



TWYFORD VILLAGE PARTNERSHIP

CONSTITUTION

SECTION 1. IDENTITY

The name of the Society is the TWYFORD VILLAGE PARTNERSHIP (hereinafter referred to as TVP). TVP is a voluntary organisation whose membership comprises representatives from Local Authorities and Parish Councils, Local Businesses, Schools, Church Groups, Youth and Community Groups, Local Charities, Residents and other interested parties.

TVP is established for the public benefit for the following purposes within the area comprising **The Settlement of Twyford**, which area shall hereinafter be referred to as **“The Area of Benefit”**.

This Area of Benefit shall principally comprise the area contained within the boundaries of the Parish of Twyford and the Parish of Ruscombe.

[\(Note 1 of the Appendix on page 9 refers\)](#)

SECTION 2. OBJECTIVES

- (i) To build a strong partnership of residents, businesses, local authorities, schools, church groups, youth and community groups, and other interested parties, to represent the views of people in the Area of Benefit.
- (ii) To access funds and grants not available to local statutory bodies.
- (iii) To protect and enhance the Area of Benefit by serving as a focus for economic improvement, environmental enhancement, community safety and community involvement.
- (iv) To promote high standards of planning and design in or affecting the Area of Benefit.
- (v) To secure the conservation, protection, development and improvement of features of historic, environmental or public interest in the area of benefit.

In furtherance of the said purposes but not otherwise TVP, through its Executive Committee, shall have the following powers:-

- (a) To promote community pride in the Area of Benefit.
- (b) To promote research into subjects directly connected with the objectives of TVP and to publish the results of any such research.
- (c) To act as a co-ordinating body and to co-operate with the local authorities, planning committees, and all other statutory authorities, voluntary organisations, charities and persons having aims similar to those of TVP.

- (d) To promote or assist in promoting activities of a charitable nature
- (e) To publish papers, reports and other literature.
- (f) To hold meetings, lectures and exhibitions.
- (g) To inform public opinion and to give advice and information.
- (h) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that TVP shall not undertake any permanent trading activities in raising funds for its primary purpose.
- (i) To acquire, by purchase, gift or otherwise, property whether subject to any special trust or not.
- (j) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of, or turn to account, all or any of the property or funds of TVP as shall be necessary.
- (k) Subject to such consents as may be required by law, to borrow or raise money for the purposes of TVP on such terms and on such security as the Executive Committee shall think fit.
- (l) To prepare and publish a Plan, of at least 10 years' duration, based upon the aspirations and comments expressed by the Community, obtained by consensus, and to execute the actions listed therein in a regular and timely manner and to do all such other lawful things as are necessary for the attainment of the said purposes.

SECTION 3 MEMBERSHIPS

- (i) All members as described herein shall be 16 years of age or over.
- (ii) **HONORARY MEMBERSHIP**
 Honorary Membership may be offered to any Registered Charity located within a radius of 8 kms (5 miles) measured from the Twyford main cross road formed by the High Street, London Road, Wargrave Road and Church Street.
 Honorary Membership may also be offered to any organisation or person who has given exemplary service to the Area of Benefit.
 Honorary Membership shall be bestowed at the sole discretion of the Executive Committee.
- (iii) **PERSONAL MEMBERSHIP**
 In order to apply for Personal Membership of TVP the appropriate Membership Form must be completed.
- (iv) **CORPORATE MEMBERSHIP**
 Corporate Membership may be granted to any business or organisation that provides goods or services to TVP or the Area of Benefit. The Company concerned shall be required to complete the appropriate Membership Form in the name of the Company concerned and the form shall be signed by a representative who has the authority to act on behalf of the respective Company on matters relating to the activities of TVP.
 This category of membership shall be governed in accordance with section 4.

- (v) All memberships that require a subscription must be approved by the Executive Committee. Any required subscription must be paid in full when joining but in the event of an application being refused any subscription paid in advance will be refunded.
The acceptance or rejection of any application made in accordance with the above shall be reported to the Executive Committee at the next Committee meeting.
- (vi) TVP shall maintain records of all categories of membership.
- (vii) EXISTING MEMBERSHIP
(Note 2 of the Appendix on pages 9 and 10 refer)
- (viii) Subject to the foregoing, membership shall be available to anyone living or working within The Area of Benefit, and who has an interest in actively furthering the objectives of TVP.
(Note 2 of the Appendix on pages 9 and 10 refer)

