

# Aireborough Neighbourhood Development Forum

## Constitution

- The name of this organization will be Aireborough Neighbourhood Development Forum (ANDF) as from 23 October 2014. (*Previously known as Aireborough Neighbourhood Forum (ANF)*)
- The area covered by the ANDF will be the Aireborough Neighbourhood Area as shown on the attached map (**the Area**) – this covers the townships of Yeadon, Nether Yeadon, Guiseley, Hawksworth and High Royds<sup>1</sup>
- The ANDF membership is open to all those who live, work and/or do business in the Aireborough Area. (see section 5)

This constitution was originally drawn up in February 2013, and updated in September 2016.

### 1. Purpose and Aim

The purpose of the ANDF is to support the regeneration and sustainable development of the Aireborough Neighbourhood Area. The aim is to facilitate collaboration between the Area's stakeholders in order to evaluate, plan, and implement initiatives to improve the economic, social, cultural and environmental well-being (**well-being**) of the people who live, work or do substantial business in the Aireborough Neighbourhood Area.

### 2. Objectives

The ANDF will

- a) provide leadership in bringing together a wide range of local people<sup>2</sup> through consultation and co-production, to overcome identified issues affecting well-being, and to seek initiatives that add value to life in Aireborough.
- b) produce, implement and maintain an Aireborough Neighbourhood Plan in accordance with both relevant legislation and a shared vision for the Area.
- c) seek to conserve and promote the identity and distinctiveness of Aireborough within its wider geographical context.
- d) advance the practice of 'placemaking'<sup>3</sup> in the Aireborough Neighbourhood Area. The ANDF supports the principles of the Freiburg Charter (The Academy of Urbanism, 2010).
- e) help to promote growth in the local economy to regenerate a sustainable local community.
- f) work to grow a connected, quality green infrastructure that enhances well being and the local ecology.
- g) foster strong community spirit and encourage civic pride.
- h) seek to establish and maintain an effective organization, capable of raising and managing income and funding for community initiatives.
- i) create long term partnerships between the ANDF and the public and private sectors in order to achieve the purpose, aim, and objectives

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<sup>1</sup> Not Rawdon Parish as it is covered by a separate parish council. .

<sup>2</sup> People who live work and do business in the Aireborough Neighbourhood Area, and other Stakeholders.

<sup>3</sup> Placemaking is the collective shaping of uplifting 'public spaces' that draws on local assets and innovation to mitigate spatially caused issues, and create places that enhance health, well being and potential.

### **3. Legal Entity and Year End**

The ANDF initially is an unincorporated association, but will, in the first year of inception, evaluate and establish a relevant legal entity and governance structure to achieve objectives.

The ANDF is a strictly non-party political organization, and will not be affiliated to any political party or political party sponsored organization.

The ANDF year end will be the 31<sup>st</sup> March for accounts and the Annual General Meeting (AGM).

### **4. Powers and Responsibilities**

To achieve its aim and objectives the ANDF will have the following powers and responsibilities:

- I. To seek out and raise by appropriate means such funds as are necessary to conduct the business of the ANDF; to carry out all financial transactions required to conduct the ANDF's business effectively.
- II. Produce and maintain a Neighbourhood Plan for the Aireborough Neighbourhood Area.
- III. Seek designation in relevant capacity as required to achieve objectives. For example the ANDF may seek to be designated as a Local Nature Partnership.
- IV. To manage volunteers and such employees as are deemed necessary to conduct the ANDF's business effectively. The ANDF will be an equal opportunities employer.
- V. Buy, licence, lease or rent premises, equipment, and/or professional services.
- VI. Sell or dispose of property belonging to the ANDF, with all proceeds going to ANDF funds.
- VII. Take out relevant insurance to achieve the ANDF's objectives.
- VIII. To work in partnership with organizations that have a complementary purpose and objectives or where applicable acquire or merge with such an organization.
- IX. Publicise and promote the work of the ANDF across a range of media and channels to stakeholders.
- X. Maintain a website for transparency, giving details of the ANDF, including a map of the Area, the constitution, the name and details of the Steering Committee, key meetings, events, research, decisions, and how people can become involved.
- XI. Exchange and share information, advice and knowledge to help other communities, and especially those that with an interest in the Aireborough Area.
- XII. Take any form of lawful action, which is necessary to achieve the purpose, aim and objectives of the Aireborough ANDF.

