



**Guildford Twinning
Association**

www.guildfordtwinning.uk

GUILDFORD TWINNING ASSOCIATION

Notice of Annual General Meeting

**Thursday 10th June 2021 at 7.15 pm
online, via Zoom (connection link to follow)**

Agenda

1. Appointment of Mayor as President
2. Apologies for absence
3. Minutes of last AGM
4. Chair's report
5. Treasurer's & Membership Secretary's report
6. Motion: that a new Constitution, in the form attached hereto, be adopted in place of the existing Constitution. (Explanatory note below*).
7. Elections
 - a) Election of Officers
 - b) Election of Committee
 - c) Election of Examiner

We are now down to 7 Committee members! If you are willing to roll up your sleeves and join the Committee, please let Hilary know.

Hilary Perry
Hon Secretary
10 Kings Avenue, Tongham Farnham GU10 1AU
Tel: 01252 324082

*Explanatory note: There are two reasons for the change:-

(i) the current Constitution is in various ways inadequate - in particular there are no provisions at all concerning finance, none governing voting at AGMs, none governing how one changes the constitution, none governing dissolution.

(ii) the Committee wishes to provide for free membership for certain groups such as overseas supporters, and in particular for young people as part of our efforts to involve students and sixth-formers in our twinning aims of international friendship and collaboration.

DRAFT GUILDFORD TWINNING ASSOCIATION DRAFT

CONSTITUTION

(as last amended at the Annual General Meeting on 10th June 2021)

1. NAME

The name of the Association shall be the Guildford Twinning Association.

2. OBJECTS AND NEUTRALITY

2.1 The aims of the Association shall be to promote international friendship and understanding, by:

- strengthening by all possible means the links formed by the civic authorities of Guildford and Freiburg im Breisgau;
- stimulating and fostering mutual exchanges at all levels between the peoples of the two districts; and
- doing the same in relation to any other town with which Guildford becomes formally twinned, to the extent practicable.

2.2 Neutrality: the Association is apolitical and it is committed to non-discriminatory practices and equal opportunities.

3. POWERS

To further these aims, the Association may exercise the following powers:

- to organise fund-raising activities and to receive contributions and donations in support of the objects of the Association, provided that the Association shall not undertake any permanent trading activity;
- to maintain one or more bank accounts;
- to bring together representatives of voluntary and statutory organisations, educational and academic establishments, government departments and individuals;
- to hold meetings and organise events;
- to pay expenses necessarily involved in running the Association; and
- to undertake any other lawful activity in furtherance of the Association's aims.

4. ORGANISATION

(a) Patron

The current Member of Parliament for the Guildford Constituency shall be invited to be the Patron of the Association.

(b) President

The current Mayor of Guildford shall be invited to be the President of the Association.

(c) Vice-President(s)

If the Association desires to appoint a Vice-President or Vice-Presidents, the same shall be proposed for election at an Annual General Meeting of the Association ("AGM").

(d) Officers

The officers of the Association shall be the:

- Chair;
- Vice-Chair;
- Secretary;

- Treasurer;
- Membership Secretary; and
- such other officers as may be appointed either at an AGM or by the Executive Committee at any time after the last AGM.

(e) Executive Committee

The affairs of the Association shall be administered by an Executive Committee, the members of which shall be elected at each AGM.

The Executive Committee may exercise all of the powers conducive or incidental to the attainment of the Association's objects, and will direct the policy, management and control of the Association's affairs.

The Executive Committee shall consist of:

- the officers of the Association;
- a maximum of twelve other individual members of the Association; and
- a maximum of three members for the time being of Guildford Borough Council who are specifically nominated by that Council.

The President shall be entitled *ex officio* to attend and vote at meetings of the Executive Committee.

Any casual vacancy on the Executive Committee may be filled by the Committee as provided in Clause 4(d) above. Any person appointed to fill such a vacancy shall hold office until the next AGM and shall be eligible to stand for re-election at that meeting.

(f) Sub-committees of the Executive Committee

The Executive Committee shall have the power to appoint sub-committees as and when necessary, and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such sub-committees shall be reported back to the Executive Committee as soon as possible.

At least one member of each sub-committee shall be a member of the Executive Committee, and the remainder shall be members of the Association. The officers of the Association shall be entitled *ex officio* to attend and vote at meetings of all such sub-committees.

