



Constitution - the Borough first

1. Name

- 1.1. The name of the organisation shall be **“the Borough first” (“tBf”)**.

2. Aims, Objectives and Values of the Organisation

2.1. Aims and Objects:

- 2.1.1. to serve the interests of all the residents and local businesses of the Royal Borough of Windsor and Maidenhead (RBWM) by being dedicated to obtaining value for money and improvement of local facilities and services;
 - 2.1.2. to ensure good governance and management of RBWM;
 - 2.1.3. to put the interests of RBWM residents before those of Central Government, national Party politics and elected politicians in all situations;
 - 2.1.4. to commit to bringing about a vibrant community and sustainability in terms of wealth-creation, education, amenities, culture, leisure, accommodation and infrastructure;
 - 2.1.5. to consult and collaborate to ensure the best possible outcomes for residents and local businesses;
 - 2.1.6. to encourage aspiration, achievement and engagement at the same time as protecting and supporting the vulnerable in society and promoting social mobility;
 - 2.1.7. to select, support and promote candidates for local government office at Parish and Borough level who have no affiliation to any political party which operates outside the boundary of RBWM.
- 2.2. The organisation has no intention of instructing Councillors of **“tBf”** on what to do or say, provided they adhere to this Constitution, but if **“tBf”** Councillors are to make an impact they must work together, not only to ensure full participation and representation within their wards but to support their independent colleagues and to make decisions that will put the Borough first.

2.3. Values

The values of **“tBf”** Councillors and members should be aligned to:

- 2.3.1. Localism rather than Centralism;
- 2.3.2. Democracy, meritocracy and social mobility;
- 2.3.3. Respect for the Law and good governance;
- 2.3.4. Acceptance of personal responsibility;
- 2.3.5. Transparency in public decision-making;
- 2.3.6. Welcoming community engagement;

- 2.3.7. Supporting the vulnerable in society through effective policies and efficient action;
 - 2.3.8. Willing to be held to account by communities and local citizens;
 - 2.3.9. Committing to explore and consider each issue on its merits after being informed by comprehensive evidence;
 - 2.3.10. Encourage and foster collective debate with all Councillors;
 - 2.3.11. To make decisions based on developing the well-being of local communities.
- 2.4. All members will adhere to the current **"tBf"** code of conduct, which shall be approved by a General Meeting.

3. Membership

- 3.1. The Executive will keep a register of the founding members of **"tBf"**.
- 3.2. Membership of **"tBf"** is open to any individual or business in RBWM. Candidates and members of the Executive must be a **"tBf"** Member and must not be a signed up or active member of any political party that operates outside the boundary of RBWM. Membership is also open to any other organisation as the Executive decides, subject to compliance with Electoral Commission requirements, including, inter alia, residents associations, provided their area of activity is within the boundary of RBWM.
- 3.3. Every member must pay an annual subscription of such amount as the Executive recommends from time to time. The membership fee will be set annually and approved at the Annual General Meeting.
- 3.4. Every individual member and the appointed representative of every organisation in membership has one vote at General Meetings of **"tBf"**.
- 3.5. The Executive will have the absolute right to refuse membership, or cancel membership, if in the opinion of the Executive, the individual's membership is not in the best interests of **"tBf"**.
- 3.6. Founding Members of **"tBf"** can only have their membership cancelled if all the other Founding Members are in agreement or they no longer comply to rules 3.2 or 3.3.
- 3.7. **Rights of Members**
All members of **"tBf"** have the following rights which are to be respected and upheld by other members:
 - 3.7.1. to be sent promptly any information about **"tBf"** and its forthcoming activities which becomes available. This excludes membership lists and any other information which is deemed confidential;
 - 3.7.2. to attend and observe any **"tBf"** meeting unless that meeting specifically resolves that it is a closed meeting and states the reason why its business is confidential;
 - 3.7.3. to have their information, recorded by **"tBf"** in relation to membership, kept confidential and not disclosed to any other person outside **"tBf"** without their permission, in accordance with the requirements of the current data protection legislation.

