



CONSTITUTION of Save Our Sand, Hayle (SOS Hayle)

Adopted 16/July/2002



1. NAME

- 1.1 The name of the Association is Save Our Sand, Hayle, (SOSHayle)

2. ADMINISTRATION

- 2.1 Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 8 of this constitution (“The Executive Committee”)

3. OBJECTS

The Objects of the association are:

- 3.1 To promote the conservation, protection and improvement of the physical and natural environment of Hayle Estuary, Beach, Harbour and Towans for public benefit and the protection and maintenance of the St Ives Bay Bay's coastal and marine environment.
- 3.2 To advance the education of the public in the natural and cultural history, conservation, environment and management of Hayle Estuary, Beach, Harbour and Towans

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4. POWERS

- 4.1 The Association has the following powers, which may be exercised only in promoting the Objects:
- 4.2 To work with any authority, organisation or individual to:
 - a) Support integrated management
 - b) Facilitate coordinated action
 - c) Encourage greater access
 - d) Promote best practice towards economic, environmental and community sustainability
 - e) Assist in resolving issues and preventing conflicts for the benefit of Hayle Estuary, Beach, Harbour and Towans.
- 4.3 To work for a sustainable future for Hayle Estuary, Beach, Harbour and Towans where we have a vibrant, dynamic, equitable and thriving coast
- 4.4 To promote environmental and coastal issues in Hayle Estuary, and St Ives Bay, West Cornwall and nationally as appropriate.
- 4.5 To promote or carry out research
- 4.6 To provide advice
- 4.7 To publish or distribute information
- 4.8 To co-operate with other bodies
- 4.9 To support, administer or set up other charities/associations
- 4.10 To raise funds, but not by means of taxable trading
- 4.11 To hire property of any kind
- 4.12 Subject to clause 9, to employ paid or unpaid agents, staff or advisers
- 4.13 To enter into contracts to provide services to or on behalf of other bodies
- 4.14 To do anything else within the law which promotes or helps to promote the objects of the association.

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5. INDIVIDUAL MEMBERSHIP

- 5.1 Membership of The Association is open to any individual interested in promoting the Objects of the association on payment to the relevant subscription (if any).
- 5.2 The Executive Committee may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 5.3 Each member shall have one vote. An individual is deemed to be a member if:
 - a) Membership has been conferred at least 21 days prior to the date of the meeting; and
 - b) Payment of subscriptions (if any) are fully up to date; and
 - c) Membership has not been rescinded and/or otherwise terminated.
- 5.4 Membership is terminated if the member concerned:
 - a) gives written notice of resignation to The Association;
 - b) is six months in arrears in paying the relevant subscription (if any), but in such a case the member may be reinstated on payment of the amount due; or
 - c) is removed from membership by resolution of the Executive Committee on the grounds that in their reasonable opinion the member's continued membership is harmful to The Association, but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 7 clear days after receiving notice.
- 5.5 Membership of The Association is not transferable.

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6. MEMBERSHIP BY OTHER ORGANISATIONS OR GROUPS

- 6.1 Membership of The Association is open to any body, corporate or unincorporated association which is interested in furthering and/or promoting the Objects of the association on payment to the relevant subscription (if any).
- 6.2 The Executive Committee may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.
- 6.3 Each member body shall have one vote. Membership status is governed by the same rules as for individual members as outlined in clause 5.3
- 6.4 Membership is terminated if the member concerned:
 - a) gives written notice of resignation to The Association;
 - b) the body, association or group ceases to exist
 - c) is six months in arrears in paying the relevant subscription (if any), but in such a case the member may be reinstated on payment of the amount due; or
 - d) is removed from membership by resolution of the Executive Committee on the grounds that in their reasonable opinion the member's continued membership is harmful to The Association, but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 7 clear days after receiving notice.
- 6.5 Membership of The Association is not transferable

7. HONORARY OFFICERS

- 7.1 At the annual General meeting the members of the Association shall elect from among themselves a chairman, secretary and a treasurer who shall hold office from the conclusion of that meeting.

