

**CONSTITUTION of the
MORECAMBE BAY PARTNERSHIP**

1. NAME

The name of the charity is the Morecambe Bay Partnership.

2. OBJECTS

The Objects of the charity are:

- 2.1 To promote the conservation, protection and improvement of the physical and natural environment of Morecambe Bay for public benefit, in particular through the protection and maintenance of the Bay's coastal and marine environments
- 2.2 To advance the education of the public in the natural and cultural history, conservation, environment and management of Morecambe Bay

3. POWERS

The charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To engage in activities in furtherance of sustainable development. In this sub-clause the phrase sustainable development means development that meets the needs of the present without compromising the ability of future generations to meet their own needs.
- 3.2 To work with any authority, organisation or individual to
 - i) support integrated management
 - ii) facilitate coordinated action
 - iii) encourage greater access
 - iv) promote best practice towards economic, environmental and community sustainability
 - v) assist in resolving issues and preventing conflictsfor the benefit of Morecambe Bay.
- 3.3 To work for a sustainable future for Morecambe Bay where we have a vibrant, dynamic, equitable and thriving coast
- 3.4 To promote environmental and coastal issues in Morecambe Bay, the North West and nationally as appropriate
- 3.4 To promote or carry out research
- 3.5 To provide advice
- 3.6 To publish or distribute information
- 3.7 To co-operate with other bodies
- 3.8 To support, administer or set up other charities
- 3.9 To raise funds, but not by means of taxable trading
- 3.10 To hire property of any kind
- 3.11 To insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity as required.
- 3.12 To insure the members of the Executive Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Executive Committee member concerned knew that the act or omission was a breach of trust or breach of duty or was reckless.
- 3.13 Subject to clause 9, to employ paid or unpaid agents, staff or advisers
- 3.14 To enter into contracts to provide services to or on behalf of other bodies

- 3.15 To pay the costs of forming the charity
- 3.16 To do anything else within the law which promotes or helps to promote the Objects.

4. EXECUTIVE COMMITTEE

- 4.1 The members of the Executive Committee as charity trustees have control of the charity and its property and funds.
- 4.2 The Executive Committee when complete consists of at least six and not more than twelve individuals, all of whom must be members of the charity.
- 4.3 Every member of the Executive Committee must sign a declaration of willingness to act as a trustee of the charity before he or she is eligible to vote at any meeting of the Executive Committee.
- 4.4 One quarter (or the number nearest one quarter) of the members of the Executive Committee must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. Member of the Executive Committee may stand for re-election.
- 4.5 An Executive Committee member's term of office automatically terminates if he or she:
 - 4.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 4.5.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 4.5.3 is absent from three meetings of the Executive Committee in the period between one AGM and the next without having an acceptable reason;
 - 4.5.4 ceases to be a member of the charity (but such a person may be reinstated by resolution passed by all the other Executive Committee members on resuming membership of the charity before the next AGM);
 - 4.5.5 resigns by written notice to the Executive Committee, but only if at least six Executive Committee members will remain in office;
 - 4.5.6 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.
- 4.6 The Executive Committee may at any time co-opt any person duly qualified to be appointed as a member of the Executive Committee to fill a vacancy in their number or as an additional member of the Executive Committee, but a co-opted member of the Executive Committee holds office only until the next AGM.
- 4.7 A technical defect in the appointment of a member of the Executive Committee of which the Executive Committee are unaware at the time does not invalidate decisions taken at a meeting.

5. POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee has the following powers in the administration of the charity:

- 5.1 To appoint (and remove) any person (who may be a member of the Executive Committee) to act as Secretary to the charity in accordance with the Act.
- 5.2 To appoint a Treasurer and other honorary officers from among their number.
- 5.3 To delegate any of their functions to committees consisting of two or more individuals appointed by them, provided that at least one member of every committee is a member of the Executive Committee and all proceedings of committees are reported promptly to the Executive Committee.
- 5.4 To make rules consistent with this Constitution and the Act to govern proceedings at general meetings, meetings of the Executive Committee and meetings of committees and to govern the administration of the charity and the use of its seal (if any).
- 5.5 To establish procedures to assist the resolution of disputes within the charity.

5.6 To exercise any powers of the charity which are not reserved to a general meeting.

6. **MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

6.1 The Executive Committee must hold at least three meetings each year.

6.2 A quorum at a meeting of the Executive Committee is three members of the Executive Committee.

6.3 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.

6.4 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.

6.5 Every issue is determined by a simple majority of the votes cast at a meeting.

6.6 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.

6.7 A written resolution signed by all the members of the Executive Committee is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

6.8 A procedural defect of which the Executive Committee is unaware at the time does not invalidate decisions taken at a meeting.

