



## THE CONSTITUTION

### 1.0 Name

The group will be known as the **Winsford 1-5 Business Environment Group**, hereinafter referred to as 'the Partnership'.

### 2.0 Vision and Mission

The Partnership is an association of organisations and individuals committed to working together in order to improve the trading environment for companies located on Winsford Industrial Estate.

Our vision:

*"To maintain and further develop our position as one of the premier industrial estates in Cheshire and the North West capable of attracting, developing and supporting a broad spectrum of companies through the provision of a safe, clean and connected business environment"*

Our mission:

*"To promote Winsford Industrial Estate as a location of choice for both employers and employees in mid-Cheshire, by working in partnership to focus on our three themes for improvement"*

### 3.0 Key objectives 2016-2021

1. Provide a range of support functions that will benefit all businesses
2. Increase business security and help prevent crime
3. Increase the attractiveness of the Estate for resident businesses and inward investors
4. Develop a program to enhance training, knowledge and skills on the Estate

These four objectives will be implemented through a Business Improvement District, which was approved by businesses on the estate on the 26<sup>th</sup> November 2015.

### 4.0 Principles

- a) *To improve the commercial trading environment for all through joint action*
- b) *To ensure meaningful engagement with the whole community*
- c) *To work in partnership*
- d) *To undertake work that has due regard to safe practices.*
- e) *To undertake work that balances economic, social and environmental development in order to create a sustainable business community*
- f) *To achieve best value for businesses on the industrial estate in the delivery of the Business Improvement District*
- g) *To communicate effectively*

- h) *To ensure adherence to equal opportunities*
- i) *To encourage partners and stakeholders to operate efficiently and effectively in response to our needs.*
- j) *To instil community cohesion, and develop a connected estate.*

***The Partnership will be non-party in Politics and non-sectarian in Religion.***

#### **5.0 The role of the Winsford 1-5 Business Environment Group**

Winsford 1-5 Business Environment Group is a facilitator. The Partnership is committed to identifying business needs and ambitions and enabling projects to be delivered by:

- Influencing change
- Attracting support and investment (internal and external)
- Linking two or more parties to deliver a common goal.

#### **6.0 Geographical area of responsibility**

The Partnership's key objectives focus on Road's One, Two, Three, Four and Five on Winsford Industrial Estate and within time the land brought forward for economic development at the Northern end of the Estate. However, within the estate there are also smaller business parks including The Phoenix Centre, Premier Park, Pineapple Park, Navigation Park, Oasis Business Park, Wallace Court, Meridian House and Ion Path that the partnership will work with.

#### **7.0 Affairs of the Partnership**

The general affairs of the Partnership shall be directed and managed by a committee to be known as the Executive Board who shall meet not less than four times per year.

The Executive Board will report twice a year to members of the Winsford 1-5 Business Environment Group through the Annual General Meeting and further Winsford 1-5 Business Environment Group Meeting.

#### **8.0 Inclusion and equality**

The Winsford 1-5 Business Environment Group will seek to undertake its activities in an inclusive manner, and will encourage participation from all areas of society irrespective of age, sex, sexual orientation, race, nationality or political or religious or other opinion.

#### **9.0 Affiliations**

The Partnership may join, support or affiliate to other initiatives when it is deemed necessary in the realisation of its objectives. Affiliations will be agreed by the Executive Group.

#### **10.0 Membership**

##### **10.1 The Partnership**

- i. Businesses that are based on Winsford Industrial Estate and its smaller business parks that are liable for a non-domestic rates bill, and accordingly a levy under the Business Improvement District, are through payment of this mandatory levy members of the Winsford 1-5 Business Environment Group. Each business will be entitled to a single

membership position or vote, regardless of the number of hereditaments held upon the estate.

- ii. Other organisations, statutory authorities, associations, individuals, community groups, schools or churches who wish to support the objectives of the Partnership are invited to become partnership associates. Partnership associates will not have any voting rights at meeting of the Winsford 1-5 Business Environment Group.
- iii. For a meeting of the Winsford 1-5 Business Environment Group Partnership to be quorate at least seven members must be present.

## **10.2 The Executive Board**

The Executive Board shall have no more than seven members which will include a Chairperson.

