

**THE WOODBERRY DOWN  
COMMUNITY ORGANISATION**

**CONSTITUTION  
&  
STANDING ORDERS**

**JUNE 2008  
Amended 2021**

## **June 2008**

This document contains the Constitution and Standing Orders of the Woodberry Down Community Organisation.

This Constitution was approved by the Cabinet of the London Borough of Hackney on 28 April 2008 and came into force at the Inaugural Meeting of the Woodberry Down Community Organisation on 19 June 2008.

Hackney Council and Hackney Homes Ltd recognise the Woodberry Down Community Organisation as the principle neighbourhood-wide representative and consultative body for the Council's long-term Regeneration Programme and for residents' views on all matters to do with the management of the area on a day-to-day basis.

# THE WOODBERRY DOWN COMMUNITY ORGANISATION

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# VISION AND MISSION STATEMENTS

## **The Woodberry Down Vision**

We see Woodberry Down as a large, inclusive, sustainable community which is based on both respect for cultural, social and economic diversity and the recognition of common values, where individuals acknowledge their responsibilities to the wider community and their commitment to the maintenance of a safe and healthy neighbourhood.

*All our stakeholders (ie any person or entity with an interest in the Woodberry Down regeneration) are invited to subscribe to this vision. Those who have subscribed so far are:*

The Woodberry Down Community Organisation

The Council of the London Borough of Hackney

## **Mission Statement of the Woodberry Down Community Organisation**

Our aim is:

1. to create the kind of community we envisage together with the physical environment which is most conducive to its achievement by securing the active, positive, vigorous and ongoing involvement of each and every section of the Woodberry Down community and all other present and potential partners.
2. to work for the provision of excellent housing, education, employment, health, leisure and retail opportunities to all residents.

*Our stakeholders are invited to contribute their own mission statements to show what their own particular role will be in the achievement of our shared vision.*

# THE CONSTITUTION

## **PART A            NAME**

- A1 The name of the association shall be the Woodberry Down Community Organisation (which may be referred to as the Organisation or the WDCO).

## **PART B            PURPOSE AND POWERS**

### **PURPOSE**

- B1 The purpose of the Woodberry Down Community Organisation is to act as the representative body of all residents (whether tenants, leaseholders or freeholders, regardless of landlord) and those who work from commercial premises within the designated area of Woodberry Down (the Woodberry Down community).
- B2 The Organisation will act in their collective name in discussions, debates and negotiations with any, and all, public sector, voluntary sector or private sector entities which are already playing a part (or could, or would wish to, play a part) in the future of the Woodberry Down area.

### **OBJECTS**

- B3 The Organisation seeks to improve all aspects of the Woodberry Down neighbourhood and the opportunities, life-chances and living standards of the Woodberry Down community through the comprehensive regeneration of the neighbourhood.
- B4 The Organisation seeks to influence, and where appropriate work in partnership with, all other organisations whose policies or services are, or could be, directly or indirectly relevant to the interests of the Woodberry Down community.
- B5 The Organisation provides a forum for all parts of the Woodberry Down community to come together to discuss issues of mutual concern, to agree policies and to develop action plans to secure their implementation.
- B6 The Organisation seeks to inform all parts of the Woodberry Down Community of significant developments through printed materials and public meetings.



## **OBLIGATIONS**

- B7 The Organisation will be non party political and promote equality in all its work. There will be no discrimination on the grounds of gender, race, age, creed, nationality, sexual orientation or disability.
- B8 It shall be a duty of the Organisation to seek to ensure that everybody within the designated area is treated with fairness, justice and compassion.
- B9 The Organisation will be a not-for-profit organisation.

## **POWERS**

- B10 The Organisation shall have power to do anything lawful which is necessary or desirable to achieve any of its objects.

## **PART C MEMBERSHIP OF THE ORGANISATION**

- C1 Any person over the age of 18 years who can demonstrate that s/he is an authorised occupant of any residential property, or is the spouse, partner or child of such an authorised occupant, or works for a business which has commercial premises within the designated area is automatically an individual member of the Organisation regardless of the type of tenure which s/he holds.

## **PART D THE BOARD**

- D1 There shall be a Board which shall direct the affairs of the Organisation in accordance with this Constitution. The Board may exercise all the powers of the Organisation.

## **POWER TO MAKE RULES**

- D2 The Board shall approve Rules by which the Organisation will be governed. All such Rules, once ratified by the Board, will be made available to all Members of the Board and any other person who requests them.
- D3 All such rules shall specify the process to be followed in order to amend them.

D4 Any Board Member who is dissatisfied about the application of a Rule in his or her case may appeal to the Board and present his or her case in person as to the circumstances which have arisen and why a variation or exception should be made. The decision of the Board shall be final.

## MEMBERSHIP OF THE BOARD

D5 Any person who is a Member of the Council of the London Borough of Hackney, an employee of the London Borough of Hackney, a Director or employee of Hackney Homes Limited or an employee of the Organisation may not be a Member of the Board.

D6 The Board shall comprise:

**Elected Members** - up to twenty-four Members who are resident within the designated area and who are elected by those individual members resident within a specified constituency to represent them on the Board. Constituencies will be specified in detail and will be revised from time-to-time following the procedures set out in Appendix 2 – Rules for the Election of Members to the Board.

**Residents' Association Members** - one Member appointed by:

- (1) each Tenants' and Residents' Association (TRA) recognised by the London Borough of Hackney;
- (2) each Residents' Association recognised by any registered social landlord (RSL) which operates within the designated area;
- (3) any Residents' Association representing at least 50 residents in a private development;

at the time of the elections for elected members.

**Co-opted Members** - up to six Members (who are not excluded from membership of the Board by the provisions of D5) who need not be resident within the designated area and who, in the opinion of the Board, will make a contribution to the work of the Board may be co-opted at the Annual General Meeting. Of these six places one will be reserved for a representative of the recognised Leaseholders' Association and one for a representative of the commercial interests within the Woodberry Down neighbourhood.

## TERM OF OFFICE

D7 The term of office for all elected and appointed Board Members shall be three years and shall run from the Annual General Meeting after the elections to the Annual General Meeting three years following. All members shall be eligible to stand for re-election or to seek re-appointment. The term of office for all co-opted Members shall be from the date of co-option until the Annual General Meeting next following.



## **ELECTION OR APPOINTMENT TO THE BOARD**

- D8 Elections to the Board will normally be held in March and April of the year in which the elections are due to take place. Each Residents' Association will be asked to appoint their Member for the forthcoming term of office within the same timeframe.
- D9 Individuals so elected or appointed will become Board Members-elect and will be invited to attend all meetings of the Board from the date of their election or appointment until the Annual General Meeting.
- D10 The Board shall adopt Rules governing:
- (1) the election process in respect of elected Board Members which shall ensure that every individual who is eligible to vote shall have the opportunity to be involved in the relevant election;
  - (2) the recognition of Members appointed by Residents' Associations;
  - (3) the process of co-option.
- D11 All Rules made under this clause shall include provision for independent scrutiny of both the process to be followed and the determination of the results.
- D12 The Rules currently in force for elected Members are included in this Constitution at Appendix 2. The Rules for Residents' Association appointees are at Appendix 3. The rules for co-opted Members are at Appendix 4.