5. MEMBERSHIP

Individual membership shall be open to any person living, working or studying in the Borough of Guildford and, at the discretion of the Executive Committee, to any person interested in the Association and supportive of its aims. Corporate membership shall be open to all organisations centred in or having a place of business or activity in the Borough of Guildford which are supportive of the aims of the Association.

Unless these rates are amended at an AGM or any other General Meeting of the Association, the minimum annual subscription for membership of the Association shall be:

- Individual Membership: £7;
- Joint Membership: £10;
- Corporate Membership: £10; and
- Concessionary Membership: free.

The Executive Committee shall decide from time to time to whom Concessionary Membership is to apply. Individual, joint and corporate members shall each have the right to exercise one vote, such members being "voting members". Concessionary members shall not have the right to exercise any vote.

6. MEETINGS AND VOTING

6.1 Meetings of the Association

The Executive Committee shall call an AGM in May of each year, or as soon as possible thereafter.

Special General Meetings may also be convened either by the Chair of the Association or on written application by at least ten members of the Association to the Secretary.

Notices of motions for the AGM and Special General Meetings shall be received by the Secretary at least twenty-eight days before the date of the meeting. At least fourteen days' notice shall be given to all members of the AGM and any Special General Meeting.

An agenda will be circulated with the notice convening each General Meeting.

The business to be conducted at each AGM will include (but need not be limited to):

- electing the Executive Committee;
- approving the Association's accounts;
- reporting on the Association's activities during the year; and
- considering any proposed amendments to this Constitution.

No General Meeting should consider any business that is not specified in the notice of or agenda for that Meeting.

A quorum of any General Meeting shall consist of fifteen of the voting members of the Association.

Decisions of any General Meeting shall be made by a majority of the votes of those present at the meeting entitled to vote and voting, except for decisions concerning amendments to this Constitution, which shall require a two-thirds majority as provided in Clause 9 below. In the event of an equality of votes, the person presiding at the meeting shall have a casting vote whether or not he or she has previously voted.

6.2 Meetings of the Executive Committee

The Executive Committee shall meet quarterly or at such other more frequent intervals as it shall determine. The Secretary shall give all members of the Executive Committee not less than seven clear days' notice in writing of the date and place of each such meeting, and an agenda of the business to be transacted at each the meeting.

The Chair in consultation with the Secretary shall be empowered to cancel any such meetings should this be deemed necessary.

A quorum of any meeting of the Executive Committee shall consist of more than half of its members.

Decisions of the Executive Committee shall be made by a majority of the votes of those present at the meeting entitled to vote and voting. In the event of an equality of votes, the Chair (or other person presiding at the meeting) shall have a casting vote whether or not he or she has previously voted.

The Chair and/or Secretary may invite to any of the meetings of the Executive Committee, in a consultative or advisory capacity, such person or persons as they think fit. Such person(s) will not be qualified to vote.

6.3 Meetings of the sub-committees of the Executive Committee

A quorum of any sub-committee meeting shall consist of one-third of its voting members, the person presiding at the meeting having a casting vote.

The Chair and/or Secretary of the Association may invite to any sub-committee meeting, in a consultative or advisory capacity, such person or persons as they think fit. Such person(s) will not be qualified to vote.

7. FINANCES

7.1 Any money raised shall be used to further the aims of the Association and for no other purpose.

7.2 Each of the Association's bank accounts will require two signatures on any cheque or other bank document (except paying-in slips). There will be a maximum of four signatories, all being voting members of the Executive Committee, available to the Treasurer for signing cheques. The Association shall decide upon the signatories to any account set up in its name. There will be a maximum of three Executive Committee voting members having individual single online access to each of the Association's bank accounts.

7.3 A brief report of the Association's financial position will be produced and available at every Executive Committee meeting.

7.4 A statement of the Association's accounts, verified after examination by a competent person, shall be tabled at each AGM.

7.5 No member shall derive any financial benefit from the Association, except for payment or reimbursement of expenses reasonably incurred on Association business.

7.6 No money will be paid out in the name of the Association without a receipt being presented and made available to the Treasurer.

8. CONDUCT OF MEMBERS

8.1 Any conduct which in the opinion of the Executive Committee is incompatible with the aims of the Association or is otherwise injurious to the interests of the Association, shall render a member liable to expulsion by the Committee.