- i. The Executive Board consists of volunteers elected from the membership of the Winsford 1-5 Business Environment Group.
- ii. Not more than one person per company may be elected to the Executive Board. However if a member is unable to attend a meeting he/she may delegate a representative to attend in their stead and who may vote in the absent members stead.
- iii. Secretariat for the Executive Board will be provided by the project managers appointed to manage the projects and activities of the Winsford 1-5 Business Environment Group. The Project Management Organisation (PMO) for the partnership is Groundwork Cheshire Lancashire and Merseyside, the trading company of Groundwork Cheshire Lancashire and Merseyside. The project management organisation will be an ex-officio member of the Executive Board, and as such is considered to be a core partner to the Winsford 1-5 Business Environment Group. Accordingly the PMO would be expected to attend all Executive Board meetings.
- iv. Representatives from local organisations/agencies and authorities may be called upon to advise the Executive Board but will carry no voting powers.
- v. The Executive Board will be chaired by a member of the Winsford 1-5 Business Environment Group.
- vi. The Executive Board shall retire from office together at the conclusion of the Annual General Meeting but may be re-elected or re-appointed.
- vii. Each Executive Board member shall commit to attending a minimum of three Board Meetings and two Group meetings each year.
- viii. 21 days prior to each Annual General Meeting eligible persons will be invited to present themselves for election at the same time. Applications will be presented to the Winsford 1-5 Business Environment Group to

vote upon at the Annual General Meeting. The election process will be completed at the Annual General Meeting where resignations will be formally received and election results confirmed.

- ix. If casual vacancies occur among the elected members of the Executive Board it shall have the powers to fill these from among the members of the Partnership.
- x. For a meeting of the Executive Board to be quorate, at least 3 executive members or their deputies must be in attendance.

#### **10.4 The appointed project management organisation (PMO)**

- i. Groundwork Cheshire Lancashire and Merseyside have been appointed as the Project Management Organisation (PMO).
- ii. Groundwork will be responsible for co-ordinating the partnership and ensuring that the funds collected by the Local/Unitary Authority are spent in line with the Business Improvement District Proposal.
- iii. The PMO will act as the BID Body, on behalf of the Winsford 1-5 Business Environment Group. The key responsibilities of the PMO will be:
  - To manage the receipt of income from Cheshire West and Chester Council and ensure that this is spent in line with the business plan.
  - Produce quarterly claims accounting for project expenditure and reporting on the delivery of the BID against key performance indicators and milestones.
  - Provide secretariat support for the Winsford 1-5 Business Environment Group and the Executive Board.
  - Produce an audited statement of expenditure, detailing income received from the Business Improvement District and the expenditure defrayed against this income.
  - Present progress reports at all Partnership and Executive Board meetings.
  - Assign responsibility to a defined employee within the PMO to project manage the BID between 2016 -2021.
  - Employ an estate manager.

#### **10.5 Resignation and termination of membership from the Executive Board**

Any member of the Executive Board may resign from his/her appointment as a member of the executive by giving the PMO appointed project manager or the Chairperson written notice to that effect.

#### **10.6 Rules of procedure at all meetings**

- **Voting**

Any question arising at a meeting of the Partnership or one of its committees shall be decided by a simple majority of those business members present and voting. Voting shall be undertaken through a show of hands, with the exception of votes to approve the Executive Board, amendments to the constitution and for votes where the Chair decides that a secret vote would be more appropriate, or where specifically requested by any full member.

Each business present shall have one vote in any given ballot, regardless of the number of representatives present from any one business at the meeting.

○ **Quorum**

Any three elected members of the Executive Board or their deputies shall constitute a quorum for a meeting of the Executive Board.

Any seven members of the Winsford 1-5 Business Environment Group shall constitute a quorum for a meeting of the Winsford 1-5 Business Environment Group or Annual General Meeting.

○ **Minutes**

Minutes shall be kept of the Executive Board, Annual General Meeting and Winsford 1-5 Business Environment Group meetings. Accuracy of minutes shall be the responsibility of the meeting Chair. Minutes shall remain draft until formally approved by the relevant meeting Chair. Any queries arising from the minutes shall be raised at the subsequent meeting. The Executive Board have responsibility for ensuring that accurate minutes are kept for all meetings, utilising support from the PMO as required.

○ **Declaration of interest**

Members must declare interest where partnership decisions will impact on stated interest.

## **11.0 Annual General Meeting**

Once each calendar year, an Annual General Meeting of the Partnership shall be held at such time and place as the Executive Board shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. At least 21 clear days' notice shall be given to members of the Winsford 1-5 Business Environment Group.

