

Revised Constitution for Consideration AGM 2020

1. Status

- 1.1. The Group is known as the **York Cycle Campaign** [the Campaign], and is an unincorporated association which provides an independent voice for cyclists and potential cyclists in and around York.

2. Aims and Objectives of the Campaign

- 2.1. The **purpose** of the Campaign is to make York the UK's premier cycling city: one where cycling is safe, convenient and accessible for all.
- 2.2. The **goal** of the Campaign is to make cycling the most popular mode of transport in York by 2032.
- 2.3. The **role** of the Campaign includes the following:
 - 2.3.1. to represent the interests and speak on behalf of cyclists in and around York;
 - 2.3.2. to encourage people to cycle to the maximum, as part of a healthier and more sustainable lifestyle;
 - 2.3.3. to campaign for the enhancement of cycling conditions and facilities, and for highly accessible information on the same;
 - 2.3.4. to act as a focal point for discussion between cyclists, other road and path users, businesses, and public bodies and authorities;
 - 2.3.5. to lobby decision makers on behalf of cyclists, working with others, including pedestrians and public transport users, as appropriate;
 - 2.3.6. to provide an internal forum for discussion on cycling and related issues.

3. Powers of the Campaign

- 3.1. To further its aims and objectives, the Campaign may:
 - 3.1.1. raise funds, e.g. through subscription and donation, and take out insurance as required;
 - 3.1.2. liaise with and affiliate to relevant societies and bodies, including statutory authorities;
 - 3.1.3. organise events and undertake other lawful activities.

4. Campaign Membership and Voting Rights

- 4.1. **Individual membership** is open to any adult (over 18) who supports the aims and objectives of the Campaign and who has paid the appropriate membership subscription for the current year. **Household membership** is open to up to five individuals (at least one of whom must be an adult, with the remainder comprising adults or 13-18 year olds¹ or a combination of both) living at the same address who support the aims and objectives of the Campaign and who have paid the appropriate membership subscription for the current year. Individual and household members (over the age of 18) may vote at General Meetings and hold office as a Committee member (unless excluded under 4.2).
- 4.2. City of York councillors and policy makers of the CYC transport team may join the Campaign as individual or household members and attend General Meetings but they may not vote, nor hold office as a Committee member.

¹ Note that members under the age of 18 must be accompanied by, and will remain the sole responsibility of, a parent or guardian at all times if attending a Campaign event or activity.

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- 4.3. **Corporate supporter membership** is open to businesses and organisations that support the aims and objectives of the Campaign and who have paid the appropriate subscription for the current year. A corporate supporter may send a representative to General Meetings but they may not vote, nor hold office as a Committee member.
- 4.4. Membership subscription rates will be proposed by the Committee for approval at the Annual General Meeting (AGM). The Campaign has a rolling membership year. A register will be kept of current members.
- 4.5. The Committee has the right to reject an application for membership or terminate a membership for good and sufficient reason, provided that the (prospective) member concerned has the right to be heard by the Committee before a final decision is made.
- 4.6. The Campaign is non-party-political and non-sectarian and members must treat each other with respect at all times. No member may act on behalf of the Campaign without the Committee's approval.

5. Committee Membership and Meetings

- 5.1. The Campaign is managed by the Committee. The Committee comprises three Officers - a Chair, Secretary and Treasurer - and up to seven additional Committee members [together comprising the elected Committee] who are elected from the membership at the AGM.
- 5.2. Members who wish to stand for election should make themselves known to the Secretary in advance of the AGM, and should be proposed and seconded by members of the Campaign.
- 5.3. Up to five additional Committee members [i.e. additional to the elected Committee members] may be co-opted by the elected Committee from the membership.
- 5.4. In addition to the responsibilities associated with the three Officer posts, Committee members should take responsibility for membership, fundraising, events organisation, press and public relations, research, policy development and any other activities relevant to the Campaign's aims and objectives. Committee members may perform more than one role, with the exception of Chair, Secretary and Treasurer who must be separate individuals. Committee posts may be job-shared, subject to the role of each of the post-sharers being clearly defined.
- 5.5. Committee members hold office until the conclusion of the next AGM and are eligible for re-election/re-co-option.
- 5.6. The Committee will meet at least four times per year. Non-Committee members may be invited to attend a meeting by prior agreement with the Chair or Secretary. A Committee meeting quorum is one third of the Committee membership, with a minimum of three including at least one Officer. If a quorum is not present, the Committee meeting may continue in an advisory capacity, with any decisions being subject to approval at the next quorate Committee meeting.
- 5.7. Decisions and actions agreed at a Committee meeting will be minuted. The minutes will be retained and may be shared with any member on request.
- 5.8. Committee members who have a financial interest in an item for discussion or decision at a Committee meeting must declare their interest before discussion on the item starts and not vote on it. Committee members must also declare any other relevant conflict of interest.

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5.9. The Committee may establish one or more sub-committees or working groups to undertake specific tasks on its behalf. The terms of reference, membership, decisions and actions of sub-committees or working groups are subject to the approval of the Committee. The Committee may dissolve a sub-committee or working group if it is not functioning as intended, is acting outside its remit, or risks bringing the Campaign into disrepute.

6. Disqualification from Committee Membership

6.1. A member is prohibited from holding office as a Committee member if they might bring the Campaign into disrepute, for example if they: (i) have an unspent conviction for an offence involving dishonesty or deception; (ii) are currently declared bankrupt, subject to bankruptcy restrictions or an interim order; (iii) have an individual voluntary arrangement to pay off debts with creditors; (iv) are disqualified from being a company director; (v) have previously been removed as a Trustee by either the Charity Commission or the high court due to misconduct or mismanagement.