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8. EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall consist of not less than three and not more the eight members, these being:-
- a) The Honorary officers as identified in clause 7
 - b) Not less than 1 (one) and not more than 5 (five) members who shall hold office from the conclusion of that meeting.
- 8.2 The Executive Committee may at any time appoint not more than 2 (two) co-opted members to serve on the Executive Committee subject to the number of co-opted members not exceeding one third of the number of members on the executive Committee.
- 8.3 All members of the Executive Committee must retire at each AGM. Members of the Executive Committee may stand for re-election and re-appointment.
- 8.4 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.
- 8.5 Nobody shall be appointed to the executive Committee, whether on first or subsequent entry into office if they are aged less than 18 years or if appointed would be disqualified under the provisions of clause 9.

9. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 9.1 An Executive Committee member's term of office automatically terminates if he or she:
- a) is disqualified under the section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision) from acting as a charity trustee;
 - b) is incapable, whether mentally or physically, of managing his or her own affairs;
 - c) is absent from all meetings of the Executive over a sixth month period, Committee without having acceptable reason;
 - d) ceases to be a member of the Association
 - e) resigns by written notice to the Executive Committee (but only if at least three members of the Executive Committee wish to remain in office when the notice of resignations to take effect)
 - f) is removed by a resolution passed by at least fifty percent of the members present and voting at a general meeting after the meeting has invited the views of the Executive Committee member concerned and considered the matter in the light of any such views.

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10. PERSONAL INTERESTS OF EXECUTIVE COMMITTEE MEMBERS

- 10.1 Subject to the provisions in clause 10.2 no member of the executive committee shall acquire an interest in any property belonging to the Association (otherwise than as a trustee for the charity) or receive remuneration or be interested (other than by virtue of them being a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 10.2 When formally instructed to do so by a resolution of the executive committee Any member of the Executive Committee engaged in a professional capacity may charge and be paid for businesses done by them or their firm on behalf of the association. Provided that at no time shall a majority of members of the Executive Committee shall benefit under this provision and Executive Committee member(s) concerned must:
- a) declare an interest when or before discussion begins on the matter; withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - b) withdraw from the meeting for any item relating the discussion of remuneration or and/or any vote on the matter.

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11. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 11.1 The Executive Committee must hold at least two ordinary meetings each year.
- 11.2 A special meeting may be called at any time by the chairman, or by any two members of the executive committee or by a petition of 10 or more ordinary members upon not less than 10 (ten) days notice being given to other members of the executive committee of the matters to be discussed.
- 11.3 A quorum at a meeting of the Executive Committee is three members of the Executive Committee.
- 11.4 A meeting of the Executive Committee may be held either in person or by suitable electronic means agreed by the members of the Executive Committee in which each participant may communicate with all the other participants.
- 11.5 The Chair or, if the Chair is unable or unwilling to do so, some other member of the Executive Committee chosen by the Executive Committee members present presides at each meeting.
- 11.6 Every issue is determined by a simple majority of the votes cast at a meeting.
- 11.7 Except for the Chair of the meeting, who has a second or casting vote, every member of the Executive Committee has one vote on each issue.
- 11.8 The executive committee shall keep minutes of all proceedings of meetings of the executive committee and all sub-committees (if any)
- 11.9 The executive committee may appoint one or more sub-committees consisting of three or more members of the executive committee for the purpose of making any inquiry or supervising the performing of any function or duty which in the opinion of the executive committee would be more conveniently carried out by a sub-committee. All acts and proceedings of sub committees shall be fully and promptly reported to the executive committee. No decision or expenditure proposed by a sub-committee shall have any validity until formally approved and endorsed by a meeting of the executive committee.
- 11.10 The executive committee may from time to time make and alter rules for the conduct of their business, the summoning and the conduct of their meetings and the custody of documents. No rule may be applied which is inconsistent with this constitution.
- 11.11 A procedural defect of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

12. RECEIPTS AND EXPENDITURE

- 12.1 The funds of the association, including all donations, contributions and bequests shall be paid into an account in the name of the association and operated by the executive committee. All cheques and orders for the payment of money from such account shall be signed by at least two members of the Executive Committee.
- 12.2 The funds of the association shall be applied only in furthering the objects of the association.

