

CONSTITUTION OF THE BUSINESS FORUM MID DEVON

Adopted on the 12<sup>th</sup> September 2011

PART A: Definitions.

Organisation: means a member of the Forum which is a company or partnership or any similar legal entity that is not an individual.

Connected: means i) (in the case of an individual) a relative of the individual (whether by blood, marriage or civil partnership) or an employee of that individual or ii) (in the case of an Organisation) a director, member, partner, shareholder (or any individual connected with the director, member, partner, shareholder as the case may be) or any employee of the Organisation.

Mid Devon: means the administrative area relevant to MDDC

MDDC: means Mid Devon District Council

PART 1

1 Adoption of the Constitution.

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2 The Name.

The association's name is Business Forum Mid Devon

(and in this document it is called the FORUM).

3 The Objects.

The FORUMS objects (the Objects) are:

- To act as the voice of the business sector in Mid Devon
- Encourage local businesses to expand and new businesses to open in Mid Devon, thereby creating additional employment opportunities
- Enable local businesses to get to know one-another and help one another by working and trading together
- Work with Mid Devon District Council to ensure that it plays its part in listening to business needs and helping to create the right environment for local businesses to succeed.

- Such other objects as the members of the Forum may adopt by resolution at a general Meeting

#### 4 Application of the Income and Property.

(1) The income and property of the FORUM shall be applied solely towards the promotion of the Objects.

(2) A Member of the Executive Committee may pay out of, or be reimbursed from, the property of the FORUM, reasonable expenses properly incurred by him or her when acting on behalf of the FORUM.

(3) None of the income or property of the FORUM may be paid or transferred directly or indirectly by way of dividend bonus remuneration or otherwise by way of profit to any member of the FORUM. This does not prevent:

(a) a member who is not also a Member of the Executive Committee from receiving reasonable and proper remuneration for any goods or services supplied to the FORUM;

(b) a Member of the Executive Committee from:

(i) buying goods or services from the FORUM upon the same terms as other members or members of the public;

(ii) receiving a benefit from the FORUM in the capacity of a beneficiary of the FORUM, provided that the Members of the Executive Committee comply with the provisions of sub clause (6) of this clause, or as a member of the FORUM and upon the same terms as other members;

(c) the purchase of indemnity insurance for the Members of the Executive Committee against any liability that by virtue of any rule of law would otherwise attach to a Member of the Executive Committee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the FORUM but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Member of the Executive Committee or other officer;

(iii) liabilities to the FORUM that result from conduct that the Member of the Executive Committee or other officer knew or ought to have known was not in the best interests of the FORUM or in respect of which the person concerned did not

care whether that conduct was in the best interests of the FORUM or not.

(4) No Member of the Executive Committee may be paid, remunerated or receive any other fee or benefit for being a Member of the Executive Committee except as set out in this Clause 4.

(5) A Member of the Executive Committee may:

- (a) sell goods, services or any interest in land to the FORUM;
- (b) be employed by or receive remuneration from the FORUM;
- (c) receive any other financial benefit from the FORUM,

if:

- (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Executive Committee in accordance with the conditions in sub-clause (6) of this clause.

(6) (a) If it is proposed that a Member of the Executive Committee should receive a benefit from the FORUM that is not already permitted under sub-clause (3) of this clause, he or she must:

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, the Member(s) of the Executive Committee who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the FORUM to contract with or employ that Member of the Executive Committee rather than with someone who is not a Member of the Executive Committee and they must record the reason for their decision in the minutes. In reaching that decision the Member of the Executive Committee must balance the advantage of contracting with or employing a Member of the Executive Committee against the disadvantage of doing so (especially the loss of the Member of the Executive Committee's services as a result of dealing with the Member of the Executive Committee's conflict of interest).

(c) The Executive Committee may only authorise a transaction falling within paragraphs 5(a) - (c) of this clause if the Member of the Executive Committee body comprises a majority of Members of the Executive Committee who have not received any such benefit.

(d) If the Executive Committee fail to follow this procedure, the resolution to confer a benefit upon the Member of the Executive Committee will be void and the Member of the Executive Committee must repay to the FORUM the value of any benefit received by the Member of the Executive Committee from the FORUM.

