

CUMBRIA SOCIAL ENTERPRISE PARTNERSHIP CONSTITUTION



Name: **Cumbria Social Enterprise Partnership** ('the Partnership')

1. Objectives

The objectives of the Partnership shall be:-

- a) To increase the formation, growth and survival rates of Cumbrian social enterprises.
- b) To improve information and communication between and outside the Cumbrian social enterprise sector in the North West of England and beyond.
- c) To grow market opportunities for Cumbrian social enterprises.
- d) Efficient and effective delivery of the Cumbria Social Enterprise Partnership Strategy Action Plan.
- e) To represent the interests of the Cumbrian social enterprise sector.
- f) To work with local, regional national and transnational bodies to strengthen the sector.

2. Powers

a) In furtherance of the said objectives, the Partnership shall have the power to do all such lawful things as are necessary for the attainment of the said objectives.

3. Membership

a) Membership shall be open to all Cumbrian social enterprises and other organisations promoting social enterprise, operating in Cumbria. For the purposes of this clause, social enterprises are defined as businesses with primarily social objectives whose surpluses are principally reinvested for that purpose in the business or in the community, rather than being driven by the need to maximise profit for shareholders and owners.

b) A member shall cease to be a member if:-

- i. The member organisation resigns from membership.
- ii. The member organisation is expelled from membership in accordance with rule 3(c).
- iii. The member organisation is wound up or goes into liquidation.

c) The Steering Group shall have the right to expel any member organisation which is in breach of these rules or who defrauds the Partnership. The member has the right to put their case to the Steering Group, to be informed of the reason/s for expulsion and to appeal to a General Meeting of members.

4. Members Meetings

a) An Annual General Meeting shall be held at least once in each calendar year to consider the following business:-

- i. The report of the Steering Group for the previous year.
- ii. The annual accounts.
- iii. The appointment of auditors (who must not be Steering Group members).
- iv. The election of the Steering Group.

All members should be given 14 days clear notice of the AGM either in person or by public display at all places of business of the Partnership.

b) All other business shall be transacted at Special Members' Meetings. Such meetings will be called by the Project Officer at the request of either the Steering Group or five members of the Partnership in writing. Notice must be given as in rule 4 (a).

c) Each member has one vote and all decisions are to be carried by a simple majority of those present and voting. Except that amendments to the constitution and dissolution of the Partnership require a two thirds majority of those present and voting. Proxy votes are not allowed.

d) The quorum for Members' Meetings is five members or five per cent of the membership, whichever is the greater. If a quorum is not present for an AGM, then the meeting will be adjourned for a period not exceeding seven days at which reconstituted meeting the quorum will be five members.

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5. The Steering Group

- a) The Steering Group shall be responsible for the management and administration of the Partnership. The Steering Group shall comprise of not less than three and not more than fifteen members. The initial Steering Group shall be adopted at the meeting which adopts these rules and shall serve until the first Annual General Meeting. The composition of the Group following the first Annual General meeting shall be:
- Social Enterprises
 - Not more than three persons representing social enterprise support and networking organisations.
 - Not more than one person nominated by Cumbria County Council; or from any other potential future funder or accountable body.
 - Not more than three other organisations supporting social enterprises such as local authorities and enterprise agencies.
 - Not more than three co-optees
- b) The Steering Group should meet at least four times a year, although it may meet more frequently if necessary. At least one weeks notice should be given to each member. The quorum shall be one third or three members of the Steering Group whichever is the greater.
- c) In order to ensure the smooth and efficient operation of the Partnership, the Steering Group shall have the power to:-
- Enact secondary rules within the framework of these rules.
 - Constitute such sub-committees as may be necessary.
 - Co-opt up to three further members, who shall retire at the next subsequent AGM.
- d) No Steering Group member may speak or vote on any matter in which s/he is directly or indirectly financially interested and must declare such an interest to the Steering Group.

6. Officers

- a) Members of the Steering Group shall elect from among their number a chair, and such officers as they think fit from time to time. The members in a General Meeting may appoint and remove an Honorary President on such terms as the members shall think fit.

7. Property

- a) Any property may be vested in an Accountable Body who shall deal with such property as the Steering Group may from time to time direct.

8. Application of Surplus

- a) The income and property of the Partnership shall be applied solely toward the promotion of the objects of the Partnership and no portion shall be paid or transferred directly or indirectly by way of profit to members of the Partnership, provided that nothing shall prevent the payment in good faith to any member or officer of the Partnership in respect of reasonable expenses on behalf of the Partnership.

9. Dissolution

- a) In the event of the dissolution of the Partnership, any remaining assets shall not be distributed among the members of the Partnership, but shall be distributed to other local organisations having similar objectives to the Partnership or to other bodies having social or charitable objectives.

NOTE In clause 4a)iii), the auditors need not be professional auditors but some person/s independent of the Steering Group.