**FROME TWINNING ASSOCIATION CONSTITUTION**

***As amended at AGM March 10th 2022***

1 The name of the Association shall be The Frome Twinning Association.

2. The aim of the Association shall be the promotion, sponsorship and furtherance of international relations between civic bodies, civic and public agencies and undertakings, schools, trade, cultural, religious, social and sporting organisations and private individuals, based, situate or residing in the Town of Frome or in its surrounding Villages: in particular, but not exclusively, the Association shall carry out its aim through liaison and co-operation with similar organisations in towns, villages, districts or other communities in overseas countries which have entered into official Twinning relations with the Town of Frome, with any of its surrounding Villages, or with any District, County or Region which shall from time to time include the Town of Frome or its surrounding Villages, and through the initiation and promotion of Twinning relations with other towns, villages, districts or communities in overseas countries.

3. Membership of the Association shall be open to any individual or group who or which shall be interested in the active furtherance of the aim of the Association, and membership shall be available in such categories, whether individual, life, family, youth, corporate, associate, affiliated, honorary or otherwise, as may be determined from time to time by the Association in General Meeting.

4. The financial year of the Association shall run from the 1st day of January to the 31st day of December in every year.

5. The Annual General Meeting of the Association shall be held not later than the 31st day of March in every year for the purposes of electing the Officers and ordinary Executive Committee members (other than those to be appointed by Frome Town Council under the provisions of Clause 10(b) hereof), to receive the Report of the outgoing Executive Committee and the independently verified accounts of the Association for the previous financial year, and to fix the categories of membership and the Subscription (if any) for each such category for the current financial year.

6. Special General Meetings shall be held on the resolution of the Executive Committee or at the written request to the Chairman or Secretary of the Association of at least one tenth of the current paid-up membership of the Association.

7. (a) Preliminary notice of the date of any General Meeting shall be circulated to the paid-up membership of the Association not less than four weeks before such date.

(b) The full text of any motion requiring the decision of such General Meeting shall be submitted to the Secretary not less than two weeks before the notified date and shall be set out in the agenda.

(c) Not less than fourteen days written notice of the date, time, place and agenda of any General Meeting (whether Annual or Special) shall be given to all current paid-up Members of the Association by electronic means or by postal or hand delivery to their last known addresses (but so that accidental or inadvertent failure to give notice to any particular Member shall not invalidate the proceedings of any such meeting).

8. (a) One more than one quarter of the paid-up Members present in person shall constitute the quorum for any General Meeting, and only paid-up Members shall vote at a General Meeting.

(b) Family membership entitles the family concerned to no more than two votes of the members of that family and two members of that family must be present at such meeting in order to exercise such votes.

9. Subscriptions for each current year shall be due on the day after the Annual General Meeting in that year, and any Member (other than a President or Vice-President of the Association or an honorary or life Member, who shall for all purposes be deemed to be paid-up Members) who shall have failed to pay or renew his or her subscription within two calendar months after that day shall cease to be a current paid-up Member and may at the discretion of the Executive Committee be removed from any membership list or mailing list maintained by the Association. New members joining after May shall pay a pro-rata subscription until the next Annual General Meeting.

10. The Executive Committee shall consist of:

(a) The Association may elect a President in a non-executive capacity.

(b) As Executive Officers the following: Chairman, Vice Chairman, Secretary, Treasurer and Safeguarding Officer and (if the Association shall in the Annual General Meeting decide to appoint any or all of them):

Assistant Secretary, Membership Secretary and Assistant Treasurer.

(c) Such other ordinary Committee Members as may be elected at the Annual General Meeting. The Executive Committee may invite attendance of up to two non-voting representatives from Frome Town Council or its proper successor authority. The Executive Committee may co-opt additional members when considered appropriate.

(d) In the event that the Annual General Meeting does not elect, according to the requirements of 10(b) above, one or more of the Executive Officers the Association does not automatically become dissolved. With the agreement of the Annual General Meeting the newly elected Executive Committee may continue to organize itself and the usual activities of the Association for a further 12 months. If at the following Annual General Meeting Executive Officer vacancies exist the Association must cease to operate and action be taken by the outgoing Executive Committee to dissolve the Association in accordance with Clause 18 below.

11. (a) Nominations of persons to serve as Executive Officers or non-appointed Committee Members shall be delivered in writing to the Secretary by the date of the Annual General Meeting, and shall be signed by a proposer, a seconder and (to indicate willingness to serve) the person so nominated, all of whom shall be paid-up Members. Additionally, similarly proposed and seconded nominations can be received verbally at the Annual General Meeting.

(b) Neither the Chairman nor the Vice-Chairman shall hold the same office for more than three consecutive years.

12. The Executive Committee shall be responsible for the management, administration and finances of the Association, and shall have the powers to approve or refuse applications for membership of the Association, to fill casual vacancies occurring among the Officers of the Association until the next ensuing Annual General Meeting, and to co-opt additional persons (who shall be or become Members of the Association but shall attend meetings of the Executive Committee in an advisory and non-voting capacity only) for such purposes as they shall in their reasonable discretion consider desirable.

13. All moneys received on behalf of the Association shall be held in safe custody by the Treasurer in such manner as shall be decided from time to time by the Executive Committee and all cheques drawn on behalf of the Association shall be signed by any two of the Chairman, Vice-Chairman, Secretary and Treasurer and other signatories approved by the Executive Committee. The Treasurer may pay electronically invoices and other payments approved in writing or electronically by any two signatories as approved for cheques.

14. (a) The Executive Committee may from time to time appoint from among the whole paid-up membership of the Association or relevant external persons such Sub-Committees for such purposes as it may in its reasonable discretion think fit.

(b) Any Sub-Committee so appointed shall report to and be subject to the directions of the Executive Committee.

15. The quorum for any meeting of the Executive Committee or of any Sub-Committee shall be one more than half of its members eligible to vote at that time. In the event of a quorum not being present at any particular meeting such meeting may at the reasonable discretion of its Chairman proceed, but any decisions or recommendations which it may make shall require ratification at the next quorate meeting.

16. The Chairman of any General Meeting, Executive Committee meeting or Sub-Committee meeting shall have a second or casting vote in the event of equality of votes at such meeting.

17. This Constitution may be amended by a two-thirds majority of the Members present and voting at a Special General Meeting, provided that the full text of the proposed amendment shall have been set out in the agenda for such Meeting properly sent out under the provisions of Clause 7 hereof.

18. The Association may be dissolved by a two-thirds majority of the Members present and voting at a Special General Meeting, provided that the full text of the motion for such dissolution, together with a statement of the reasons for the proposal thereof, shall have been set out in the agenda for such Meeting properly sent out under the provisions of Clause 7 hereof. In the event of such motion being duly passed, any funds, assets and liabilities of the Association shall be passed to Frome Town Council or to its proper successor authority for the furtherance of objects similar to the aim of the Association. The Special General Meeting should also consider whether it is appropriate for a refund of membership fees paid in the current year to be made.