

MY SUGGESTIONS for A DRAFT GOVERNING DOCUMENT ("CONSTITUTION ") FOR? THE NORBITON COMMUNITY FORUM

Formally adopted on Date: / /

NAME

1. The name of the Association is "**The Norbiton Community Forum**"
Hereafter referred to as One Norbiton

OBJECTIVES OF ONE NORBITON

2. ONE NORBITON 's objectives are to
 - a) To achieve a measurable improvement in the quality of life for all its **members** i.e. those living, working, studying and recreating in the Norbiton Ward of Kingston Upon Thames Surrey by enhancing the physical and social environment of Norbiton and working towards diminishing stress and increasing conviviality.
 - b) Organize a new *participative* local Democratic forum to empower its members - making a special effort to get representation from those whose voice is not normally heard so that its views are truly representative of the ward of Norbiton.
 - c) To foster the recruitment of **active** members to its committee by ensuring this is open, welcoming, efficient and civil.
 - d) Employ and supervise a management team to look after its business.
 - e) Acquire an appropriate local public money budget derived as a fair proportion of existing public money spent in the ward on the provision of services and their management costs.
 - f) Augment this community budget with charitable and other contributions.
 - g) Create an inventory of local physical and personal assets that may be made available to benefit of the Norbiton neighborhood.
 - h) Develop local policies on how its own and existing public resources might be used better in the form of a One Norbiton plan.
 - i) To commission new services - particularly those that could involve the complementary use of voluntary and public service contributions.

- j) To research ways of achieving collaboration between the resident community voluntary organizations and businesses within Norbiton.
- k) Act as the voice of the Community in the 'One Norbiton Working together' project.
- l) Support and advise active and prospective neighborhood projects elsewhere
- m) To remain open to external assessment

GENERAL PRINCIPLES SUPPORTED BY ONE NORBITON

3. As well as following the Nolan Principles (See Appendix 1)
The general principles supported by ONE NORBITON are:

To be guided by evidence-based policy in determining how to serve our members better.

To remain independent of commercial, party political, and other sectional Interests in pursuit of a fair and stable local community.

POWERS

ONE NORBITON will have an elected executive Board, which will hold regular monthly meetings that are open to any member of Norbiton Ward who wishes to attend. In addition it will recruit an Advisory Consultant Panel of members from a random sample of all the residential and workplace addresses that are established as being currently within the Norbiton Ward boundaries.

4. In furtherance of the above objects and principles, The ONE NORBITON BOARD shall have the following powers:

(a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which ONE NORBITON may think necessary for the promotion of its objectives, and to construct, maintain and alter any buildings or erections which ONE NORBITON may think necessary for the promotion of its objectives.

(b) To publish books, pamphlets, reports, leaflets, journals, films and Instructional matter and to organise lectures, broadcasts, conferences and courses of instruction.

(c) To receive donations, endowments, sponsorship fees, subscriptions and Legacies from people wishing to promote the objectives of ONE NORBITON

and to hold funds in trust for the same.

(d) To borrow or raise money for ONE NORBITON on such terms and on such security as may be thought fit.

(e) To engage or employ such personnel (whether as employees, consultants, Advisers or however) as may be necessary for the promotion of the objectives of ONE NORBITON.

(f) To establish and support or aid in the establishment and support of any Company, society, co-operative, firm or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objectives or interests of ONE NORBITON.

(g) To purchase or otherwise acquire and undertake all or any part of the business property, assets, liabilities and transactions of any person, firm or company carrying on any business which ONE NORBITON is authorised to carry on.

(h) To invest the moneys of ONE NORBITON not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit.

(i) To obtain all necessary permits, licences or trade marks required for the purpose of enabling ONE NORBITON to carry out its objectives upon such terms and conditions as it may think fit

(j) To open and operate bank accounts and other facilities for banking.

(k) To sell, improve, manage, develop, turn to account, exchange, let on rent, Royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of ONE NORBITON for such consideration as ONE NORBITON may think fit, subject to the provisions of clause 4.