## **VACANCIES**

- D13 Any vacancies which arise during any term of office will be filled using the applicable Rules in Appendix 2, Appendix 3 or Appendix 4.

## **OBLIGATIONS OF BOARD MEMBERS**

- D14 At the beginning of each term of office each Member of the Board will be given a statement specifying Members' duties and obligations to the Organisation. No Board Member may act as such until they have signed and delivered to the appointed officer a copy of this statement confirming that they will meet their obligations to the Board and to the Organisation. This statement shall, amongst other things, explain the duty of Confidentiality owed by the Board Member to the Organisation and to its activities.
- D15 Any Board Member who has not signed such statement without good cause within one month of taking up their place on the Board shall immediately cease to be a Board Member.

D16 The Board shall review and may amend the obligations of Board Members from time to time. The Board may also vary the form of the statement from time to time.

D17 The current form of statement is included in this Constitution at Appendix 5.

## **BOARD MEMBERS' EXPENSES**

D18 The Organisation may pay reasonable and proper out-of-pocket expenses to Board Members of the Organisation. Such expenses shall have been properly incurred by Board Members in connection with attendance at meetings of the Board, its committees, the public forum, or otherwise in connection with the work of the Organisation, and shall be subject to the production of satisfactory receipts.

## **BOARD MEMBERS' INTERESTS**

D19 Members of the Board and any persons co-opted to sub-committees of the Board must ensure that their private or personal interests do not influence their decisions and that they do not use their position to obtain personal gain of any sort.

D20 Any Board Member having an interest in any arrangement between the Organisation and someone else shall disclose their interest before the matter is discussed by the Board, any Standing Committee, Committee, or sub-committee.

D21 Any decision of the Board or a standing Committee shall not be invalidated retrospectively because of the subsequent discovery of an interest which should have been declared although the Board may undertake a review once the discovery has been confirmed.

D22 A Board Member declaring an interest covered by this clause shall withdraw from the discussion of that matter and shall not have the right to vote on it.

D23 An interest covered by this clause is one in which:

- (1) the Board Member; or
  - (2) a member of the Board Member's household; or
  - (3) a close relative of the Board Member; or
  - (4) a member of the household of a close relative of the Board Member
- has a direct financial interest which would arise directly from a decision of the Organisation in respect of any contract (whether for services works or employment) or other economic activity of the Organisation. An interest is

not covered by this article if its effect, other than for this provision, would be to make any possible Board meeting inquorate.

D24 If requested by a majority of the Board at a Meeting convened specially for the purpose, a Board Member failing to disclose an interest as required by this clause shall vacate their office either permanently or for a period of time as specified by the Board.

D25 For the purpose of this clause, a Board Member shall not be treated as having an interest if he or she:

- (1) is a Board Member or officer of any other body whose accounts are or ought to be consolidated with the Organisation's accounts; or
- (2) in the case of any decision affecting all, or a substantial group of, residents is such a resident.

## **TERMINATION OF BOARD MEMBERSHIP**

D26 In addition to the provisions of D15 and D24, a Board Member shall cease to be a Board Member if he or she:

- (1) becomes bankrupt or makes any arrangement or composition with his or her creditors;
- (2) becomes prohibited by law from being a company director;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property and affairs;
- (4) is the subject of a custodial sentence imposed by a court in the United Kingdom in respect of any criminal act or omission;
- (5) is convicted of any criminal act or omission;
- (6) resigns from office by giving written notice to the Organisation;
- (7) fails to attend three consecutive Ordinary Meetings of the Board without apology or two thirds of the Board's Meetings in the period of one year without valid reasons acceptable to the Board;
- (8) is an elected, appointed or co-opted Member and the majority of Members resolve to remove him or her from the Board; or
- (9) no longer satisfies the rules for membership of the Organisation, including the requirements for residency;
- (10) dies.

D27 A person who is within one of categories (1), (2), (3), (4), or in the case of (5) has any unspent convictions, shall be prohibited from becoming a Board Member and all persons shall be required to make a declaration on any nomination papers for any election that they are not so prohibited.

## **INDEMNITIES FOR BOARD MEMBERS**

- D28 Except for the consequences of their own dishonesty or gross negligence no Board Member or employee shall be liable for any losses suffered by the Organisation.
- D29 Every Board Member, auditor or employee shall be indemnified by the Organisation for any amount reasonably incurred in the discharge of their duty.
- D30 A person referred to in this clause shall be indemnified out of the assets of the Organisation against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, so long as:
- (1) judgement is given in his or her favour; or
  - (2) he or she is acquitted; or
  - (3) relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Organisation.

## **MEETINGS OF THE BOARD**

### **The Annual General Meeting**

- D31 The Board's Annual General Meeting shall be held in June each year. The date, time and place of the Meeting together with the agenda shall be sent by post to, or delivered to, the home address of each Member and Member-elect at least fourteen days before the date of the meeting. The Meeting shall also be widely publicised within the designated area.
- D32 The functions of the Annual General Meeting shall be:
- (1) to accept the Organisation's annual report which shall contain:
    - the revenue accounts and balance sheet for the last accounting period,
    - the auditor's report on those accounts and balance sheet,
    - the Board's report on the affairs of the Organisation,
    - the Board's statement of the values and objectives of the Organisation,
    - a statement of the skills, qualities and experience required by the Board amongst its Board Members;
  - (2) to co-opt individuals to fill any of the six places on the Board reserved for co-opted Members;
  - (3) to elect the Members of the Executive Committee for the forthcoming year by secret ballot;
  - (4) to appoint Members to Committees of the Board for the forthcoming year;

- (5) to agree the timetable of Ordinary Meetings of the Board for the forthcoming year;
- (6) to appoint the auditor;
- (7) to make appointments to outside bodies which make a place (or places) available to a representative (or representatives) of the Organisation;
- (8) to transact any other general business of the Organisation included in the notice convening the meeting.

D33 The outgoing officers and any Members of the Board whose term of office has expired and has not been renewed shall leave the table after item 1 in the above list.

D34 Items 2 and 3 will be taken in the presence of an independent chair who cannot be either an outgoing or incoming Member of the Board.

D35 In the case of a tie in the number of votes cast in any election, a re-run will take place between the persons who are tied.

D36 The Members of the Executive Committee elected under item 3 will assume their respective offices upon the announcement of the final results of the election.

D37 All other responsibilities will be assumed from the conclusion of the AGM.

### **Ordinary and Special Meetings of the Board**

D38 The Board will normally hold its Ordinary Meetings on a monthly basis. The annual schedule of Ordinary Meetings agreed at the AGM will be published to all Members of the Board and to those who have an interest in the activities of the Organisation.

D39 In addition to the scheduled Ordinary Meetings of the Board, the Executive Committee may call additional meetings of the Board which will be called Special Meetings.

### **Notification of Board Meetings**

D40 The business to be discussed at an Ordinary or Special Board Meeting, and the date, time and place of the meeting, will be notified to Members and any Members-elect by an agenda which shall be despatched by post to, or delivered to, the home address of each Member at least seven days before the date of the Meeting. Any other business will only be discussed on the grounds of urgency.