SECTION 4

GROUPS

- (i) The Executive Committee may agree to the formation of Groups from time to time and as considered necessary. Groups shall report to and may be regulated or dissolved by the Executive Committee.
- (ii) A Group Leader for every Group shall be appointed by the Executive Committee. The Group Leader shall act as the Administrator of the Group's affairs and shall also act as Secretary of the Group or otherwise appoint a Group member of his or her choice to fill this role.
- (iii) It shall be the prerogative of the Executive Committee to give consideration to the appointment of any Group Leader to serve on The Executive Committee.
- (iv) The Group Leader shall propose the membership of any applicant to their Group and a minimum of two Officers of TVP shall consider each application on behalf of the Executive Committee
- (v) A separate form may be required when joining a Group especially where a subscription is required. This form shall be signed by the applicant or, where a Company is making the application, by a representative nominated by that Company.
- (vi) All business of a Group shall be reported to the Executive Committee directly by the respective Group Leader on a regular basis.

The Group Leader or spokesperson should request a meeting with the Executive Committee if matters of particular importance and urgency need to be addressed. Such request shall be made to the TVP Secretary who shall make the necessary arrangements.

An agenda shall be provided in advance by the Group Leader. These meetings shall comprise the Group Leader plus a minimum of two members of the Executive Committee. Minutes of these meetings shall be circulated to the Executive Committee and matters arising therefrom shall be discussed at the next regular meeting of the Executive Committee or earlier if necessary.

- (vii) A Subscription Charge may be conditional for membership of a particular Group or category of membership, as directed by the Executive Committee.

- (viii) Membership renewal subscriptions shall be paid on or before the due date. Each Group member shall receive from the TVP Secretary a notice for the renewal of membership in advance of the due date. An invoice will be issued for the respective subscription at least two weeks in advance of the date for renewal.
- (ix) If, after the due process described above, and in the absence of any mitigating circumstance, the subscription is not received within thirteen weeks of the due date, the member concerned may have that membership of the Group withdrawn.
- (x) The Withdrawal of membership shall also be considered by the Executive Committee in respect of any member of the Group who brings disrepute to that Group or to TVP or the Community at large. A Special meeting of the Group shall be convened for the purpose of hearing the matter.
- (xi) No member of a Group shall have power to vote at any General Meeting of TVP if their subscription is in arrears at the time.
- (xii) Any member has the right to resign membership of a Group. Such resignation shall be conveyed to the respective Group Leader. No refund of any paid subscription shall be made without agreement by the Executive
- (xiii) Subsequent to the formation of a Group it shall have the opportunity to prepare Articles of Association in support of the detailed activities of the respective Group. Such Articles must receive the formal approval of the Executive Committee before being executed and this Constitution shall always take precedence.
- (xiv) Members of the Executive Committee may also be members of any Group. The Articles of Association, relating to the respective Group shall apply.

SECTION 5

GENERAL MEETINGS

- (i) An Annual General Meeting shall be held in or about April of each year to receive the Executive Committee's report and audited accounts and to elect Officers and Members of the Executive Committee.
- (ii) Extraordinary General Meetings of TVP shall be held by order of the Executive Committee or at the written request of ten or more members. Any subscription that is appropriate to the membership of any proposer must be fully paid-up.
The Executive Committee shall decide the date and venue of Extraordinary General Meetings.
- (iii) Ten members personally present shall constitute a quorum for any General Meeting.
- (iv) The Committee shall give at least 21 days notice to members of all General Meetings of TVP.
- (v) Members of the public who are not members of TVP shall, at the discretion of the meeting's Chairman be admitted to any General Meeting. In any event attendance by a non member shall be ex officio.
- (vi) Voting by proxy shall not be permitted.

SECTION 6

OFFICERS

- (i) Nominations for the election of Officers shall be made in writing to the Secretary at least 14 days before the Annual General Meeting. Such nominations shall be supported by a seconder and the consent of the proposed nominee must first have been obtained. The elections of Officers shall be completed prior to the election of further Committee members.
- (ii) Nominees for election as Officers or Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to TVP.
- (iii) The Officers of TVP shall consist of:

Chairman
Vice Chairman
Secretary
Treasurer

All of whom shall relinquish their office every year and shall be eligible for re-election at the next Annual General Meeting.

- (iv) A Patron may also be elected at a General Meeting of TVP for an indefinite period to be terminated by agreement between the Patron and the Executive Committee.

