

# FEED LEEDS CONSTITUTION 6

SUBMITTED 19 03 18, APPROVED 19 04 18

**Legal Form:** *Unincorporated association* - <http://www.netlawman.co.uk/ia/unincorporated-associations>

**Type of organisation:** *Voluntary/community*

## 1 NAME

The name of the organisation shall be **Feed Leeds**.

## 2 DESCRIPTION

**Feed Leeds is a network of individuals and organisations working in partnership to promote and support local food growing for its social, economic, environmental and health benefits, and to promote healthy, sustainable and affordable food in Leeds.**

## 3 GEOGRAPHICAL AREA

The focus of Feed Leeds is the Metropolitan District of Leeds. Organisations that are based outside that area but have an influence within Leeds may also be Connections/Partners.

## 4 AIMS

To increase food growing in Leeds

To maximise the consumption of locally grown food in Leeds

To increase the sustainability of food use in Leeds, including the reduction of waste

To increase healthy eating in Leeds

## 5 OBJECTIVES

To build, maintain and support the network by connecting with existing and new food projects

Host a website that describes Feed Leeds, offers advice to growers, and shows locations of sites

Respond to requests for help and information, building the network and supporting growers by means of goodwill and the sharing of knowledge

Host networking meetings, events and workshops as resources permit

Develop and/or support educational, community and commercial projects as resources permit

To influence policy by working positively with the council and other agencies to champion the local food agenda

Identify necessary policy changes and lobbying for them

Identify barriers and seeking to help remove them

## **6 POWERS**

Management Committee shall have delegated authority from the organisation to

Admit as Connections/Partners individuals and organisations who share the aims of Feed Leeds

Recruit volunteers and employ paid staff

Organise and run regular meetings of Connections/Partners

Carry out and publish results of research such as public surveys

Collect and disseminate relevant information

Identify funds, fundraise, manage and administer funds

Undertake competitions, events and activities

Establish and manage community food growing spaces

Facilitate opportunities for local food to be consumed through donations or retail outlets

Publicise opportunities to grow food locally and consume locally grown food

Share relevant knowledge, skills and experience

Undertake projects

Do other such lawful activities required to further the aims of Feed Leeds

## **7 CONNECTIONS/PARTNERS**

'Connection/Partner' describes a relationship with the Feed Leeds network, and is made by application to the Management Committee. This shall be open to all individuals, groups and organisations who share the aims and objectives of Feed Leeds.

The Management Committee will reject applications or terminate the relationship if Connections/Partners. are not in full accordance with the constitution and/or spirit of Feed Leeds.

'Connections/Partners.' may

Display (this is strongly encouraged) the Feed Leeds logo on their website, other printed materials and signs (such as in edible beds), in association with their own logo. (The logo may not be used on its own, except by Feed Leeds' own Internal projects - see Appendix)

Be listed on the Feed Leeds website, with a link to their own website if available

Send representatives to Management Committee meetings, to contribute to discussions as members of the Advisory Group.

Join the mailing list, to receive agendas, minutes and other documents approved by the Management Committee

Elect to become a co-managed or associated project (see Appendix)

Anyone attending a Feed Leeds meeting will typically be considered both as a member of the Advisory Group and as a Connection/Partner, and will be added to the mailing list unless specifically requested

At least one designated point of contact from Connections/Partners not attending a meeting will receive minutes unless preferred

Other approved documents such as newsletters will also be distributed by email, and Connections/Partners may be included in other internal communication systems as approved by the Management Committee

Details of Connections/Partners, including email contacts, shall be kept by the secretary and updated annually. Feed Leeds agrees not to share contact details.

## **8 MANAGEMENT**

### **Management Committee**

A Management Committee elected annually at the Annual General Meeting (or when an Officer steps down) shall manage the affairs of the Feed Leeds.

The Committee shall consist of a minimum of five people, including usually a Chair, Vice Chair, Communications officer, Treasurer and Secretary, plus as many other Ordinary Officers as are elected, including at least one Leeds City Council Representative.

Officers must attend at least one General Meeting, Potting Shed Drinks/evening meeting, SGM, or sub-committee meeting per quarter, and always send apologies for any meeting they cannot attend. Any Officer not attending will be contacted to see if they would prefer to commit or step down.

Chair and Vice Chair – are responsible for ensuring that relevant issues are discussed at meetings, that everyone’s views are heard, that differences are fairly resolved, that meetings start and finish on time, and that clear decisions are made and actioned. The Chair may serve for a maximum of 3 consecutive years. (See below re Representing Feed Leeds).