### **Observers at Board Meetings**

D41 Meetings of the Board will normally be open to observers and separate seating will be provided for them. Observers may indicate to the Chair

that they wish to speak in a debate. The Chair will endeavour to accommodate such requests having due regard to the timetable for the Meeting and the desire of Board Members to make a contribution. Special Meetings need not be open to observers.

### **Confidential Sessions at Board Meetings**

D42 If the business on the Agenda so requires, the Board may decide to move into Confidential Session. As soon as it is decided to move into Confidential Session all observers will be asked to leave the meeting until such time as the Confidential Session is concluded. However, the Board's advisers may be invited to remain. 2 Board Meetings in the year will be confidential meetings, closed to observers. These meetings dates will be agreed by the Executive but normally will include the Board Meeting prior to the Partnership Awayday

### **Minutes of Board Meetings**

D43 Minutes will be taken at all Meetings of the Board, whether Annual, Ordinary or Special, and will be provided to all Board Members. Copies of Board minutes (with the exception of minutes of items taken in Confidential Session) shall be provided to anyone who requests them.

D44 Each Ordinary Meeting will be asked to approve the minutes of all Board meetings (whether Annual, Ordinary or Special) which have taken place since the last Ordinary Meeting.

### **PROCEEDINGS OF THE BOARD**

D45 Subject to the provisions of this Constitution, the Board shall regulate its own proceedings through the adoption of Standing Orders. The Standing Orders currently in force are at Appendix 1.

D46 The Standing Orders shall specify procedures so that all matters which are not unanimously agreed shall be decided by a majority of votes.

D47 The Board may amend its Standing Orders from time-to-time by a simple majority vote.

### **BOARD QUORUM**

D48 The quorum for the transaction of the business at any Meeting of the Board may be fixed by the Board from time to time but shall not be less than one quarter of their number or ten Board Members, whichever is the greater.

### **ACTS OF THE BOARD, THE COMMITTEES OR SUB-COMMITTEES**

D49 All acts done in good faith by a quorate meeting of the Board, a Committee or a sub-committee shall be valid, even if it is discovered subsequently that there was a defect in the appointment of any Board Member or their entitlement to vote.

## **PART E      OFFICERS OF THE ORGANISATION**

- E1 The Organisation shall have a Chair, Treasurer, five Vice-Chairs and a Vice-Treasurer. The Board may, at its discretion, also appoint one of its Members as Secretary if that role is not currently being performed by a remunerated person.
- E2 All Officers shall be elected by the Board at its Annual General Meeting. All members so elected shall take up their office on the declaration of the results of their election and shall remain in office until the completion of business on the acceptance of the Annual Report and Accounts at the AGM next following.
- E3 Any Board Member who has already served as an Officer shall be eligible to stand for election to any position in any subsequent year.
- E4 The Board shall make Rules governing the election of Officers and may vary these Rules from time-to-time. These Rules may make provision for independent scrutiny of the nomination process and election. The Rules currently in force are at Appendix 5 of this Constitution.
- E5 Any vacancy which occurs during the course of a year of office, for whatever reason, will be filled by the Board using the process set down in the relevant Rules. The Officer so elected will serve until the next Annual General Meeting and will be eligible to stand for re-election.
- E6 Any three members of the Executive Committee may propose a motion to the Executive Committee to suspend an Officer with immediate effect. The Executive Committee will vote on the motion and, if passed, the Officer concerned will be suspended from their Office and from membership of the Executive Committee. The Executive Committee will then propose a vote of no confidence in that Officer to the next Ordinary Meeting of the Board. The vote of no confidence will be put to a secret ballot and, if passed, that member shall immediately cease to be an Officer of the Organisation. An individual's membership of the Board will not be affected by any such vote of no confidence.
- E7 Any three Board Members may propose a motion of No Confidence in any Officer. Any such motion must be sent to all Board Members at the same time as the Agenda for the next Ordinary Meeting of the Board.

### **THE CHAIR**

- E8 The Organisation shall have a Chair, who shall chair Board meetings, Executive Committee meetings and shall be an ex-officio member of any Committee or Sub-committee set up by the Board.



- E9 The Chair may nominate one of the Vice-Chairs, or another Board Member, to preside as chair of any meeting of the Board.
- E10 In the absence of the Chair and any nominee, the Board will select one of its members to chair the meeting.

### **The Chair's responsibilities**

- E11 The Chair shall seek to ensure that:
- (1) the Board's business and the Organisation's meetings (whether of the Board or the Public Forum) are conducted efficiently;
  - (2) all Board Members are given the opportunity to express their views;
  - (3) the Board delegates sufficient authority to its committees, the Chair, remunerated personnel (if any), and others to enable the business of the Organisation to be carried on effectively between Board meetings;
  - (4) the Board receives professional advice when it is needed;
  - (5) the Organisation is represented as required; and
  - (6) the Organisation's affairs are conducted in accordance with generally accepted codes of performance and propriety;
  - (7) the Organisation provides timely reports to funders.

## **THE TREASURER**

- E12 The Organisation shall have a Treasurer who shall be responsible for the management of the Organisation's finances. The Treasurer will be ex-officio chair of the Finance Committee.

### **The Treasurer's Responsibilities**

- E13 In conjunction with any remunerated staff the Treasurer will seek to ensure:
- (1) that the Organisation has an adequate flow of funding to finance its activities;
  - (2) that realistic budgets are prepared and presented to the Board for approval ahead of each financial year;
  - (3) that the auditors are kept informed of developments within the Organisation and that any advice received from the auditors is acted upon;
  - (4) that book-keeping is in order and accounts are prepared;
  - (5) that a monthly financial report of expenditure against budget is provided to the Board;

- (6) that Annual Accounts are prepared and audited in time for presentation to the Annual General Meeting;
- (7) that the Organisation's financial Rules are correctly followed;
- (8) that funding applications are submitted to relevant bodies on a timely basis;
- (9) that any conditions laid down by funding bodies regarding reporting (or any other conditions) are met on time.

## **THE VICE-CHAIRS**

E14 The Board shall elect four of its Members as Vice-Chairs who will take responsibility for priority areas of policy. The priority areas will be agreed by the Board on the recommendation of the Executive Committee.

E15 At the request of the Chair any Vice-Chair may:

- (1) chair meetings of the Board;
- (2) represent the Organisation externally.

## **THE VICE-TREASURER**

E16 The Board shall elect one of its Members as Vice-Treasurer. The role of the vice-Treasurer will be to:

- (1) assist the Treasurer in the management of the Organisation's finances and all other aspects of the Treasurer's responsibilities;
- (2) chair meetings of the Finance Committee at the request of, or in the absence of, the Treasurer.

## **OTHER OFFICERS**

E17 The Board may designate Board Members to such other offices as it deems necessary, and shall make a clear statement of the duties of all such office.

# **PART F COMMITTEES AND WORKING PARTIES OF THE BOARD**

## **STANDING COMMITTEES**

F1 The Board shall have two Standing Committees:

- (1) The Executive Committee;

(2) The Finance Committee.

