

CONSTITUTION
OF
AYMESTREY PARISH COMMONS ASSOCIATION
(APCA)

Adopted BETWEEN the persons whose names are set out at the end of this Constitution.

1 BACKGROUND

- 1.1 The [INSERT NAME OF OWNERS] (together the Owners) are the freehold owners of the common land within Aymestrey Parish (the Parish) known as Yatton Hill Common, Ballsgate Common and Yatton Marsh Common ("The Commons") which are registered common land covering some [INSERT SIZE] of grassland, open woodland and scrubland located within the Parish and shown edged on the plan [ADD PLAN TITLE] at Appendix 1 hereto.
- 1.2 A public meeting of interested parties within the Parish considered the issue of the Commons and determined that the Commons can be best managed by local people (including both residents and commoners) who are interested in promoting the aims and objectives described in article 4.
- 1.3 Management of the Commons has previously been adhoc and those arrangements appear to have long since ended.
- 1.4 The signatories to this Constitution have agreed to form an association whose Constitution is set out in articles 2 to 15.

Commented [HD1]: Does anyone have a copy of a map showing the outline of all three commons?

APCA

2 NAME

- 2.1 The name of the association shall be Aymestrey Parish Commons Association, it may use the acronym APCA and is referred to as such in this Constitution.

3 NATURE AND PURPOSE OF THE APCA

- 3.1 APCA is a community based unincorporated association, non-party political and non-partisan.
- 3.2 The purpose of APCA is to achieve the aims and objectives described in article 4.

4 AIMS & OBJECTIVES

The aims and objectives of APCA are:

- 4.1 To promote, represent and safeguard the rights and interests of Commoners, residents and visitors.
- 4.2 To promote the conservation and enhancement of the natural beauty of the Commons making provision for the protection of important flora and fauna.
- 4.3 To support the management of the Commons for their original agricultural purpose.
- 4.4 To facilitate and encourage access to each of the Commons.
- 4.5 To co-operate with Herefordshire Council and other relevant bodies in maintaining a register of Commoners and residents of the Commons.
- 4.6 To promote social, educational and community activities for the benefit of the residents of, and visitors to, the Commons; endeavoring to maintain access to the Commons wherever practicable.
- 4.7 To establish, implement and keep under review a Management Plan which will:
 - 4.7.1 be prepared in consultation with APCA members, Aymestrey Parishioners, Commoners and, as appropriate, other bodies and experts.
 - 4.7.2 be compatible with any relevant legislation concerning management of common land currently in force.
 - 4.7.3 Seek to enhance and protect the Commons, balance the interests of landowners, Commoners, residents and those who are entitled to the quiet enjoyment of the Commons, and ensure sustainable land management practice.
- 4.8 To work with the appropriate authorities to restrict and prevent any detrimental use of the Commons and to further the Management Plan.
- 4.9 To engender co-operation and effective partnerships between APCA, the landowners and other relevant bodies in the creation and implementation of the Management Plan.

5 REMIT

APCA's remit is:

- 5.1 To implement the Management Plan.

- 5.2 To raise revenue for the purpose of the Management Plan through fundraising activity or grant applications.
- 5.3 To employ and remunerate such persons, and to hire or purchase such equipment as is necessary, for the proper pursuit of the Management Plan.
- 5.4 To open and operate bank accounts and other facilities for banking should these become necessary to further the aims of APCA.
- 5.5 In the absence of the bank account, to seek a “nominated fund holder” to hold money on behalf of APCA. Any “nominated fund holder must not be a private individual.
- 5.6 To maintain proper accounting records for APCA.
- 5.7 To reimburse expenses of members of APCA properly and reasonably incurred in pursuit of APCA's aims and objectives agreed in advance by its Management Committee.
- 5.8 To do all other lawful things that are necessary for the achievement of APCA's aims and objectives.
- 5.9 The arrangements described in this Constitution, or in Management Plans, do not amount to a delegation of Herefordshire Council's statutory functions, or the Owners legal obligations, in relation to the Commons.