(7) A Member of the Executive Committee must absent himself or herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the FORUM and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, "Member of the Executive Committee" shall include any person firm or company connected with the Member of the Executive Committee.

#### 5 Dissolution.

(1) If the members resolve (by a simple majority of the members present) to dissolve the FORUM the Executive Committee will remain in office as FORUM Members of the Executive Committee and be responsible for winding up the affairs of the FORUM in accordance with this clause.

(2) The Executive Committee must collect in all the assets of the FORUM and must pay or make provision for all the liabilities of the FORUM.

(3) The Members of the Executive Committee must apply any remaining property or money:

(a) towards payment of the debts and liabilities of the FORUM;

(b) directly for the Objects;

(c) by transfer to any Organisation, body or charities with objects that operates not for profit and with the same as or similar to the FORUM;

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the FORUM specifying the manner in which the Executive Committee are to apply the remaining property or assets of the FORUM and the Executive Committee must comply with the resolution unless inconsistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the FORUM be paid to or distributed among the members of the FORUM.

## 6 Amendments.

(1) Any provision contained in Part 1 of this constitution may be amended provided that any resolution to amend a provision is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

## PART 2

### 7 Membership.

(1) Membership is open to individuals aged over eighteen or Organisations who apply for membership in the stipulated manner.

(2) (a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the FORUM to refuse the application.

(b) The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable.

(4) The Executive Committee will keep a register of names and addresses of the members which must be made available to any member upon request.

### 8 Termination of Membership.

Membership will be terminated if the member:

(1) if an individual the member dies or, if it is an Organisation, is dissolved or otherwise ceases to exist;

(2) the member resigns by written notice to the FORUM:

(3) any sum due from the member to the FORUM is not paid in full within

two months of the date due for payment;

(4) Material breach of the Constitution if not remedied within one month of a written request to remedy by the Executive Committee;

(5) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the FORUM that membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the FORUM) has been allowed to make representations to the meeting.

## 9 General meetings.

(1) The FORUM must hold a general meeting of members within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The Executive Committee may call a special general meeting at any time.

(5) The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fail to hold the meeting within twenty eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## 10 Notice.

(1) The minimum period of notice required to hold any general meeting of the FORUM is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by not less than 75% of the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Members of the Executive Committee.

(5) Notice may be given by post or by electronic means to the address or details on the register at the time.

## 11 Quorum.

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is 10 members entitled to vote upon the business to be conducted at the meeting, or one tenth of the total membership at the time (whichever is the greater), and which must include one member from the Executive Committee.

(3) The authorised representative of a member Organisation shall be counted in the quorum.

(4) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Members of the Executive Committee shall determine.

(5) The Members of the Executive Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

(6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## 12 Chair.

(1) General meetings shall be chaired by the person who has been elected as Chair: such person must be a member.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Member of the Executive Committee nominated by the Members of the Executive Committee shall chair the meeting.



(3) If there is only one Member of the Executive Committee present and willing to act, he or she shall chair the meeting.

(4) If no Member of the Executive Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

### 13 Adjournments.

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

### 14 Votes.

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member (or in the case of a member that is an Organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

### 15 Representatives of Organisations.

(1) Any Organisation may nominate any person to act as its representative at any meeting of the FORUM.

(2) The Organisation must give written notice to the FORUM of the name of its representative. The nominee shall not be entitled to represent the Organisation at any meeting unless the notice has been received by the FORUM. The nominee may continue to represent the Organisation until written notice to the contrary is received by the FORUM.

(3) Any notice given to the FORUM will be conclusive evidence that the nominee is entitled to represent the Organisation or that his or her authority has been revoked. The FORUM shall not be required to consider whether the nominee has been properly appointed by the Organisation.



## 16 Officers and Members of the Executive Committee.

(1) The FORUM and its property shall be managed and administered by an Executive Committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the committee shall be the Members of the Executive Committee of the FORUM and in this constitution are together called "the Executive Committee".

(2) The FORUM shall have the following Officers:

A chair,

A secretary,

A treasurer, and

such other Officers as the Executive Committee may from time to time consider proper for the better performance of its duties.