## **The Executive Committee**

- F2 There shall be an Executive Committee comprising the Officers of the Organisation.
- F3 The Executive Committee may exercise such powers of the Board as are delegated to it by the Board. The Executive Committee will progress the work of the Organisation between Board meetings. The Executive Committee will report back to the Board on any decisions made and work done since the last Ordinary Meeting of the Board.
- F4 The Executive Committee shall agree a schedule of meetings at the beginning of its year of office which shall be published to all Members of the Board. At the discretion of the Chair, a meeting may be called at short notice if business so requires.
- F5 The quorum for a meeting of the Executive Committee shall be 4.
- F6 Before taking up office, each Officer shall sign a letter of appointment accepting the role and responsibilities of the position to which they have been elected. No officer may exercise any of the powers of their position until the letter of appointment has been duly signed and witnessed.

## **The Finance Committee**

- F7 There shall be a Finance Committee which will be a Committee of the whole Board. The Treasurer will be the chair of the Finance Committee and will coordinate the Committee's work in conjunction with the Vice-Treasurer.
- F8 The business to be discussed at a Finance Committee, and the date, time and place of the meeting, will be notified to all Board Members and any Members-elect by an agenda which shall be despatched by post to the home address of each Member at least seven days before the date of the Meeting. Any other business will only be discussed on the grounds of urgency.
- F9 The Terms of Reference of the Finance Committee shall be:
- (1) develop strategies for fund-raising for the Organisation;
  - (2) to develop and submit applications for funding and to negotiate with funders;
  - (3) to draw up annual budgets for approval by the Board;
  - (4) to recommend to the Board, at the first Ordinary Meeting after the AGM, who the cheque signatories should be for the forthcoming year;
  - (5) to draw up Rules for the commitment and authorisation of expenditure.
- F10 The Finance Committee shall agree a schedule of meetings at the beginning of its year of office which shall be published to all Members of

the Board. At the discretion of the Treasurer, a meeting may be called at short notice if business so requires.

F11 The quorum for a meeting of the Finance Committee shall be 4 Members.

## **COMMITTEES OF THE BOARD**

F12 The Board may establish a Committee of the Board to progress any aspect of the Organisation's work. Only Board Members are eligible to serve on a Committee. All Committees so established must be re-confirmed at each Annual General Meeting.

F13 A Committee shall consist of at least four Board Members plus a chair appointed by the Board. The quorum for meetings of a Committee shall be three Members.

F14 Every newly established Committee must agree its Terms of Reference with the Board and may not act in the name of the Organisation until such Terms are agreed.

F15 Any recommendation from a Committee which changes agreed policy must be specifically ratified by the Board before implementation.

F16 The Board, on the recommendation of the Finance Committee, may approve a budget for a Committee. Any such budget will detail the areas of permitted expenditure and any monthly limits within an annual total.

F17 Any recommendation from a Committee which would require either new expenditure or a change to agreed expenditure plans must be agreed by the Finance Committee before going to the Board for ratification.

F18 Minutes will be taken at all Committee meetings which will be presented to the next Ordinary Meeting of the Board for acceptance.

## **SUB-COMMITTEES OF THE BOARD**

F19 The Board may appoint one or more sub-committees consisting of three or more Board Members for the purpose of supervising or performing any duty or task which, in the opinion of the Board, would be more conveniently undertaken or carried out by a sub-committee.

F20 When establishing a sub-committee the Board will also appoint a chair who must also be a Board Member but whose membership of the sub-committee will count towards the minimum number of Board Members.

F21 Any sub-committee may propose to the Board the co-option to the sub-committee of up to five named persons who need not be Members of the Board provided that the number of Board Members always exceeds the number of co-opted members by at least one. Persons proposed for co-option to a sub-committee must be individually ratified by the Board before they take up their places. Co-opted members have the same voting rights

as Board Members on the sub-committee and are subject to the same rules regarding disclosure of interest and confidentiality.

F22 The Terms of Reference for any sub-committee must be agreed by the Board and no sub-committee may exercise any powers until such Terms of Reference are agreed.

F23 The Board, on the recommendation of the Finance Committee, may approve a budget for a sub-committee. Any such budget will detail the areas of permitted expenditure and any monthly limits within an annual total.

F24 Any recommendation from a sub-committee which requires either new expenditure or a change to agreed expenditure plans must be agreed by the Finance Committee before going to the Board for ratification.

F25 Minutes will be taken at all sub-committee meetings. These minutes will be presented to the next available Ordinary Meeting of the Board for acceptance.

## **WORKING PARTIES**

F26 The Board may, at any time, establish a Working Party to undertake a specific task and shall specify how the Working Party will report its progress and final conclusions to the Board and if there are any deadlines for the completion of the task.

F27 The Board may appoint any number of its Members to a Working Party subject to a minimum number of three and shall appoint one of its Members as the Working Party's chair.

F28 Working Parties will arrange their own schedule of meetings.

F29 A Working Party shall cease to exist once its remit has been completed and its final report accepted.

F30 The Board may dissolve any Working Party it has established before the Working Party has completed its task if, in the opinion of the Board, it is necessary or convenient to do so.

## **PART G THE PUBLIC FORUM**

G1 There shall be a Public Forum which shall be open to all residents regardless of type of tenure and all those who work from commercial premises within the designated area.

- G2 The Board will arrange for a least one meeting of the Forum in each Financial Year and may arrange for as many additional meetings in the financial year as the Board deems necessary.
- G3 The Board will seek to ensure that fourteen days notice is given of any meeting of the Public Forum and that any meeting is adequately publicised within the target audience.
- G4 If, in the opinion of the Board, it is likely that the number of persons wishing to attend any meeting of the Forum is too great to be accommodated in a single meeting, the Board may organise separate meetings for identified parts of the designated area or organise a series of meetings at different times, dates and locations each of which is open to all.
- G5 The Board may also convene meetings of the Forum to focus on the specific interests of, and matters of concern to, any section of the community such as Tenants, Leaseholders, Freeholders, young people, retail and commercial interests etc.

## **PART H AMENDMENTS TO THE CONSTITUTION**

- H1 The Executive Committee or any four Board Members may propose a motion to change this Constitution. Any such motion must:
- (1) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers;
  - (2) specify precisely the changes which are being proposed;
  - (3) be delivered for the attention of the Chair at the Organisation's official address 21 days before the date of the relevant meeting.
- H2 A motion to change this Constitution may only be considered at an Annual General Meeting or at a Special Meeting called for this purpose at 14 days notice and will require a majority of two-thirds of those Board Members present and voting in order to be carried.

## **PART I DISSOLUTION OF THE ORGANISATION**

- I1 The Executive Committee or any four Board Members may propose a motion to dissolve the Organisation.
- I2 A motion to dissolve the Organisation may only be considered at an Annual General Meeting or at a Special Meeting called for this purpose and will require a majority of two-thirds of those Board Members present and voting in order to be carried.



