



## CONSTITUTION

### 1 NAME

The Association shall be called Wye Valley & Forest of Dean Tourism Association (hereinafter called “The Association”)

### 2 DEFINITIONS

- 2.1 AREA shall mean the administrative area of the Forest of Dean District Council, the Wye Valley and environs.
- 2.2 MEMBER shall mean any person or persons as described under clause 4 below having duly paid the current subscription, except in the case of Members pursuant to clause 4.4 and members pursuant to clause 2.3 below.
- 2.3 HONORARY LIFE MEMBER shall mean a person upon whom honorary life membership has been conferred by the Association at a General Meeting.
- 2.4 EXECUTIVE COMMITTEE shall mean Chairman, Vice Chairman, Treasurer, Secretary and any other member duly elected to serve.
- 2.5 OFFICERS shall mean Chairman, Vice Chairman, Secretary and Treasurer
- 2.6 NOTICE – where notice or documents are required to be served pursuant to this Constitution, such notice may be given by the sending of an email or by first class post to the last known address of the member. Such notice shall be deemed to be received on the date following the sending by email or post and for the purposes of calculation of the notice period, the date of receipt and the date of the meeting for which notice is given shall not be included.
- 2.7 GENERAL MEETINGS shall mean all Business and Annual General Meetings of the Association.
- 2.8 Where the context so admits words denoting the masculine shall be deemed to include the feminine and words denoting the singular shall be deemed to include the plural.

### 3 OBJECTIVES

The Objectives of the Association are:

- 3.1 to promote and develop tourism within the Area
- 3.2 to encourage and stimulate interest in tourism and in doing so to foster public understanding and appreciation of the benefits of tourism within the Area
- 3.3 to establish the Association as a consultative body in the promotion of tourism to all government and non-governmental bodies

- 3.4 to act as a forum for the exchange of ideas, information and the resolution of common problems relating to tourism
- 3.5 to encourage and promote high standards of service by the Members
- 3.6 to encourage and promote sustainable tourism

#### **4 MEMBERSHIP**

- 4.1 Membership of the Association shall be open to any local authority, firm, organisation or individual whose interests coincide with the Objectives of the Association and whose area of operation is wholly or partially within the Area.
- 4.2 Those seeking membership of the Association shall apply on the form prescribed to be accompanied by payment of the current administrative joining fee and the current year's subscription, and shall be required to agree that if their application for membership is successful, they will institute a reciprocal link to the Association's website on their website and display the Association's current publications in their business premises.
- 4.3 The power of election shall be at the discretion of the Executive Committee which may take such steps as it thinks fit and proper to ascertain whether the applicant is suitable to be a member and may at its absolute discretion refuse any application.
- 4.4 All members of Wye Valley Tourism Association as at 6 December 2006 shall become Honorary Members of the Association with full voting rights until midnight on 31 December 2006 when such honorary membership shall lapse.

#### **5 SUBSCRIPTIONS**

- 5.1 Members other than Honorary Members shall pay an annual subscription as approved at the Annual General Meeting.
- 5.2 The membership of any Member who has failed to pay the subscription by 31<sup>st</sup> October of the year preceding the year for which the subscription is due, unless paying by existing standing order, shall be deemed to lapse on 31st December of the current year.

#### **6 HONORARY LIFE MEMBERSHIP**

At a General Meeting the Association may appoint a member as Honorary Life Member in recognition of his exceptional service to the Association, and such Honorary member shall be entitled to the rights and privileges of an ordinary Member.

#### **7 GENERAL MEETINGS**

- 7.1 **Annual General Meetings.** The Secretary shall convene an Annual General Meeting ("AGM") each year no earlier than 1 March provided that the Secretary shall not be obliged to convene an Annual General Meeting during the year 2007. At an AGM the following business shall be transacted:

- 7.1.1 Election of Chairman, Vice Chairman, Secretary and Treasurer (“the Officers”) provided that if there is a casual vacancy in any of the above mentioned offices, a new appointment may be made at a Business Meeting.
  - 7.1.2 Election of a minimum of two Executive Committee members exclusive of the Officers.
  - 7.1.3 Appointment of Auditor and agreement of auditor’s fees if the position of Auditor is not to be an honorary one.
  - 7.1.4 Receiving of the audited accounts for the previous year.
  - 7.1.5 The setting of the annual membership fee and annual joining fee for the forthcoming financial year.
- 7.2 All General Meetings other than AGMs shall be called Business Meetings.
  - 7.3 Business Meetings shall be convened by the Secretary if necessary provided that there shall be at least four Business Meetings during the Association’s financial year.
  - 7.4 At the first Business Meeting to be held after midnight on 5 December 2006, the business to be transacted shall include the election of Officers, Executive Committee members and Auditor as though that Business Meeting were an AGM and pursuant to clauses 7.1.1, 7.1.2 and 7.1.3 above.

