

CONSTITUTION *with explanatory notes*

**GUILDFORD RESIDENTS ASSOCIATION (GRA)**

Approved at the AGM on 17<sup>th</sup> November 2021

<p>1. <u>Name and objectives</u></p>	<p>Guildford Residents Association is an unincorporated association whose objectives are:</p> <p>(a) To function as an umbrella organisation, not linked to any political party, on behalf of its membership, which comprises residents' associations, amenity groups and parish councils in the Borough of Guildford, to strengthen their collective voice on matters of common interest.</p> <p>(b) To act collectively to protect the environment, encourage good design and appropriate development.</p> <p>(c) To share information and to provide a forum for debate on matters of common interest.</p> <p>(d) To make representations to, and have discussions with, those with responsibility for policy, planning and implementation in the borough (including councillors and officers in GBC and SCC)</p> <p>(f) To make representations to, and have discussions with, developers and others on behalf of members</p> <p>(e) To make the views of the Association known to the media in a non-political manner.</p>
<p>2. <u>Membership</u></p>	<p>Membership is open to any bona fide residents' association, amenity group and parish council in Guildford which subscribes to GRA's objectives and aspirations.</p> <p>Each member association or group may nominate representatives and alternates to attend meetings of the GRA.</p> <p>All members of RAs &amp; PCs which are GRA members can attend GRA meetings. Those wishing to attend must have the agreement of the management committee of their RA/PC, and advise the Chair of the intention to attend.</p> <p>Any organisation wishing to terminate its membership of the GRA can do so at any time by writing to the Chair and giving one month's notice of their intention to leave.</p> <p><i>The GRA is an association for residents' associations, amenity groups &amp; parish councils in Guildford. Consideration will also be given to other associations whose aims and objectives are compatible. If necessary the constitution can be amended to cater for other compatible organisations. The one month's notice of intention to leave the GRA is so that names can be taken off email lists, the website amended and other members informed.</i></p>
<p>3. <u>Subscriptions</u></p>	<p>Each member association or group to pay an annual subscription, to cover incidentals. If an organisation chooses to leave the GRA no refund of its subscription will be payable.</p> <p>Each year the subscription for the following year will be set at the AGM.</p> <p>If additional income is required, this will be subject of separate vote at the AGM or an EGM.</p> <p><i>The subscription is envisaged to be a flat rate for all members and will be set as a level to cover the costs of meetings and the ongoing website expenses.</i></p>
<p>4. <u>Chair, Coordination Group and</u></p>	<p>GRA shall have a Chairperson (the Chair) and a Coordination Group. They will be elected at the Annual General Meeting of the Members' representatives. The Coordination Group shall consist of at least four members including the Chair.</p>

<p><u>Officers</u></p>	<p>GRA shall have a Treasurer who will prepare accounts and manage funds.</p> <p>Responsibility for maintaining the website, taking meeting notes, and communications shall be shared among the Coordination Group with the assistance of members.</p> <p><i>Between AGMs, the Chair with the Coordinating Group can make any adjustment to the structures that they see fit to enable the purpose of GRA to be fulfilled. Any such adjustment should be put to the next GRA meeting for approval.</i></p>
<p><u>5. Proceedings at General Meetings (AGM &amp; EGM)</u></p>	<p>At any general meeting of GRA the quorum shall be 5 members' representatives (subject to the last sentence of this section) and each member organisation present shall be entitled to one vote.</p> <p>Consensus on all decisions shall be sought, but if this is not possible decisions shall be by a simple majority by a show of hands of the member representatives present with each Member Organisation having a single vote. A Member Organisation that cannot attend will be able to register a proxy vote with the Chair. In relation to a general meeting at which any of the provisions of this Constitution are to be amended, the quorum shall be the lowest number of members' representatives that is equal to or greater than a third of the total number of members, including proxy votes given to the Chair.</p> <p><i>The Constitution is written on the basis that it is essential to have a low quorum in order to ensure that nothing gets set in stone. If there is disagreement with something that is decided at a meeting with low attendance, those who disagree may convene another meeting. Accordingly, there is no provision requiring a majority unless the issue is one that will amend the constitution itself.</i></p>
<p><u>6. AGM</u></p>	<p>The GRA shall have an Annual General Meeting (AGM) during the first quarter of each calendar year on a date and at a time and place determined by the Coordination Group and notified to all members' representatives at least 14 days in advance.</p> <p>The Agenda for the AGM shall include reports by the Chair, the Treasurer and the Coordination Group.</p> <p>No resolution shall be debated at an AGM unless members' representatives have been given at least seven days written notice of such resolution and the reasons for its being proposed.</p>
<p><u>7. EGM</u></p>	<p>If 5 or more GRA members' representatives decide to convene an extraordinary general meeting (EGM) of GRA it shall be so convened at such time and place as shall have been agreed with the Chair. Two weeks' notice will be required.</p> <p>The provisions of this Constitution as to notice of meetings and resolutions shall apply to such EGM as if it were an AGM.</p> <p><i>Provision is made for EGMs to be convened by 5 or more members' representatives. GRA should operate as its members representatives wish and if a group of them want to have an issue debated this should happen. The Chair's approval of the date is to ensure that he/she and a majority of the Coordination Group can attend. The two weeks' notice is so that the agenda can be issued and members notified.</i></p>
<p><u>8. Proceedings Between Meetings</u></p>	<p>In between meetings it is the responsibility of the Chair and Coordination Group, having received representations from GRA members, to decide matters in the best interests of the GRA membership as a whole. Any matter so decided will be put for confirmation to the next meeting of members.</p>

<p>9. <u>Finance</u></p>	<p>The Treasurer shall, without thereby incurring any personal liability (whether to GRA members or otherwise) manage the finances of GRA and to that end may (without obligation but at GRA's expense) arrange for the opening of bank accounts, the preparation of GRA's accounts and such other matters as may be necessary or desirable in connection with GRA's financial affairs. GRA shall have the calendar year as its financial year.</p> <p><i>No requirement for an auditor is included. Such a provision can be added if it is thought necessary.</i></p>
<p>10. <u>No Liability</u></p>	<p>Neither GRA, nor any member of the GRA or its representative, shall be liable for any act or omission of GRA, its officers or any other member.</p> <p><i>There is no shortage of case law regarding to the liability of members, officers and committees of unincorporated associations. This provision may or may not work, but probably does no harm</i></p>
<p>11. <u>Powers of Members at General Meetings</u></p>	<p>At a general meeting (AGM or EGM) any provision of this Constitution may be amended subject to paragraphs 5. 6 and 7, as appropriate, above.</p> <p><i>GRA should be what its members want it to be.</i></p>