- I3 In the event of a motion of dissolution being carried, the Executive Committee, under the supervision of the auditor, will seek to ensure that the affairs of the Organisation are wound up in an orderly manner.
- I4 After the payment of all outstanding obligations and debts, any money remaining will either:
- (1) where possible, be returned to the funder/s who provided it;
  - or
  - (2) be forwarded to any successor organisation or to an organisation having similar purposes.

## **PART J DEFINITIONS**

- J1 “the Organisation” means the Woodberry Down Community Organisation as constituted by this Constitution.
- J2 “the Chair” when spelt with an upper case “C” means the Chair of the Organisation as elected at each Annual General Meeting of the Organisation.
- J3 “the chair” when spelt with a lower case “c” means the person chairing any meeting whether of the Board, any committee, sub-committee or working party of the Organisation.
- J4 “designated area” means that geographical area commonly known as Woodberry Down within the London Borough of Hackney which is delineated by a boundary commencing in Green Lanes (the A105) outside the John Scott Health Centre, proceeding along Green Lanes through Manor House to the Green Lanes bridge over the New River, then east following the boundary of the London Borough of Hackney along the New River to Seven Sisters Road, along Amhurst Park to the junction with Bethune Road, along Bethune Road to the junction with Newnton Close, then along Newnton Close to the junction with Woodberry Grove, continuing across Woodberry Grove and along the New River to the John Scott Health Centre and to the south of the said Centre so that its buildings and car park are included within the designated area and then back to the start point on Green Lanes.
- J5 “Woodberry Down neighbourhood” means the designated area.
- J6 “Tenure” means the legal basis on which an individual occupies a dwelling in the Woodberry Down neighbourhood. It includes freehold, leasehold, tenancy and licence.

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# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 1 TO THE CONSTITUTION

### STANDING ORDERS

#### FOR THE CONDUCT OF BUSINESS

#### AT MEETINGS OF THE BOARD

#### 1 APPLICABILITY

- 1.1 These Standing Orders apply to all Meetings of the Board whether the Annual General Meeting, an Ordinary Meeting or a Special Meeting.
- 1.2 Any reference in these Standing Orders to the 'chair' means that person who is acting as the chair of a Meeting. This person may be the Chair of the Organisation, one of the Vice-Chairs or any other person who is, in accordance with the Constitution, chair for the time being. The person holding the position of chair at any Meeting, or any part of any Meeting, of the Board may exercise all the powers of the chair provided in these Standing Orders while s/he continues to hold that position.

#### 2 GENERAL

- 2.1 Neither smoking nor the consumption of alcoholic beverages is permitted during Meetings of the Board.
- 2.2 Any person present at a Meeting of the Board who carries a mobile phone is requested to turn it off at the beginning of the Meeting. If this is not practical for operational reasons, anyone who needs to take a call is requested to withdraw from the Meeting until the call is terminated.
- 2.3 All persons present, in whatsoever capacity, at a Meeting of the Board, must, at all times, be courteous to each other and support and assist each other in progressing the business of the Meeting.

#### 3 QUORUM

- 3.1 At the time appointed for the commencement of a Meeting of the Board the chair will call the meeting to order and confirm that the quorum of

Members, as specified by the Board in accordance with the Constitution,  
is present.

- 3.2 If the meeting is not quorate and a quorum has not been achieved after 20 minutes from the time at which the meeting was proposed to convene, the meeting shall be abandoned and can not be reconvened until fresh notice of the date and time has been sent to be all Members of the Board.
- 3.3 A meeting reconvened under this standing order shall carry out the business of the meeting, whether or not a quorum is present.

## **4 SPEAKING IN BOARD MEETINGS**

### **Speaking rights**

- 4.1 Members of the Board, and those persons appointed as advisers to the Board, have the right to speak on any matter at any Meeting. Visitors present at the invitation of the Board have the right to speak on those matters for which they were invited. Observers have the right to speak on any matter but only at the discretion of the chair and only if time permits.
- 4.2 Any person with speaking rights who wishes to speak must signal clearly to the chair. The final decision about the order of speakers lies with the chair and no person shall speak until called.
- 4.3 Only one person may talk at any one time.

### **Interruptions**

- 4.4 Once a person is speaking, s/he must not be interrupted, except on a point of order to draw attention to a breach of the procedure of the meeting.
- 4.5 Points of information or explanation may be accepted at the chair's discretion as soon as the person who has the floor has finished speaking.

### **Chair's ruling**

- 4.6 If the chair calls a speaker to order, or if the chair wishes to speak for any other purpose connected with the proceedings, the person speaking shall immediately give way to the chair.
- 4.7 The chair's ruling on any point shall be binding unless challenged by not less than 2 Members. In this event, the chair shall briefly explain the reasons for the decision, put the matter to the vote and proceed with the Meeting in accordance with the result of the vote.



## **5 PRESENTATION OF MOTIONS AND AMENDMENTS**

- 5.1 Any motion presented to a Board Meeting for decision must be proposed by:
- (a) the Executive Committee or the Finance Committee,
  - (b) any Board Member with the support of one other Board Member as seconder.
- 5.2 At the appropriate point in the Agenda the chair will call the motion for debate. The proposer and seconder will have the right to speak in support of the motion. The chair will then open the debate to the floor and will endeavour to ensure a balanced debate between those in favour and those against the motion. The proposer will have the right of reply before the debate is closed and the chair moves to a vote.
- 5.3 An amendment to a motion may be proposed at any time during the debate on the motion. Any amendment must be proposed and seconded by Board Members present at the Meeting. Any amendment which changes the intent of the original motion shall be ruled out of order.
- 5.4 If more than one amendment is proposed, the Chair will determine the order in which they are taken.
- 5.5 The chair will give the proposer of an amendment the opportunity to speak and the proposer of the original motion shall have the right of reply.
- 5.6 If an amendment is accepted unanimously or carried after a vote, the motion as amended will become the substantive motion to which any further amendments are moved.
- 5.7 If a motion is passed it will be recorded in the minutes of the Meeting as a Resolution of the Board. No Resolution of the Board may be rescinded or amended at the Meeting at which it was passed.

### **Procedural motions**

- 5.8 The following procedural motions, which shall take precedence according to their order in the following list, may be moved at any time by the chair or any Board Member:
- (a) that the vote on the substantive motion be taken immediately,
  - (b) that the vote on the substantive motion be taken in parts,
  - (c) that the meeting proceed to the next business without taking a vote on the substantive motion,
  - (d) that the speaker be no longer heard,
  - (e) that the debate be adjourned,

- (f) that the matter be referred to a Committee, sub-Committee or Working Party.

## **6 VOTING AT MEETINGS OF THE BOARD**

### **Voting rights**

- 6.1 At any Meeting of the Board each Board Member present shall have one vote which can only be exercised in person. Under no circumstances shall any Board Member exercise more than one vote.
- 6.2 The chair of the Meeting will only exercise a casting vote in the event of an equality of votes for and against a proposition and will not vote in any other circumstances.

### **Majority**

- 6.3 Unless otherwise specified in the Constitution, the outcome of a vote or ballot will be determined on the basis of a simple majority of those Members present and voting.