(l) To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees of ONE NORBITON or their dependants.

(m) To pay any premium in respect of any insurance to cover deemed necessary by the Board.

(n) To make payments for social or charitable purposes connected or compatible with the objectives of ONE NORBITON.

(o) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

5. The income and property of ONE NORBITON shall be applied solely toward the promotion of the objectives of ONE NORBITON and no portion shall be paid or transferred directly or indirectly to the members of ONE NORBITON except by way of:

(a) payment in good faith of reasonable and proper fees or other payment to any member of ONE NORBITON in return for any service actually rendered to ONE NORBITON.

(b) the repayment of reasonable expenses incurred in carrying out the business of ONE NORBITON.

MEMBERSHIP OF COMMITTEE

6. The Board of ONE NORBITON may at its discretion admit to membership of the Open Committee any Resident or worker in Norbiton who supports the objectives and principles of ONE NORBITON and agrees to be bound by this governing document and the terms and conditions of membership as laid down in its membership agreement and who have signed the said agreement. It is tasked to exclude from its committee meetings any person or persons whose behaviour is voted as presenting a persistent threat to Clause 2 (c).

7. Each member who has signed this agreement will be entitled to speak and vote at all meetings of ONE NORBITON

8. Members cease to be members if they:

a) Resign or no longer live or work in the ONE NORBITON ward : or

b) Fail to qualify under Clause 6

c) Are removed from membership by a majority vote in a general meeting, provided that any member to be so removed shall have the right to make representation to that meeting or,

d) Are wound up or become insolvent,

e) Are directly or indirectly interested in any contract with ONE NORBITON and fail to declare such an interest.

9. If any member ONE NORBITON leaves ONE NORBITON for whatever reason they will forfeit for all time any share in the equipment and other effects jointly purchased whilst they were members of ONE NORBITON.

GENERAL MEETINGS

10. Once in every year ONE NORBITON shall hold an Annual General Meeting, provided that each Annual General Meeting shall be held not more than eighteen months after the last. At least twenty-one days notice shall be given of the date, time and venue of the Annual General Meeting, and of the business to be conducted. These meetings will be open to all who live, work and study within the boundaries of Norbiton Ward and these members will be eligible to vote. The business of the Annual General Meeting shall comprise:

- a) The Annual Report of the Board, including accounts
- b) The Election of Officers and Board Members
- c) The Appointment or Re appointment of ONE NORBITON's Auditors (if any)
- d) Such Other Business as may have been contained in the notices calling the meeting

11. The Board may at any time, and if requested by eleven or more members of ONE NORBITON, call a Special General Meeting. At least fourteen days notice, in writing, shall be given to every member of the date, time and venue of the Special General Meeting, and of the business to be conducted

12. At every General Meeting, the Chairperson shall preside, and in the event of her/his absence, twenty minutes after the time set for the meeting the vice-chair person shall preside, and in the event of his/her absence, the members present shall choose one of their number to be chair person of that meeting whose function shall be to conduct the business of the meeting in an orderly manner.

13. Every member present shall have one vote at any General Meeting. Except where otherwise specified in this governing document, questions shall be decided by a simple majority of votes cast. In the event of a tied vote the chairperson shall have a second or casting vote. Proxy voting is permitted.

14. No General Meeting may proceed unless a quorum is present in person, or on a multimedia conference line. Representatives of one third of the membership shall constitute a quorum. If within half an hour of the appointed time of the meeting, a quorum is not present, the meeting, if convened at the request of members, shall be dissolved. In any other case it shall stand adjourned to a time and place to be specified by the Board, all members of ONE NORBITON being given such notice as is practicable of the date time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.

15. A resolution, in writing, signed on behalf of all the members for the time being entitled to vote at General Meetings shall be valid and effective as if the same had been passed at a General Meeting duly convened and held and may consist of several documents in the same form each signed on behalf of one or more members.