7. Retirement and Removal of Committee Members

7.1. A Committee member holds office until the conclusion of the next AGM unless they:

7.1.1. stand down by notifying the Secretary in writing (or in the case of the Secretary, the Chair);

7.1.2. vacate their post, through absence without notification or good reason from two or more Committee meetings;

7.1.3. die or becomes incapable of managing their own affairs;

7.1.4. are removed from office as follows:

7.1.4.1. an elected Committee member can be removed from that position by a resolution passed by not less than two-thirds of members present and voting at an EGM that has been called for this purpose;

7.1.4.2. a co-opted Committee member can be removed from that position by a resolution passed by not less than two-thirds of elected Committee members present and voting at a Committee meeting called for that purpose;

7.1.4.3. a resolution to remove a person from office in accordance with the above cannot take effect unless the individual concerned has been given at least 21 days' notice in writing of the proposed resolution, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity to make oral and/or written representations to the members of the Campaign or elected Committee respectively.

8. Conduct of General Meetings

8.1. The Campaign must hold an AGM within 12 months of the adoption of this constitution. Thereafter, an AGM must be held in each subsequent year and not more than 14 months may elapse between successive AGMs.

8.2. The AGM will receive for approval an annual report, examined accounts for the previous year, and a plan for the year ahead. The AGM will also elect Committee members and transact any other business of which notice has been given.

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- 8.3. The Committee may call an EGM at any time. The Committee will call an EGM on receipt of a written request specifying the business to be transacted and signed by at least one quarter of the membership.
- 8.4. Members will be given at least 21 days' notice of an AGM or EGM.
- 8.5. Members or corporate supporter representatives who have a financial interest in an item for discussion or decision at an AGM/EGM must declare their interest before discussion of the item starts and not vote on it. Members or corporate supporter representatives must also declare any other relevant conflict of interest.
- 8.6. At an AGM or EGM decisions (other than with respect to clauses 10.1 and 11.1 below) are made by a simple majority of those members present and voting. In the case of an equality of votes, the Chair or, in their absence, the member elected to chair the meeting, shall have a casting vote. Voting is normally by a show of hands but may be by secret ballot at the discretion of the meeting chair.
- 8.7. An AGM/EGM quorum is 15 members (other than with respect to clause 11.1 below), including at least three Committee members, at least one of whom must be an Officer. If a quorum is not present, the meeting may continue in an advisory capacity, with any decisions being subject to approval at the next quorate AGM/EGM.
- 8.8. Decisions and actions agreed at an AGM/EGM will be minuted and approved by the Committee or its Chair. The minutes will be retained and shared with members.

9. Finance

- 9.1. The Treasurer will keep proper records and accounts showing all sums of money received and spent by the Campaign.
- 9.2. The Campaign's accounts will be prepared annually by the Treasurer and subject to independent examination. The examiner must be independent of the Committee and have the knowledge and experience to undertake the role. The examiner will be elected at the AGM to undertake this work for the following year (or if not elected, subsequently appointed by the Committee). The independently examined accounts will be submitted to the Committee at least 7 days before the AGM.
- 9.3. The Treasurer will present the annual statement of accounts and evidence of their independent examination at the AGM.
- 9.4. The income and assets of the Campaign can only be used to further its aims and objectives. No income or assets will be paid or transferred to any Committee or Campaign member, except for the reimbursement of reasonable out-of-pocket expenses incurred, in good faith, on behalf of the Campaign and with prior approval of the Committee. No single item of expenditure equal to or exceeding £25 will be incurred without the prior permission of the Committee.
- 9.5. All cheques will be signed by two persons from amongst a set of three designated by the Committee for this purpose; one of the signatories will normally be the Treasurer.

10. Amendments to the Constitution

- 10.1. Any proposed amendments to the Campaign's constitution will be notified to members at least 21 days before an AGM, or an EGM that has been called for this purpose. For an amendment to be carried it must be passed by not less than two-thirds of members present and voting at the AGM/EGM.

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11. Dissolution of the Campaign

- 11.1. The Campaign will only be dissolved by a resolution passed by not less than two-thirds of members present and voting at an AGM, or an EGM that has been called for this purpose. The quorum is one quarter of the membership. Should this meeting not be quorate, a second meeting will be called. At this meeting, there is no quorum and only a simple majority is required. After a resolution of dissolution, any funds remaining will be given to an organisation with similar aims and objectives to that of the Campaign.

12. Data Protection

- 12.1. The Campaign will hold and process personal data fairly and lawfully, in accordance to the Data Protection Act 1998 and the General Data Protection Regulation 2018:
 - 12.1.1. the Campaign will only hold personal data as required to maintain a record of its membership, and as otherwise required to achieve its objectives;
 - 12.1.2. personal data will not be made available for processing outside of those Committee members who require it in order to exercise of their functions on behalf of the Campaign;
 - 12.1.3. data subjects have the right to request access to the personal data held on themselves, rectify that personal data and to have personal data held on themselves deleted. This can be done by contacting the Secretary who will respond to the request within one month of receipt;
 - 12.1.4. the Campaign may gather data for research purposes. Contributing to this research shall not be a requirement of membership and only gathered with the individual's consent, likewise personal information held for other purposes shall not be re-used for research purposes. All research data gathered shall be collected in a way that is anonymous, so that the data being processed and stored contains no personal data that could be linked back to an individual. Data gathered for research may be analysed and made available to the wider public in its collated form.

13. Miscellany

- 13.1. The Campaign does not accept any responsibility for any injury, mishap or loss suffered by anyone attending any Campaign meeting or event.