

THE CONSTITUTION

OF

THE FRIENDS OF

THE ROMAN ROAD

AND

FLEAM DYKE

**This is the Constitution of the Friends of the Roman Road
and Fleam Dyke.**

At a public meeting held on the 1st February 2001 at the Six Bells Public House in Fulbourn, Cambridgeshire, attended by 78 interested people a proposition was put to the meeting to try and form Friends of the Roman Road and Fleam Dyke. The proposition received the complete support of the meeting.

In the following weeks some enthusiastic supporters, with the help of the Friends of the River Shep, drafted a constitution and prepared a newsletter, to inform a wider audience.

At a meeting held on evening of 5th April 2001 in the County of Cambridgeshire at the Six Bells Public House in Fulbourn the first members adopted this constitution, which hereinafter is referred to as 'The Constitution'.

Definitions

"Appropriate Authorities" means Local Authorities, Wildlife Trusts, National and Local Environmental Agencies, Educational and Research Organisations.

"Article" means any Article of this Constitution together with any sub-article and sub-paragraph of this Constitution.

"Environmental Objective" means the sustaining and improving of the overall habitat in order to maintain and restore chalk grassland and chalk scrub for appropriate flora and fauna as indicated on the management plan.

"Member" means a member of this Association

"The Roman Road" refers to the ancient road, sometimes called Via Devana or Worsted Street, which runs from Wort's Causeway, near Wandlebury, to Horseheath.

"Fleam Dyke" refers to the ancient earthworks which run between Balsham and Fulbourn.

"The Objectives" means the objectives of the Association as set out at Article [2] hereof.

"Adjoining Landowners" means owners of the land immediately adjoining or forming part of these ancient routes

"Ordinary Majority" means a vote passed on a show of hands in accordance with these Articles by at least 50% of the Members entitled to attend and vote at a duly convened meeting and who do attend and vote.

"Special Majority" means a vote passed on a show of hands in accordance with these Articles by at least 75% of the Members entitled to attend and vote at a duly convened meeting and who do attend and vote.

The Objects of the Association

Art 1. The Roman Road and Fleam Dyke provide habitat for many chalk grassland flora and fauna, some of which are of a priority concern within the UK Bio-diversity Action Plan (the BAP). Both sites are Sites of Special Scientific Interest, scheduled ancient monuments and public rights of way.

Art 2. The purpose and objectives of the Association are

- a. to conserve and enhance the biodiversity;
- b. to raise the public awareness of the sites and encourage related activities;
- c. to improve access where appropriate and provide information.

Art 3. To achieve the Objectives, the Association will

- 3.1. Consider, in collaboration with the Appropriate Authorities, adjoining landowners, environmental bodies and wildlife trusts, the condition of the sites.
- 3.2. Consult with the Appropriate Authorities what action may constitute best practice to maintain, protect and enhance the sites and communicate such best practice to all those having responsibility (legal or otherwise) for maintaining the Roman Road and Fleam Dyke.
- 3.3. Work with and foster collaboration between all those with the responsibility for the sites to identify and assess the factors that are likely to lead to improvements in the Roman Road and Fleam Dyke
- 3.4. Co-operate with the Appropriate Authorities to establish a sustainable management regime of the Roman Road and Fleam Dyke and to achieve the Environmental Objectives.
- 3.5. Positively promote educate and inform public interest and support for the Association and the Roman Road and Fleam Dyke as environmental amenities within their public access points.
- 3.6. Promote encourage and support the Adjoining Landowners to achieve the objective of the Association and to protect the rights of the Adjoining Landowners against intrusion, interference or exploitation of their adjoining land.
- 3.7. Promote and encourage best practice in relation to flora and fauna and other resources and to promote maintenance and quality in accordance with the Objectives.
- 3.8. To take all reasonable and lawful steps and do all things as may be agreed by the Association to achieve the objectives.

Membership

Art 4. The Membership of the Association shall be comprised of Members and Honorary Members.

Members

Art 5. The Members of the Association shall be the First Members and such other persons as are admitted to membership in accordance with this Article.

- a. No person shall be admitted as a member of the Association unless he/she accepts the Objectives and continues to subscribe to the Objectives throughout their continuance as a Member.
- b. Every person who wishes to become a Member shall make a request for membership in such form as the Association shall from time to time require and shall pay such subscription as shall be set by the Association from time to time. Upon acceptance by the Committee and upon payment of the then current subscription the applicant shall become a Member.
- c. A single Subscription fee shall be payable by a household occupied by one or more Members.
- d. All members shall be entitled to receive a copy of the Constitution together with a copy of all Agendas, Minutes, Resolutions and Accounts of the Association from time to time.