8.2 Before expelling a member, the Committee shall call upon him or her for a written explanation of the conduct and shall give the member full opportunity to provide an explanation to the Committee or to resign.

9. AMENDMENTS TO THE CONSTITUTION

9.1 If any amendment to this Constitution is deemed necessary or desirable, members will be informed in writing and given the opportunity to consider and vote on the proposal at a General Meeting.

9.2 In order to be adopted, any proposal for an amendment to this Constitution requires a two-thirds majority vote of those of the Association's members who vote on it.

10. DISSOLUTION

10.1 If the Executive Committee, by a simple majority decision, deems it advisable to dissolve the Association, it shall call a meeting of all the members of the Association, giving not less than twenty one days' notice.

10.2 If such a decision is confirmed by a simple majority of those present, then all the assets of the Association shall be transferred to another local voluntary association or community association or charity, selected by the meeting.

10.3 A quorum of any meeting of members of the Association called to consider a proposal to dissolve the Association shall consist of one-third of the Association's members, the Chair having a casting vote.

Guildford Twinning Association

Minutes of Annual General Meeting

Online, via Zoom, on Wednesday 30th September 2020 at 7pm

Present

Barbara Ford (Chair), and more than twenty members.

Apologies for absence

Hilde Bartlett, Richard Fox and Jennifer Jordan.

Introduction

The Chair explained that although the Mayor of Guildford had been expected to attend and would have chaired the meeting, he was unfortunately unwell and the Deputy Mayor had not been able to stand in at such short notice: the Chair would therefore chair the meeting.

Minutes of last year's AGM

Copies of the minutes of last year's AGM, held on 25 June 2019, had been made available beforehand. They were approved without comment.

Chair's report

The Chair began by describing the depletion of the Committee down to eight (including the Council appointee), due to the resignations of Michael Gorman and Cllor David Goodwin and the untimely death of Irene Black, and inviting volunteers to come forward either for election at the meeting, or for discussion after the meeting.

Barbara then acknowledged the restrictive effects during the year of the Covid-19 pandemic on both twin towns and on the Association's activities, in addition to its toll on people's health and lives.

She then listed those activities which had taken place, under the headings Educational initiatives, the Arts, Profile-raising, Visits and Social; and the various activities that had had to be cancelled – essentially the annual members' trip to Freiburg and all the events connected with Freiburg's 900th anniversary celebrations, which themselves had all been cancelled. It was hoped that the planning around these cancelled activities would be useful for the following year. She highlighted two future events: the Autumn lecture on Beethoven and the annual Christmas market, both to be adapted to meet Covid-19 restrictions.

The Association has been increasing its digital presence, including setting up a channel for videos on YouTube, and has continued its focus on young people.

Barbara thanked the Committee, their spouses, and the councillors and civic officers of both Freiburg and Guildford for their support and help. She shared with the meeting her feeling that in spite of all the external problems relations with Freiburg remained warm, generous and collaborative, and thus the Association had contributed to international friendship and understanding.

The report was adopted.

Treasurer's & Membership Secretary's report.

There were currently 152 members, 12 of whom had joined since April 2019. Reminders were to be sent to those who have not yet paid their subscriptions.

The accounts, signed by both Treasurer and Auditor had been made available in advance.

Replying to a question about the deficit shown this year where last year there was a surplus, Martin explained this was a question of timing: the Council's special grant of £1,000 for celebration of the 40th anniversary of the twinning (calendar year 2019) had been made in the 2019 financial year, but the expenditure relating to those celebrations had been incurred in both financial years (since the calendar year spans both). The apparent deficit was lower than it might have been thanks to nearly £900 raised at the Christmas market. Expenditure on twinning support had continued.

Martin thanked the auditor for his work.

The report was adopted.

Election of Officers

The following officers were elected *en bloc*: Chair, Barbara Ford; Vice-chair, Peter Slade; Secretary, Hilary Perry; Treasurer & Membership Secretary, Martin Stringfellow.

Election of Committee

The following Committee members were elected *en bloc*: Minutes Secretary, Jennifer Margrave; Education Liaison, Steve Callaghan; Arts Liaison, Ros Calow.

Election of Auditor

Alan Winn was re-elected auditor to serve for the financial year 2020/21.

Close

There being no other business the meeting closed at 7.30 pm.