



Cyfeillion Cronfeydd Dŵr Caerdydd

Friends of Cardiff Reservoirs

Constitution



AMENDMENT RECORD

- v1.0 Adopted at a General Meeting of the Society on 20 July 2021
- v1.1 Adopted at the AGM of the Society on 13 July 2022



1. NAME OF THE SOCIETY

- 1.1. The name of the Society shall be CYFEILLION CRONFEYDD DŴR CAERDYDD /FRIENDS OF CARDIFF RESERVOIRS.

2. DEFINITIONS

- 2.1. The expression “Society” means the Society constituted by these rules.
- 2.2. The expression “Executive Committee” means the Executive Committee for the time being of the Society as hereinafter constituted.
- 2.3. The expression “Member” means any individual person complying with the obligations of membership as set out herein.
- 2.4. The expression “this Constitution” includes any amendment thereof for the time being in force.
- 2.5. The expression “DCWW” shall mean Dwr Cymru Cyfyngedig (a company registered in England and Wales with registration number 02366777) whose registered office is at Linea, Fortran Road, St Mellons, Cardiff, CF3 0LT.
- 2.6. The expression “Reservoirs” shall mean Lisvane and Llanishen Reservoirs and surrounding areas held under a lease by DCWW including any amendments thereto from time to time.

3. OBJECTIVES OF THE SOCIETY

- 3.1. To raise the profile and promote the Reservoirs as a valuable public amenity.
- 3.2. To assist in the protection, conservation, enhancement, and where appropriate, restoration of some historical parts of the Reservoirs as a safe and accessible place of recreation, education and enjoyment for the long term benefit of all sections of the community in ways that are consistent with the observation and study of flora and fauna in their natural habitat and the conservation thereof.
- 3.3. The Society will seek to work in partnership with DCWW to involve residents, local groups and Conservation organisations to enhance the Reservoirs. Such activities to include:
 - 3.3.1. assisting with habitat management and protection of the SSSIs via occasional ‘work parties’ under the supervision of DCWW rangers;
 - 3.3.2. helping to protect, increase and monitor biodiversity;
 - 3.3.3. helping to provide interpretive materials about the history and features of interest at the reservoirs;



- 3.3.4. any other activities relating to the objectives of the Society as set out in paragraphs 3.1 and 3.2 where additional assistance may be required by DCWW;
 - 3.3.5. raising the profile of the Reservoirs through promotion in the local and wider community;
 - 3.3.6. promoting the use of the Reservoirs for educational and water-sports purposes for the benefit of the wider community.
 - 3.3.7. to work / partner with other local organisations to provide / create related volunteering activities in the area
 - 3.3.8. fund raising activities to support the objectives of the Society.
- 3.4. The Society is non-profit making and non-political.

4. MEMBERSHIP

- 4.1. Membership is open to any person who supports the objectives of the Society.
- 4.2. Members must complete and sign the application form approved for the time being by the Executive Committee.
- 4.3. To retain Fully Paid Membership Status, members must pay all subscriptions within 30 days of their falling due, otherwise the membership status will automatically change to Member-in-Default status
- 4.4. Any person whose membership status has changed to Member-in-Default or has ceased to be a Member of the Society shall have no rights or interest in the property or funds of the Society.
- 4.5. The Executive shall determine the categories of membership eg Individual, Household, Associate etc and shall make any amendments to the categories which become necessary from time to time.

