



Constitution

1. THE ASSOCIATION

In early 2016 the concept of forming Walton-on-Thames Trading Alliance (WoTTA) as an Association formed primarily of High Street retailers to improve the High Street experience was inspired by Doug Perkins the Economic Development Officer at Elmbridge Borough Council, who brought Alan Palmer (F.I.R.E LTD and a Walton-on-Thames Central Ward Councillor) and Danny O'Sullivan (McDonald's Restaurant franchisee) together, who supported by Mark Middleton (The Heart), Jo Bailey (PAL Services) along with Joanna Gordon and Gail Hoskins, two local residents taking leading roles.

WoTTA was quickly established and registered as a Community Interest Company Limited by Guarantee with Director being entitled to a single vote and is liable to pay while they are a Director up to a maximum of £1.00 in the unlikely event that the Association should ever go into liquidation.

WoTTA is a not-for-profit organisation; all income shall be used to further the objectives of the Association. Dividends shall not be paid.

With our support in March 2021 Walton BID (Business Investment District) came into being, taking the emphasis away from WoTTA needing to support the businesses in central Walton. After the first year of the BID's existence the WoTTA Directors made the decision in early 2022 to focus the Associations activities on community links and local projects in Walton-on-Thames.

Since the inception of the Walton BID, WoTTA no longer has fee paying members, which were local traders and instead relies on generating income through grants and donations, with physical support from our "Friends of WoTTA" volunteers.

2. ASSOCIATION NAME

The name of the Association was **Walton-on-Thames Trading Alliance**, also referred to by its abbreviation '**WoTTA**'. Following the decision in 2022 to focus WoTTA activities on community projects, the original name was no longer appropriate, and the Directors agreed that the Association will change its name to **Walton-on-Thames Town Alliance**, still with the acronym '**WoTTA**'.

3. REGISTRATION

The registered office of the Walton-on-Thames Town Alliance changed in 2022 from The Heart Management Offices to Unit 16 Enterprise House, 44-46 Terrace Road, Walton-on-Thames on Thames, Surrey. KT12 2SD.

The Walton-on-Thames Town Alliance is registered with Companies House as a Community Interest Company number 10098890.

4. ASSOCIATION'S OBJECTIVES

Walton-on-Thames Town Alliance will continue to reinvigorate Walton-on-Thames to make it an even better place to live and work.

Walton-on-Thames Town Alliance will do this by;

- helping to run community projects in Walton-on-Thames.
- proactively working with the Walton-on-Thames BID Manager.
- creating positive engagement with stakeholders in the wider community.

Mission statement: *“Making Walton a better place to live and work”*.

5. THE WALTON-ON-THAMES TOWN ALLIANCE EMBLEM

The Walton-on-Thames Town Alliance emblem (logo) is copyright property of the Walton-on-Thames Town Alliance. The emblem can only be used by third parties with the written permission of the Directors. Manufacturers or distributors are not permitted to use the logo on equipment they make, import and supply as this could be misconstrued as being an indication of approval or acceptance of conformity of these products by the Walton-on-Thames Town Alliance.

6. MANAGEMENT STRUCTURE AND ELECTION OF DIRECTORS AND OFFICERS

The Walton-on-Thames Town Alliance is registered as a Community Interest Company Limited by Guarantee, managed by four Directors. Each Director shall wherever practicable be assigned a specific area of responsibility;

- **Chairperson** - responsible for medium and long term, strategic planning, setting and chairing Board and General meetings.
- **Managing Director** - responsible for co-ordinating WoTTA on a day-to-day basis and implementing agreed strategic plans.
- **Financial Director** - responsible for filing statutory returns, invoicing, credit control and bank reconciliation, presenting a financial account at the Annual General Meeting.
- **Community Director** - responsible for engaging with local Councillors, residents, churches, community groups and relevant special interest groups.

Directors shall be elected to serve for a period of THREE years. They must be proposed, seconded, and elected by ballot at the Annual General Meeting. They may offer themselves for re-election at the end of their term of office if they so wish.

The Walton-on-Thames Town Alliance Directors may delegate any of their powers, but only with the absolute approval of all the Directors.

Directors will be guided by the directives and instructions issued collectively by the Steering Group. The Directors form the hub of the Steering Group which consists principally of invited representatives from other 'interested' parties (typically not-for-profit organisations/individuals) or individuals where it can be demonstrated that their participation brings valuable, support, information, contact, feedback, links, influence, etc. to/from the Walton-on-Thames community or they have specialist experience, e.g., police, Councillors, schools, church groups, sports and youth groups, etc.

A Director and a Steering Group Members position can be terminated with immediate effect subject to a ballot by the Directors.

7. GENERAL MEETINGS

The Walton-on-Thames Town Alliance will hold at least one General Meeting a year – which will be the Annual General Meeting.

The Annual General Meeting will be the forum to present the Annual Financial Statement.

In the absence of the Chairperson an acting chairperson can be appointed by the remaining Directors present.

An Extraordinary General Meeting may be called if a matter arises which, in the view of the Directors, necessitates action before the next Annual General Meeting.

Unless otherwise sanctioned by the Directors, guests are only to be admitted by invitation and with the approval granted by the Directors in advance of the meeting.

All propositions for the AGM should be sent, in writing, to the Chairperson at least TWO weeks before the AGM, to allow the proposal to be put before the Directors.

8. VOTING

For a motion to be accepted at a Directors board meeting this shall require a majority vote when put to a ballot amongst the Directors. In the event of a 50/50 vote the Chairman shall have the casting vote.

The minimum number of Directors to form a quorum shall be three to make the proceedings of that board meeting valid.

