

# Friends of Newbold Comyn

An Unincorporated Association constituted on 26<sup>th</sup> June 2023

## Constitution

The Friends of Newbold Comyn (FoNC) is a community organisation that supports the protection, open access, and natural habitat of the land East of Royal Leamington Spa known as Newbold Comyn.

Membership of FoNC is open to any natural or corporate person who is interested in the protection of Newbold Comyn as described above, and who subscribes to the aims, objectives, and rules of the FoNC as set out in this constitution.

## Values

1. FoNC is an inclusive organisation that will not tolerate any discrimination, discriminatory language or behaviour from any of its members.
2. FoNC is a transparent and democratic organisation.
3. FoNC will deal professionally, courteously and sensitively with all people in all of its interactions.
4. FoNC is an evidence-led organisation and will not fear sharing evidence with anyone, however uncomfortable for any party, but will always do so in accordance with these values.

## Identity, names and geographic scope

1. The name of the Group shall be the “Friends of Newbold Comyn, Leamington Spa”
2. Other names and abbreviations that may be used are
  - a. Friends of Newbold Comyn
  - b. FoNC
3. The area known as “Newbold Comyn” is the land that lies to the East of Royal Leamington Spa, bounded by Willes Road to the West, Leicester Street and Black Lane to the North, Red House Farm and Offchurch Bury to the East and the River Leam and Radford Road to the South.
4. Newbold Comyn may also be known as “the Comyn” or “the comyn” and is colloquially sometimes referred to as “Newbold”.

## The Comyn and our Mission

5. Newbold Comyn is characterised by contiguous areas of green open space that either run into each other or are boundaried by hedgerows with gaps for access. It is interspersed with copses, contains multiple habitats including ponds, woodland, wetland, riverbank and river, different topographies including both flood plain and hills, and is served by multiple footpaths and other rights of way.
6. There are a small number of existing buildings and developments on the Comyn, including a leisure centre, old farm buildings being put to multiple uses, an old farm house and stables that are currently used as a pub and event space, sports changing rooms, and car parks.

7. The Friends of Newbold Comyn believes that the Comyn is a precious green open space that must be protected, preserved and enhanced for the benefit of the environment. That open access for multiple users should be protected and that the various activities that are enjoyed across all parts of the Comyn should be available to all who wish to use the Comyn for such purposes.
8. It is the mission of FoNC to ensure the Comyn is conserved such that it maintains its character and benefits, for both wildlife and users.

## Aims

9. To ensure the natural green open space of Newbold Comyn is preserved.
10. To ensure the character of the Comyn is protected.
11. To protect, support, and enhance the natural habitat on the Comyn, either directly or through supporting the efforts of others.
12. To ensure and promote the use of the Comyn with fair and unimpeded access for all users in the pursuit of common outdoor activities, and to ensure that all users have an equal opportunity to enjoy the open space and natural surroundings afforded to all.
13. To represent the interests of nature, the environment, and people, to ensure that use of the Comyn for activities is not to the detriment of habitats, species or other users of the Comyn.
14. To protect the archaeological and heritage assets of the Comyn.
15. To liaise with Warwick District Council, the current legal owners of Newbold Comyn, and with any other Local Authorities, the police, and voluntary, community and educational groups where they or we may have an interest.
16. To raise awareness regarding developments and plans that may affect Newbold Comyn, its habitats, heritage and users.
17. To apply the above aims within a peaceful, non-profit making, and apolitical way.

## Powers of FoNC

18. To contribute to, and influence local policy and strategy that may involve or have an impact on Newbold Comyn.
19. To contribute to, and influence operational decision-making that concerns the management, use, protection of Newbold Comyn or any impact on it.
20. To undertake tasks, actions and activities that promote or secure the availability of the Comyn for nature, local residents and visitors.
21. To work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations.
22. To join or affiliate to any other organisation or coalition that aligns with or strengthens FoNC aims directly or indirectly.
23. To campaign using the media, social media and other lawful activities to further its aims.
24. To admit members and levy an annual membership fee.
25. To apply a de-minimus membership fee of one penny (£0.01) to be charged in exceptional circumstances where a renewing or prospective member is able to demonstrate close adherence to the aims of FoNC, direct personal use of and interest in the Comyn, and exceptional personal hardship. Such circumstances may be heard

by and decided upon by any single member of The Committee, to ensure sensitivity and discretion.