- e. A Member shall cease to be a Member in the event that the Member fails within eight weeks of the due date to pay the appropriate Subscription fees or upon giving written notice terminating such membership.

Art 6. Honorary Members may be elected by an ordinary majority of the Committee of the Association.

6.1. An Honorary Member

- a. may be appointed for a period of one year renewable yearly.
- b. shall be members or officers of Appropriate Authorities who subscribe to the Objectives and who have expressed a desire to support and assist the Association to achieve the Objectives.

Liability of Members

Art 7. The liability of Members shall be limited to the subscription fees due in accordance with the Constitution.

Art 8. The Committee shall have no power or authority to incur any liability or obligation on behalf of the Members that exceed the subscription fees actually received by the Association.

Subscription Fees

Art 9. The level of subscription fees shall be set at the Annual General Meeting of the Association and approved by the Members.

Art 10. Notice shall be given of the level of subscription fees to all Members who do not attend the Annual General Meeting.

Art 11. The subscription fees shall be due within 21 days of the renewal date.

Appointment of Committee Members

Appointment.

Art 12. The Committee of the Association shall comprise a maximum of 11 persons which shall include:

- a. Chairman
- b. Secretary
- c. Treasurer

The Committee

Art 13. The primary obligation of the Committee shall be to develop co-ordinate and organise activity projects and events to achieve the Objectives.

Art 14. All business of the Committee shall be conducted by ordinary majority. In the event of equality the Chairman shall have an additional casting vote.

Art 15. The Committee will;

- a. Meet to dispatch the business of the Association no less than three times per year.
- b. Call the Annual General meeting in accordance with this Constitution.

- c. Advise encourage inform and co-ordinate the actions of the Members to achieve the Objectives.
- d. Report to the Members on all projects actions and matters which are conducted in the name of the Association with such frequency and in such depth as shall reasonably be required.
- e. Keep and maintain proper records of all meetings and communications conducted in the name of or on behalf of the Association including but not limited to, correspondence minutes representations and consultations and shall make these available to the Members for inspection on reasonable notice.
- f. Keep and maintain proper books of account.

Art 16. The Committee shall not incur any liability or obligation on behalf of the Association in excess of income available from time to time.

Art 17. The Committee may by Ordinary Majority appoint a further committee member to fill a vacancy provided that such member shall be subject to election by the Members at the next Annual General Meeting of the Association.

Art 18. The Committee may delegate its function to a sub-committee or group of its number and co-opt Members to any sub-committee or group provided always the Committee shall remain responsible for the actions and conduct of such sub-committee or group and may at any time alter the membership or remit of such sub-committee or group or dissolve the same.

Art 19. Members of the Committee may retire at any time upon giving notice to the Chairman or Secretary.

Art 20. All members of the Committee shall retire at the Annual General Meeting and shall be entitled to present themselves for re-election save that the Chairman shall not unless approved by Special Majority of the Members serve as Chairman for more than three consecutive years.

Art 21. Members of the Committee may be removed from office by a ordinary majority of the Members at any general meeting of the Association provided always that the member of the Committee sought to be removed shall be given at least 21 days written notice of the same and shall be entitled to have a response of up to 500 words published to the members at least 7 days before a meeting of the Members called to consider such proposal.

Conduct at meetings

Art 22. The Association shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting in each year shall be held at such time and place as the Committee shall appoint. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Art 23. An Annual General Meeting and an Extraordinary General Meeting shall be called by at least 21 Clear Days' notice. All other Extraordinary General Meetings shall be called by at least 14 Clear Days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

- a. The Annual General Meeting shall be called by the Chairman or in default by any member of the Committee.
- b. An Extraordinary General Meeting may be called by notice given by three or more Members to any member of the Committee who shall promptly set a date for such a meeting within six weeks and shall give due notice thereof to the Members.
- c. The notice shall be given to all the members.
- d. For any general meeting of the Association each Member shall be entitled to receive notice to attend and vote.