5. MEMBERS BENEFITS

- 5.1. All Members of the Society shall be entitled to:
 - 5.1.1. attend events organised by the Society and participate in activities such as those set out in paragraph 3.3.
 - 5.1.2. receive any newsletter and other notices giving details of events organised by the Society.
- 5.2. Fully Paid Members of the Society shall be entitled to:
 - 5.2.1. attend and vote at all general meetings.
 - 5.2.2. stand for election to the Executive Committee.
- 5.3. Fully Paid Members of the Society shall be entitled to the following number of votes:
 - 5.3.1. Individual Member – 1 vote



5.3.2. Household Members – Up to 2 votes

6. SUBSCRIPTIONS

- 6.1. Members shall pay subscriptions in accordance with the rate or rates recommended from time to time by the Executive Committee and approved at the Annual General Meeting.
- 6.2. The rate or rates of subscription approved by the Annual General Meeting shall be applicable from 1st day of January of the following year.
- 6.3. Any Member liable to pay a subscription shall pay the dues by the time Annual General Meeting is held, otherwise the membership status will automatically change to Member-in-Default status

7. EXECUTIVE COMMITTEE

- 7.1. The Executive Committee shall be responsible for the general administration, management and control of the affairs and property of the Society.
- 7.2. The Executive Committee shall consist of:
 - 7.2.1. Chairperson
 - 7.2.2. Deputy Chairperson
 - 7.2.3. Secretary
 - 7.2.4. Treasurer
 - 7.2.5. Additional Executive Member 1
 - 7.2.6. Additional Executive Member 2
 - 7.2.7. Additional Executive Member 3
- 7.3. Term of Office – The term of office for the Executive Committee Members shall be as follows:
 - 7.3.1. Elected Executive Committee Member(s) – Three Years from the appointment
 - 7.3.2. Co-Opted Executive Committee Member(s) – Term to end at the next AGM after the appointment
- 7.4. Nomination for election to the Executive Committee shall be open to all Fully Paid Up Members aged 16 years or over with the proviso that there shall not be more than one member of any family group or household serving on the Executive Committee at any one time. The decision of the Executive Committee on the eligibility of any nomination in this respect shall be final and binding.
- 7.5. The Executive Committee shall have a quorum of four members.
- 7.6. Each member of the Executive Committee shall have one vote. Voting at



meetings shall be by show of hands, or by ballot if so directed by the Chairperson, with a simple majority. In the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

- 7.7. The Executive Committee shall have the power to co-opt any Fully Paid Up Member of the Society to be a member of the Executive Committee to fill any casual vacancy with the proviso that the general provisions of clause 7.4 shall apply equally to the co-option of any Member.
- 7.8. The Executive Committee shall have the power to appoint advisors who shall not have voting rights.
- 7.9. The Executive Committee shall determine the best way of achieving the Society's objectives and organise the general membership in pursuance of these objectives.
- 7.10. The Executive Committee shall decide on the frequency of meetings but shall meet at least twice in each calendar year.
- 7.11. Additional Executive Committee meetings may be held at the discretion of the Chair or at the request of at least two members of the Executive Committee.
- 7.12. The Chairperson or Deputy Chairperson shall take the Chair at meetings but if both are absent those present shall elect a Chair from among their number to preside over that particular meeting.
- 7.13. The Secretary shall keep minutes of all meetings, which shall be approved by the Executive Committee and signed by the Meeting's Chair.
- 7.14. The interpretation of this Constitution shall be vested in the Executive Committee, who shall decide all questions relating to the Society, save those specified in, or involving an amendment to the Constitution.

8. CESSATION OF EXECUTIVE COMMITTEE MEMBERSHIP

- 8.1. A member of the Executive Committee will cease to hold office upon:
 - 8.1.1. Resignation by written notice to the Chairperson or Secretary; or
 - 8.1.2. Ceasing to be a Member of the Society or becoming Member-in-Default
 - 8.1.3. Committee membership being terminated by the Executive Committee for any other fair and proper reason.

9. SOCIETY FINANCES

- 9.1. The financial and subscription year shall run from 1st January to the 31st December.
- 9.2. All receipts shall be made payable to the Society and paid into the Society account maintained at a Bank / Building Society approved by the Executive Committee.