4. Structure of “tBf”

- 4.1. The Structure of “tBf” will at all times comply with the requirements of the Electoral Commission.
- 4.2. Composition of the Executive (as a minimum requirement) will include these four Officers:
 - 4.2.1. **Leader** - the main spokesperson of “tBf” is legally responsible for carrying out the role of Treasurer should there be no Treasurer or should the Treasurer resign;
 - 4.2.2. **Nominating Officer** - will authorise the use of the party’s name, descriptions and emblems on ballot papers and is responsible under the Representation of the People Act 1983 for giving written authorisation for candidates to stand on behalf of the Party;
 - 4.2.3. **Treasurer** – is to handle the financial affairs of “tBf” in compliance with Electoral Commission rules and, present financial reports and accounts to General Meetings, is the main point of contact with the Electoral Commission and has legal responsibility for ensuring that the Party complies with the financial commitments and with Electoral Law as laid down by the Electoral Commission;
 - 4.2.4. **Chairman** of the Executive;
 - 4.2.5. together with such other Members of the Executive as are agreed as required from time to time.
- 4.3. “tBf” shall comprise a single financial unit

5. General Meeting

Two forms of General Meetings may be held - an Annual General Meeting (AGM) and Extraordinary General Meetings (EGM):

- 5.1. There must be an AGM of the members of “tBf” once in every calendar year between January and April inclusive.
- 5.2. At the AGM the members will:
 - 5.2.1. Receive the Executive’s report for the previous year;
 - 5.2.2. Receive the Treasurer’s report and agree the accounts for the previous year;
 - 5.2.3. Agree the subscriptions for the forthcoming year
 - 5.2.4. Elect the Officers and other members of the Executive for the following year, subject to 4.2.5;
 - 5.2.5. Determine any other matter of which notice has been given.
- 5.3. Notice of an AGM must be given to members at least 21 days before such a meeting specifying the matters to be dealt with. Should a member wish an item to be included in ‘Any Other Business’ at the AGM for inclusion on the agenda, then written notice should be given to the Chairman, or other Executive Member to which the Chairman delegates, 14 days before the AGM. Nominations for the election of Officers and Executive members (who must be

18 years of age or over) must be proposed and seconded and be notified to the Chairman at least 7 days before the meeting.

- 5.4. Should a member wish to propose a resolution to be considered by the AGM, then written notice must be given to the Chairman, or other Executive Member to which the Chairman delegates, 28 days before the AGM.
- 5.5. An EGM of the members of **"tBf"** may be held at any time if called by the Executive to address specific issues, in which case notice of at least 2 weeks will be given to members.
- 5.6. An EGM must be called within two weeks if at least one-third of the members of **"tBf"** make a written request to the Chairman, or other Executive Member to which the Chairman delegates, on a specific issue.
- 5.7. A quorum at any General Meeting is 20 members present in person, or a minimum of one-third of the membership, whichever is the smaller number. If there is no quorum the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting, if at least three members, will constitute a quorum for that meeting.
- 5.8. The Chairman, or in their absence some other member elected by those at the meeting, will take the chair at General Meetings.
- 5.9. Except where special circumstances arise, every question is decided by a majority of the votes cast, in the case of equality of votes the Leader has a second or casting vote. There shall be no right for a Member to vote by proxy. No person may represent more than one Member.

6. Powers

- 6.1. In furtherance of the Objects, but not otherwise, **"tBf"** may:
 - 6.1.1. Invest funds in any lawful manner provided that professional investment advice is obtained whenever it is prudent to do so;
 - 6.1.2. Raise funds by any lawful means except permanent trading;
 - 6.1.3. Accept gifts either for the general purposes of **"tBf"** or for a specific purpose within or connected with the Objects;
 - 6.1.4. Do anything else within the law, which is necessary in carrying out the Objects.

7. Executive Composition

- 7.1. The Executive is the body responsible for the management of the **"tBf"**.
- 7.2. The Executive consists of a minimum of four and a maximum of 13 individuals who must be members of **"tBf"**.
- 7.3. The members of the Executive are elected annually at the AGM and normally hold office until the end of the AGM the following year.
- 7.4. A member of the Executive who resigns by written notice to the Executive, or who is absent from three consecutive meetings of the Executive without apology or good reason, ceases automatically to be member of the Executive. It is the duty of Executive members who are registered with the Electoral Commission and who decide to resign before the next AGM to give written notice to the

Executive so that notification can be given to the Electoral Commission within 14 days.

- 7.5. Casual vacancies in the Executive may be filled by the Executive by co-option from the membership of **"tBf"**, and that co-opted member will have the same voting powers and hold office for the same remaining period as the Executive member they replace.
- 7.6. The Executive may appoint by co-option such additional members as it requires from time to time in order to carry out such duties as it may determine.