7. **MEMBERSHIP**

7.1 The number of members with which the charity proposes to be registered is unlimited.

7.2 The charity must maintain a register of members.

7.3 Membership of the charity is open to any individual or organisation interested in promoting the Objects who:

7.3.1 applies to the charity in the form required by the Executive Committee;

7.3.2 is approved by the Executive Committee; and

7.3.3 signs the register of members or consents in writing to become a member, either personally or (in the case of a member organisation) through an authorised representative.

7.4 The Executive Committee may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

7.5 Membership is terminated if the member concerned:

7.5.1 gives written notice of resignation to the charity;

7.5.2 dies, or in the case of an organisation, ceases to exist;

7.5.3 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

7.5.4 is removed from membership by resolution of the Executive Committee on the ground that in their reasonable opinion the member's continued membership is harmful to the charity, 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 14 clear days after receiving notice.

7.5 Membership of the charity is not transferable.

8. **GENERAL MEETINGS**

8.1 General meetings are known as Morecambe Bay Conferences.

- 8.2 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative.
- 8.3 General meetings are called on at least 21 clear days written notice specifying the business to be discussed.
- 8.4 There is a quorum at a general meeting if the number of members (or authorised representatives) personally present is at least 25.
- 8.5 The Chair or Vice-Chair of the Morecambe Bay Conference, or if either are unable or unwilling to do so a member of the Executive Committee, shall preside at a general meeting.
- 8.6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 8.7 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.
- 8.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. For this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature.
- 8.9 The charity's first annual general meeting (AGM) must be held within 18 months of its formation. Thereafter an AGM must be held in every calendar year, with no more than 15 months between AGMs.
- 8.10 At an AGM the members:
 - 8.10.1 receive the accounts of the charity for the previous financial year
 - 8.10.2 receive the Executive Committee report on the charity's activities since the previous AGM
 - 8.10.3 accept the retirement of those members of the Executive Committee who wish to retire or who are retiring by rotation
 - 8.10.4 elect persons to be members of the Executive Committee to fill the vacancies arising
 - 8.10.5 elect persons to be Chair and Vice-Chair of the Morecambe Bay Conference
 - 8.10.6 appoint auditors for the charity
 - 8.10.7 may confer on any individual the title Honorary Life Member of Morecambe Bay Partnership; and
 - 8.10.8 discuss and determine any issues of policy or deal with any other business put before them.
- 8.11 Any general meeting, which is not an AGM, is an extraordinary general meeting (EGM).
- 8.12 An EGM may be called at any time by the Executive Committee and must be called within 28 days on a written request from at least 10 members.

9. **BENEFITS TO MEMBERS AND THE EXECUTIVE COMMITTEE**

- 9.1 The property and funds of the charity must be used only for promoting the Objects and do not belong to the members of the charity but:
 - 9.1.1 members of the charity who are not members of the Executive Committee may be employed by or enter into contracts with the charity and receive reasonable payment for goods or services supplied;
 - 9.1.2 members (including members of the Executive Committee) may be paid interest at a reasonable rate on money lent to the charity;
 - 9.1.3 members (including members of the Executive Committee) may be paid a reasonable rent or hiring fee for property let or hired to the charity;

- 9.1.4 individual members who are not members of the Executive Committee but who are beneficiaries may receive charitable benefits in that capacity;
- 9.2 A member of the Executive Committee must not receive any payment of money or other material benefit (whether directly or indirectly) from the charity except:
 - 9.2.1 as mentioned in clauses 3.12, 9.1.2, 9.1.3 or 9.3;
 - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the charity;
 - 9.2.3 an indemnity in respect of any liabilities properly incurred in running the charity (including the costs of a successful defence to criminal proceedings);
 - 9.2.4 payment to any company in which a member of the Executive Committee has no more than a 1 per cent shareholding;
 - 9.2.5 in exceptional cases, other payments or benefits, but only with the written approval of the Commission in advance.
- 9.3 Any member of the Executive Committee (or any firm or company of which a member of the Executive Committee is a member or employee) may enter into a contract with the charity to supply goods or services in return for a payment or other material benefit but only if:
 - 9.3.1 the goods or services are actually required by the charity;
 - 9.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services;
 - 9.3.3 no more than one half of the members of the Executive Committee are subject to such a contract in any financial year.
- 9.4 Whenever a member of the Executive Committee has a personal interest in a matter to be discussed at a meeting of the Executive Committee or a committee, the Executive Committee member concerned must:
 - 9.4.1 declare an interest when or before discussion begins on the matter;
 - 9.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
 - 9.4.3 not be counted in the quorum for that part of the meeting;
 - 9.4.4 withdraw during the vote and have no vote on the matter.
- 9.5 This clause may not be amended without the prior written consent of the Charity Commission.
- 10. **RECORDS AND ACCOUNTS**
- 10.1 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.
- 10.2 The Executive Committee must keep proper records of all proceedings at general meetings, meetings of the Executive Committee and committee meetings.
- 10.3 The Executive Committee must keep proper records of all professional advice obtained.
- 10.4 Accounting records relating to the charity 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 decides.
- 10.5 A copy of the charity's latest available statement of account must be supplied on request to any member of the Executive Committee or member of the charity. It must be supplied within two months of request to any other person who makes a written request and pays the charity's reasonable costs