6 INSURANCE

- 6.1 The Council shall, if necessary and subject to the article 6.2, maintain public liability insurance to protect APCA against claims resulting from management of the Commons (including work carried out by it and its unpaid volunteers) in accordance with agreed Management Plans.
- 6.2 APCA shall:
 - 6.2.1 maintain sufficient insurance to cover its members' own equipment
 - 6.2.2 have due regard to guidance provided by the Council in relation to risk assessments and safe systems of working practices.
 - 6.2.3 ensure that its contractors have sufficient public liability insurance.

7 MEMBERSHIP AND VOTING

- 7.1 Membership of APCA shall be open to:
 - Commoners, i.e. those holding registered rights of common on the Commons.
 - The legal owners of the Commons

- All persons over the age of 18 residing in a property which holds registered common rights.
- All persons over the age of 18 who own or have tenancies (of at least 6 months' unexpired term) of properties within or adjoining the Commons or access to which is across the Commons on an unadopted road or track ("Qualifying Properties")

- Those eligible to be on the Management Committee under article 8.2

- 7.2 Each member which is an association or a corporate body shall appoint an individual to represent it and vote on its behalf and may appoint an alternative if that person is unavailable.
- 7.3 A member shall cease to be a member if he/she resigns from the APCA in writing to the Secretary.
- 7.4 Any person who disagrees with a decision taken by the Committee can ask the Committee to re-consider its decision.

(Note: see 10.6 and 12.5 as regards members owning or occupying several properties

8 MANAGEMENT COMMITTEE

- 8.1 The management and business of APCA shall be vested in its Management Committee appointed in accordance with articles 8.2.1 and 8.2.2; and elected in accordance with articles 8.2.3 at the inaugural meeting of APCA and hereafter as elected at each Annual General Meeting in accordance with article 8.3.
- 8.2 The Management Committee will consist of a maximum of **[INSERT NUMBER]** Members constituted as follows:
- 8.2.1 Permanent Voting Members
- (a) A representative of Aymestrey Parish Council. To be appointed by a meeting of Aymestrey Parish Council.
- (b) A representative of the Owners of the Commons to be appointed by the Owners.
- 8.2.2 Elected Members
- [INSERT NUMBER]** other members of APCA who have been proposed and seconded by APCA members. A proposer and seconder cannot be from the same household. Where an Election is necessary it will be by secret majority ballot.
- 8.3 At each AGM the members appointed under article 8.2.2 shall retire and the resulting vacancies shall be filled by majority vote, with retiring members eligible for re-appointment.

- 8.4 The Management Committee will, subject to articles 8.5 and 9.6.3 elect a Chair and Vice-Chair and, subject to articles 9.1 to 9.3, a Treasurer, Auditor and Secretary ("Officers") by a majority vote at its first meeting following APCA's inaugural meeting and thereafter at each AGM.
- 8.5 The Committee, by a majority vote, shall have the powers to temporarily fill Committee vacancies by co-opting Members until the next AGM.
- 8.6 In addition to the [INSERT NUMBER] Members appointed under articles 8.2 and, specialists may be co-opted onto the Committee for a specific purpose in an advisory capacity only.
- 8.7 The Management Committee shall, where possible, work with Herefordshire Council's Commons Registration Officer to review the operation of the Management Plan and any related matters with a view to ensuring best practice.

