



# 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 each paid up Member business, charity or community group being entitled to a single vote and is liable to pay while they are a Member 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 to Members.

## 2. ASSOCIATION NAME

The name of the Association is **Walton-on-Thames Trading Alliance**, also referred to by its abbreviation '**WoTTA**'.

## 3. REGISTRATION

The registered office of the Walton-on-Thames Trading Alliance is c/o The Heart Management Suite, New Zealand Avenue, Walton-on-Thames on Thames, Surrey. KT12 1GH.

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

## 4. ASSOCIATION'S OBJECTIVES

Walton-on-Thames Trading Alliance wants to reinvigorate the town to Make Walton a better place to live and work.

Walton-on-Thames Trading Alliance also aims to;

- proactively work with the BID team and The Heart shopping centre.
- create positive engagement with stakeholders in the wider community.
- represent other prominent shopping areas in Walton-on-Thames where the retailers that join WoTTA can generate support in their locality to help achieve our common objectives.
- manage and run specified town centre events, for the BID Team e.g. Festival of Light, Heritage Day, Remembrance Day, etc.
- actively assist/promote other community group and school events in the town.
- develop local tourism through our town's rich historical links, i.e. Baseball, New Zealand, Admiral Rodney, the old Manor House, Hepworth Studios, etc. and our close proximity to big visitor attractions.
- meet periodically, to exchange information and foster harmonious relations between Members and other interested parties.

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

## **5. MEMBERSHIP LEVELS**

Membership is granted to the original applicant business, charity or community group with full voting rights. Each Member business, charity or community group is allowed one vote only.

Honorary Membership may be discretionally awarded to anyone who in the opinion of the Directors has provided the association with exceptional service for an extended period. Honorary Members are not required to pay a Membership fee for a term specified by the Directors.

## **6. MEMBERSHIP REQUIREMENTS**

Membership of the Walton-on-Thames Trading Alliance will be open to any bonafide business, charity or community group that is located within and/or operating the Walton-on-Thames boundaries or can demonstrate to the Directors a vested interest in making Walton-on-Thames a better place to live and work.

Members subject to a take-over or name change will be reviewed by the Directors. Unless deemed by the Directors to be an exceptional case, the Member must re-apply for Membership. Membership is not transferrable. A refund of the Membership fee in such circumstances shall not apply.

If the Member for any reason leaves the Walton-on-Thames Trading Alliance, is taken-over or goes into liquidation, any Steering Group Member from that Member business, charity or community group shall immediately resign their position. This shall also apply to Directors and Steering Group Members that do not have a business, charity or community group, if they should be declared bankrupt or otherwise become financially insolvent. A refund of the Membership fee in such circumstances shall not apply.

## **7. MEMBERSHIP APPLICATIONS**

Applications for Membership can be made online at [www.wotta.co.uk](http://www.wotta.co.uk) or the documents printed off and sent by post to the registered office.

If any Member has an objection to an applicant being accepted, they must present their reasons for the objection (in writing) to the Managing Director, where the Grievance Procedure will be enacted upon

All BID Members will automatically enjoy FREE Walton on Thames Trading Alliance membership.

## **8. MEMBERSHIP FEES**

Subscriptions are due annually on the 1st April until membership is terminated.

Membership and joining fees will be decided and set by the Directors.

Members who have not renewed their annual subscription within 30 days from the date of invoice will be deemed to have voluntarily terminated their Membership and will have to re-apply if they then wish to re-new Walton-on-Thames Trading Alliance Membership.

The Treasurer is responsible for sending invoices then monitoring and collecting all sums due.

## **9. THE WALTON-ON-THAMES TRADING ALLIANCE EMBLEM**

The Walton-on-Thames Trading Alliance emblem (logo) is copyright property of the Walton-on-Thames Trading Alliance and may be used by Members. The emblem can be used in a Members shop windows, on their vehicles, stationery, emails, website pages and appropriate marketing materials. 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 Trading Alliance.

Members resigning from the Walton-on-Thames Trading Alliance, for any reason, shall remove with immediate effect any reference to Walton-on-Thames Trading Alliance Membership from shop windows, displays, emails, webpages and vehicles. They will be given three months grace to remove references to Walton-on-Thames Trading Alliance Membership on their printed stationery, etc. This period may at the discretion of the Directors be extended or reduced. Applications for extension must be submitted in writing to the Managing Director within the first two months period of grace allowed. After this time ex-Members still using the emblem will be liable to prosecution except in the case of documentation issued before or during the period of grace.

Upon the Directors terminating a Members Membership, that Member shall with immediate effect no longer use the Walton-on-Thames Trading Alliance emblem in any form relating to themselves or their business, charity or community group.