Art 24. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Art 25. No business shall be transacted at any meeting unless a quorum is present. For a Committee meeting, four Members entitled to vote upon the business to be transacted, shall be a quorum. Twelve Members, or ten percent of the Membership whichever is the greater, shall be a quorum for a general meeting.

Art 26. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Chairman may determine.

Art 27. If no Committee member present is willing to act as Chairman, or if the Chairman is not present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chairman.

Art 28. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.

Art 29. Any resolution proposed shall be seconded by a Member and such resolution shall be decided on a show of hands.

Art 30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

Liabilities & Obligations

Art 31. The Association shall not incur any financial or other obligation that exceeds its unallocated assets and resources for the time being.

Alteration of the constitution

Alteration to the Constitution requiring special majority

Art 32. The Objectives, qualification for Membership and the Powers and authority of the Committee may be varied by a Special Majority of the Members who are entitled to attend and vote and who do attend and vote at a general meeting of the Association.

Alteration to the Constitution requiring an ordinary majority

Art 33. All alterations to the Constitution not requiring a Special Majority in accordance with Art 32 may be varied by an Ordinary Majority of the Members

who are entitled to attend and vote and who do attend and vote at a general meeting of the Association

Charitable Status

Art 34. The Committee shall have the authority at the appropriate time to apply for charitable status provided always that:

- a. such application is in accordance with written professional advice available prior to such application being made;
- b. the Members are given at least 30 days notice of the intention of the Committee to make such an application inviting comments and observations on such application;
- c. the Committee at a properly constituted meeting give due consideration to the benefit and burden of such application including any comments of the members received in response to the notice given at b above before making the same;
- d. the full costs of making and maintaining such registration are or are likely to be available from the reserves and assets of the Association;
- e. the making of the Application will not, in the reasonable consideration of the Committee, prejudice delay or disrupt achieving the Objectives.

Documents and Records

Art 35. All documents and records created or maintained by the Association or by the Members for or on behalf of the Association shall belong to the Association and shall where required by the Chairman be delivered up to the Chairman to be held on behalf of the Association.

Art 36. All documents and records created or maintained in accordance with Art 35 shall be available for inspection by any of the Members and the Members shall be entitled at their own expense to take copies of the same for reference purposes.

Dissolving the Association.

Art 37. The Association may be dissolved at any time by Special Majority of the Members at a general meeting for which notice of at least 21 days has been given in accordance with the terms of these Articles.

Art 38. The Association shall be dissolved in the event that it becomes insolvent or there are insufficient Members willing to form a Committee in accordance with Art 12.

Art 39. Upon dissolution the Committee shall be charged with the winding up of the affairs of the Association and shall

- a. Pay all debts then due by the Association.
- b. Get in all money due to the Association.
- c. Collect in all documents records and materials owned by the Association.
- d. Notify all suppliers and creditors of the Association that the same has been dissolved and if so advised publish notice of the same in the London Gazette or such other place as statute shall then provide.
- e. Draw up final accounts for the Association and provide copies of the same to Members.

- f. All surplus assets left after completion of a-e above shall be distributed to a comparable Association with similar objectives and for such purpose the decision of the Chairman shall be final.

Art 40. All documents papers records and materials held by the Committee or by any Member of the Association shall be preserved and maintained for at least seven years. Each member of the Committee shall be notified as to the location of such documents and records, which shall in any event be kept with a Member residing in the locality.

Art 41. In the event that the guardian of the papers records and materials is no longer willing or able to keep and maintain the records safe he/she shall notify any former member of the Committee who shall use his/her best reasonable endeavours to find a safe storage facility for the same. The said member shall have no obligation to incur a financial liability in order to do so.

Art 42. The papers records and materials shall so far as is reasonable be made available to other Associations and to the former Members.

Finance

Art 43. The Treasurer shall produce to the Members at each Annual General Meeting accounts for the Association, which shall include at least a complete record of all income and expenditure together with accruals and deferrals.

Art 44. The Association shall maintain a bank account at Giro Bank. Or at such other bank as the Members shall approve from time to time.

- a. All drawings on the Bank Account shall require the signature of two Members of the Committee from time to time.
- b. All money received by the Association shall forthwith be passed to the Treasurer who shall promptly deposit the same in the Bank Account.

Adoption of the Constitution

Art 45. This Constitution was adopted by the Members at a meeting duly convened and held at The Six Bells, Fulbourn, in the County of Cambridgeshire, on 5 April 2001.

Signed S. J. Agnew [Chairman]