### **5. ANDF Membership**

- I. Membership will be open to everyone who supports the purpose, aim and objectives of the ANDF, is 16 years of age or over, and fits into at least one of the following membership categories (categories)
  - Individuals who live in the Area
  - Individuals who work in the Area either in paid or voluntary work
  - Business owners and heads of community organizations, who carry out a substantial part of their business in the Area; or a nominated representative empowered to represent the organization
  - Elected Councillors and Members of Parliament for the Area

- II. ANDF Members are responsible for actively promoting the work of the ANDF, taking part in ANDF meetings and workshops, and for achieving the purpose, aim and objectives.
- III. Every Member of the ANDF be they an individual or the person representing a business or organization is entitled to one vote.
- IV. The ANDF must have a minimum of 21 members from across the range of categories. The ANDF does not have to have an elected representative as a member; but it is desirable.
- V. All applications for membership are to be made in writing to the Organizational Secretary.
- VI. All Members of the ANDF have a duty to declare at application stage any political party membership, financial, employment, land ownership or other interest that could impact on the objectives of the ANDF.
- VII. *Where it is considered that membership would be detrimental to the aim and objectives of the ANDF, the Steering Committee will have the power to refuse membership by a two thirds majority vote; for the same reason, they may terminate or suspend membership of any Member by resolution passed at a Steering Committee meeting. Reasons for refusal or termination must be given in writing to the person concerned, within 21 days of the decision, the person concerned can then make an appeal to the Steering Committee for reconsideration of factual evidence.*
- VIII. Any Member of the ANDF may resign their membership by providing the Organizational Secretary with written notice of at least two weeks<sup>4</sup>.
- IX. Membership is not transferable, and will be terminated if the member dies, or a business or organization goes out of existence or ceases to operate in the Area.
- X. The Steering Committee will take steps to encourage membership from a wide range of local people and organizations; taking reasonable steps to ensure that the membership of the ANDF is representative of the Area.
- XI. The Organizational Secretary will maintain records of Members, Ex Members, and Affiliates, with due regard for privacy and data protection regulations.

## 6. Affiliated Advocates and Volunteers

- I. It is likely that many people will have an interest in working with the ANDF, but may not want or be able to be a Member<sup>5</sup>. In this case the ANDF will have Affiliated Advocates or Volunteer (**Affiliates**). Affiliates will not have membership voting rights..
- II. Affiliates will be asked to complete a relevant personal details form, so that they can be contacted, consulted and involved in the work of the ANDF.

## 7. Steering Committee

- I. The ANDF will be managed by a Steering Committee of at least 7 Member of the ANDF, who are all at least 18 years of age.
- II. The Steering Committee will be responsible for the day to day business of enacting the powers and responsibilities of the ANDF and for advancing the purpose and objectives of the ANDF; it will at all times act in the interests of the Area and in a manner that is consistent with the ANDF Constitution.

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<sup>4</sup> This is necessary because of membership numbers necessary for designation in relevant capacities.

<sup>5</sup> EG they may have time pressures, not want to commit to full membership, or be too young; or, they do not fit into a membership category eg Council Officers, Advisors

- III. The Steering Committee will meet at least 5 times a year.
- IV. Steering Committee Members will be nominated for specific roles, prior to an AGM, from amongst ANDF membership, and voted for at the AGM by the membership.
- V. If Directors are appointed under the governance review, then procedures will be put in place for their rotation via the annual nomination and resignation of a proportion of directors, in line with good practice.
- VI. The Steering Committee will cover the following roles ;
  - **Chair and Vice-Chair** – together responsible for facilitating the achievement of the ANDF's aim and objectives, setting agendas, conducting meetings, building relationships and ensuring good governance. The role of the Chair and Vice Chair may alternate every six months following a Steering Committee discussion on the desirability for achieving objectives.
  - **Programme Manager** – responsible for planning and managing a programme of activity, with the topic group leaders, to achieve objectives
  - **Stakeholder Relationship Manager** – responsible for identifying and building relationships and engagement with the diverse groups within their Area.
  - **Organizational Secretary** - responsible for the membership, committee communication, public relations, publicity, co-ordinating meetings and documentary governance
  - **Events Manager** – responsible for organizing public events and the running of an urban room
  - **Treasurer** – responsible for managing the finances of The ANDF, producing independently examined year end accounts, and for keeping up to date and accurate accounts during the year for Steering Committee and member's meetings.
  - **Fundraiser** – responsible for identifying and applying for grants, and fund raising initiatives
  - **Project Leaders** – responsible for guiding the work on a particular topic with the membership and affiliates

One member of the Steering Committee, may hold more than one role, but not more than two.