9. AMENDMENTS TO THE CONSTITUTION

Changes to the Constitution can only be approved at the Annual General Meeting. Any proposals for a change to the Constitution shall be submitted, in writing, to the Chairperson at least TWO weeks before the AGM, to allow time for the proposal to be put before the Directors. All propositions must be seconded.

10. DISCIPLINARY PROCEDURE

In the event of a Director appearing to contravene the Constitution or to have acted inappropriately to the detriment of the Walton-on-Thames Town Alliance they will be referred to the other Directors for investigation. If, the majority decision, in the other Director's opinion, the transgression is justified, action appropriate to the severity of the transgression will be taken. This may be in the form of a warning or termination of Directorship.

A Director having been disciplined has the right to appeal through the Grievance Procedure.

11. COMPLAINTS PROCEDURE

In the event of a complaint against a Walton-on-Thames Town Alliance Director, the complaint will be referred to the other Directors who will form a disciplinary panel amongst themselves to conduct an investigation. A disciplinary hearing will wherever practicable be arranged within 30 days of WoTTA receiving a written complaint.

Complaints will only be considered if substantiated and submitted in writing. A thorough investigation will take place, whereupon the disciplinary panel may uphold the complaint and then consider the appropriate action to be taken. This may be in the form of a warning or termination of Directorship.

If a complaint is received against a Director and is substantiated or in the case of the Director being suspended for any reason, they shall not sit on or be involved in, the disciplinary panel.

12. GRIEVANCE PROCEDURES

Where the grievance is with the Walton-on-Thames Town Alliance in the first instance the complainant should raise the matter in writing with the Directors who will form a disciplinary panel amongst themselves to conduct an investigation. A disciplinary hearing will wherever practicable be arranged within 30 days of WoTTA receiving a written complaint a thorough investigation will take place, whereupon the disciplinary panel may uphold the complaint and then consider the appropriate action to be taken. Anonymous complaints and grievances will not be accepted.

If dissatisfied with the decision, the complainant has the right to appeal to the Directors and Steering Group directly at a scheduled private meeting. The decision following the outcome of this meeting shall be final.

All disputes will be given the highest priority possible.

13. ABUSE POLICY

Anyone working for or on behalf of the Walton-on-Thames Town Alliance, while carrying out their duties for and on behalf of the Walton-on-Thames Town Alliance has the right to be treated with consideration, dignity, and respect.

We define work-related abuse as: “any incident in which a Director or anyone instructed by a Director to work for and on behalf of the Walton-on-Thames Town Alliance, is verbally abused, threatened, or actually assaulted in circumstances arising out of the course of his/her work for the Walton-on-Thames Town Alliance.” This is based on the Health and Safety Executive’s definition.

If during the course of the work for and on behalf of the Walton-on-Thames Town Alliance a person is being verbally abused, they should in the first instance advise the abuser that their actions are unacceptable and that if they continue communications will be immediately discontinued. If the abuser continues, communication should be discontinued, a note made of what was said and the incident reported immediately to the Chairperson.

The Chairperson may if deemed appropriate, respond to the situation by talking to the perpetrator explaining that their behaviour is not acceptable and try to resolve the problem. The police will be informed of any serious case of threatening or verbal abuse.

14. REMUNERATION OF DIRECTORS AND STEERING GROUP MEMBERS

The reasonable expenses of Directors and Steering Group Members incurred on behalf on the Walton-on-Thames Town Alliance will be reimbursed when these have been agreed in advance by the Directors.

15. CONFLICTS OF INTEREST

Whenever a Director finds himself or herself in a situation reasonably likely to give rise to a Conflict of Interest, he or she must declare their interest in writing to the other Directors immediately.

If any question arises as to whether a Director has a Conflict of Interest, this shall be decided by a majority decision of all the other Directors.

16. INTERPRETATION OF THE CONSTITUTION RULES

The Constitution is aimed to provide outline guidance in the running of the Walton-on-Thames Town Alliance so a decision having to be made upon a question concerning the interpretation of the Constitution or upon matters affecting the Walton-on-Thames Town Alliance and not provided for by the Constitution shall be the responsibility of all the Directors to decide.

17. WoTTA POLITICAL AND RELIGIOUS POLICY

WoTTA is a religious tolerant and non-political group of volunteers, welcoming people of all faiths and those with non-extreme political beliefs to work in helping us ‘Make Walton a Better Place to Live and Work’ for all. Any personal political or religious statement made by a representative of WoTTA does not necessarily represent the views of WoTTA itself.

We shall not tolerate our meetings, activities and events being used or hijacked for political or religious purposes and we reserve the right to ask anyone clearly not following our wishes to desist with immediate affect or be asked to leave which may lead to a ban from future WoTTA events, the duration of which to be decided by WoTTA Directors.

We appreciate that political views, positions, and opinions may sometimes need to be expressed to answer a question during a meeting or when invited as a VIP guest, but the response will be expected to be courteous, relevant, and succinct.

During WoTTA organised outdoor events, political groups who have a pre-arranged stand/stall may express their political views quietly and within the confines of their own stand/stall, however walkabouts, leafleting and 'soapboxing' are expressly forbidden without the permission in writing of the WoTTA Chairperson or Managing Director.

No political party should use WoTTA events to show and promote "party" colours, however official badges of staff or elected members of Elmbridge Borough Council are acceptable.

18. PUBLIC RELATIONS

All media releases and public announcements by Steering Group Members and Directors for promotional or marketing purposes shall be approved prior to release by the Managing Director.

Any personal public statement made by a Steering Group Member or Director may not necessarily represent the views of WoTTA as an organisation.

19. NON-DISPARAGEMENT

It is expected that Steering Group Members and Directors shall not disparage WoTTA or any of its Directors in any form, e.g., verbally or through, social media, newspaper articles, TV and radio, open letter, etc.

Review May 2022