

# Constitution of The Vision Group for Sidmouth, formed in 2005, amended in May 2025, adopted 24<sup>th</sup> May 2025

## 1) Type of Association

The VGS is a voluntary, cooperative, unincorporated, not-for-profit, secular, non-party association.

## 2) The aims and principles of The Vision Group for Sidmouth (VGS)

The VGS exists to provide a means for residents of the Sid Valley to start and to continue community related projects and activities that fit within the aims and principles of the VGS.

The VGS wishes to encourage the people of the Sid Valley in making moves towards a society and economy based on the ideals of 'sustainable development'. *"Sustainable development is development that meets the needs of the present without compromising the ability of future generations to meet their own needs."* (Brundtland Report 1987)

2.a) The aims of the VGS are

- i) to stimulate informed debate;
- ii) to provide a supportive structure where people can develop projects of a high quality;
- iii) to develop creative ideas about how to build the future.

2.b) The VGS principles are

- i) to work sustainably, transparently, and inclusively;
- ii) to respect resource limits;
- iii) to freely share ideas.

2.c) The only views and opinions of the VGS are those stated on the website.

## 3) Powers of the VGS

The group, through its Officers only, has the powers to enter into contracts so long as such contracts contain a provision stating that the liability of Officers entering into any contract for the VGS and the liability of any participants in the VGS on whose behalf the contract is made is limited to the assets of the association.

It may also:

- 3.a) raise funds and apply for, invite, obtain, collect and receive contributions, grants, subscriptions, fees & otherwise;
- 3.b) employ any paid worker to assist in the attainment of the aims of the group;
- 3.c) rent or own equipment necessary to achieve the aims;
- 3.d) affiliate to any local or national group or association that the Officers and Coordination Group decides is appropriate; and disaffiliate from any group or organisation if continued affiliation be, in their view, against the interests of the group;
- 3.e) do all such other lawful things as shall further the attainment of the aims.

## 4) The Work of the VGS

4.a) The VGS's work is undertaken by sub-groups and individuals who focus on a particular issue for action, research, awareness-raising, participative planning and decision-making, discussion, or other activity which falls under the purpose of the VGS.

4.b) Although such sub-groups can work autonomously and form their own management structures they are never-the-less integral parts of the Vision Group for Sidmouth organisation.

Sub-groups provide and receive mutual support and advice through the structure of the VGS, and are covered by VGS insurance as detailed on the website

<https://visionforsidmouth.org/insurance-policy/>

4.c) Sub-groups may, if they wish, choose to adopt the Constitution of the VGS as their own by making a simple statement containing the following points:

- i) Their name;
- ii) That they replace section 2 a) with a statement of their own particular Aims;
- iii) That every reference to the VGS in this Constitution shall be understood to also apply to the name of their sub-group, saving only those referring to specific inclusions, provisions or arrangements clearly pertaining only to an over-group;
- iv) That references to the Coordination Group shall not apply;

**Or** they may establish their own limited constitution within the broad boundaries of the VGS principles, subject to the approval of the VGS Officers.

- 4.d) Sub-groups may affiliate to networks or organisations with similar aims;
- 4.e) Neither sub-groups, nor individual members, may enter into any contracts or agreements of any kind which purport to bind the VGS or its Officers, the Coordination Group or its members, sub-groups or their members, members or subscribers.

## 5) Membership of the VGS

Anybody in the Sid Valley, or with an interest in Sidmouth, can become a participant in the VGS by adding their name and contact details to the VGS mailing list, and can withdraw by removing their name at any time.

There are no additional membership requirements nor fee for becoming a participant in the VGS. Participation falls into a range of categories depending on how active you are in the group.

- 5.a) **Officers.** These are elected to deal with the day to day running of the VGS.
- 5.b) **Coordination Group.** Composed of representatives from the various sub-groups within the VGS. Members may also be co-opted to attain a greater balance of viewpoint.
- 5.c) **Members.** Those actively involved in the above mentioned sub-groups.
- 5.d) **Subscribers.** Those who are on the mailing list but not currently actively involved.

### 5.e) Rules of membership

- i) The VGS does not endorse any political party or political campaign and is not affiliated to any sectarian or religious organisation.
- ii) No person may hold or stand for political office, or engage in political campaigns, in a role as an Officer or member of the VGS: nor may they claim to represent the views of the VGS unless they are repeating views expressed on the VGS website only. Doing so will result in such an individual being barred/expelled from the VGS.
- iii) Participation in the VGS will also be withdrawn from anyone who, by their words or actions, may bring it into disrepute. Anyone who is so disbarred or expelled shall have the right of appeal to a board constituted from the Officers and members of the Coordination Group. These restrictions and consequences apply to sub-groups as well as to individuals.

## 6) Management

The direction of VGS is determined by the Officers, Coordination Group, members and subscribers who take part in any of the formal meetings. The Officers of the VGS are responsible for implementing any decisions about direction, and necessary expenditure, where feasible and taking in to account VGS resources as a whole.