- VII. The Steering Committee may nominate additional roles to the Steering Committee as required, which will be subject to the same annual election process.
- VIII. To maintain continuity without stifling new ideas, one third of Steering Committee Members will retire at each AGM, but may offer themselves for re-election at the AGM. No Steering Committee member may sit on the Steering Committee for more than three years, without re-election. First re-elections will be at the AGM Spring 2016, unless a role has become vacant or a new role made, in which case the vacant and new roles will be voted on.
- IX. The make-up of Steering Committee should cover a range of membership categories.
- X. The names and contact details of the Steering Committee will be made public on the ANDF website
- XI. If it is necessary, the Steering Committee can co-opt up to 3 additional Members of the Committee during any year, but they must retire at each AGM.
- XII. Notification of Steering Committee meetings and an agenda will be sent out in good time for Members to prepare.

## **8. ANDF Gatherings and Operations**

- I. There will be a gathering eg meeting/ workshop/event for all Members and Affiliates **at least** three times a year. These gatherings are to enable the ANDF to discuss and approve recommendations, work on actions, issues, and ideas, and monitor progress in order to consider future developments.
- II. The Organizational Secretary will give at least 7 days notice of when a meeting/workshop is due to take place, unless it is deemed as an opportunity or emergency, in which case best efforts will be made for the timely notification of members, along with any relevant background information.
- III. All gatherings will be facilitated, chaired or organized by a relevant member of the Steering Committee, and an accurate record kept of any actions, decisions and output.
- IV. Sub-groups of the ANDF can meet as and when necessary to fulfil their objectives. This will be organized by a project or sub group manager (reference to topic groups deleted)
- V. An AGM will be held within three months of the end of the financial year, and will be called with at least 21 days notice of the meeting date.<sup>6</sup>
- VI. The AGM should be chaired by the Chair, from the outgoing Steering Committee.
- VII. All ANDF Members should receive a personal notice of the AGM, and it should also be publicised on the website at a minimum. Other media regularly used by Members may also be used, as appropriate.
- VIII. Steering Committee roles for nomination and any proposed changes to the constitution should be publicised well in advance of the AGM. The only exception will be in the first year, when the setting up of the relevant governance structure may result in the adjustment of the constitution before the AGM.
- IX. The AGM will cover the following topics:
  - A report on the activities of ANDF for the previous year given by a Chair for that year,
  - Submission and adoption of independently examined accounts prepared by the Treasurer.
  - The election on a simple majority vote of ANDF Members to the roles on the Steering Committee and up to 4 bank signatories
  - A discussion of the proposed programme of work to fulfil objectives for the following year, and of topic/sub groups and Members to carry them out.
  - A discussion and two-thirds majority vote on proposals for changes to the constitution.
  - Only at the AGM: the Chair will have the casting vote in the case of no relevant majority.

## **9. Decision Making at Meetings**

- I. The very purpose of the ANDF means that it must accommodate a wide range of views, in order that local people, who live, work or do business in the Area feel they have played a part in improving 'well-being'. Neighbourhood Plan decisions must therefore be based, firstly on gathered evidence and secondly on consensus. Final decisions can then be put to a majority vote at a relevant ANDF quorum. Decisions should never skip the process of consensus building

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<sup>6</sup> Except for 2014 when it will be held at a time appropriate for neighbourhood planning designation

- II. Where a vote is held, it will be on a simple majority of a quorum (unless the constitution states otherwise eg the AGM as outlined in 8) if that is equal, then further discussion must take place to reach a majority.
- III. A quorum for decision making will be:
  - a. Eleven Members voting in person, at a ANDF gathering or AGM;
  - b. At least four members of the elected Steering Committee at Steering Committee meetings.
- IV. Minutes of key meetings will be taken as relevant, and held by the Organizational Secretary.