(3) A Member of the Executive Committee must be a member of the FORUM or the nominated representative of an Organisation.

(4) No one may be appointed a Member of the Executive Committee if disqualified from acting under the provisions of Clause 19.

(5) The number of Members of the Executive Committee shall be not less than seven (unless otherwise determined by a resolution of the FORUM in general meeting) but shall not be subject to any maximum number.

(6) The first Members of the Executive Committee shall be those persons present and nominated as Members of the Executive Committee and Officers at the meeting at which this constitution is adopted.

(7) A Member of the Executive Committee may not appoint anyone to act on his or her behalf at meetings of the Member of the Executive Committee with the exception that;

The Leader of MDDC may authorise a Portfolio Holder to stand in from time to time and

The Chief Executive (or Acting Chief Executive) of MDDC may authorise a Senior Manager to stand in from time to time.

## 17 The Appointment of Members to the Executive Committee.

(1) The Executive Committee may appoint any person who is willing to act as a Member of the Executive Committee. Subject to paragraph 5(b) of this clause, they may also appoint Member of the Executive Committee to act as officers.

(2) Within fifteen months of the date of the meeting at which this Constitution is adopted all Members and Officers of the FORUM shall stand down but shall be eligible for re-election and the members in general meeting shall elect the Members of the Executive Committee to continue thereafter in accordance with the Rules of this Constitution.

(3) Each of the Members of the Executive Committee shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No member of the Forum may be elected a Member of the Executive Committee or an Officer at any annual general meeting unless 7 days prior to the meeting the Executive Committee is given a notice that a proposal form;

(a) is signed by a member entitled to vote at the meeting;

(b) is seconded by a different member;

(c) states the member's intention to propose the appointment of a person as a Member of the Executive Committee;

(d) is signed by the person or Organisation who is to be proposed in order to show his or her willingness to be appointed.

(5) (a) The appointment of a Member of the Executive Committee, whether by the FORUM in general meeting or by the other Members of the Executive Committee must not cause the number of the Executive Committee to exceed any number fixed in accordance with this constitution as the maximum number of Members of the Executive Committee.

(b) The Executive Committee may not appoint a person to be an Officer until that office has been properly vacated.

## 18 Powers of the Executive Committee.

(1) The Executive Committee shall manage the business of the FORUM and they have the following powers in order to further the Objects (but not for any other purpose) and only so far as permitted by this Constitution:

(a) to raise funds. In doing so, the Executive Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the FORUM.

(d) to borrow money and to charge the whole or any part of the property belonging to the FORUM as security for repayment of the money borrowed.

(e) to co-operate with other entities, voluntary bodies and statutory authorities promoting similar Objects to the FORUM and to exchange information and advice with them;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other body or entity formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the FORUM;

(k) to open and operate such bank and other accounts as the Executive Committee consider necessary and to invest funds and to delegate the management of funds in a prudent manner.

(l) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.

(3) Any meeting of the Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

#### 19 Disqualification and Removal of Members of the Executive Committee.

A Member of the Executive Committee shall cease to hold office if the member;

(1) is disqualified from acting as a Member of the Executive Committee by virtue of any law or any matter set down in this Constitution:

(2) ceases to be a member of the FORUM;

(3) (if an individual) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs or carrying out the functions for which they were appointed to the Executive Committee to perform;

(4) resigns as a Member of the Executive Committee by written notice to the Executive Committee to be given at least 7 days before such notice takes effect;

(5) is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months and the Executive Committee resolve that the position be vacated; or

(6) fails to comply with the Rules under Clause 29.

## 20 Proceedings of the Executive Committee.

- (1) The Executive Committee may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.
- (2) The secretary must call a meeting of the Executive Committee if requested to do so by two Members of the Executive Committee.
- (3) Questions arising at a meeting must be decided by a majority of votes of those present.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made at a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be four or the number nearest to one third of the total number of Members of the Executive Committee, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee.
- (8) A Member of the Executive Committee shall not be counted in the quorum present when any decision is made about a matter upon which that Member of the Executive Committee is not entitled to vote.
- (9) If the number of Members of the Executive Committee is less than the number fixed as the quorum, the continuing Members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Executive Committee.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Members of the Executive Committee present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Executive Committee.
- (13) A resolution in writing signed by all the Members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Members of the Executive Committee.