SECTION 7

THE EXECUTIVE COMMITTEE

- (i) The Executive Committee shall be responsible for the management and administration of TVP.
- (ii) The Executive Committee shall consist of the Officers plus a maximum of five other TVP members who may be nominated for inclusion into this committee by the incumbent Executive Committee members. In addition, one representative from each of the Twyford and Ruscombe Parish Councils, and a Wokingham Borough Councillor for Twyford Ward shall be invited to attend any Executive Committee meeting. These representatives shall be nominated by their respective Council and shall be ex officio members of the Committee.
The Council representatives may, if they so desire, be released from their ex officio restriction and act as full Committee members with the right to propose, second, discuss and vote on any issue that relates exclusively to TVP business and would not present a conflict of interest.
The Patron shall be invited to any meeting and if in attendance shall act as an ex officio member of the Committee.
- (iii) In the event of equality in the votes cast at any Committee Meeting, the Chairman shall have a second or casting vote.
- (iv) The Committee shall have the power to co-opt or invite further members to attend any Executive Committee Meeting Those invited who attend shall act in an advisory and non-voting capacity.
- (v) The Executive Committee shall have the power to fill vacancies occurring between Annual General Meetings. These temporary members shall have full Committee authority and shall be free to discuss and vote on any subject.
The position of any such temporary member shall be formalised at the next Annual General Meeting having been proposed, and seconded and elected by vote of the members present.

- (vi) Nominations for election to the Executive Committee shall be made in writing to the Secretary at least 28 days before the Annual General Meeting. They must be supported by a seconder and the consent of the proposed nominee must first have been obtained. If the nominations exceed the number of vacancies, a ballot shall take place in such manner as shall be determined.
- (vii) Members of the Executive Committee, other than the Patron, shall be elected annually at an Annual General Meeting of TVP. Outgoing members may be re-elected by a simple majority.
- (viii) The Executive Committee shall meet not less than four times a year and the Secretary shall give all members not less than seven days notice of each meeting.
A quorum shall comprise no less than one third of the number of current members of the Executive Committee. For calculation purposes the number shall include the Councils' Representatives but exclude the Patron.

SECTION 8 DECLARATION OF INTEREST

It shall be the duty of every member who is in any way directly or indirectly interested financially or professionally in any matter discussed at any meeting of TVP, including any meeting of any Committee or Group, at which he or she may be present to declare such interest and he or she shall not discuss such item or vote thereon, except by invitation of the Chairman or Group Leader.

SECTION 9 EXPENSES OF ADMINISTRATION AND APPLICATIONS OF FUNDS

The Executive Committee shall, out of the funds of TVP, pay all proper expenses of administration and management of TVP. After the payment of the administration and management expenses and the setting aside to reserve such sums as may be deemed expedient, the remaining funds shall be applied by the Executive Committee in furtherance of the Objectives of TVP to include administration, community projects, events and initiatives that support TVP's aims of making the Area of Benefit a better place to live, work and do business.

SECTION 10 INVESTMENTS

All moneys at any time belonging to TVP and not required for immediate application for its purposes may be invested by the Executive Committee in or upon such investment, securities or property as it may think fit. Such investment shall be subject, where appropriate, to any authority, approval or consent of any special trusts affecting any property in the hands of the Executive Committee.

SECTION 11 TRUSTEES

- (i) Any freehold and leasehold property acquired by TVP shall, and if the Executive Committee so directs any other property belonging to the Society may, be vested in trustees who shall deal with such property as the Executive Committee may from time to time direct. Any trustees shall be at least three in number or a trust corporation. The power of appointment of new trustees shall be vested in the Executive Committee.

- (ii) A trustee need not be a member of TVP but no person whose membership lapses by virtue of clause 4 hereof shall thereafter be qualified to act as a trustee unless and until re-appointed as such by the Executive Committee and subsequently ratified at an Annual General meeting or an Extraordinary General Meeting especially arranged to address this matter.
- (iii) The TVP Secretary shall from time to time notify the Trustees in writing of any amendment hereto and the trustees shall not be bound by any such amendments in their duties as trustees unless such notice has been given. TVP shall be bound to indemnify the trustees in their duties, whilst under the direction of the Executive Committee, including the proper charge of a trustee being a trust corporation, and liability under such indemnity shall be a proper administrative expense.

SECTION 12

ACCOUNTS

The Executive Committee shall comply, where appropriate, with their legal obligations with regard to:

- (i) The keeping of accounting records for TVP.
- (ii) The preparation of the annual statements for TVP.
- (iii) The auditing and independent examination of the statements of account of TVP.

SECTION 13

INSURANCE

- (i) TVP shall acquire and retain Third Party and Employers Liability Insurances. These Insurances shall provide adequate indemnity against risks associated with TVP's activities and Events. The events covered shall be limited to those that are authorised by the Executive Committee and that are organised and managed by TVP.
[\(Note 3 of the appendix on page 10 refers\).](#)
- (ii) Unless included within the insurances above, separate insurance is to be provided to indemnify the Officers of TVP against any claim arising from the activities of TVP.