- 9.3. All payments made by the Society shall be by BACS or cheque drawn on the Society account and signed by any two of the following four authorised signatories: Chairperson, Deputy-Chairperson, Treasurer, Secretary.
- 9.4. The Treasurer will maintain a full and accurate record of all receipts and payments and shall prepare an Income and Expenditure Account and Balance Sheet which will be verified by an Independent Qualified Accountant prior to presentation for adoption at the AGM.
- 9.5. The Society is a non-profit distributing organisation. All funds of the Society shall be used to further the Objectives of the Society and for no other purpose.

10. GENERAL MEETINGS

- 10.1. The Secretary will compile an agenda for any General Meeting, including the Annual General Meeting and any Extraordinary General Meeting, and will give twenty-one days' notice to all Society Members at their last known postal or email address.
- 10.2. Any General Meeting shall have a quorum of five fully paid up Members or 10% of the fully paid up membership (whichever is greater). If a convened General Meeting does not achieve a quorum within half hour of the starting time it shall be re-convened by notice to all Members within 28 days and may then proceed with a quorum of five fully paid up Members.
- 10.3. If any Member fails to receive proper or adequate notice, this shall not prevent the holding of the meeting or invalidate any resolutions or elections made at it.
- 10.4. The Secretary shall keep full minutes of all General Meetings. In the absence of the Chairperson and Deputy Chairperson those present will elect a Chair from among the remaining Executive Committee members present.
- 10.5. Voting at all General Meetings will be by show of hands unless a ballot is requested and/or deemed necessary by the Chair. Voting shall be decided by a simple majority of fully paid up Members present and voting except in the case of amendments to the constitution (see Part 13).
- 10.6. The procedure for voting on any motion shall be that any proposed amendment to a motion shall be voted on before the substantive motion as submitted or as amended by any previous vote.
- 10.7. All Fully Paid Up Members present shall be entitled to vote at General Meetings of the Society and shall have equal voting rights. The Chair of



the meeting shall have a second or casting vote in all cases where the voting is declared to be equal.

For clarity, as per Section 5.3, Fully Paid Members of the Society shall be entitled to the following number of votes:

- Individual Member – 1 vote
- Household Members – Upto 2 votes

Associate Members and Member-in-Default have no vote.

11. ANNUAL GENERAL MEETING

11.1. There shall be an Annual General Meeting (AGM) of Members held not later than thirteen (13) months from the last AGM of the Society. All Fully Paid Up Members shall be entitled to receive notice of, attend and speak at such meetings. The following business shall be transacted:

11.1.1. receive apologies for absence.

11.1.2. approve the minutes of the previous AGM

11.1.3. receive the Chairperson's Report.

11.1.4. receive and, if so resolved, adopt the Society's accounts and, if any, the Treasurer's / Independent Accountant's report.

11.1.5. receive the Executive's Committee's recommendations, and if so resolved, approve the rates of subscriptions for the following year.

11.1.6. consider and, if so resolved, approve motions submitted in accordance with the Constitution

11.1.6.1. proposed by the Executive

11.1.6.2. proposed by Members

11.1.7. hold any necessary ballots and declare the election of members of the Executive Committee.

11.1.8. to appoint an Auditor.

11.1.9. to consider such other business as the Chair of the meeting may admit. No vote to be taken.

11.1.10. Consider any changes to the Constitution proposed by the Executive Committee

11.2. Nominations for election as Executive Committee Members shall be sent to the Secretary not less than seven days before the AGM and shall be proposed and seconded by Fully Paid Members of the Society (in case of Household Members, proposed and seconded by Fully Paid Members of the Society, from a different household) as well as being counter-signed by the nominee indicating willingness to act as an Executive Committee Member if so elected. If nominations exceed vacancies, election will be by ballot at the AGM. If no nomination for a particular



vacancy is so received the Executive Committee may fill the vacancy in accordance with clause 7.7.