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9 OFFICERS AND CHAIR

- 9.1 Any Officer so appointed under article 8.4 may be removed or replaced by a vote of APCA at an Extraordinary General Meeting (EGM) convened and attended by [INSERT NUMBER] members, which number must include at least three Members of the Management Committee, on 21 days written notice to all members of the proposed removal or replacement.
- 9.2 Officers shall be elected annually and no Member shall hold more than one position.
- 9.3 Officers must inform the Committee if they have any personal or pecuniary interest in matter which the Committee has requested they deal with.
- 9.4 The Committee shall appoint a nominated spokesperson(s) to represent the Association in discussions with other bodies who will act upon the instruction of the Committee.
- 9.5 **CHAIR**
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- 9.5.1 The Chair shall provide direction on procedural questions but not on the substantive aspects of matters under discussion.
- 9.5.2 If the Chair is absent the Vice-Chair shall take on the role of Chair.
- 9.5.3 The Chair shall be elected annually but may serve no more than four consecutive years although he/she may remain a Member of the Committee if so elected and may be re-elected as Chair if she/he has not held that office during the preceding 12 months.
- 9.5.4 The Chair shall:
- Ensure that all present at meetings of APCA and the Management Committee can contribute without interruption or intimidation
 - Lead and support APCA in achieving its aims
 - Ensure the Committee works as a team

9.6 SECRETARY

- 9.6.1 The Secretary shall be responsible for arranging meetings of APCA and its Management Committee, giving sufficient notice of such meetings.
- 9.6.2 He/she will take minutes at meetings and ensure these are distributed to members of APCA within one calendar month of meetings.
- 9.6.3 Under the guidance of the Chair, the Secretary will deal with all the formal correspondence of APCA.

9.7 TREASURER

- 9.7.1 The Treasurer shall produce an annual budget for approval of the Committee and report on the accounts at each meeting of the Committee.
- 9.7.2 The Treasurer shall open and maintain a bank account in the name of the APCA where the management committee have deemed this necessary.
- 9.7.3 He/she will produce an income & expenditure account and balance sheet for the preceding twelve months, which he/she shall put before the AGM for approval by the membership.
- 9.7.4 The Treasurer will be responsible for ensuring that any annual external audit of accounts, where one is legally required, is completed within one calendar month of the end of each financial year.

10 MANAGEMENT COMMITTEE MEETINGS

- 10.1 **[INSERT NUMBER]** Members of the Management Committee must be present at any meeting to be quorate.
- 10.2 The Committee will meet at least three times a year with the dates to be agreed at the AGM except where the Committee considers an urgent meeting is required in which case as much advanced notice as is practicable shall be given to members. A complete and accurate record of meetings and decisions taken shall be kept.
- 10.3 Minutes of these meetings will be taken and approved at the next meeting of the Committee. Once approved, minutes will be available to the public within one calendar month.
- 10.4 All members of APCA, and the general public, may attend meetings of the Committee as observers. The Chair shall allow adequate time for members of the public to address the meeting.
- 10.5 All decisions shall be decided by a majority of the Management Committee members present and voting at the meeting in question. All members shall have one vote no matter how many Qualifying Properties they own or occupy. In the case of an equality of votes the Chair shall have a casting vote.
- 10.6 Members of the Management Committee must declare any personal or pecuniary interest in matters under discussion. The Committee will determine whether the Committee Member(s) should withdraw, be allowed to speak but not to vote, or be allowed to speak and vote.

11 ANNUAL AND EXTRAORDINARY MEETINGS OF APCA

- 11.1 An Annual General Meeting (AGM) shall be held each year and no more than 15 months may elapse between AGMs. At least 21 days written notice (as per 11.4) shall be given to APCA members indicating the date, time and venue of the AGM and of the business to be transacted.
- 11.2 The business of the AGM shall comprise:
- 11.2.1 The annual report of the Management Committee concerning the work carried out by, or on behalf of, APCA since the previous AGM.
 - 11.2.2 The annual financial report and accounts for approval.
 - 11.2.3 Election of Members of the Management Committee under article 8.2

11.2.4 The appointment of Officers.

11.2.5 Such other business as may have been contained in the notices of the meeting.

- 11.3 An Extraordinary General Meeting (EGM) may be called as required either by the decision of the Management Committee or at the written request of at least [INSERT NUMBER] members of APCA.
- 11.4 Not less than 21 days notice of meetings shall be given to all members of the date, time, venue and of the business to be transacted at the meeting. This notice may be given by email or via appropriate web sites, or by notice in an appropriate local publication in conjunction with posters in appropriate locations. Postal notification to each individual member is not required.