The business of each Annual General Meeting shall be:

- To receive the Annual Report of the Executive Board, which shall incorporate the accounts of the Partnership referred to below, and to give an account of the work of the Partnership and its activities during the preceding year;
- To receive the accounts of the Partnership for the preceding financial year;
- To formally accept resignations from the members of the existing Executive Board
- To announce the results of the election process, note the names of the persons appointed and to elect those others to serve as members of the Executive Board
- To consider and vote on any proposals to alter this constitution;
- To consider any other business of which due notice has been given.

The Annual General Meeting will be chaired by a representative from the Local Authority.

## **12.0 Records**

The proposal for the Business Improvement District on Winsford Industrial Estate, minutes of meetings and the annual delivery plan will be available from the Partnership's web site.

Financial information will be presented at the Annual General Meeting and will be available for inspection at reasonable notice at Groundwork Cheshire Lancashire and Merseyside office based on Navigation Road, Northwich, CW8 1BE.

## **13.0 Finance and delegated powers of expenditure**

Groundwork Cheshire Lancashire and Merseyside will be the Accountable Body for the Partnership. The Partnership will not be directly responsible for holding funds but will be responsible for agreeing funding priorities.

Financial reports and records will be the responsibility of the Partnership PMO and will be presented at Annual Meetings or periodically at the request of the Executive Board.

The delegated authority level for financial expenditure of the Executive Board is up to a value of £10,000 per single item.

The delegated authority level for financial expenditure of the Project Management Organisation is up to a value of £1,000 per single item.

## **14.0 Employees**

The Partnership will not be directly responsible for employing staff. Employment, development and management responsibility for the Partnership Project Manager and other support staff will sit with the PMO and will be subject to internal appraisal procedures.

The Executive Board may make recommendations to guide and steer the Partnership Project Manager and other staff dedicated to supporting the Partnership but ultimate Line-Management and directive responsibility lies with the PMO as the employer.

## **15.0 PR and Media protocol**

Press and media enquiries shall be referred to the Partnership Project Manager or Chair before any official statement is made by individual members of the Executive Board.

## **16.0 Powers**

The Executive Board are key influencers and enablers. Powers however are limited but include:

- Approving new projects presented to the Partnership for inclusion in the annual delivery plan.
- Guiding and directing the appointed Project Management Organisation (PMO) in the delivery of the Business Improvement District.
- Ensuring that the appointed PMO is held accountable for expenditure of BID monies.
- Approving eligible expenditure in line with the delegated powers detailed within paragraph 13 of this constitution.

- Monitoring and reporting to members of the Winsford 1-5 Business Environment Group on the achievement of key performance indicators and expenditure.
- Representing the views and desires of the business community

### **17.0 Disbandment**

Disbandment may be decided upon by a simple majority of the total membership at a General Meeting which has been called by the Executive Board for this purpose. The Executive Board shall have power to dispose of assets procured through the BID and held by the managing organisation, in accordance with the objectives of the Vision Statement. Any disbandment of the BID arrangements will have to comply with section 18 of The Business Improvement Districts (England) Regulations 2004.

### **18.0 Indemnity**

In the executions of the trusts hereof no member of the Executive Board shall be liable:

- For any loss to the property of the Partnership by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- For the negligence or fraud of any agent employed by him/her or by any other member of the Executive Board in good faith (provided reasonable supervision shall have been exercised);

And no member of the Executive Board shall be liable by reason of any mistake or omission made in good faith by any member of the Executive Board other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

### **19.0 Powers to call extraordinary general meeting**

Where seven or more business members wish to call an extraordinary general meeting, this may be arranged through providing in writing to the Chair and PMO notice of such a request, detailing:

1. Purpose of the extraordinary general meeting.
2. Proposed Date (minimum of 21 days after notice is provided to the Chair and PMO)

Note: Extraordinary general meeting can be used to vote on any matters including those items usually voted on at an Annual General Meeting.

### **20.0 Alterations to the Constitution**

Any proposals to alter this constitution must be delivered in writing to the Chairperson of the Executive Group not less than 28 days before a *General Meeting* at which it is to be considered. Any alteration will require approval by a minimum of two-thirds of the total membership present at the *General Meeting*.

**We confirm that this constitution has been approved by a majority of members.**

**Chair of Winsford 1-5 Business Environment Group**

Name           Pete Price  
Signed        .....  
Date         ..21.7.16.....

**Executive Board Member of Winsford 1-5 Business Environment Group**

Name           George Ralston  
Signed        .....  
Date         ..21.7.16.....