## 10. MANAGEMENT STRUCTURE AND ELECTION OF DIRECTORS AND OFFICERS

The Walton-on-Thames Trading Alliance is a Community Interest Company Limited by Guarantee, managed by five Directors. Each Director shall wherever possible be assigned a specific area of responsibility;

- **Chairperson** - responsible for medium and long term, strategic planning, setting and chairing Board and Steering Group meetings.
- **Managing Director** - responsible for co-ordinating WoTTA on a day to day basis and implementing agreed strategic plans.
- **Financial Director** - responsible for new Memberships and renewals, filing statutory returns, invoicing, credit control and bank reconciliation, presenting a financial account at meetings.
- **PR and Marketing Director** - responsible for communication with Members and the wider community plus maintaining a social media presence.
- **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 Trading 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 will consist principally of invited Members and representatives from other 'interested' parties (typically not-for-profit organisations/individuals) where it can be demonstrated that their participation brings valuable; contact, feedback, links, influence, etc. to/from the Walton-on-Thames community or specialist experience, e.g. police, Councillors, schools, church groups, sports and youth groups, etc. These 'interested' parties do not need to subscribe to Membership as they will be considered to represent an outside interest group, but do not have voting rights. Steering Group Members serve for a period of up to one year, they may offer themselves up for re-election by the Steering Group at the AGM if they so wish.

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

A Director does not have to be a paid-up Member but must have a vested interest in the work WoTTA does, e.g. a local resident, Councillor, community group representative, etc. They shall have full voting rights and enjoy all other benefits as if they were a Member.

A Steering Group Member leaving the employment of a Member business, charity or community group shall immediately resign their position on the Steering Group.

## **11. GENERAL MEETINGS**

The Walton-on-Thames Trading Alliance will hold at least one General Meeting a year for the Members – which will be the Annual General Meeting but may run more meetings if the Membership shows sufficient interest.

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.

Meetings are for the benefit of the Members and therefore the meeting and refreshments for ONE representative of each Member business, charity or community group attending will be provided free of charge. Additional representatives of Members or their invited guests are welcome subject to adequate notice being received by WoTTA and a charge may be made for each additional delegate.

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 with the approval granted by the Directors in advance of the meeting.

## **12. VOTING**

All propositions 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 and if required for a postal ballot to be arranged. All propositions must be seconded.

Each full Member shall be entitled to one vote, only paid up Members have voting rights. The Quorum required for the AGM shall be three of the appointed Directors. The elected Chairperson shall have a second, or casting, vote in the event of equality.

Members are entitled to a postal vote when they are unable to attend a meeting. These must be posted in an envelope clearly marked 'POSTAL VOTE' to be received by the Chairperson at least 48 hours before the meeting.

Postal vote envelopes that have been appropriately marked will be opened at the meeting, where all postal votes will be counted, and the result(s) announced.

## **13. 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 and for circulation to the Members. All propositions must be seconded.

## **14. DISCIPLINARY PROCEDURE**

In the event of a Member appearing to contravene the Constitution or to have acted inappropriately to the detriment of the Walton-on-Thames Trading Alliance they will be referred to the Directors for investigation. If, in the 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 Membership.

Any Member owing monies to a fellow Member without good reason and shown to be a long-term debtor, will be suspended from Membership until such time as the debt is settled.

Members disciplined by the Directors have the right to appeal through the Grievance Procedure.

## **15. COMPLAINTS PROCEDURE**

In the event of a complaint against a Walton-on-Thames Trading Alliance Member by a fellow Member, a customer, or other organisation, the complaint will be referred to 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.

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 Membership or Directorship. A refund of the Membership fee in such circumstances shall not apply.

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.

## **16. GRIEVANCE PROCEDURES**

### **a) Grievance with a Member**

Any Member with a complaint or grievance should first try to resolve the issue with the other Member involved. Failing this, the matter should be referred to 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 or grievance 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 Steering Group direct, to address the Directors and Steering Group directly at a scheduled meeting. The decision following the outcome of this meeting will be final.

All disputes will be given the highest priority possible.

### **b) Grievance with the Walton-on-Thames Trading 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 Steering Group direct, to address the Directors and Steering Group directly at a scheduled meeting. The decision following the outcome of this meeting will be final.

All disputes will be given the highest priority possible.

## **17. ABUSE POLICY**

Anyone working for or on behalf of the Walton-on-Thames Trading Alliance, while carrying out their duties for and on behalf of the Walton-on-Thames Trading 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 Trading Alliance, is verbally abused, threatened or actually assaulted in circumstances arising out of the course of his/her work for the Walton-on-Thames Trading 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 Trading 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 and in all cases where a Member is the abuser, respond to the situation by talking to the perpetrator explaining that their behaviour is not acceptable and try to resolve the problem. If resolution is not possible and depending upon the severity of the abuse the Membership of the Walton-on-Thames Trading Alliance can be revoked where a Member is the abuser and/or police will be informed of a serious case of threatening or verbal abuse. A refund of the Membership fee in such circumstances shall not apply

## **18. REMUNERATION OF DIRECTORS AND STEERING GROUP MEMBERS**

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

Directors and Steering Group Members may receive an Honorary Membership in appreciation of the unpaid work they do subject to this being agreed at a Steering Group meeting.

Certain responsibilities may receive an honorarium, commensurate with the duties performed. Such amounts shall be agreed unanimously by the Directors and approved by the Steering Group and shall be fully disclosed in the annual accounts.

## **19. 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 to the Directors unless the other Directors are or should be reasonably aware of it already.

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.

## **20. INTERPRETATION OF THE CONSTITUTION RULES**

The Constitution is aimed to provide outline guidance in the running of the Walton-on-Thames Trading 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 Trading Alliance and not provided for by the Constitution shall be the responsibility of all the Directors.

## **21. 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, Managing Director or the PR and Marketing 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.

## **22. 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 PR and Marketing Director.

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

## **23. 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.

Final September 2020