11. NOTICES

- 11.1 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 charity.
- 11.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 11.3.2 two clear days after being sent by first class post to that address;
 - 11.3.3 three clear days after being sent by second class or overseas post to that address;
 - 11.3.4 on the date of publication of a newspaper containing the notice;
 - 11.3.5 on being handed to the member or, in the case of a member organisation, its authorised representative, personally.
- 11.4 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.

12. BANK ACCOUNTS

- 12.1 Any bank account in which any assets of the charity are deposited shall be operated by the Executive Committee and shall be held in the name of the charity. All cheques and orders for the payment of money from such account shall be signed by at least 2 persons from 5 named signatories comprising 3 named Trustees, the Partnership Officer and the Office Manager. Cheques above £250 must include the signature of at least one Trustee.

13. POWER OF INVESTMENT

The Executive Committee has the following powers of investment on behalf of the charity:

- 13.1 To set aside funds for special purposes or as reserves against future expenditure
- 13.2 To deposit or invest funds in any manner, but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification
- 13.3 To delegate the management of investments to a financial expert, but only on terms that:
- 13.3.1 the investment policy is set down in writing for the financial expert by the Executive Committee
 - 13.3.2 every transaction is reported promptly to the Executive Committee
 - 13.3.3 the performance of the investments is reviewed regularly with the Executive Committee
 - 13.3.4 the Executive Committee are entitled to cancel the delegation arrangement at any time
 - 13.3.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 13.3.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee on receipt

- 13.3.7 the financial expert must not do anything outside the powers of the Executive Committee
- 13.4 To arrange for investments or other property of the charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Executive Committee or of a financial expert acting under their instructions and to pay any reasonable fee required.

14. **POWER OF AMENDMENT**

- 14.1 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.
- 14.2 No amendment may be made to clause 2 (the object clause), clause 3.12 (trustee indemnity insurance clause), clause 9.2 (remuneration of trustees clause), clause 9.4 (trustees not to have a personal interest clause), clause 13 (the trustees' power of investment), this clause or clause 15 (the dissolution clause) without the prior written approval of the Charity Commissioners.
- 14.3 No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- 14.4 The Executive Committee must promptly send to the Charity Commissioners a copy of any amendment made, and keep a copy of any such amendment with this Constitution.

15. **POWER OF DISSOLUTION**

- 15.1 If the Executive Committee decide that it is necessary or advisable to dissolve the charity, they shall call a meeting of all members of the charity 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 charity.
- 15.2 Any assets remaining after the satisfaction of any proper debts and liabilities shall be applied in one or more of the following ways:
- 15.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
 - 15.2.2 directly for the Objects or charitable purposes within or similar to the Objects;
 - 15.2.3 in such other manner consistent with charitable status as the charity Commission approve in writing in advance.
- 15.3 A final report and statement of account must be sent to the Charity Commission.

16. **INTERPRETATION**

In this Constitution:

'Morecambe Bay' means the area of North West England from Walney Island around the coast to Fleetwood, including the estuaries of the Leven, Kent, Lune and Wyre as well as the rural coastal lands and settlements. The Morecambe Bay Partnership area extends inland and offshore to approximately 10 km and includes intertidal and sub-tidal areas.

'Authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the charity and whose name is given to the Secretary.

'The Charity' means the unincorporated association governed by this Constitution.

'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.

'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.

'Material benefit' means a benefit, which may not be financial but has a monetary value

'Member' and 'membership' refer to membership of the charity.

'Month' means calendar month.

'The Objects' means the Objects of the charity as defined in clause 2 of this Constitution.

'Secretary' means the Secretary of the charity.

'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.

'Member of the Executive Committee' means a trustee of the charity and 'Executive Committee' means all of the trustees.

'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.

'Year' means calendar year.

Expressions defined in the Act have the same meaning. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Amended version adopted at the 2nd Morecambe Bay Partnership AGM on the 23rd October 2003 and replacing the previous version dated 10th September 2002.

Signed by the Trustees:

Signature	Print name
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