** proposals which could have a detrimental impact on The River Deben.
- **Undertakes** environmental and ecological surveys of The River Deben to increase knowledge and understanding of the evolving environment.

Promotes the preparation and dissemination of information and educational material about the River Deben in furtherance

- and networks between involved parties.
- **Supports** local businesses and the enhancement of visitors' experiences
- **Targets** holding at least 2 members' meetings each year, (providing, where possible, guest speakers) and issuing at least 2 members' magazines each year.

2. THE OBJECTIVES OF THE RIVER DEBEN ASSOCIATION

The objectives of The Association are;

- To conserve and celebrate the character, beauty and environment of The River Deben for the benefit of current and future generations.
- To promote the enjoyment of The River Deben through, but not limited to, The Association's website, forums, education, study and the preparation and dissemination of communication materials.

3. MEMBERSHIP

3.1 There are THREE categories of membership:

- Individual
- Couple/Household
- Group/Corporate

3.2 Applications for membership shall be made to the Membership Secretary and the applicant shall be admitted on payment of the relevant subscription.

3.3 The annual subscription will become due on joining the Association and annually thereafter on the anniversary of joining (rolling subscription).

3.4 Changes in subscription rates will be decided by the Committee usually based on the average of each January's official RPI/CPI, notified at the next AGM and applied from the next due payment date.

3.5 A The Membership Secretary shall keep, or arrange to have kept, a unique register of members' names, addresses, telephone numbers and email addresses in compliance with GDPR requirements

3.6 The Membership Secretary is responsible for GDPR compliance.

3.7 The membership list will not be made available to any other organisation.

3.8 Members shall notify the Membership Secretary of their resignation or other change of status such as moving house.

3.9 Membership may be annulled should a subscription fall into arrears or upon a vote of 2/3 of the committee that it is in the best interests of The Association that his or her membership is annulled, taking into account objectives of The Association.

4. THE COMMITTEE

4.1 The affairs of the Association shall be conducted by the Committee, which comprises Officers and Ordinary Members. Only a member of The Association can be a Committee member.

4.2 The Committee shall have the power to conduct bank accounts and take other such actions as are necessary to manage the business of the Association.

4.3 The Committee shall consist of the following FIVE Offices:

Chair, Vice Chair, Secretary, Treasurer and Membership Secretary.

and up to EIGHT Ordinary Members including a President. Other titles shall be decided by the Committee.

4.4 The Committee can choose to split the office of Chair between two members, each styled Co-Chair.

4.5 The Committee can decide that one member may carry out more than one office, e.g. Treasurer and Membership Secretary

4.6 The Committee can appoint a second Vice-Chair from Ordinary Members

4.7 The Committee can create sub-committees to be responsible for certain projects. Sub-committees, which can include co-opted members not ordinarily on the Committee, shall have a representative who will report to the Chair as required and to committee meetings.

4.8 The Committee can appoint a past Chair as President.

4.9 The Chair shall assign responsibilities to the Officers and the Ordinary Members who shall report to the Committee any matters relevant to their responsibilities at each Committee meetings. The responsibilities shall ensure that all the objectives of The Association are met.

4.10 The Committee shall have the power to co-opt up to four additional members to the Committee between AGMs.

4.11 Officers and Ordinary Members may serve for four years and may stand for re-election once at the AGM after that period.

4.12 Co-opted Committee members must stand for election at the next AGM.

4.13 Committee Members shall promptly declare any conflicts of interest or loyalties to the Chair and Secretary who will report to the Committee at its next meeting.

5. COMMITTEE MEETINGS

5.1 The Committee shall meet at least FOUR times a year.

5.2 Minutes will be kept, by the Secretary, of the business of the meetings which will follow an agenda prepared by the Chairman.

5.3 Minutes will be circulated to all Committee members and posted on the Association's website.

5.5 The Committee shall decide what is reasonable notice of a committee meeting and Committee Members may ask for items to be included on the agenda.

5.6 In the event that neither the Chair nor a Vice-Chair is present at the meeting, the Committee shall elect an acting Chair for the meeting.

5.7 A quorum shall consist of THREE members of the Committee, including at least ONE Officer.

6. FINANCE

6.1 All monies shall be passed to the Treasurer who shall maintain the necessary accounts in the name of the Association. Income must be applied solely in furtherance of the objectives of The Association.

6.2 All payments of authorised expenditure must be actioned by any TWO office-holders of the Treasurer, Secretary, Chair or a Vice-Chair.

6.3 The Treasurer shall advise on the financial welfare of the Association at all Committee meetings and prepare annual accounts which shall be presented for approval at a Committee meeting and at the AGM.

6.4 The accounts shall be examined by a suitably qualified person who shall not be a Member of the Committee. The examiner will be approved at the AGM.