12 PROCEEDINGS AND VOTING AT GENERAL MEETINGS

- 12.1 The Chair, or in his/her absence the Vice-Chair shall preside at all General Meetings.
- 12.2 A quorum for a General Meeting shall be [INSERT NUMBER].
- 12.3 If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place specified by the Committee. All members of APCA shall be given such notice as is practicable of the date, time and place of the adjourned meeting.
- 12.4 The Chair will decide the method of voting at each meeting, proxy votes will be accepted at any meeting of APCA, providing the person eligible to vote has given the Chair and Secretary written notice of the appointment of the proxy.
- 12.5 All matters to be determined shall be decided by a simple majority of members of APCA. All members shall have one vote no matter how many Qualifying Properties they own or occupy. In the event of a tied vote the Chair shall have a second and casting vote.
- 12.6 Decisions taken at a General Meeting shall be recorded and shall be binding.
- 12.7 APCA shall cause proper minutes to be kept of all meetings, which shall be submitted for approval at the next meeting.
- 12.8 If the Committee considers that a resolution, if implemented, would risk unlawfully interfering with the legal rights of any person in relation to the Commons then it shall take legal advice or advice from Herefordshire Council and shall only implement the resolution if the advice is that it would be lawful or reasonable to do so.

13 FINANCES

- 13.1 All income raised by APCA or received in the form of grant funding shall be used in the furtherance of the Aims and Objectives of APCA.
- 13.2 The Association, in line with 9.8.5, shall cause proper books of accounts to be kept, in respect of:
- All sums of money received and expended by APCA.
 - The assets and liabilities of APCA.
- 13.3 The books and accounts shall be available upon request, for inspection by any member of APCA or member of Aymestrey Parish.
- 13.4 Where a bank account is deemed necessary, there will be three signatories for the bank account and no two shall be from the same household or related by blood, marriage or a personal business. Signatories will be agreed by the Management Committee. Two signatories will be required to sign all cheques.

14 ALTERATION TO THE CONSTITUTION

- 14.1 The Constitution may be rescinded or amended at any Extraordinary General Meeting (EGM) called for that purpose only or at the AGM. Any motion which seeks to fundamentally change the aims and objectives described in article 4 can only be presented and voted upon at the AGM (this does not apply to motions to dissolve APCA in its entirety).
- 14.2 Proposed changes to the Constitution must be made in writing to the Secretary at least 28 days prior to the EGM or AGM.
- 14.3 Proposals to amend or rescind the Constitution shall be circulated to all Members with the notice of the meeting.
- 14.4 Changes to the Constitution must be agreed by a majority of two thirds of the members present providing a minimum of [INSERT NUMBER] members are present.
- 14.5 The Management Committee, shall review the Constitution annually

15 DISSOLUTION

- 15.1 APCA may only be dissolved at an EGM called for that purpose and must be advertised at least 21 days before the meeting.
- 15.2 A proposal to dissolve the Association shall take effect only if agreed by a majority of two thirds members present and providing a minimum of [INSERT NUMBER] members are present.

- 15.3 If a resolution to dissolve APCA is passed the meeting shall elect three people who shall have the responsibility of accounting for, after making provision for any outstanding liabilities, disposing of, any assets owned by APCA.
- 15.4 Any such disposal must be to an organisation or body which has agreed to use the assets for aims and objectives similar to those described in article 4 and *that such an organisation must use its income and property in furtherance of its objects, aims and objectives and not distribute any of its income or property amongst its members.*

CONSTITUTION AGREED & SIGNED OFF AT A MEETING of APCA ON 1ST AUGUST 2022

Amendments to the Constitution	
Created at the inaugural meeting of APCA	
1 st August 2022	

Original Document Signed by the following