8. Procedures and Powers

- 8.1. The Executive must meet at least four times in every calendar year. A special meeting of the Executive may be called at any time on seven days' notice. A quorum at Executive meetings will be either one third or four whichever is the greater.
- 8.2. The Executive must keep minutes of its meetings and proceedings and keep safe all records relating to the **"tBf"**. The outgoing Executive will be responsible for ensuring the minutes and records shall be handed over to the new Executive and, that back ups of the minutes and records are available in case of fire, theft, damage etc.
- 8.3. Every decision is made by a simple majority of the Executive members present and voting at a meeting. In the case of equality of votes the Leader has a second or casting vote. If the Leader is not present then those present at the start will agree or vote who will have the second or casting vote.
- 8.4. The Executive will communicate its activities to and seek support from the members of the **"tBf"** via any media or meetings as deemed appropriate or agreed with individual members.
- 8.5. Prospective candidates for local government shall be interviewed and approved for selection by the Executive, or a sub-committee(s) appointed by the Executive. Candidates selected must comply with the Rules as set out by the Electoral Commission and the Values, clause 2.3, in this Constitution or they will be de-selected by the Executive. Elected members of **"tBf"** have a duty not to do or say anything that may bring **"tBf"** into disrepute, a duty that continues throughout their time in office.
- 8.6. Prospective Candidates will sign an agreement that, should they be elected as a **"tBf"** Councillor and subsequently affiliate themselves with a political party which operates outside the boundaries of RBWM, they will resign as a Councillor.

9. Finance

- 9.1. All funds received by or on behalf of **"tBf"**, aside of membership fees, shall be reviewed by the Treasurer, before banking, who may accept or reject their receipt, in accordance with Electoral Commission rules and instruct their return to the donor if rejected. The Treasurer shall be informed in writing within 24 hours of all such funds received by or on behalf of **"tBf"**.

- 9.2. All funds received by or on behalf of **"tBf"**, including all membership fees, donations, contributions and bequests, shall be paid into an account operated by the Executive in the name of **"tBf"**, and all funds must be used in furthering the Objects.
- 9.3. No member of the Executive may be employed by **"tBf"** or receive any payment or other benefit from its funds except for reasonable out of pocket expenses properly incurred for the purposes of **"tBf"** and approved by the Executive.
- 9.4. The accounts shall be drawn up by the last day of February following the year end, and presented to an independent registered auditor or suitably qualified financial professional (The auditor) to check or audit.
- 9.5. The accounting year shall run from 1st January to 31st December each year in accordance with the requirements of the Electoral Commission.
- 9.6. The Executive is responsible for the keeping of Books of Accounts and for the preparation of an Annual Report and Annual Statement of Accounts for **"tBf"**, copies of which must be lodged with the Electoral Commission by each calendar year as required by law, usually the end of March.
- 9.7. The Executive is responsible for arranging for the accounts of **"tBf"** to be checked or audited by "The auditor". "The auditor" may disclose any opinion they may have based on the accounting records, which shall be appended to the accounts presented to the AGM.
- 9.8. The Treasurer has a place as of right on any Committee appointed to oversee the finances of **"tBf"** and has a right to address any meeting of that Committee on the financial implications of a proposal before the vote on that proposal is taken.
- 9.9. The Executive shall maintain one or more accounts in the name of **"tBf"** at a bank or building society. All expenditure must be authorised and signed by at least two members of the Executive.

10. Notices

- 10.1. Whenever notice has to be given to the members of **"tBf"** under the provisions of this Constitution it must be delivered by means agreed with each individual member, preferably in electronic form.
- 10.2. Whenever any notice is required to be given to the Executive, it must be delivered to the Chairman, or other Executive Member to which the Chairman delegates, via **"tBf"**'s prevailing official email or postal address.

11. Amendments to this Constitution

- 11.1. The provisions of this Constitution may only be amended at a General Meeting by resolution passed by two thirds of those members present and voting according to the following:
 - 11.1.1. Notice of the terms of the proposed amendment must be given with the notice calling the meeting;
 - 11.1.2. No amendment will be accepted as valid if it alters the Values;

- 11.1.3. No amendment will be accepted as valid if it conflicts with the rules laid down by the Electoral Commission.

12. Dissolution

- 12.1. "tBf" may be dissolved at a General Meeting by a resolution passed by two-thirds of the members present and voting. Notice for such a meeting must be 28 days.
- 12.2. In the event of dissolution, the members of the Executive holding office will remain responsible for the orderly winding up of the affairs of "tBf".
- 12.3. After paying or making provision for all debts and liabilities of "tBf", the Executive shall transfer any remaining assets to one or more registered charities having objectives similar to the Objects, chosen either by the members in General Meeting at the time of dissolution or afterwards by the Executive.
- 12.4. The Executive shall send a final statement of accounts to the Electoral Commission.

13. Disputes

- 13.1. The Executive shall be the Sole Authority for the interpretation of this Constitution and its decision on this or upon any matter not provided in this Constitution shall be final and binding.
- 13.2. Any dispute as to the interpretation of this Constitution or as to the propriety of any action taken or proposed by one or more members of the Executive may be resolved by unanimous decision of the Executive or referred to an independent adviser or mediator.