### **Method of Voting**

- 6.4 Any motion put to the vote at a Board Meeting shall be decided on a show of hands unless a secret ballot is requested.
- 6.5 A declaration by the chair that a motion has been carried (or not carried) either unanimously, or by a particular majority shall be conclusive evidence of the result of the vote. The results of all votes will be recorded in the minutes of the Meeting.

### **Demand for a secret ballot**

- 6.6 A secret ballot may be demanded before the chair puts a motion to the vote. A ballot may be demanded:
  - (a) by the chair; or,
  - (b) by any two Board Members.

### **Conduct of a secret ballot**

- 6.7 A secret ballot shall be taken as the chair directs. The chair may appoint scrutineers (who need not be Members of the Board). The result shall be deemed to be the resolution of the Meeting at which the ballot is demanded.



## **Withdrawal of demand for a secret ballot**

- 6.8 The demand for a secret ballot may be withdrawn, before the ballot is taken, but only with the consent of the chair.

## **7 ADJOURNMENTS**

- 7.1 The chair may decide, and any Board Member may request, that an adjournment be allowed for a short period during the course of a meeting. When announcing an adjournment the chair will announce the time at which the meeting will reconvene.

## **8 CONDUCT AT MEETINGS**

- 8.1 If any person present at a Meeting, whether a Member, a visitor, an observer, an adviser or in any other capacity, persistently disregards the ruling of the chair by behaving improperly or offensively or deliberately obstructing business, the chair may move that that person be not heard further for the duration of the Meeting. If seconded, the motion will be voted on without discussion.
- 8.2 If, after such a motion is carried, the named person continues to behave improperly, the chair may move that either the person leaves the Meeting or that the Meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion.

## **9 CHANGES TO THESE STANDING ORDERS**

- 9.1 Changes to these Standing Orders may be proposed by the Executive Committee or any two Board Members. Any such motion must:
- (a) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers,
  - (b) specify precisely the changes which are being proposed,
  - (c) be delivered for the attention of the Chair at the Organisation's official address.
- 9.2 Any such motion may be considered at any Ordinary Meeting of the Board subject to 14 days notice having been given.
- 9.3 A motion to change these rules will require a simple majority of those Board Members present and voting in order to be carried.

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# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 2 TO THE CONSTITUTION

### RULES FOR THE ELECTION OF

### MEMBERS OF THE BOARD

#### 1 APPLICABILITY

- 1.1 These Rules apply to the election of all directly elected Members of the Board and, as appropriate, to by-elections to fill vacancies arising during the normal term of office.

#### 2 CONSTITUENCIES

- 2.1 Each directly elected Member of the Board represents a constituency within the designated area.
- 2.2 The constituencies within the designated area will be reviewed before each election to ensure that, as far as possible:
- (a) all 24 elected positions on the Board are allocated to constituencies,
  - (b) each Member represents an approximately equal number of dwellings.
- 2.3 The Executive Committee will initiate this review in sufficient time before an election so that any changes which are recommended can be considered and adopted by the Board before the election is called.

#### 3 CALLING AN ELECTION

- 3.1 In accordance with the provisions of the Constitution with respect to the term of office for elected Members of the Board, the Chair of the Organisation, or in the absence of the Chair any Vice-Chair, shall commence the election process at least five months before the Annual General Meeting at which the term of office of elected Members shall cease by issuing a Notice of Election.
- 3.2 This Notice shall list:

- (a) the constituencies in which elections will be held,
  - (b) the number of places available within each constituency,
  - (c) the name and contact details of the Returning Officer.
- 3.3 Once a Notice of Election has been issued the election process is formally in progress and does not conclude until the Returning Officer has declared the final result.

#### **4 APPOINTMENT OF THE RETURNING OFFICER**

- 4.1 The Board shall appoint a Returning Officer for each election held under these Rules. The Returning Officer cannot be either a Member of the Board or someone who is eligible for membership of the Organisation.
- 4.2 The Returning Officer may, at his/her discretion, appoint Assistant Returning Officers to assist in the organisation and running of the elections. Any such Assistant must fulfil the same eligibility conditions as the Returning Officer.
- 4.3 The Returning Officer shall supervise all aspects of the conduct of the election and may raise any concerns which arise with the Chair or with the Board.
- 4.4 The Returning Officer may declare any election null and void if, in his or her opinion, it has not been conducted in accordance with these Rules. The Chair will then, at an appropriate time, issue a Notice of Election calling a another election (or elections) and the procedure will be re-run.

#### **5 NOTIFICATION OF AN ELECTION**

- 5.1 The Returning Officer shall arrange for a Notification of Election to be delivered to every residential and commercial address within the designated area.
- 5.2 The Notification will show:
- (a) the name of the constituency,
  - (b) the number of seats to be filled,
  - (c) the time, date and place of the election meeting.

5.3 The Notification will also include a nomination form which will allow recipients to nominate someone as a candidate for the election in their constituency.

## **6 ELIGIBILITY TO STAND FOR ELECTION**

- 6.1 Any person who can show that they fulfil the conditions for membership of the Organisation, as set down in the Constitution, is eligible to stand for election to the Board to represent the constituency in which they reside or work.
- 6.2 Any person covered by Clause D5 of the Constitution shall not be eligible to stand for election to the Board.
- 6.3 The Returning Officer will determine what constitutes satisfactory proof of identity and residence.

## **7 NOMINATIONS**

The nomination period will remain open from the issue of the Notice of Election until the Returning Officer declares it closed at an appropriate point in the election meeting.

- 7.1 Completed nomination forms can be submitted for the attention of the Returning Officer at the Organisation's official address at any time up to one hour before the relevant election meeting is due to commence.
- 7.2 On receipt of each valid nomination form, the Returning Officer will:
  - (a) inform the person concerned that they have been nominated,
  - (b) confirm their consent to the nomination.
- 7.3 A resident who is validly nominated and has consented to the nomination becomes a candidate for that constituency.

## **8 ELECTION MEETINGS**

- 8.1 An election meeting will be held for each constituency. On arrival at the meeting, each resident will be asked to sign the attendance register and will be handed a ballot paper showing the names and addresses of those candidates who are already confirmed with additional spaces for any additional candidates nominated at the meeting.
- 8.2 At the commencement of the meeting there will be the opportunity for the Chair or other member of the Executive Committee to outline the work of the Board during the period since the last election and the outlook for the forthcoming period. There will also be the opportunity for questions.

- 8.3 The Returning Officer will then announce the names of the candidates confirmed so far and invite any further nominations from the meeting. Any person so nominated who accepts the nomination and can demonstrate to the Returning Officer's satisfaction that they are eligible will then become a candidate in the election.
- 8.4 The Returning Officer will then announce the name/s of the candidate/s and invite each to address the meeting for up to 5 minutes. Any candidate who cannot attend the election meeting may submit a written statement which will be read out.
- 8.5 The Returning Officer will then invite residents to complete their ballot papers by putting a cross against the name of the person they wish to elect. In constituencies where there are two seats residents may vote for two candidates.
- 8.6 The Returning Officer will collect the ballot papers, proceed to a count and announce the results.
- 8.7 In the case of a tie, the election will be rerun immediately with only the names of the tied candidates on the ballot paper.

