

## CONSTITUTION

### 1. Name

The name of the Organisation is **Cymdeithas y Dalar**.

### 2. Objects

**Cymdeithas y Dalar** encourages a holistic approach based in best organic practice and aims to:

- support individuals and groups wishing to work the land entrusted to our care in environmentally sound and sustainable ways
- encourage the cultivation of a broad range of quality produce, both to promote a healthy diet and lifestyle and as a step towards food sustainability and regional self-reliance
- increase biodiversity and raise awareness of current environmental challenges
- foster mutual respect and co-operation within all sectors of the community through the experience of working together and the sharing of skills and knowledge

### 3. Powers

The Executive Committee may exercise the power to do all such lawful things as are necessary for the achievement of the objects.

### 4. Membership

- (1) Membership of the Organisation shall be open to all persons and organisations in the community interested in furthering the objects and who have paid the annual subscriptions agreed at the AGM.
- (2) Every member, whether individual or organisation shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

### 5. Executive Committee

- (1) The Committee shall comprise of no more than 12 members elected at the Annual General Meeting. The elected members then elect among themselves the honorary officers of:
  - Chair,
  - Secretary,
  - Treasurerwho shall hold office from the conclusion of that meeting.
- (2) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (3) The Executive Committee shall have the power to co-opt members if necessary. Co-opted members play an advisory role and do not have a vote.
- (4) A member of the Executive Committee shall cease to hold office if he or she notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect) or fails to attend six consecutive meetings without good cause.

## **6. Meetings and proceedings of the Executive Committee**

- (1) The Executive Committee shall hold at least four ordinary meetings each year, a special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 14 days' notice must be given.
- (2) If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least four members of the Executive Committee are present at a meeting.
- (4) Decisions shall be taken by a majority of votes of the members of the Executive Committee present and voting. If the votes are equal the Chair shall have a casting vote.
- (5) The Executive Committee shall keep Minutes of its meetings.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents.
- (7) The Executive Committee may appoint a sub-committee consisting of three or more members of the Executive Committee for the purpose of inquiring and reporting their advice back to the Executive Committee.

## **7. Finance**

- (1) The funds of the Organisation including all donations and contributions shall be paid into an account operated by the Executive Committee in the name of the Organisation at the Co-op bank. All cheques drawn on the account must be signed by two of three appointed members of the Executive Committee.
- (2) The funds belonging to the Organisation shall be applied only in furthering the objects.
- (3) Reasonable out of pocket expenses may be claimed if incurred as a result of furthering the objects of the Organisation.
- (4) The treasurer shall keep accounting records for the Organisation within the framework of a financial year running from 1st October to 30th September of the following year and prepare annual statements of account, together with a balance sheet which shall be presented to the members of the Organisation at the AGM.
- (5) The Organisation shall ensure an independent examination of the statements of account of the organisation.

## **8. Annual General Meeting**

- (1) There shall be an annual general meeting of the Organisation which shall be held in the month of March in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Organisation. All the members of the Organisation shall be entitled to attend and vote at the meeting.
- (3) Before any business is transacted at the inaugural general meeting the persons present shall appoint a Chair of the meeting. This person shall be the Chair of the meeting until the election of officers.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Organisation for the preceding year.

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- (5) Nominations for election to the Executive Committee must be made by members of the Organisation in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

### **9. Special General Meetings**

If at least ten members of the Organisation request a special general meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 14 days' notice must be given. The notice must state the business to be discussed.

### **10. Alterations to the Constitution**

Proposals to be submitted in writing, to the Secretary by notice of motion, 14 days before the annual general meeting for consideration and, if appropriate, approval at that meeting. The change has to be approved by a two third majority of those present.

### **11. Dissolution**

If the Executive Committee decides that the Organisation should be dissolved it should call a meeting of all the members, giving 21 days notice. If the proposal to dissolve is confirmed by a two thirds majority of those present and voting the Executive Committee shall pass any assets held by the Organisation to a local likeminded body.

*This constitution was adopted on 6th February 2008 and amended on 22nd October 2009.*