26. In accordance with 37, to revoke membership of any member that acts against or seeks to undermine the aims of FoNC.
27. To raise money for the operation of FoNC and for the furtherance of its aims.
28. To raise money for schemes or projects that directly improve, enhance, or secure the Comyn in the ways described in this constitution.
29. To create policies for the use of FoNC in delivering its aims and its own governance.
30. To open bank accounts.
31. In accordance with 35, to appoint a management committee, who will be called The Committee.
32. To make changes to this constitution by means of Special Resolution or Special Resolution by Post.
33. To use any and all of these powers individually or collectively to achieve the aims of FoNC.

## Restriction of powers

34. The constitution cannot be used to propose a change to the constitution that would:
  - a. Dilute, diminish or undermine the Values, Identity, Mission and Aims of FoNC.
  - b. Remove Newbold Comyn as the focus of the activities of FoNC.
  - c. Increase the geographic scope of the land FoNC refers to as being Newbold Comyn unless it is contiguous or semi-contiguous land.
  - d. Change the thresholds needed to carry the passing of Resolutions, Special Resolutions, or Special Resolutions by Post.
  - e. Distribute FoNC funds to members.
  - f. Change the principle of “one member one vote” for any type of resolution, save by introducing an additional type of membership or change to membership structure that subsequently either distinguishes between natural and corporate persons, or gives more voice and power to residents local to Newbold Comyn. Any such changes to membership structure must also preserve the principle of “one member one vote” within each part of the structure.

## Membership and voting

35. Members are the holders of the aims and powers of this constitution, with the power to appoint a Committee, remove a Committee, and change this constitution.
36. Membership is open to any natural or corporate person who has an interest in supporting FoNC achieve its aims and who subscribes to this constitution.
37. Where it is considered that membership would be detrimental to the aims and activities of the Group (for example entryism, incompatible agenda or other interests, significant power or influence etc), The Committee shall have the power to refuse, terminate, or suspend membership.
38. Membership fees for each year will be determined at the Annual General Meeting.
39. De-minimus fees, where levied, do not confer fewer rights or lesser status to anyone who is a member.
40. Any member of the association may resign his/her membership by providing the Secretary with written notice.

41. Each member has a single vote on each resolution put to a vote where they are entitled to use their vote.
42. Proxy votes may be requested for Special Resolutions only.
43. Members cannot speak directly on behalf of FoNC other than to describe and communicate current Values, Identity, Mission and Aims of FoNC as set out in this constitution, or to describe current agreed policy or activities.

## Resolutions

44. Resolutions can only be passed by The Committee.
45. A Resolution is passed when it is proposed and seconded at a quorate meeting of The Committee, and it is voted upon and carried by a simple majority.
46. Where a Resolution is voted upon and there is a deadlock then deadlock will be resolved in the following way:
  - a. If the proposed Resolution would have the effect of changing an existing activity, strategy, decision, or policy then the status quo will persist; or
  - b. if the proposed Resolution would introduce a new activity, strategy, decision, or policy then the Chair will have casting vote.
47. The Committee only has powers to propose and vote on Resolutions that:
  - a. Are in accordance with the aims and the powers of FoNC; and
  - b. are not Special Resolutions.

## Special Resolutions

48. A Special Resolution can only be passed by the membership.
49. A Special Resolution should normally be proposed at a Members' meeting and is valid so long as it meets the following criteria:
  - a. It is proposed by any existing member or following a Resolution of The Committee;
  - b. It must be provided to The Committee in writing for inclusion in the agenda of a members' meeting, at least seven days in advance of that meeting; and
  - c. It falls into one of the following categories:
    - i. A change of name
    - ii. A change to this constitution
    - iii. A proposal to wind up
    - iv. A proposal to dismiss The Committee
    - v. A proposal that does not fall into any of these categories, is aligned with the aims of FoNC and has achieved a minimum of 30% support of the membership by way of petition.
50. A Special Resolution that is voted upon at a Members' meeting is carried by a 75% majority of those present.
51. Where it is not possible, practicable or reasonable, a Special Resolution may be proposed using a postal or electronic ballot and is referred to as a Special Resolution by Post.
52. A Special Resolution by Post may only be put to members following a Resolution by The Committee to do so, so long as:
  - a. It complies with clauses 49 (a-c);

- b. That the resolution by The Committee to allow a Special Resolution by Post only considers the merits and argument of not being able to bring a Special Resolution to a Members' meeting, and does not consider the content of the proposed Special Resolution by Post itself.
- 53. Following a Resolution by The Committee to allow a Special Resolution by Post, the following timetable shall apply:
  - a. the details of the Special Resolution by Post will be sent to Members (on paper or electronically) within 7 days of The Committee Resolution being passed;
  - b. the matter may be considered for 14 days by the Members before voting opens; and
  - c. be carried by a 75% majority of the Membership.
- 54. If in exceptional circumstances which in The Committee's view are demonstrably relevant and require a decision from the Membership on a shorter timetable, then so long as such evidence is recorded properly in the minutes, The Committee has the power to change this timetable. Any change of timetable must be clearly communicated to the Members by including it as part of the details sent to Members, pursuant to clause 53(a), and include the minute from the meeting that explains the reason for a change to the timetable.