## **9 CHANGES TO THESE RULES**

- 9.1 Changes to these rules may be proposed by the Executive Committee or any two Board Members. Any such motion must:
- (a) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers,
  - (b) specify precisely the changes which are being proposed,
  - (c) be delivered for the attention of the Chair at the Organisation's official address.
- 9.2 Any such motion may be considered at any Ordinary Meeting of the Board subject to 14 days notice having been given and on condition that there is no election in progress at that time.
- 9.3 A motion to change these rules will require a simple majority of those Board Members present and voting in order to be carried.

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# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 3 TO THE CONSTITUTION

### RULES FOR THE APPOINTMENT OF RESIDENTS' ASSOCIATION MEMBERS OF THE BOARD

#### 1 APPLICABILITY

- 1.1 These rules apply to the recognition of Members appointed to the Board by those Residents' Associations which fall within the categories listed in the Constitution as having the right to appoint.
- 1.2 The Chair shall ensure that at the time an election is called the Organisation has an up-to-date list of Residents' Associations which are currently active within the designated area.

#### 2 REQUEST FOR APPOINTMENT

- 2.1 When a Notice of Election is issued the Chair shall ensure that each Residents' Association is sent a request to appoint a Member of the Board. This request shall include:
  - (a) a copy of the Notice of Election and the date of the Annual General Meeting at which incoming Members will take their places,
  - (b) a statement of the responsibilities of Board Members in general and, in particular, the responsibility to act as a two-way channel of communication between the Residents' Association's members and the Board,
  - (c) the Organisation's expectations regarding attendance and participation,
  - (d) a copy of the Organisation's current Constitution,
  - (e) a draft copy of a Letter of Appointment for the use of the Residents' Association.

### **3 TERM OF OFFICE**

- 3.1 Any Member so appointed will take his or her place at the Annual General Meeting and will continue as a Board member for the same term of office as an elected Member.
- 3.2 Each appointed Member must sign the Statement of Undertaking for Board Members and abide by all other provisions of the Constitution regarding Board Membership.

### **4 VACANCIES**

- 4.1 If a vacancy arises during the period of office because of the departure from the Board of a Residents' Association Member, for whatever reason, the Chair shall invite the Residents' Association who made the original appointment to appoint a new Member.
- 4.2 Any Member so appointed:
- (a) shall serve on the Board for the remainder of the term of office of the original appointee,
  - (b) must sign the Statement of Undertaking for Board Members,
  - (c) abide by all other provisions of the Constitution regarding Board Membership.

### **5 CHANGES TO THESE RULES**

- 5.1 Changes to these rules may be proposed by the Executive Committee or any two Board Members. Any such motion must:
- (a) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers,
  - (b) specify precisely the changes which are being proposed,
  - (c) be delivered for the attention of the Chair at the Organisation's official address.
- 5.2 Any such motion may be considered at any Ordinary Meeting of the Board subject to 14 days notice having been given and on condition that there is no election in progress at that time.
- 5.3 A motion to change these rules will require a simple majority of those Board Members present and voting in order to be carried.

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# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 4 TO THE CONSTITUTION

### RULES FOR THE CO-OPTION OF MEMBERS TO THE BOARD

#### **1 APPLICABILITY**

- 1.1 These Rules shall apply to the co-option of any individual person to the Board in accordance with the Constitution.

#### **2 ELIGIBILITY**

- 2.1 Any person who does not fall within the categories of persons listed in Clause D5 of this Constitution is eligible for co-option to the Board.

#### **3 TERM OF OFFICE**

- 3.1 Each co-opted Member shall serve as a Member of the Board from the date of their co-option until the Annual General Meeting next following.

#### **4 THE RESERVED PLACES**

- 4.1 Within the total number of places for co-optees, one place each is reserved for a nominee from:
- (a) the recognised Leaseholders' Association which covers the designated area,
  - (b) the commercial interests which operate within the designated area.
- 4.2 The Chair shall ensure that each year, at the same time as the Notice of Election for places on the Executive Committee is issued, a notice is sent to each of the above nominating organisations inviting them to submit their nomination for co-option at the Annual General Meeting for the forthcoming year of office. This request shall include:
- (a) a copy of the Notice of Election and the date of the Annual General Meeting at which incoming Members will take their places,
  - (b) a statement of the responsibilities of Board Members and the Organisation's expectations regarding attendance and participation,



- (c) a copy of the Organisation's current Constitution,
  - (d) a draft copy of a Letter of Nomination for the use of the nominating organisations
- 4.3 At the appropriate point in the Annual General Meeting the chair will present each nomination in turn and ask the Board to agree to the co-option of the person nominated.
- 4.4 If the co-option is agreed the person will take their seat at the table and will assume the responsibilities of a Member of the Board.
- 4.5 If the co-option is declined the Chair will inform the nominating organisation as soon as possible after the Annual General Meeting and invite the nomination of a different person.

## **5 THE NON-RESERVED PLACES**

- 5.1 The Board will seek to co-opt additional persons to the Board, up to the limit set in the Constitution, in order to provide the Board with specific knowledge, expertise or perspective which the Board deems to be desirable for the forthcoming year.

### **Request for Nominations**

- 5.2 At the time that the Notice of Election for the Executive Committee is issued the Chair shall also invite nominations for persons to be co-opted to the Board for the forthcoming year.

### **Interview Panel**

- 5.3 Any person so nominated will be invited to attend a meeting with a panel consisting of the Chair and one other Member of the Executive Committee in order to:
- (a) assess the relevance of their qualifications, expertise and experience,
  - (b) acquaint them with the responsibilities of a Member of the Board.

### **Procedure at the Annual General Meeting**

- 5.4 If it is the panel's view that any such person could make a significant contribution to the work of the Organisation, the Chair shall propose the co-option of that person at the appropriate point in the Annual General Meeting.
- 5.5 In the case where there are more than four nominations, a secret ballot shall take place and the four persons with the highest votes will be deemed to be co-opted until the Annual General Meeting next following.

- 5.6 In the case where there are less than four nominations the name of each person nominated for co-option shall be voted on separately by secret ballot. Any person achieving a simple majority shall be deemed to be co-opted until the Annual General Meeting next following.

### **Nominations after the Annual General Meeting**

- 5.7 If, after the Annual General Meeting, there are vacancies for co-opted Members, it shall be open to any Member of the Board to propose a person for co-option at any time.
- 5.8 The procedure to be followed is the same as that outlined above with the recommendation of the panel being brought to the first available Ordinary Meeting of the Board.
- 5.9 Any person so co-opted shall serve as a Member of the Board until the next Annual General Meeting.

### **Co-option for a Second or Subsequent Term**

- 5.10 Any person who is a co-opted Member of the Board shall be eligible for co-option for a further term subject to the following conditions:
- (a) when inviting nominations before the Annual General Meeting the Chair shall not preclude nominations for persons who might offer the same or similar qualifications, expertise and experience to an existing co-optee,
  - (b) any new nominations shall receive exactly the same consideration and assessment as existing co-optees who offer themselves for co-option for a further term of office,
  - (c) the interview panel shall treat all nominees equally and shall report to the Board on each person's suitability in an impartial manner.