13. PROPERTY

- 13.1 Subject to clause 12.2 the executive committee shall cause title to:
- 13.2 All land held by or in trust for the association which is not vested in the
- a) Official Custodian for Charities; and
 - b) All investments held by or on behalf of the association
- 13.3 To be vested in either a corporation entitled to act as Custodian Trustee or in not less than three individuals appointed by them as holding trustees.
Holding trustees may be removed by the executive committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the defaults of its members
- 13.4 If a corporation entitled to act as Custodian trustee has not been appointed to hold the property of the charity, the executive committee may permit any investments held by or in trust for the association to be held in the name of a clearing bank, trust or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee and may pay such a nominee reasonable and proper remuneration for acting as such.

14. ACCOUNTS

- 14.1 The Executive Committee must comply with the requirements of the Charities Act 1993 (or any statutory re-enactment or modification of that Act) as to
- a) keeping financial accounting records for the association
 - b) the preparation of annual statement of accounts for the association
 - c) The auditing or independent examination of the statement of accounts of the association; and
 - d) Transmission to the Charity Commission of annual statements of account.

15. ANNUAL REPORT

- 15.1 The executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charities Commission.

16. ANNUAL RETURN

- 16.1 The executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charities Commission.

17. ANNUAL GENERAL MEETING

- 17.1 There shall be an annual general meeting (AGM) of the association held in within 15 months of the previous AGM.
- 17.2 Every annual general meeting shall be called by the executive committee and the secretary will give at least 21 days notice of the AGN to all members of the association.
- 17.3 All Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative.
- 17.4 There is a quorum at a general meeting if the number of members (or authorised representatives) personally present is at least 10.
- 17.5 Before any other business is transacted, at the first AGM the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he/she is not present, before any other business is transacted the persons present shall appoint a chairman of the meeting.
- 17.6 At an AGM the members:
- a) receive the accounts of The Association for the previous financial year
 - b) receive the Executive Committee report on The Association's activities since the previous AGM
 - c) accept the retirement of those members of the Executive Committee who wish to retire or who are retiring by rotation
 - d) elect persons to be members of the Executive Committee to fill the vacancies arising
 - e) appoint auditors for The Association
 - f) may confer on any individual the title Honorary Life Member of The Association; and
 - g) discuss and determine any issues of policy or deal with any other business put before them.
- 17.7 Except where otherwise provided by the Charities Act 1993, every issue is decided by a majority of the votes cast.
- 17.8 Except for the Chair, who has a second or casting vote, every member present in person or through an authorised representative has one vote on each issue.
- 17.9 Nominations for election to the executive committee must be made by members of the association and should be in the hands of the secretary at least 14 days before the date of the AGM.

17.10 Where no nominations for a vacancy are received by the specified deadline, nominations may be invited from the floor.

17.11 If there is more than one nomination for each vacancy then election shall be by secret ballot.

18. SPECIAL MEETINGS

18.1 A special meeting may be called at any time by the Executive Committee giving at least 21 days and stating the business to be discussed. A special meeting can also be on a written request signed by at least 10 members.

19. PROCEDURE AT GENERAL MEETINGS

19.1 The secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association. The notes taken by the person so appointed will be the only officially recognised record of the proceedings. A synopsis of the minutes may be produced and issued for press releases and or publication.

19.2 There shall be a quorum when at least one tenth of the membership or ten members of the association which must include at least three of the Executive Committee (whichever is the greater) are present.

