

## **Draft Constitution**

**September 2009**

“Norfolk Knowledge” is currently an unincorporated voluntary group operating under the stewardship of the University of East Anglia (UEA) Business School. It reserves the right in the future to become a social enterprise company, a company limited by guarantee or similar organisation as circumstances allow.

Its fundamental purpose is to create and manage a network of members using both clerical and electronic means so as to give the public sector, private sector and other social and voluntary organisations (‘third sector’) access to the reservoir of Norfolk’s untapped professional experience for the social and economic benefit of the local community in which it operates

### **Clause 1: Name**

The group will be called “Norfolk Knowledge” and is referred to as the “group” below

### **Clause 2: Administration**

Subject to matters set out below the group and its property shall be administered and managed in accordance with this constitution by the members of a Management Board constituted by clause 6 “Management Board” below

### **Clause 3: Objects**

The objects of the group are as follows:

- To mobilise the untapped professional commercial experience in Norfolk
- To connect this experience and knowledge with potential beneficiaries by using clerical and electronic mechanisms as appropriate
- To foster a community of experienced individuals and to allow them access to benefits which the UEA can, at any given time, supply and as directed by the Management Board
- To work in partnership with other similarly-minded organisations to provide resource or combine capabilities in a way which maximises benefit to the wider community
- Through such action, to provide measurable economic and social benefit to Norfolk

The group is established to cover the whole of Norfolk. It will not automatically reject requests for support or for membership from the immediate boundary areas of Lincolnshire, Cambridgeshire and Suffolk but will always give priority to requests from Norfolk.

### **Clause 4: Powers**

In furtherance of the above objects the Management Board may exercise the following powers:

- To create and manage a knowledge transfer network in Norfolk that increases the capacity of Norfolk’s economy and the effectiveness of “third sector” organisations
- To improve the skills, connected networks and knowledge of in the members of Norfolk Knowledge
- To buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use
- To have the power subject to any consents by law to sell lease or dispose of any part of the property of the Group

- To employ such staff including volunteers and paid workers as are necessary for the efficient pursuits of the objectives
- To raise funds by any means which may appear to be expedient and consistent with the objectives of the group
- To develop and manage a vetting process which ensures that members are appropriately skilled and conduct business in accordance with the wishes of the Management Board. The Board will discuss these processes on a regular basis to ensure the integrity of the membership and reserves the right to refuse or suspend membership without the right of appeal

### **Clause 5: Membership**

The Group is a member organisation and is made up of the following:

- Group One: “Knowledge providers” – a member who is retired, semi-retired or working part-time and widely experienced in commercial activities and who is able to meet with beneficiary parties in order impart knowledge and experience to help with a specific problem
- Group Two: “Knowledge user” – an individual, organisation or group that applies to Norfolk Knowledge searching for an appropriate provider to help with specific or generic challenges as specified
- Group Three: Members of staff from both the UEA and Norfolk County Council (NCC) or other funding providers as required
- Group Four: Companies who are able to provide Knowledge providers as they leave their employment or are prepared to release them temporarily for the purposes of supporting the group and Knowledge user challenges

### **Clause 6: Management Board**

The Group will be administered and managed by a Management Board referred to in Clause 2 above

The members of the Board will be drawn from Group One and Group Three (as described in Clause 5 above) above and will consist of a chairman, secretary and such officers as are deemed necessary at other times

At least one third of the Board must be present for it to be quorate or four Board members which ever is the greatest

The Board will give approval of new members by a simple majority vote at a properly constituted meeting

The Board will meet between four and twelve times a year or more frequently whenever deemed necessary

The Board may establish sub-committees to assist its function as it deems necessary. Such committees have delegated authority through their Chair who must be a member of the Board. The Board will provide appropriate guidance as to the limits of the delegated authority for decision making, their terms of reference, powers, duration and membership

### **Clause 7: Officers and Committee**

The Board will be reviewed annually and members will hold office without the need for formal re-election. The Board may fill any casual vacancy or supplement its officers and members as it deems necessary by a simple majority vote

