

BROWN NOT GREEN ASSOCIATION

CONSTITUTION (V2 FINAL 11-5-17)

1. The Association shall be called “The Brown Not Green Campaign” which will operate through a not for profit private company limited by guarantee to be called Brown Not Green Chesham Ltd whose Memorandum & Articles of Association shall reflect this **Constitution**.
2. The **Objectives** of this Association shall be to organise a local campaign group seeking to make representations on behalf of the local community around Chesham regarding the emerging local planning policies affecting the area.
3. Any person may become a voting **Member** of the company if they are pledging financial contributions to the Company and are proposed & seconded by two current serving members of the **Executive Board** but provided that the said **Executive Board** may decline to accept any application for Membership without giving any reason and/or to terminate Membership. The Executive Board will have discretion to create other non voting classifications of participation with the company such as “**supporters**” where a financial contribution is not made but where others in the community wish to be kept informed of the Company’s activities.
4. The **Executive Officers** of the Association shall consist of a minimum of three persons to include the Chairman, Secretary, and Treasurer. The Executive Officers shall be listed at Companies House as **Directors** of the company. The Executive Officers & Directors shall be elected at a General Meeting and shall hold office until the next **Annual General Meeting** (AGM).
5. The management of the affairs of the Association will be entrusted to the Directors & Executive Committee subject to this Constitution and to the direction of a simple majority of those Members attending or registering Proxy votes at any General Meeting.
6. At all Executive Board Meetings, three shall form a quorum and the Chairman of the meeting will have a casting vote.
7. At all General Meetings, a quarter of the registered members as at the date of the meeting shall form a quorum being either present at the meeting or having appointed a Proxy.

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8. The Secretary shall keep a Minute Book in which shall be entered the business transacted at all Executive Board & General Meetings, and the Chairman shall sign the Minutes after approval at the following Meeting.
9. The Treasurer shall keep books of account, which shall be inspected annually by someone of suitable accounting experience other than a Member of the Company who will be known as the **Independent Examiner**, who will report at each AGM on whether the accounts represent a true and fair view. The Independent Examiner will be considered for re-election by the Members at each AGM. The **Financial Year** of the Association shall be from [to].
10. All property of the Association shall be vested in the Executive Officers. The Association is a non-profit making organisation. All profit or surpluses will be used to fund professional fees required to attend public inquiries or to make formal & informal submissions to the Local Planning Authority, Councillors or to undertake any work required to shape local planning policy for the benefit of the Members. No profit or surplus will be distributed other than to another non-profit making body or to members on winding up or on dissolution of the Association and in the event of the Association being wound up or dissolved the disposal of assets shall be at the discretion of the Executive Board.
11. The AGM shall be held before the end of December of each year to elect the Directors & Executive Officers and to confirm new Members, to receive and approve the **Statement of Accounts** and to conduct the general business of the Association. Fourteen days' notice of such AGM shall be given and a copy of the Accounts shall be sent therewith to every Member.
12. A **Special General Meeting** must be summoned by the Secretary within twenty one days from the receipt of a requisition signed by not less than twelve Members or 25% of the Members whichever is lower, setting out the purpose for which such a meeting is to be called.

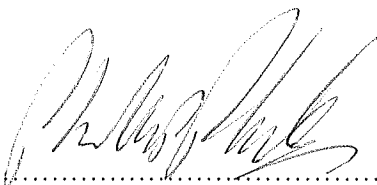
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13. No alteration or additional **Bye-Laws** shall be made to this **Constitution** unless passed by a majority of two-thirds of all the Members present at a General Meeting or who have registered a **Proxy** with the Secretary for voting on such an issue at a General Meeting.
14. The Executive Officers are hereby indemnified by the Association against any claim or demand in respect of any liability properly and bona-fide incurred on behalf of the Association.

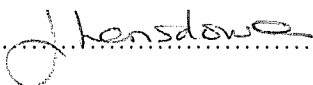
The above **Constitution & Rules** were approved at a **General Meeting** of the unincorporated Association held on **11 May 2017** at Nashleigh Lodge Lycrome Road Lye Green Chesham Bucks.

The following persons sign herewith to affirm the aforesaid **Constitution & Rules** and that they are agreeable to serve as the initial Officers of the Association pending its formal Incorporation.

Signed


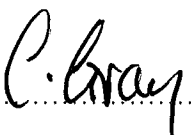
Full Name Phillip John Plato

POSITION / ROLE - Chairman

Signed


Full Name Jan Lansdowne (Mrs)

POSITION / ROLE- Secretary

Signed


Full Name Colin Gray

POSITION / ROLE - Treasurer