6.5 At the end of each financial year any cash balance in excess of that deemed necessary by the Treasurer to cover expenditure for the next year may be transferred to such designated reserves as are agreed by the Committee. The reserves shall support the objectives of the Association and include (but shall not be limited to) environment, education, campaigns.

6.6 Transfers to and from reserves shall be reported to the Committee as part of the annual accounts and expenditure must be for the purpose the fund was set up.

6.7 All expenditure by the Association over £500 must be authorised by the Committee. The Chair must authorise payments between £50 and £500, and lower amounts can be authorised by the Treasurer. Expenditure listed within an annual budget that has been approved by the Committee does not need to be reapproved

6.8 Committee members should not receive funds from the Association other than in exceptional circumstances. Any such payments must be approved by the Committee.

6.9 Incidental expenses incurred by a Committee member may be reimbursed at the Treasurer's discretion.

6.10 The purchase of indemnity insurance for the Committee shall be deemed a valid expense.

6.11 Following a winding-up resolution, the remaining Association funds, including reserves, shall be disposed of to another organisation with comparable aims as agreed by the members present.

7. MEETINGS OF THE ASSOCIATION

Annual General Meetings

7.1 Other than in exceptional circumstances, an AGM shall be held each year and not later than 15 months after the last AGM.

7.2 Where exceptional circumstances are deemed by the Committee to exist, the AGM may be deferred or cancelled providing that notice is provided to all members of The Association clearly setting out the reasons. Co-opted Committee Members may continue to act in these circumstances.

7.3 In exceptional circumstances the Committee can, at their discretion, hold the AGM in a form other than a physical meeting.

7.4 The notice and agenda of the AGM shall be sent out to all members of The Association at least four weeks prior to the AGM date. The notice and agenda can be sent out as part of the Association's magazine or by email.

7.5 The AGM agenda shall include: Chair's report, Treasurer's report, Election of Officers and Members of the Committee, Review of Annual Subscriptions, and any motion submitted by a member.

7.6 Motions from members of The Association received by the Secretary up to 2 weeks before the AGM shall be included on the Agenda. Motions (other than those concerning the Constitution, see below) received after this date will be put to the meeting at the discretion of the Chair.

7.7 Motions concerning the Constitution will not be considered unless received 2 weeks before the AGM.

Other Meetings of The Association

7.8 The Committee may at any time call an Extraordinary General Meeting (EGM), giving four weeks' notice in writing, or by email or by notice in the magazine to all members of The Association. The notice will include the business to be discussed and any motion to be put to the meeting.

7.9 A member of The Association may request an EGM by writing to the Secretary setting out the reasons for the EGM and any motions to be put to the meeting. Any motion shall be signed and dated by the member and by at least ten other members or one tenth of the membership, whichever is the greater.

7.10 The Secretary will send a notice of the EGM to members of The Association giving at least four weeks' notice of the meeting. The notice shall include any proposals or motions together with the comments of the Committee.

7.11 The Association shall bear the costs of the EGM unless the motion fails to get the support of 20% of the votes cast, in which case the member requesting the meeting shall reimburse The Association its costs. The committee reserve the right to demand an upfront deposit of up to 30% of the anticipated cost.

7.12 In exceptional circumstances the Committee can, at their discretion, hold the EGM in a form other than a physical meeting.

7.13 A quorum at all General Meetings shall consist of 20 members of The Association.

7.14 The members of The Association may resolve to wind up The Association at an AGM or EGM.

7.15 Minutes of all meetings of The Association shall be kept by The Secretary.

8. VOTING AT MEETINGS OF THE ASSOCIATION

8.1 A 75% majority of the votes cast will be required for amendments to the Constitution and to wind up the Association, known as special resolutions.

8.2 A simple majority of the votes cast will be required for all other resolutions and decisions.

8.3 In the event that a member of The Association is unable to attend an AGM or EGM, or a physical meeting is not held, they may vote on an agenda item by emailing or posting details of their wishes to the Membership Secretary, to arrive not less than 2 weeks before the AGM or EGM. These votes will be counted and included in the decisions.

8.4 Individual Members will be entitled to one vote; Household Members will be entitled to one vote per household, Group/Corporate Members 1 vote (cast by a duly appointed representative). In all cases votes can only be cast by members having attained 18 years of age.

8.5 Only members of The Association who have maintained their subscription will be entitled to vote.

8.6 The Chair shall not vote unless there is an equality of votes, in which case the Chair shall have the casting vote (and for avoidance of doubt, one casting vote between the Co-Chairs)

8.7 If the Chair or a Vice-Chair is absent, the members of The Association may appoint an acting Chair from the Committee for that AGM or EGM only.

March 2022