12. EXTRAORDINARY GENERAL MEETING

- 12.1. An Extraordinary General Meeting (EGM) may be summoned at any time by a petition, signed by not less than 5% of the Fully Paid Up Members, and sent to the Secretary of the Society requesting that such a meeting be convened; alternatively, the Executive Committee shall have the power to call an EGM by decision of a simple majority of its Fully Paid Up Members.
- 12.2. In calculating whether the required 5% of Fully Paid Up Members have signed the petition only one member of any family group or household will be counted. The decision of the Executive Committee on the eligibility of any signature in this respect shall be final and binding.
- 12.3. The petition shall specify the business to be transacted and no other business shall be conducted at the meeting.
- 12.4. If, in the opinion of the Executive Committee, a valid petition is received, the Secretary shall convene the EGM with 28 days of receipt of the petition.

13. REVIEW OF THE CONSTITUTION

- 13.1. A General Meeting of the Society shall have power to amend the constitution of the Society, following the procedures defined in hereunder
- 13.2. Resolutions for additions to, or alterations of, the Constitution shall be submitted to the Secretary not less than twenty-one days before the date of the Annual General Meeting, or with a petition for an EGM submitted in accordance with section 12 hereof. No resolution involving an amendment to the Constitution may be proposed or amended from the floor of a meeting.
- 13.3. In the event of a proposal for amending the Constitution being submitted, the Secretary shall inform the membership of the proposed motion not later than fourteen days before the General Meeting.
- 13.4. Any amendment to the proposed motion duly proposed and signed by the proposer and two other members shall be submitted in writing to the Secretary not later than seven days before the said meeting.
- 13.5. Any alteration to the Constitution shall require a two-thirds majority of Members present and voting.
- 13.6. In the event of any question or matter arising that is not provided in the Constitution, such question or matter shall be dealt with by the Executive Committee, whose decision shall be final.

14. INFORMALITY



- 14.1. No action by, or decision of, the Executive Committee or any meeting of the Society shall be invalidated by reason of any informality, failure to appoint or defect in appointment or neglect in any service of any notice or in any matter or matters of procedure, unless, in the opinion of the Executive Committee, such informality has resulted in a situation which is unjust.

15. SAFEGUARDING

- 15.1. The Society shall at all times recognise its responsibilities to the wellbeing of young people and vulnerable adults.
- 15.2. The supervision of young people and vulnerable adults engaged in any volunteering activities organised by the Society shall be in accordance with the Society's Safeguarding Policy as amended from time to time.
- 15.3. The Deputy Chairperson shall be deemed to be the Safeguarding Officer unless another member of the Executive Committee is appointed to the role by the Executive Committee.

16. DATA PROTECTION

- 16.1. All Member's data shall be collected, processed and stored in accordance with the Society's Data Protection Policy as amended from time to time.
- 16.2. The Secretary shall be deemed to be the Data Protection Officer unless another member of the Executive Committee is appointed to the role by the Executive Committee.

17. HEALTH & SAFETY

- 17.1. All Society activities carried on DCWW premises and / or any DCWW activities shall be carried out in accordance with (where relevant):
- 17.1.1. DCWW Health & Safety policies and instructions: and
 - 17.1.2. Any additional measures required by the Society's Health & Safety Policy where activities are not organised/supervised by DCWW employees.
- 17.2. The Chairperson shall be deemed to be the Health & Safety Officer unless another member of the Executive Committee is appointed to the role by the Executive Committee.

18. DISSOLUTION PROCEDURES

- 18.1. If the Executive Committee decides to dissolve the Society it must call a General Meeting with not less than twenty-one days' notice, stating the terms of the proposed dissolution.
- 18.2. If the proposal for dissolution is confirmed by a two-thirds majority of the



Members present and voting the Executive Committee will realise the Society's assets.

- 18.3. Any assets remaining after paying any debts and liabilities will be given to a charity or other organisation having objectives aligned with the objectives of the Society to be decided by simple majority vote at the General Meeting dissolving the Society.