## **10. Finances**

- I. A bank account(s) will be set up in the name of the Aireborough Neighbourhood Development Forum, and approved by the Steering Committee.
- II. All money received in the form of donations, grants, and other forms of funding will be put into the Aireborough ANDF's bank account(s) and will be used to further the aim and objectives of the ANDF, and for no other purpose.
- III. Financial undertaking must be approved by the Steering Committee in principal.
- IV. Cheques, deeds and other legal documents will have any 2 of 4 authorised signatories from the Steering Committee..
- V. The Treasurer will keep a proper account of the ANDF's finances the accounts will be independently examined at least once a year by an independent examiner appointed at any General Meeting or by the Steering Committee. Independently audited accounts will be made available for inspection at the AGM.
- VI. In the event of the ANDF being dissolved, remaining funds after payment of outstanding accounts shall be transferred to another relevant organisation – see below in section 12 Dissolution.

## **11. Complaints Procedure**

- I. Any complaints about the behaviour of a member of the ANDF in relation to the work undertaken shall be made in confidence, in writing to the Organizational Secretary. Unless the complaint is about the Organizational Secretary, in which case it should be made to a Chair
- II. Three Members of the Steering Committee of the ANDF will be chosen by lottery to investigate the complaint and decide on action as appropriate. If the complaint concerns a Member of the Steering Committee they will not be involved in the lottery for investigation.
- III. Appeals will be held by three Members of the Steering Committee who have not been involved in investigating the complaint or determining action.

## **12. Dissolution**

If 21 ANDF Members wish at any time to dissolve the ANDF, they should give all Members, Affiliates and Stakeholders at least 14 days notice of a SGM to discuss this. Notice should be served so as to reach as many Members, Affiliates and Stakeholders as possible. If the ANDF does not have 21 members, then the full Steering Committee can call a SGM.

If such a decision is agreed at that SGM by a simple majority of those Members present and voting, the assets (after the payment of all debts and liabilities) will be disposed of to another voluntary organisation with compatible aims and principles, this group being agreed at the same meeting, with the final decision resting with the Chairs, Organizational Secretary and the Treasurer.

This Constitution was Adopted for the Aireborough Neighbourhood Development Forum on 3<sup>rd</sup> March 2014 by the following Management Board

Ian Dawes	Lynda Kitching
Alec Denton	Frank La Corte
Cllr Ryk Downes	Cllr Graham Latty
Francesca Entwistle	Christine Schofield
Jonathan Hart-Woods	Alexei Smethurst
Steve Howarth	Robert Turner
David Ingham	Nigel Wilson
Jennifer Kirkby	Clive Woods

### **Change History**

1. Approved amendments were made by the Steering Committee on 17 September 2014 in line with designation approval and recommendations for democratic governance in the light of experience. Changed clauses are in italics.
2. The name was changed to Aireborough Neighbourhood Development Forum (Aireborough Forum) 23 October 2014
3. Changes made so that the Management Board is now a Steering Committee, allowing for a deeper level of discussion and relevant recommendations to be made to the Membership at Gatherings.

### **Terms**

**Area** – The Aireborough Neighbourhood Area as detailed on attached map

**ANDF** – Aireborough Neighbourhood Development Forum

**Purpose** – The unchanging mission of the ANDF and reason for existing

**Categories** – The different categories of people who can become an ANDF member

**Affiliates** – Advocates or volunteers who do not want or cannot be members.

**Stakeholder** – All groups or persons who affect or will be affected by the aim and objectives of ANDF eg land owners, local community groups, businesses and official bodies

**Well-Being** – Central to the purpose; meaning economic, social, cultural and environmental well-being of the people who live, work or do substantial business in the Aireborough Neighbourhood Area.

**Co-Production** – People pooling knowledge and resources to produce an output in which they all have an interest

**AGM** – Annual General Meeting

**SGM** – Special General Meeting

**Steering Committee** – Group of members appointed each year to oversee the management of the Aireborough ANDF

**Topic Group** – Group of members and affiliates who come together to achieve a specific task