## **8 PROCEDURE FOR ANNUAL AND BUSINESS MEETINGS**

- 8.1 Notice of a General Meeting shall be given not less than 14 days prior to the meeting. Such Notice shall specify the place, date and time of the meeting.
- 8.2 The accidental omission to give notice of a meeting or the non-receipt of a notice of a meeting by any person entitled to notice shall not invalidate the proceedings of that meeting.
- 8.3 A copy of the agenda, and minutes of the previous Business Meeting in the case of a Business Meeting, and minutes of the previous AGM in the case of an AGM shall be sent to members not less than 7 days before the meeting.
- 8.4 The Quorum for a General Meeting shall be 10.
- 8.5 The Chairman or in his absence the Vice Chairman shall preside as chairman at General Meetings providing that if neither be present within fifteen minutes of the time appointed for the holding of the meeting those members of the Executive committee present shall choose one of their number to preside.
- 8.6 All motions shall be determined by a show of hands unless a poll be demanded by the Chairman or by one third of the Members present.
- 8.7 Each Member shall have one vote and resolutions shall be determined by a simple majority unless specifically provided for elsewhere in the Constitution with the Chairman having a second or casting vote.

## **9 PROCEDURE FOR EXECUTIVE COMMITTEE MEETINGS**

- 9.1 The Secretary shall convene a meeting of the Executive Committee as and when necessary.

- 9.2 Not less than seven days' Notice shall be given provided that where the Chairman in his absolute discretion deems it necessary a meeting may be called by giving short notice.
- 9.3 A quorum for Executive Committee meetings shall be four.
- 9.4 Each member of the Executive Committee shall have one vote and resolutions shall be passed by simple majority by a show of hands unless a poll be demanded by the Chairman or by one third of the Executive Committee members present.
- 9.5 If a casual vacancy shall arise amongst the elected committee members other than the elected officers or if the members of the Executive Committee deem it desirable to appoint an ad hoc committee member then the Executive Committee shall be entitled to elect a Member to such a position to hold the position until the following AGM.

## **10 POWERS OF THE EXECUTIVE COMMITTEE**

- 10.1 to administer the finances of the Association in accordance with the mandate given at general meetings
- 10.2 to admit members to the Association
- 10.3 to refuse membership
- 10.4 to expel a member from the Association in the following circumstances:
  - 10.4.1 after the Secretary has given at least 28 days written warning of its intention to do so but after taking into account any representations made by the member following such warning
  - 10.4.2 forthwith in the case of gross conduct deemed by the Executive Committee to be gravely prejudicial to the Objectives of the Association or which is likely to bring the name of the Association into disrepute.

## **11 FINANCE**

- 11.1 The funds of the Association shall be held in the bank account approved by the Executive Committee with three members of the Executive Committee acting as signatory from which the signature of at least two shall be necessary to make withdrawals.
- 11.2 The Treasurer shall be responsible for the proper keeping of books and accounts of the Association which shall be audited annually prior to the Annual General Meeting.
- 11.3 No orders may be placed nor commitments entered into save with the express authority of the Association at a General Meeting or by the Executive Committee or its Members if authority has been delegated to them for the purpose.
- 11.4 The Association does not accept responsibility or liability for any activity or negligence of any member of the Association unless acting with due authority on behalf of the Association.

## **12 MINUTES**

The Minutes of General Meetings shall be emailed to all members. The minutes of Executive Committee Meetings shall be available for inspection by or may be emailed to any Member at his request.

## **13 THE ASSOCIATION YEAR**

The Association year shall commence on 1 January and end on 31 December in each year.

## **14 AMENDMENT TO THE CONSTITUTION**

- 14.1 The Constitution of the Association shall not be amended except by resolution approved by two thirds of those Members present at a General Meeting.
- 14.2 Resolutions to be put to the membership should be signed by at least four Members and lodged with the Secretary.
- 14.3 Proposed resolutions shall be considered by the Executive Committee at its next meeting and either:
  - 14.3.1 added to the next Agenda to be circulated giving notice of an AGM or
  - 14.3.2 if the proposed resolution is signed by at least 10% of the total membership of the Association (or 10 members whichever is the greatest), a Business Meeting shall be called for this purpose by the Secretary as expeditiously as possible provided that the requisite notice is given pursuant to clause 8.1 above.

## **15 DISSOLUTION OF THE ASSOCIATION**

- 15.1 The Association may at any time be dissolved by resolution passed by two thirds of those members present and voting at a General Meeting of the Association provided that 21 clear days' notice must be given of which due notice of such proposed resolution has been given.
- 15.2 Resolutions for the dissolution of the Association shall give instructions for the disposal of any assets of the Association after all debts have been cleared. Provided that payments for specific projects not carried out and all otherwise identifiable assets should be returned to their source pro rata after all debts have been cleared.