Secretary – is responsible for keeping people informed about Feed Leeds activities, letting people know the nature and purpose of meetings, compiling agendas, and taking and distributing minutes of meetings to the full mailing list.

Treasurer – is responsible for the Association’s money, issuing invoices when required, paying bills, maintaining accurate records of income and expenditure, preparing annual accounts for examination, reporting on financial matters to the Management Committee and the AGM, and for renewing all relevant insurance policies.

Communications Officer - is responsible for general communications, referring to other Honorary officers when necessary.

Leeds City Council Representative (a Councillor or Council Officer) - is a Officer of the Management Committee with full voting rights, but may not hold office. Where Officers have an interest which may conflict with the aims of Feed Leeds, this shall be declared.

The Management Committee may appoint sub-committees or co-opt additional Officers where they offer specific skills or experience for such purposes and with such powers as it thinks fit.

Apart from the powers of the Chair at meetings, officers have no authority over others, and projects typically remain the responsibility of those who actioned them unless otherwise agreed (as, for example, in the case of spending within a Co-managed agreement).

### **Advisory Group**

This is defined as all people on the mailing list and any other persons present at meetings, who may assist the Management Committee in decision-making, either by consensus or, at the discretion of the Chair, by a show of hands. (NB only Officers may actually vote, see below).

## **9 MEETINGS**

### **Annual General Meetings**

An Annual General Meeting shall be held within 15 months of the date of the adoption of this constitution and each year thereafter.

The business of the AGM shall include:

- i. The election of the Management Committee (nominations to close 24 hours before the opening of the AGM)
- ii. The appointment of an auditor
- iii. The presentation of the audited accounts relating to the previous year

A notice of the AGM shall be published at least three weeks before the meeting, and an agenda and report on the organisation's financial position for the previous year will be made available at the same time.

A Special General Meeting may be called at any time at the request of at least three Officers, or not less than one quarter of the Committee. A notice explaining the place, date, name, time and reason shall be sent to all Officers at least one week beforehand.

### **General Meetings**

The Management Committee shall meet at least 4 times each year in the presence of the Advisory Group. These meetings will typically be open to the public for at least part of their duration. The Management Committee may also hold additional meetings, with or without guests, in camera.

A quorum for any meeting of the Management Committee shall be 4 Officers.

A draft Agenda, with a request for any further items, will be circulated to the committee and others as necessary 1 week before each General Meeting, along with a reminder of the date, time and location. Any further items may be added for discussion on the day, with the final version only being re-circulated to the mailing list if necessary.

Minutes will typically be taken using the 'Quaker' method, wherein each item is notated, read back, and then approved by those present before the meeting moves on to the next item. Minutes will tend to record agreed outcomes and actions, rather than opinions voiced during the discussion.

If not signed off by the Quaker method, draft minutes will be approved by those officers who were present at the meeting (with others included for courtesy and/or clarification) by email, then circulated to

the mailing list and any other relevant parties within one week of the meeting. Any developments that have taken place between the meeting and the distribution should be reported in the accompanying email, not in the minutes, which should give an accurate record of the meeting.

### **Evening Meetings**

At least one meeting per quarter shall be held in the evening or electronically.

### **Sub-committees**

Sub-committees or working groups can be set up by the Committee. The outcome of these meetings must be fed back to the Management Committee for comment and approval.

A proper record of all transactions and meetings shall be kept.

### **E-Meetings**

Typically, all meetings will be in person. But Feed Leeds may occasionally hold meetings electronically when circumstances require, with all Officers given equal opportunity to take part and vote when necessary.

### **Related Projects**

See Appendix for details of the relationships between Feed Leeds and other projects, with particular reference to the management of funds.

## **10 DECISION MAKING**

Feed Leeds will aim to reach decisions by consensus. If a consensus cannot be reached on any particular decision, it shall be decided by the majority of the votes cast by Officers (i.e. members of the Committee) present. A show of hands may be taken at the discretion of the Chair to advise Officers of opinion within the Advisory Group, but only Officers may vote. If there is an equality of Officer votes, the Chair shall have a second, casting vote.

## **11 REPRESENTING FEED LEEDS**

Feed Leeds is an Unincorporated Association, and as such, all Officers are equally responsible for the 'acts and omissions' of the entire organisation, including the settlement of any debts.

All Officers can and should therefore respond to general enquiries on behalf of Feed Leeds, and are encouraged to promote the organisation widely, doing their best always to represent the consensus whenever referring to the organisation. Any differing personal views must be defined as such.