(15) Members of the FORUM may attend Executive Committee meetings and will be provided with an opportunity to address the meeting both at the start and the end of the meeting.

(16) Minutes of the Executive Committee meetings will be taken and following approval will be published on the FORUM website.

## 21 Delegation.

(1) The Executive Committee may delegate any of their powers or functions to a committee of two or more Members of the Executive Committee but the terms of any such delegation must be recorded in the minute book.

(2) The Executive Committee may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the FORUM except in accordance with any budget previously agreed with the Executive Committee.

(3) The Executive Committee may revoke or alter a delegation.

(4) All acts and proceedings of any Committee must be fully and promptly reported to the Executive Committee.

## 22 Irregularities in Proceedings.

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Executive Committee, or of a committee of Members of the Executive Committee, shall be valid notwithstanding the participation in any vote of a Member of the Executive Committee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- the vote of that Member of the Executive Committee; and

- that Member of the Executive Committee being counted in the quorum,

the decision has been made by a majority of the Executive Committee at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Member of the Executive Committee to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee of Members of the Executive Committee if the resolution would otherwise have been void.

(3) No resolution or act of:

- (a) the Executive Committee;
- (b) any committee of the Members of the Executive Committee;
- (c) the FORUM in general meeting,

shall be invalidated by reason of the failure to give notice to any Members of the Executive Committee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially and unfairly prejudiced a member or the beneficiaries of the FORUM.

#### 23 Minutes.

The Executive Committee must keep minutes of all:

- (1) appointments of Officers and Member of the Executive Committee made by the Executive Committee;
- (2) proceedings at meetings of the FORUM;
- (3) meetings of the Executive Committee and Committee of Members of the Executive Committee including:
  - the names of the Member of the Executive Committee present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

#### 24 Annual Report and Return and Accounts.

(1) The Executive Committee must comply with its obligations under the law to:

- (a) the keeping of accounting records for the FORUM;

(b) the preparation of annual statements of account for the FORUM;

(c) the transmission of the statements of account to the FORUM;

(d) the preparation of an annual report and its transmission to the members;

(e) the preparation of an annual return.

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued from time to time.

## 25 Registered particulars.

The Executive Committee must maintain proper records as required by law.

## 26 Property.

(1) The Executive Committee must ensure the title to all investments held by or on behalf of the FORUM, is vested either in a corporation entitled to act as custodian, the Executive Committee, or in not less than three individuals appointed by them as holding Member of the Executive Committee.

(2) The terms of the appointment of any holding Member of the Executive Committee must provide that they may act only in accordance with lawful directions of the Executive Committee and that if they do so they will not be liable for the acts and defaults of the Members of the Executive Committee or of the members of the FORUM.

(3) The Executive Committee may remove the holding Members of the Executive Committee at any time.

## 27 Repair and insurance.

The Executive Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings or other property of the FORUM (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## 28 Notices.

(1) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

(b) given using electronic communications.

(2) Notice may be given to a member either:



- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the FORUM shall not be entitled to receive any notice from the FORUM.
- (4) A member present in person at any meeting of the FORUM shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
  - (d) In normal circumstances notices will be given by electronic means and all Members who provide an electronic address are deemed to accept this method of delivery.

## 29 Rules.

- (1) The Executive Committee may from time to time make rules, policies or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the FORUM (including the admission of Organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the FORUM in relation to one another, and to the Forum's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Forum's premises at any particular time or times or for any particular purpose or purposes;

(d) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by this constitution;

(e) the keeping and authenticating of records. (If regulations made under this clause permit records of the FORUM to be kept in electronic form and require a Member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The FORUM in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the FORUM.

(5) The rules or bye-laws shall be binding on all members of the FORUM. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

We agree to be Members of the FORUM and to abide by its Constitution

Signatures

[Jim Enright]

[Rhys Roberts]

[Peter Shaw]

[Chris Prentice]

[Kevin Finan]

[Michael Gutierrez]

[Peter Hare-Scott]

[John Potter]

[Kim Knox]

[David Disney]