



CONSTITUTION OF THE ABERDYFI (ABERDOVEY) ADVERTISING AND IMPROVEMENTS COMMITTEE

1. Name

The name of the Organisation shall be the Aberdyfi (Aberdovey) Advertising and Improvements Committee and in this document shall be called AA&I.

2. Legal Form

AA&I will be a voluntary unincorporated association although this may be changed by a special resolution passed at an Extraordinary General Meeting by a majority of not less than three fourths of the members present.

3. Objectives

3.1 The objectives of AA&I are:-

- 3.1a To support the advertising and promotion of the village of Aberdyfi and its environs (afterwards called the area of benefit) .
- 3.1b To carry out or assist improvements (in the widest use of the word be they physical, social, economic or cultural) to the village.
- 3.1c To support events and activities that develop the promotion and improvement of the village.

4. Membership

4.1 Membership of AA&I shall be formed of:-

- 4.1a Eleven (11) Community Councillors, automatically after Council elections, for the duration of their term of office if they so wish. ¹
- 4.1b Seven (7) annual co-opted members. Seven being the optimum number but may be amended annually.² This membership is open to any individual living within the area of benefit or having an interest in the objectives of AA&I and each of these posts to be confirmed at the Annual General Meeting.³
- 4.1c All members to be over 18 years of age.

1 Councillors who do not wish to sit on AA&I must resign in writing for the length of their term of office i.e. normally 4 years.

2 Co-opted members places should be advertised at least one month (30 days) prior to the AGM.

3 They may only be nominated from organisations within Aberdyfi or be individuals with an interest in the objectives of AA&I

4.2 A member shall cease to be a member if they:-

4.2a Resign in writing.

4.2b Cease to fulfil the membership criteria as laid out in clause 4.1.

4.2c Are expelled from membership by the Committee if they have breached these rules or in the opinion of three fourths of the full Committee should be expelled.

5. Management

5.1 An Executive Board will consist of all the elected Community Councillors and will elect at the Annual General Meeting the following officers who will be responsible for the management and administration of the AA&I:

5.1a Chairman, (a Councillor), who shall serve for 2 years having normally previously been the Vice Chair.

5.1b Vice Chair, (a Councillor), who shall serve for 2 years.

5.1c Secretary/ Treasurer, with no voting rights

5.2 The Bank Mandate regarding those eligible to act as signatories for AA&I will show any three of the following four officers are permitted to sign cheques :- The Chairman, Vice Chairman, Immediate Past Chairman and the Treasurer. This will allow for a change of signatory following the AGM but will also offer some continuity.

5.3 The Executive Board may co-opt up to three extra co-opted members whom it considers, by virtue of their skills and/or experience, to be of benefit to the AA&I.

6. Meetings of Members

6.1 AA&I's Executive Board shall call an Annual General Meeting in each calendar year with at least 21 days notice in writing to consider the following business:

6.1a Chairman's Report

6.1b Treasurers Report to include the annual accounts.

6.1c The election of a Chairman and Vice Chairman plus the confirmation (or otherwise) that the Secretary / Treasurer is willing to continue.

6.1d The election of co-opted members.

6.1e Such other business as already specified in the written notice of the meeting.

6.2 All other meetings of members shall be transacted at Ordinary Meetings called as required but at least three times annually with at least 14 days notice given in writing.

6.3 Any body or individual may address the meeting with prior notice to the Secretary. They may speak at the beginning of the meeting but must keep to a maximum of 15 minutes.

6.4 An Extraordinary General Meeting may be called by at least 50% of the members or the Executive Board on giving at least 7 days prior notice in writing except in an emergency in which

case such prior written notice as is deemed adequate by the persons calling the said meeting.

6.5 The quorum for all Ordinary Meetings and Extraordinary Meetings of AA&I shall be eight (8) members. If a quorum is not present within half an hour, the meeting shall be adjourned for a period not exceeding seven days and all members notified in writing.

6.6 The quorum for Annual General Meetings shall be six (6) members.

6.7 Observers (members of the public from the area of benefit) are allowed to attend meetings but are not allowed to speak unless specifically asked to by a majority of the Committee present.

7. Meetings of the Executive Board

7.1 Meetings of the Executive Board may be arranged by the members of the Executive Board at their meetings or may be called at any time by the Chairman or any two members of the Executive Board upon not less than ten days notice having been given to all other members.

7.2 A special meeting of the Executive Board may be called at any time by the Chairman or any two members upon not less than seven clear days notice being given to all other members of the Executive Board of the matters to be discussed.

7.3 If the Chairman is absent from any meeting the Vice-Chairman (if any) shall preside ; otherwise the members present must, before any other business is transacted, choose one of their number to be Chairman of the meeting.

7.4 There shall be a quorum when at least one third of the number of members of the Executive Board for the time being or three members, whichever is the greater, are present at a meeting.

7.5 Except where otherwise provided in this constitution, every issue may be determined by a simple majority of the votes cast at meeting of the Executive Board.