## **6 VACANCIES**

- 6.1 Should a vacancy occur during the course of the year of office, the Chair will take whatever steps are considered appropriate to secure a replacement person using the procedures set out in these Rules.
- 6.2 Any person so co-opted shall serve as a Member of the Board until the Annual General Meeting next following.

## **7 CHANGES TO THESE RULES**

- 7.1 Changes to these rules may be proposed by the Executive Committee or any two Board Members. Any such motion must:

- (a) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers,
- (b) specify precisely the changes which are being proposed,
- (c) be delivered for the attention of the Chair at the Organisation's official address.

7.2 Any such motion may be considered at any Ordinary Meeting of the Board subject to 14 days notice having been given and on condition that there are no proposals for co-option in progress at that time.

7.3 A motion to change these rules will require a simple majority of those Board Members present and voting in order to be carried.

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# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 5 TO THE CONSTITUTION

### STATEMENT OF UNDERTAKING BY EVERY MEMBER OF THE BOARD

I, the undersigned, hereby agree to accept appointment to the Board of the Woodberry Down Community Organisation with effect from *dd/mm/yyyy*.

I am familiar with, and I hereby agree to abide by, the Constitution and Standing Orders of the Woodberry Down Community Organisation. In particular, I give the Organisation the following undertakings:

1. I will use my best endeavours at all times to act in the best interests of the Organisation regardless of any other consideration.
2. I undertake to attend the monthly meetings of the Board on a regular basis and to attend meetings of such other Committees, Sub-Committees or Working Parties to which I may be appointed from time-to-time.
3. In my role as a member, I will, as far as possible, take into account the views of the Woodberry Down community.
4. I will abide by the Organisation's Code of Confidentiality.
5. I have delivered a letter, to the Officer appointed in that regard, listing those interests specified in the Constitution as potential conflicts of interest together with any other information which might be deemed relevant.
6. I will not claim to represent the Organisation or act on its behalf in any contacts with persons or entities outside the Organisation unless I have been specifically authorised to do so.
7. I will treat equally all other persons regardless of gender, race, age, creed, nationality, sexual orientation or disability.
8. I will at all times behave in a courteous manner with all other Members of the Board, the Board's staff and professional advisers even if I am in profound disagreement with something that is being proposed and regardless of provocation.

9. In my role as a representative of the Board, I will extend common courtesy to employees or representatives of other organisations involved in the regeneration.

Signed.....

Full Name (block capitals).....

Date.....



# THE WOODBERRY DOWN COMMUNITY ORGANISATION

## APPENDIX 6 TO THE CONSTITUTION

# RULES FOR ELECTIONS TO THE EXECUTIVE COMMITTEE

### 1 APPLICABILITY

- 1.1 These Rules shall apply to all elections for any of the positions on the Organisation's Executive Committee whether at the Board's Annual General Meeting or to fill any subsequent vacancy howsoever caused.
- 1.2 In the case of elections to be held at the Annual General Meeting of the Board, any reference in these rules to 'Board Member' shall include current Board Members (including any who are standing down at the AGM) and Board Members-elect.

### 2 CALLING OF AN ELECTION

- 2.1 In keeping with the provisions of the Constitution, the Chair of the Organisation, or in the absence of the Chair any Vice-Chair, shall issue a Notice of Election calling an election for a place or places on the Executive Committee. This Notice shall:
  - (a) state the time, date and place at which the election will take place,
  - (b) specify the position, or positions, for which an election will be held.
- 2.2 Once a Notice of Election has been issued the election process is formally in progress and does not conclude until the Returning Officer has declared the final results.

### 3 APPOINTMENT OF RETURNING OFFICER

- 3.1 The Board shall appoint a Returning Officer for each election held under these Rules. The Returning Officer cannot be either a Member of the Board or someone who is eligible for membership of the Organisation. The Returning Officer shall supervise all aspects of the conduct of the election and may raise any concerns which arise with the Chair or with the Board.

3.2 The Returning Officer may declare any election null and void if, in his or her opinion, it has not been conducted in accordance with these Rules. The Chair will then issue a Notice calling a new election (or elections) and the procedure will be re-run.

#### **4 ELIGIBILITY**

4.1 Any Member of the Board who will have already served as a Member of the Board for at least one year of office at the time of the Annual General Meeting, and who is not standing down at the Annual General Meeting, is eligible for nomination to any position on the Executive Committee.

#### **5 NOMINATIONS**

5.1 The Returning Officer shall ensure that a copy of the Notice of Election issued by the Chair calling the election together with a nomination form is posted to each Board Member's address of record 21 days before the Board Meeting at which the election will be held.

5.2 This documentation shall:

- (a) state the nature of the election being called,
- (b) state the date and place at which the election will take place,
- (c) provide space for one nomination for each vacancy, and for the name and signature of the nominator.

5.3 Completed nomination forms must be delivered for the attention of the Returning Officer at the Organisation's official address 14 days before the date of the Board Meeting at which the election will take place.

5.4 On receipt of each valid nomination form, the Returning Officer will:

- (a) inform the Board Member that a nomination has been received,
- (b) request confirmation of their consent to the nomination.

5.5 A Board Member who is validly nominated and has consented to the nomination becomes a candidate. Any Member who is nominated but fails to consent to nomination, for whatever reason, will not be listed as a candidate.

5.6 The names of all candidates, the position/s for which each candidate has been proposed and the number of proposer/s shall be sent to all Board Members seven days before the Board Meeting at which the election will take place.

## **6 ELECTIONS**

- 6.1 At that point in the Meeting where the election is to take place, the chair shall hand over to the Returning Officer who will conduct the election and declare the result.
- 6.2 The Returning Officer may call for scrutineers (who cannot be Members of the Board) to assist in the conduct of the election and the counting of the votes.
- 6.3 At the Annual General Meeting, where all the positions on the Executive Committee are to be elected, a separate election shall be held for each post. These elections shall be conducted in the following order:
  - (a) Chair,
  - (b) Treasurer,
  - (c) Vice-Treasurer,
  - (d) Vice-Chairs.
- 6.4 Each candidate will be given the opportunity to stand and address the Board for two minutes on why they are a suitable candidate for the position under consideration.
- 6.5 The election will then take place by secret ballot. The votes will be counted and the result declared before proceeding to the vote on the next position.
- 6.6 In the case of a tie in the number of votes cast in any election, a rerun will take place between the persons who are tied.
- 6.7 In the case of a Member who is a candidate for more than one position and is elected to a position, their name will be deleted from the list of candidates for subsequent positions.

## **7 CHANGES TO THESE RULES**

- 7.1 Changes to these rules may be proposed by the Executive Committee or any two Board Members. Any such motion must:
  - (a) be put in writing and, if not proposed by the Executive Committee, must include the names and signatures of the proposers,
  - (b) specify precisely the changes which are being proposed,
  - (c) be delivered for the attention of the Chair at the Organisation's official address.

- 7.2 Any such motion may be considered at any Ordinary Meeting of the Board subject to 14 days notice having been given and on condition that there is no election in progress at that time.
- 7.3 A motion to change these rules will require a simple majority of those Board Members present and voting in order to be carried.

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