19.3 All members who qualify through clause 5.3 are eligible to attend, participate and vote at meetings. Each qualifying member individual or corporate is entitled to one vote on each issue.

19.4 All meeting of the Association shall be normally open to the press and public. However where the Chair of the meeting deems that matters of a sensitive and/or confidential matter are to be discussed and the presence of the public may not be appropriate the Chairman may elect to hold the meeting (or part of it), in closed session and may ask anyone not qualifying under clause 5.3 to leave the meeting or be excluded from the meeting.

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20. NOTICES

- 20.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or any newsletter distributed by The Association.
- 20.2 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- a) 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - b) two clear days after being sent by first class post to that address;
 - c) three clear days after being sent by second class or overseas post to that address;
 - d) on the date of publication of a newspaper containing the notice;
 - e) on being handed to the member or, in the case of a member organisation, its authorised representative, personally.
- 20.1 A technical defect in the giving of notice of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

21. RECORDS AND ACCOUNTS

- 21.1 The Executive Committee must comply with the requirements of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Charity Commission of annual reports, annual returns and annual statements of account.
- 21.2 The Executive Committee must keep proper records of all proceedings at general meetings, meetings of the Executive Committee and committee meetings.
- 21.3 The Executive Committee must keep proper records of all professional advice obtained.
- 21.4 Accounting records relating to The Association must be made available for inspection by any member of the Executive Committee at any reasonable time during normal office hours and may be made available for inspection by members who are not members of the Executive Committee if the Executive Committee so decide.
- 21.5 A copy of The Association's latest available statement of account must be supplied on request to any member of the Executive Committee or member of The Association. It must be supplied within two months of request to any other person who makes a written request and pays The Association's reasonable costs

22. AMENDMENTS TO THE CONSTITUTION

- 22.1 Subject to the following provisions of this clause the Constitution may be amended by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the amendment proposed.

23. POWER OF DISSOLUTION

- 23.1 If the Executive Committee decide that it is necessary or advisable to dissolve The Association, they shall call a meeting of all members of The Association of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the charity trustees shall have power to realise any assets held by or on behalf of The Association.
- 23.2 Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied in one or more of the following ways:
- a) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - b) directly for the Objects or charitable purposes within or similar to the Objects;
 - c) in such other manner consistent with charitable status as The Association Commission approve in writing in advance.
- 23.3 A final report and statement of account must be sent to the Charity Commission.

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24. INTERPRETATION

In this Constitution:

- 24.1 'Hayle Estuary, Beach, Harbour and Towans' means the area of West Cornwall Coast east of The River Hayle to Strap Rocks and is bounded on the southern side by the B3301. It extends offshore to the limits of St Ives Bay and includes intertidal and subtidal areas.
- 24.2 'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of The Association and whose name is given to the Secretary.
- 24.3 'The Association' means the unincorporated association governed by this Constitution.
- 24.4 'Charity trustee' has the meaning prescribed by section 97(1) of the Charities Act 1993. 'Clear day' means 24 hours from midnight following the relevant event.
- 24.5 'Financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986.
- 24.6 'Material benefit' means a benefit which may not be financial but has a monetary value.
- 24.7 'Secretary' means the Secretary of The Association., 'Member' and 'membership' refer to membership of The Association. 'Month' means calendar month. 'Year' means calendar year.
- 24.8 'Member of the Executive Committee' means a trustee of the charity and 'Executive Committee' means all of the trustees, 'The Objects' means the Objects of The Association as defined in clause 2 of this Constitution.
- 24.9 'Taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects.
- 24.10 'Written' or 'in writing' refers to a legible document on paper including a fax message or a message printed out from electronic mail or other electronic transmission.
- 24.11 Expressions defined in the Act have the same meaning. References to an Act of Parliament are to the Charities Act 1993 as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 24.12 In the event of any dispute, the Chair shall have the right to rule on the interpretation of any of the clauses within this constitution.