7.6 The Chairman of the meeting may cast a second or casting vote only if there is a tied vote.

7.7 The proceedings of the Executive Board shall not be invalidated by any failure to appoint or any defect in the appointment or qualification of any members.

8. Voting by Members

At all ordinary meetings of AA&I members, each member shall cast one vote on decisions required from time to time. The Chairman shall have a second or casting vote if there are equal votes. Voting may only be given in person with no proxy voting allowed.

9. Committees

9.1 The Executive Board shall be empowered to establish sub-committees for such purpose and term as deemed necessary. Reports of activities of these sub-committees shall be kept and presented to the committee at full meetings of the AA&I.

9.2 Five (5) members of the Executive Board shall at each AGM be nominated to sit on the Penrhos Caravan Site Committee. This committee is made up of nine (9) members. Viz. :
Four (4) members of the Executive Board who are appointed annually at the AGM of the AA&I
Four (4) representatives of the Aberdovey Golf Club

Plus a Chairman (a Community Councillor and a member of AA&I) appointed annually at the first meeting of the Penrhos Caravan Site Committee.

9.3 The minutes and accounts of the Penrhos Caravan Site Committee are to be available to all members of AA&I. The AA&I will do all in its power to maintain title to the licence which is held in the name of AA&I and has been in its possession or its predecessors since the 1930's, for the ongoing benefit of the community and continued pursuit of achieving its objectives highlighted in 3.1 above.

10. Funding & Powers

10.1 Members will each bear the costs incurred in respect of the attendance at meetings of AA&I. Funds required for the general work of the AA&I or for specific projects undertaken under its direction shall be raised in the manner and in amounts decided by the members. All funds shall be subject to the direction of members who shall be responsible for ensuring that such funds are applied for the correct purpose and furthering the objectives of the AA&I. The members shall give all directions for the accounts and such other directives as may be required for the establishment and maintenance of a satisfactory system of control of its books of account, its cash holdings and all its transactions.

10.2 An annual receipt and payments account will be produced and independently examined.

10.3 The Secretary / Treasurer will be paid an honorarium to be reviewed at the AGM.

10.4 The AA&I may employ and pay any person or persons to supervise, organise and carry out the work of AA&I.

10.5 No Member shall acquire any interest or receive any remuneration or be interested in the supply of goods or services at the cost of AA&I except in the following circumstances:

10.5a The repayment of reasonable and proper out-of-pocket expenses incurred

10.5b AA&I shall be entitled to effect policies of indemnity insurance to cover the liability of the members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the AA&I: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Members knew to be a breach of trust or a breach of duty and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the AA&I in their capacity as Members.

10.6 A principle source of funding of AA&I shall be the surpluses, generated by the management of the Penrhos Caravan Site. After maintenance and other charges have been deducted any surpluses that become available are to be divided equally between the AA&I and the Aberdovey Golf Club, unless there are extenuating circumstances when more funds are required by one party and on the agreement of both parties. Sufficient contingency funds for the efficient management of the site are to be retained at all times and to be agreed at committee meetings of the Penrhos Caravan Committee.

10.7 Funds should always be granted towards specific projects only and not given to organisations for general use.

11. Indemnity & Protection

11.1 In the execution of the lawful activities undertaken by members of the AA&I no member shall be liable for any loss to the property of the AA&I arising by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him/her or by any other member hereof or by reason of any other matter or thing other than wilful and individual fraud or wrongdoing or wrongful omission on the part of the members who are sought to be made liable.

11.2 Any statement in writing signed by the Chairman, Vice Chairman and the Secretary / Treasurer or any two of them to the effect that any contract deed or act signed executed or done by the AA&I is signed, executed or done in accordance with and is authorised by the AA&I's powers and provisions herein declared and contained shall in favour of any purchaser or other person dealing with the members be conclusive evidence of the fact.

12. Representation

Representation will be made on whatever other bodies and committees that the Committee consider appropriate.

13. Personal Interest

At meetings of the Executive Board and General Meetings any potential conflict of interest arising from decisions made shall be declared by the individual concerned and minuted as such. The members will decide whether the individual then:

- 13a leaves the room for that part of the meeting
- 13b does not contribute to the discussion
- 13c does not have a vote

14. Amendment

The AA&I has the power to amend this constitution by a vote of at least 75% of members at an Annual General Meeting or at an Extraordinary General Meeting.

15. Dissolution

In the event of the dissolution of the AA&I any assets remaining after the satisfaction of any debts, shall not be distributed to the members of the AA&I but shall be distributed to other bodies within the community having similar objectives to the AA&I. The decision as to distribution to be made by the Executive Board.

Document history:

Oct 2013: Original release

14th May 2018:

Quorum for ordinary meetings and extraordinary meetings changed from 10 members to 8 members.

Quorum for annual general meetings changed from 8 to 6 members.

7th February 2023:

Requirement to advertise vacant posts prior to an AGM and admit them at an AGM removed so that co-opted persons may join Committee as required throughout the year.