6.a) The elected Officers of the VGS provide day to day management. In circumstances where communication between Officers, or between Officers and other people within the VGS, has broken down for any reason no Officer shall be held liable for things of which they were unaware. The Officers are supported by, but are independent of, the Coordination Group.

A formal General Meeting approves any interim appointment of these Officers, who must be elected on an annual basis at the AGM. Officers may stand for re-election.

The VGS may have the following elected roles:

**Chair** (normally a rotating position selected from within the Officers or Coordination Group on a short term 'at need' basis but may be a formal elected post if required),

**Secretary,**

**Treasurer,**

**Webmaster.**

These positions may be amalgamated or expanded into separate Officer or non-Officer roles in response to the workload at any time, as is deemed appropriate. These changed arrangements shall be ratified by a simple majority vote at the next general meeting.

6.b) The Coordination Group is formed of representatives from all VGS sub-groups. Additional members can be co-opted onto the Coordination Group if agreed by the current members, and will remain as members of the Group until the next Annual General Meeting. These co-opted members may only continue after then as members of the Coordination Group if a simple majority of those present at the AGM vote for them to do so. All members of the Co-ordination Group shall be recorded on the website. The Coordination Group responsibilities include coordinating VGS projects and activities, and liaison with other organisations, but their authority is always subordinate to the VGS Officers. See appendix for more details of the role and responsibilities of the Coordination Group.

## 7) Meetings

Meetings may be held in person or by electronic means, or by any other means deemed appropriate, provided that equality of ability to attend is taken into consideration.

### 7.a) Formal meetings

- i) Formal meetings of the Officers and Coordination Group will be held at least once a year, in addition to the Annual General Meeting. Other Coordination Group meetings, and Officers meetings, shall

be held as necessary and may take place electronically.

ii) At least 7 days notice of a meeting will be given to all participants in the VGS by email newsletter.

iii) If the current elected Officers do not include a Chair and/or Secretary then the Meeting Chairperson and Secretary will be agreed by the Officers and Coordination Group before each formal meeting, it is then their responsibility to organise an agenda and record minutes respectively.

#### **7.b) Annual General Meeting**

i) The Annual General Meeting of the group shall be held once a year. This shall be held not more than fifteen months after the date of the preceding AGM.

ii) The purpose of the Annual General Meeting is to

- receive and adopt the Annual Accounts;
- receive Annual Reports from the Officers and Sub-groups;
- elect the Officers;
- consider any other motion put before the meeting. Motions should (if possible ) be notified to the Officers at least 14 days in advance so that they may be placed on the agenda.

#### **7.c) Special/Emergency General Meetings**

i) Special/Emergency General Meetings may be called by the Officers whenever they feel it is necessary for the organisation, and all members will have at least 7 days email notice of the meeting. The notice of the meeting shall give details of the business to be discussed at the meeting.

ii) The secretary shall call a Special General Meeting within 21 days of receiving a written request to do so signed by no less than 30 participants in the VGS. The notice of the meeting shall give details of the business to be discussed at the meeting.

iii) Only the business specified in the notice for the meeting shall be discussed at the Special/Emergency meeting.

#### **7.d) Rules of proceedings at all formal meetings**

i) The Quorum (the minimum number of attendees needed for a meeting to go ahead) shall number at:

- a general meeting (including the Annual General Meeting) 5 persons, including at least one Officer.

- an Officers and Coordination Group meeting 3 persons including at least one Officer.

ii) All decisions at any meeting shall be reached by consensus or failing that by a more than two-thirds majority: in the event of a tie the Chair shall have a casting vote (a second vote). Should a two-thirds majority not be attained by any side then an email poll of participants shall take place and this poll shall be decided by a simple majority.

iii) Any participant in the VGS may attend and speak at any formal meeting, and may vote at the AGM and in email polls.

iv) Decisions made at meetings of less than 8 members including Coordination Group members, and including members from a mix of different sub-groups, will not be binding on VGS Officers without wider consultation.

7.e) **Minutes** from all formal meetings are published on the VGS website and by email distribution to members; it is accepted that some manual distribution may also be necessary.

7.f) **Informal meetings** can take place within and between Officers and Coordination Group members as and when deemed helpful. These meetings will not be minuted but any proposals raised at such meetings shall be shared with all VGS Officers and relevant sub-group steering groups before decisions are made or actions take place.

### **8) Resources**

VGS resources are administered by the elected Officers, and applied solely to achieve VGS objectives, as agreed from time to time. A simple majority of Officers is required to authorise expenditure.

8.a) In addition to the Treasurer at least two named signatories to the Bank account shall be provided from within the Coordination Group and/or Officers. Two signatures are needed to authorise any transaction other than an online transaction, only the Treasurer is authorised to carry out online transactions.

8.b) The Officers shall receive regular reports on the finances. Payments from the VGS funds must be notified to them, normally in advance. Any Coordination Group member may ask for information on the current VGS finances at any time and receive a detailed report.