16. Where notice is sent by post, the notice shall be deemed to have been served forty eight hours after the notice has been posted, provided that it was properly addressed and pre-paid. The accidental omission to give notice of a meeting or non-receipt of notice of a meeting by any person entitled to receive notice of a meeting shall not invalidate proceedings of that meeting.

17. A member shall declare an interest in respect of any contract in which s/he is directly or indirectly interested, or any matter arising there from. A member shall not vote in respect of such a contract and if s/he does so vote, her/his vote shall not be counted, and may be required to absent themselves from any discussions if requested to do so by the meeting.

18. ONE NORBITON may, at its discretion, invite other persons to attend its meetings with or without speaking" rights and without voting rights.

OFFICERS

19. Honorary officers of ONE NORBITON shall be elected at the Annual General Meeting, and shall include a Chairperson. Vice-Chairperson. Treasurer, Secretary, Chairpersons of sub-committees and such other Officers as the Board may from time to time decide.

20. Officers shall hold office until the conclusion of the following years Annual General Meeting. Retiring officers shall be eligible for re-election. In the event of a post not being contested the sitting member shall automatically be elected if they agree.

THE BOARD

21. ONE NORBITON shall have a Board comprising of not less than seven and not more than sixteen voting members and shall include the officers as specified in Clause 19. Only the full voting (i.e. who live, work and study within the boundaries of Norbiton Ward) shall be eligible to be voting members or officers of the Board.

22 Other organisations such as service providers such as the Kingston Council and local NHS officers may attend meetings at the invitation of the Board but such attendees will have no voting rights.

23. Members of the initial Board shall be proposed by the founding members Community Working Party of ONE NORBITON and confirmed in their roles by the Annual General Meeting. All new Board members shall be proposed and elected at or prior to the Annual General Meeting in accordance with such procedures including multimedia communications as may be adopted by the Management Committee from time to time.

24. In addition the Board may co-opt up to a further two members to serve on the Board until the following Annual General Meeting. Co-opted Members shall have full voting rights.

25. Members may nominate any person for election to the Board, provided that no member may nominate more than one person at any Annual General Meeting.

26.

The Board may co-opt any member of ONE NORBITON to fill a casual vacancy. Such co-opted members may serve until the following Annual General Meeting.

POWERS OF THE BOARD

27. The business of ONE NORBITON shall be managed by the Board who may exercise all such powers of ONE NORBITON and do all such things on behalf of ONE NORBITON as are not required by this governing document to be done by ONE NORBITON in General Meeting. The Board shall meet in a manner and at such times and places as it thinks fit provided that reasonable notice of all meetings shall be given to all members of the board.

28. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts of moneys paid to ONE NORBITON shall be signed, drawn, accepted, endorsed, or otherwise executed in such a manner as the Board shall from time to time direct.

29. The office of a member of the Board shall be vacated if that member:

a) Is directly or indirectly interested in any contract with ONE NORBITON and fails to declare such interest: or

b) Becomes bankrupt or makes any arrangements with her/his creditors generally: or

c) Resigns his/her office in writing: or

d) Is absent from three consecutive meetings of the Board without giving due Reason and the Board decide that by reason of such absence s/he has vacated office; or

(e) Is removed from office by a majority vote of members of a Special General Meeting of which due notice has been given.

30. The Board may delegate any of its powers to sub-committees. Any sub-committees so formed shall conform with such regulations as may be imposed upon them by the Board, which regulations shall always include the requirements of regular reports to the Board.

PROCEEDINGS AT BOARD MEETINGS

31. Members of the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.

32. The Secretary shall at the request of an Honorary Officer or of two or more Board Members summon a meeting of the Board at any reasonable time by giving adequate notice in writing to all of its members.

33. No meeting of the Board shall proceed unless a quorum is present in person, a quorum shall be one third of the Board

34. At every meeting of the Board, the Chairperson of ONE NORBITON shall preside, and in the event of her/his absence, twenty minutes after the time set for the meeting the Vice-Chairperson shall preside, and in the event of his/her absence, the members present shall choose one of their number to be chair person of that meeting whose function shall be to conduct the business of the meeting in an orderly manner.