The Chair, (or Vice Chair or Comms Officer if necessary) may issue a formal statement when the organisation is officially consulted. Before responding, they should consider views previously expressed by Feed Leeds, and if possible refer the issue to the Committee and/or the Advisory Group as appropriate.

## **12 ACCOUNTS**

The funds of Feed Leeds including all donations, contributions and grants shall be paid into an account operated by the Management Committee.

The Management Committee shall be responsible for maintaining accounts of all money raised and all sums disbursed on behalf of Feed Leeds.

All cheques drawn on the account must be signed by at least two Officers. Those with authority to be signatories may be the Chair, Vice Chair, Treasurer, Secretary, Comms or other approved Officer.

The funds belonging to the group shall be applied only to further the aims as stated above. Funds may be disbursed to related projects in accordance with the rules set out in Appendix.

Officers are only permitted to claim legitimate expenses in support of the aims of Feed Leeds.

A current record of all income and expenditure will be kept and reported at Management Committee meetings and the AGM.

The accounts will be examined once a year.

Any Connection/Partner having an interest in the funds of Feed Leeds may be allowed to inspect the books and records of the organisation provided that 28 days notice is given in writing.

### **13. AMENDMENTS TO CONSTITUTION**

Proposals to change the constitution must be given in writing to the secretary (and disseminated to Officers) at least 28 days (unless otherwise agreed) before a General Meeting, and approved by a two thirds majority of those present and voting.

### **14. DISSOLUTION**

The group may be dissolved by a resolution passed by a simple two thirds majority of those present and voting at a General Meeting.

If dissolution is confirmed, the Management Committee shall distribute any assets remaining after the payment of all bills to other charitable organisations having aims similar to those of Feed Leeds.

## **APPENDIX: RELATIONSHIPS WITH OTHER PROJECTS** *(added 14 02 14)*

For funding and similar purposes, Feed Leeds enjoys five types of relationship with other organisations and projects, as defined below. This structure permits the incubation of projects by facilitating movement between categories. A project may, for example, start as Internal, then mature into a Co-Managed or Associate Project, or any other development path according to merit and/or requirement.

### CONNECTIONS/PARTNERS

Connections/Partners are as defined above. This status does not, of itself, permit the acquisition of funds via Feed Leeds. (Connections/Partners may apply to become Co-Managed or Associate Projects on a project or permanent basis).

### INTERNAL PROJECTS

Internal Projects are initiatives wholly managed and controlled by the Feed Leeds Management Committee, who also appropriate and manage any funding. (Internal Projects may develop to become Co-Managed or Associate projects, and vice versa).

### CO-MANAGED PROJECTS

Co-managed projects will typically involve Feeds Leeds Officers and the committee of at least one approved Connection/Partner.

A co-management arrangement will be designed to allow Connections/Partners to apply for funding or other support, using the Feed Leeds constitution, bank account and/or goodwill.

A co-management agreement must be written, approved and signed by officers of both parties.

Arrangements will vary according to the requirements of funding or other supervisory bodies. Typically;

A least three Feed Leeds Officers will sit on the project committee

Project progress and outcomes will be regularly and fully shared with and signed off by the Feed Leeds Committee.

All funding will be subject to a detailed budget, which will be scrutinised on a quarterly basis by the Feed Leeds Committee.

When funds are acquired or held by Feed Leeds on behalf of a Co-managed project, the Co-managed project becomes a de facto Feed Leeds Internal Project until such time as those funds have been spent and fully accounted for, with all business taking place under the Feed Leeds Constitution whereby non Feed Leeds members of the Co-managed committee attend Feed Leeds Committee meetings and participate as members of the Advisory Group. The Feed Leeds Committee will prioritise the aims and objectives of the Co-managed project whenever possible.

### ASSOCIATED PROJECTS

Associate Projects are fully independent of Feed Leeds, but Feed Leeds agrees to assume a nurturing role, wherein advice, support and some resources (including funding, if it can be delivered safely without co-management) are made available via Feed Leeds. Associated projects are de facto partners.

ALIGNED PROJECTS

These are defined as projects identified as being of interest to Feed Leeds in terms of shared aims, objectives, resources or other common ground, but with which Feed Leeds has no formal relationship. These projects may be listed on the website or otherwise publicised for any valid reason, such as the presentation of a true picture of key relevant activities in Leeds.

Signatures:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Date \_\_\_\_\_