8.c) The VGS Officers in consultation with the Coordination Group will, from time to time, set the maximum emergency payment that may be made for any activity prior to retrospective authorisation.

8.d) The accounts shall be examined annually by a person other than the Treasurer to see that they are a true record of the transactions.

8.e) The financial year shall run from 1<sup>st</sup> Jan to the 31<sup>st</sup> Dec

8.f) All non-financial physical resources shall be held where ever convenient and their whereabouts shall be recorded by the Secretary, or by another Officer if the position of Secretary does not exist at that time. Such resources shall not be relocated without permission of that recording Officer. The list of such resources and their location shall be placed on the VGS website.

**9) Constitution**

9.a) Established in 2005 as “The Vision Group for Sidmouth”, the VGS adopted a formal constitution in June 2008.

9.b) The aims and procedures of VGS have and will evolve and be re-articulated from time to time.

9.c) Amendments to the constitution may be made by VGS Officers as a need is identified or by resolution at either the Annual General Meeting or at a General Meeting. Minor proposed amendments by the Officers will be circulated to the Coordination Group and will pass with their agreement. Major proposed alterations will be circulated to the VGS participants by email newsletter not less than 7 days before the date of a General meeting and will be passed by a more than two-thirds majority of those present and voting.

**10) Closure of the Group**

The VGS may be dissolved by a more than two thirds majority voting at a special General Meeting (the dissolving meeting). Any assets remaining after the satisfaction of debts and liabilities shall be transferred to a local not for profit organisation with similar objects, as approved at the dissolving meeting.

**11) Adoption and amendment of the Constitution**

This revised constitution of the VGS (formally “The Vision Group for Sidmouth”) was

adopted on ..... 24<sup>th</sup> May 2025 .....

by Officer and Coordination Group agreement achieved via email.

Signed *Jenny J Woodhead*..... Position ...*Secretary*..... Date ... *24<sup>th</sup> May 2025*.....

Signed *Mary Walton-Till*..... Position ...*Webmaster*..... Date ... *24<sup>th</sup> May 2025*.....

## APPENDIX

### Roles and responsibilities of the Coordination Group

The Vision Group for Sidmouth is not a 'top down' organisation but relies for its outcomes on consensus, which can only happen when everyone is committed to good and clear communication combined with respect for viewpoints of others.

The Coordination Group is a mechanism whereby different VGS sub-groups, and individuals, can transmit to each other information about their work, and influence the work of the VGS Officers. It provides a platform for internal debate whereby any important issues can be discussed online and in meetings, and any key decisions can be made in conjunction with VGS Officers.

Some Coordination Group members are part of other Sidmouth Groups or organisations, such as the Science Festival or the Arboretum. Their knowledge of what else is going on in the town means they can see a wider picture and helps the VGS Officers make good decisions.

Where the member of the sub-group is there in their own right, not as a representative of a sub-group or outside organisation, they are valued for their expertise in a particular area.

No member of the Coordination Group is empowered to act on behalf of the VGS.

No member of the Coordination Group is empowered to act on behalf of any sub-group unless they are a member of that group's steering group and acting as such.

No Coordination Group member may commit VGS or sub-group resources to an initiative, unless committing resources belonging to a sub-group while acting as a steering group member of that sub-group.

Coordination Group members must always work through the VGS Officers when not acting as steering group members specifically for their sub-group.

Should members of the Coordination Group have any proposals they wish to make to outside bodies (including individuals, groups, councils and businesses), these should be discussed and agreed to beforehand with Officers, relevant sub-group steering groups and if necessary the wider Coordination Group.

Members of the Coordination Group may network and act as liaison, but cannot make decisions on behalf of the VGS or its subgroups. Should they receive any proposals from any outside bodies, these should be discussed with Officers, relevant sub-group steering groups and if necessary wider Coordination Group before being decided on.

A proposal for any official body or group to supply a representative from that body to the VGS to foster better understanding between the two groups, shall first be considered by Officers and then put to the Coordination Group for discussion and agreement. Upon agreement such a representative will then become a member of the Coordination Group and subject to such rules as set out in the Constitution of which this section forms part.

The responsibilities of such a representative will be the same as those of other Coordination Group members; more specifically, the role of the representative will be to inform the VGS (its Officers and relevant Sub-group steering groups) as to any initiatives or actions from the sending body which might be of interest to the VGS; and to inform the sending body as to any VGS initiatives or actions which might be of interest to them.

In aid of good communication please note the following meanings of words (as used in the Constitution) which have not been previously defined.

**Constitution:** The rules by which the VGS conducts itself and sets its limits.

**Liaison:** The act of sharing information about the Aims, Objectives, Projects and progress between groups. Not a decision making role.

**Proposal:** An idea which might result in the VGS or a subgroup being involved in something new.

**Representative:** A person who makes representations ( explains points of view) from one body to another via the Officers of the VGS, or VGS meetings.

**Resources:** Things available to the VGS in pursuance of its aims including but not limited to, money, physical objects, Officer time and effort, volunteer time and effort, personal skills used in the furtherance of VGS objectives.