35. Questions arising at Board meetings shall be decided by a simple majority of votes cast, each member having one vote. In the event of a tied vote the chairperson shall have a second or casting vote.

36. A Board member shall declare an interest in respect of any contract in which s/he is directly, or indirectly, interested, or any matter arising there from. A Board member shall not vote in respect of such a contract and if s/he does so vote, her/his vote shall not be counted, and may be required to absent themselves from any discussions if requested to do so by the meeting.

TRUSTEES

37. All or any part of the property of ONE NORBITON may be vested in not less than two Trustees appointed by the Board, and such Trustees shall hold such property and deal with it in a manner which is consistent with the objects of ONE NORBITON as the board may from time to time direct. The powers, rights and duties of Trustees so appointed shall be embodied in a Trust deed to be approved by the Board and to be executed by the Trustees.

38. The Board may at any time remove or replace any Trustee and may appoint a Trustee in place of any Trustee who has retired, dies, refuses to act or has become incapable of acting.

39. Any property or contracts, including contracts of employment, held in the name of ONE NORBITON and not vested in the named Trustees shall be deemed to be held jointly by the members of the Board for the time being.

REGULATIONS

40. ONE NORBITON in General Meeting or the Board may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise provided that such regulations are not inconsistent with this governing document, or amounting to such an addition or alteration which could only legally be made by Special Resolution, as they think fit for their management, conduct and regulation of the affairs of ONE NORBITON and the proceedings and powers of the Board and sub-committees. All members of ONE NORBITON and the Board shall be bound by such regulation whether or not they have received a copy of them.

RECORDS

41. The board shall ensure that adequate records are maintained, to include membership records, financial accounts, and minutes of all meetings of ONE NORBITON, of the Board and of any sub-committees. Such records shall be made available to any member on request. The accounts shall include records of:

- (a) All sums of money received and expended by ONE NORBITON and the matters in respect of which such receipts and expenditures have taken place;
- (b) All sales and purchases of ONE NORBITON;
- (c) The assets and liabilities of ONE NORBITON

42. Once at least in every year the accounts of ONE NORBITON shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more independent auditors appointed by ONE NORBITON in General Meeting.

DISTRIBUTION OF SURPLUS

43. As a mutual organisation ONE NORBITON shall not trade for profit. Any surplus deriving from the activities of ONE NORBITON shall be applied as to a general reserve for the continuation and development of ONE NORBITON.

AMENDMENTS TO THE CONSTITUTION

44. Amendments may be made to this governing document by a two-thirds majority vote of members at a Special General Meeting of ONE NORBITON of which due written notice has been given to every member specifying the changes to be proposed.

INDEMNITY

45. Every member, Board member auditor and other officer for the time being of ONE NORBITON shall be indemnified out of the assets of ONE NORBITON against any losses or liabilities incurred by her/him in or about the execution or discharge of the duties of her/his office except to the extent that such losses or liabilities shall be attributable to:

(a) Fraud or other matters in respect of which the person concerned shall be Convicted of a criminal offence: or

(b) Negligence: or

(c) Actions knowingly beyond the scope of a specific authority or limit thereon on the part of the person in question.

DISSOLUTION

46. ONE NORBITON may be dissolved by a two-thirds majority vote of members at a Special General Meeting of ONE NORBITON of which due notice has been given to every member specifying the proposal. Upon dissolution, after the settlement of all outstanding debts and liabilities, any assets remaining shall be distributed equitably amongst the members or otherwise transferred, as the members shall decide prior to or at the time of winding up.

This governing document was adopted on.....

Signatures of representatives of On behalf of ONE NORBITON

Founder Members:

APPENDIX

1 The Nolan Principles

The Seven Principles of Public Life

The Seven Principles of Public Life, known as the Nolan Principles, were defined by the Committee for Standards in Public Life . They are:

Selflessness

Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.