The Board may appoint or endorse remunerated staff as shall be necessary and shall determine remuneration, duties and conditions of service

### **Clause 8: Duties of Officers**

The Chair, in conjunction with the Secretary, will be responsible for arranging all meetings on behalf of the Group. The Chair will preside at all meetings of the Board or will assign a deputy in their absence. The Chair will be the representative of the UEA on all occasions and will carry the authority of the Principal Investigator and Head of the Business School. The Chair may not be the representative of the UEA on occasions specifically delegated for an ad hoc meeting with the agreement of the other Board members

The Secretary will be responsible for receiving and sending all correspondence on behalf of the Board and for producing minutes, agendas and resolutions for all meetings

The Board may determine the need for a Finance Officer, in which case, they will be responsible for keeping the accounts on behalf of the Group, receive and deposit all money raised on its behalf. He or she will be one of four signatories to the bank account

### **Clause 9: Meetings**

Each year the Board will set aside one of its regular meetings to constitute an "Annual General Meeting" (AGM). It will be held in June or the month which best equates with the requirements of the UEA fiscal reporting. The agenda for the meeting will include:

- presentation of the accounts
- presentation of an annual report
- any resolutions for the meeting submitted by Board members

All eligible Board members will be entitled to attend and vote at the AGM

Members meetings will be held at least twice a year. Other meetings will be arranged according to need. Group 1 or Group 3 members will be entitled to call an Extraordinary General Meeting (EGM) of the Group. It shall be called at 21 days notice in writing upon the written demand of ten members of the Group or by the Chair of the Board or The Management Board. Such a demand must specify the business to be included on the Agenda, which must be circulated with the notice of the meeting

### **Clause 10: Quorum**

The quorum for Extraordinary and members meetings shall be a minimum of 10. The Board quorum is set out in Clause 6 above

### **Clause 11: Rules of procedure at all meetings**

Subject to the Clause on Dissolution below, a question will be resolved or a decision made at any meeting by a simple majority of those present and voting. Each member of the Board shall have one vote if eligible

- in the case of equality of votes the Chair shall have a second or casting vote
- any Board member who has a direct or indirect interest that affects matters before the Board must declare the nature of the interest and be prepared to abstain from the debate if the Board request it
- the same procedures will apply to any constituted sub-committees of the Board

The minutes of all meetings and associated accounts and discussions will be made available to members upon request unless the Secretary has concerns over confidentiality, in which case a decision as to whether to disclose documentation will be referred to the next Board meeting

## **Clause 12: Finance**

The funds of the Group shall be applied only in furtherance of the objects outlined above

The funds of the Group including all donations, contributions and bequests shall be paid into an account operated by UEA

Authorisation of expenditure will be made by the Chair on the recommendation of the Board. The Chair will keep proper accounts of the finance of the Group. Two signatories will be needed to process payments for any amount above £100

At each meeting of the Board, the secretary shall present a statement of accounts

At the end of financial year, a report must be compiled of final accounts showing the income and expenditure of the Group for the year. The financial year shall end on 31st June

## **Clause 13 Annual Reports**

At the end of the financial year, the Board will approve an annual report for presentation to those members who wish to enquire and for those organisations providing funding to assure them that the Group is well managed and acting in accordance with its stated aims. The accounts of the Group may be inspected upon request at any time by outside organisations having a legitimate interest in ensuring the proper supervision of the funds under management.

## **Clause 14: Alterations to the Constitution**

The Constitution may be altered by a resolution passed by no less than two thirds majority of Board members present and voting at a Board meeting. The constitution (as amended) must be made available on the Norfolk Knowledge website within 28 days of the approved amendment

## **Clause 15: Dissolution**

The group may at any time dissolve by a resolution passed by two thirds majority of those present and voting at a meeting of the group of which at least 21 days working notice of the resolution has been sent to all members of the Group.

On dissolution the Board shall be responsible for the disposal of any assets held by or in the name of the group provided that if any property remains after the satisfaction of all debts and liabilities it shall be given or transferred to another group with similar aims, in the county of Norfolk if possible.