SECTION 14

ANNUAL REPORTS

The Executive Committee shall comply, where appropriate, with their legal obligations with regard to the preparation of an annual report and its transmission to the members of TVP at an Annual General Meeting or an Extraordinary General Meeting called specifically for this purpose

SECTION 15

AMENDMENTS

This Constitution may be amended by the Executive Committee and such amendment shall be presented for ratification by a two-thirds majority of members present at an Annual General Meeting or an Extraordinary General Meeting of TVP. A minimum of 21 days' due Notice of the proposed amendment shall be provided to all members.

SECTION 16

NOTICES

Any notice required to be given in respect of this Constitution shall be deemed to be duly given if sent by electronic mail to the member or delivered by hand or by post. The postal and electronic mail addresses are those that were last notified to the TVP Secretary.

SECTION 17

WINDING UP

- (i) TVP may be dissolved by a two-thirds majority of members voting at an Annual General Meeting or an Extraordinary General Meeting of TVP. This motion shall be referred to specifically when notice of the Meeting is given.

The decision shall be confirmed by a simple majority of members voting at a further Extraordinary General Meeting held not less than 14 days after the previous Meeting.

- (ii) In the event of the dissolution of TVP, the available funds of TVP shall be transferred to one or more charitable institutions as shall be chosen by the Executive Committee and approved by the second General Meeting of TVP at which the decision to dissolve TVP was confirmed.

18 DECLARATION

This constitution was adopted at an Extraordinary General Meeting held on the 23rd. January 2012.

Signed:

Chairman: Patrick Heather

Date: 23rd. January 2012

Secretary: Frederick Willson

Date: 23rd. January 2012

Last amended: 07/01/2012

APPENDIX TO THE CONSTITUTION

Explanatory Notes

NOTE 1. Relates to Section 2 - Identity

The Parish of Ruscombe lies immediately adjacent to Twyford. As a result of the development of roads and housing over several years the boundaries between the two Parishes are in some locations no longer clearly defined. Ruscombe, in itself, has little in the way of a recognisable infrastructure and the community relies heavily on Twyford for schooling, shopping, health, recreation and other essential community facilities. It therefore necessarily follows that Ruscombe falls within The Settlement of Twyford and hence is included in the Area of Benefit.

NOTE 2. Relates to Section 3 – Membership

The expression “Living and Working” stated in this section of the Constitution does not have a clear definition in the context that it is used herein. To avoid confusion and misunderstandings the following definitions are recommended for guidance.

A. Living in the Area of Benefit

- (i) Anyone who owns by freehold any land, dwelling or other building within The Area of Benefit.
OR
- (ii) Anyone who has the use of land within The Area of Benefit by way of lease or rent by way of a formal agreement with the landowner.
OR
- (iii) Anyone who resides in a property within The Area of Benefit by way of freehold, lease, rent or other legally binding agreement. This to include any family member or partner of the principal occupier or any other person who permanently resides therein.

B Working in the Area of Benefit

- (i) Anyone who is working in The Area of Benefit either by way of permanent employment or regular part time employment.
OR.
- (ii) Any person or business who provides pro bono services directly to TVP, its committees and management, by way of consultancy, expertise or other assistance irrespective of the location of residence.
OR

(iii) In addition to the above, membership may be considered in respect of any person or business that delivers goods or provides a service to the residents or businesses at their home or business address located within the Area of Benefit. Such consideration may be given providing that their permanent residence or registered business address is situated within a radius of 8 kms (5 miles) measured from the Twyford main cross road formed by the High Street, London Road, Wargrave Road and Church Street.

OR

(iv) Membership may also be considered to any business that provides regular full or regular part time employment to persons who reside within the Area of Benefit providing that the business is located within the 5 miles radius as described in item (iii) above.

OR

(v) A concession is hereby granted to all members of TVP and/or Groups where membership of these categories have been approved and commenced at a date prior to the date of the adoption of this Constitution. In such cases the membership shall be retained without the need of a further application. This concession is given on the understanding that in all other respects the terms and conditions of membership as stated in this Constitution shall apply.

NOTE 3. Relates to Section 14- Insurances

(i) From time to time TVP will organise and manage community events as authorised by the Executive Committee. These events shall be covered against 3rd Party risks and shall also include cover for Employer's Liabilities. The number of events that are protected shall be at the discretion of the Executive Committee.

(ii) Other events that may be organised by Groups for the purpose of promoting their individual interests, even though they are members of TVP, will not be covered by the TVP Insurance Policy unless the respective event has been specifically authorised by the Executive Committee as a TVP event. If this not be the case it shall be the responsibility of the Group concerned to make their own arrangements to provide any required insurances.