## Management and The Committee

- 55. The administration of the group shall be conducted by a Management Committee of not less than three (3) and not more than seven (7) existing Members who must be at least 18 years of age.
- 56. The Committee can only be elected at the Group's Annual General Meeting (AGM) or at an Extraordinary General Meeting (EGM) following a Special Resolution or Special Resolution by Post to remove the incumbent Committee.
- 57. Saving those contained in clauses 32 and 33, the Powers of FoNC are devolved entirely to The Committee.
- 58. Members will be elected for a period of up to one year but may be re-elected at the Group's AGM or at an EGM.
- 59. The officers of the Management Committee shall be agreed upon by The Committee and shall be: the Chairperson, The Treasurer and The Secretary and any additional officers the Group deems necessary at the meeting required to carry out the required activities.
- 60. The Committee may co-opt on to The Committee up to four individuals from the existing membership.
- 61. Any member of the Committee who has a commercial or vested interest in Newbold Comyn must declare that interest and absent themselves from discussion and from voting where there is or may be perceived to be a conflict of interest.
- 62. A quorum of at least three Committee Members must be present for a meeting to take place.
- 63. The Management Committee shall meet at least three times a year, personally or virtually, at planned meetings spread evenly throughout the year; and at any ad hoc additional meetings as are arranged by agreement of The Committee.

64. Non-voting, contributing or non-contributing observers may be invited to meetings of The Committee, and The Committee will not unreasonably refuse an observer from its meetings if requested.
65. Minutes of meetings will be kept and may be requested by Members and any such request will not be unreasonably refused.
66. The Committee may declare part of a meeting to be held *in camera* in which case any observers present may be asked to leave the room and minutes from this part of the meeting may be redacted from copies produced in response to any request to view the minutes by a Member.

## Duties of the Officers

### Chairperson

67. Chairs meetings of the group.
68. Represents the Group at functions/meetings or as The Committee decides.
69. Acts as the spokesperson of the Group when necessary, or as The Committee decides.

### Secretary

70. Maintains the membership register.
71. Prepares, in consultation with the Chairperson, the agenda for all meetings, committee and member.
72. Takes, keeps and circulates as appropriate all minutes of meetings.
73. Stays in post, but with no power other than to organise a Special Resolution where the Committee has been dismissed by members, with the single agenda item to elect a new Committee.

### Treasurer

74. Supervise the financial affairs of the FoNC.
75. Keep proper cash accounts that show all monies received and paid out by the FoNC.
76. Arranges for an independent inspection of the accounts if the funds are sufficient.

## Finance

77. All monies received by or on behalf of the group shall be applied to further the aims of the Group and for no other purpose.
78. Any bank accounts opened for the FoNC shall be in the name of the FoNC.
79. Bank accounts will be mandated to require two signatories from no more than four.
80. Cheques shall be issued by the Treasurer, regardless of which two signatories sign them.
81. The Group shall ensure that its accounts are independently examined every year.
82. No member of the Management Committee may receive payments from the Group but may receive out of pocket expenses.
83. The Committee is accountable to the membership for its use of funds.

## General Meetings

84. General Meetings of members will be held as necessary to discuss any significant developments and plans that may affect Newbold Comyn.
85. Members will be notified of General Meetings at least 7 days in advance.

## Annual General Meetings

86. FoNC will hold an Annual General Meeting (AGM) once a year, no later than three months following its year end.
87. All members shall be given at least fourteen days' notice of the AGM and shall be entitled to attend and vote.
88. The business of the AGM will include, but not be limited to:
  - a. Receiving a report from the Chairperson on the FoNC's activities over the year;
  - b. Receiving a report from the Treasurer on the finances of the FoNC; and
  - c. Electing The Committee.

## Extraordinary General Meetings

89. An Extraordinary General Meeting (EGM) may be called by The Committee or if requested by at least 10% of the membership by petition to discuss an urgent matter.
90. An EGM with a single agenda item of electing a new Committee is required if The Committee is ever dismissed by the Members in accordance with 56.

## Dissolution

91. Dissolution can only occur if properly passed by Special Resolution.
92. In the event of winding up, any assets remaining after all debts have been paid shall be given to another group with similar Values, Mission and Aims and is as local to the area of Newbold Comyn as possible.