

# **Solent Forum Constitution**

## **PART I**

### **Adoption of the Constitution**

1. The Forum and its property will be administered and managed in accordance with the provisions in Part I and II of this constitution.
2. Part I outlines the purpose of the Forum and how it will conduct its affairs. Part II sets out administrative provisions including membership, roles and operation of the Solent Forum, Steering group, Sub-groups and Solent Forum staff.
3. Part I can only be amended by the Steering Group. Part II by a majority of the Forum.

### **Name**

4. The association's name is "The Solent Forum" (and in this document it is called the Forum).

### **The Objects**

5. Object 1: To provide, maintain and develop the Solent Forum network and facilitate integrated coastal zone management. This object is known as the Core Service.
6. Object 2: To further integrated coastal zone management through implementation of individual projects.
7. Object 3: To provide secretariat duties to the Solent European Marine Sites Management Group.

### **Geographic Area**

8. For the purposes of the Solent Forum the geographic area is the whole of the Solent, including Southampton Water and the three main harbours - Portsmouth, Langstone and Chichester. The western limit is a line between Hurst Castle and the Needles. The eastern limit is a line between the eastern tip of the Isle of Wight and Selsey Bill. No inland boundary is defined, because it will vary according to the nature and importance of the issue under consideration and some matters will have more far reaching effects than others.

### **Application of the Income and Property**

9. Income will be generated from: core funding members (known as Funding Partners); ordinary member contributions to administration costs; Solent European Marine Sites Management Group members; and other sources as identified.
10. The amounts for core funding, administration charges and SEMS Management Group fees shall be fixed before the end of each February for the year starting from the following April. The income of the Forum shall be applied solely to the promotion of its objects.
11. Income will be applied in the first instance to fulfilling Object 1 (Core Service) to include providing Secretariat duties to the SEMS Management Group (Object 3). Project work (Object 2) will only be undertaken where sufficient funding is secured for the satisfactory completion of the project. Solent Forum staff will seek additional income for such work where directed by the Steering Group.

12. The following expenditure will be charged to the Forum's budget:
  - Salaries of the Forum staff and employer's national insurance and superannuation contributions;
  - Costs of advertising staff posts;
  - Cost of reasonable travel and subsistence expenses;
  - Cost of reasonable professional development;
  - Equipment and materials for carrying out work programme tasks
  - Payments legally due to the Solent Forum staff under the Trade Union and Labour Relations Act 1974, the Employment Protection Act 1975, the Redundancy Payments Act 1965 or other relevant legislation on termination of his/her employment.
  - All losses, cost and expenses in relation to public and employers liability premiums and payments in the event of personal injury, injury at work or industrial injury of the Solent Forum staff, insofar as these are not met by policies of insurance held by the Host Organisation.
  - Reimbursement of reasonable expenses incurred by the Solent Forum Chairman when acting on behalf of the Forum.
13. The Host Organisation will be responsible for proper financial control (auditing etc).
14. The annual business plan and work programme of the Forum will determine the allocation of expenditure from the Forum budget. The Forum Officer is responsible for the day to day financial control of the budget.
15. None of the income or property of the Solent Forum may be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to any member of the Forum. This does not prevent:
  - a member from receiving reasonable and proper remuneration for any goods or services supplied to the Forum;
  - a member from buying goods or services from the Forum.
16. No member may be paid or receive any other material benefit for being a member.
17. The Funding Partners should not be liable to indemnify the Host Organisation in respect of any losses, cost or expenses as set out above where such loss, cost or expense arises as a consequence of unlawful or negligent act of an employee working for the Host Organisation. Each of the Funding Partners will ensure that its employer's liability insurance fully covers its involvement in the Forum.

### **Dissolution**

18. If the Steering Group resolve to dissolve the Forum, the Steering Group and Solent Forum staff – subject to resources - will remain in office and be responsible for winding up the affairs of the Forum.
19. The Steering Group must amass all assets of the Forum and must pay or make provision for all the liabilities/commitments of the Forum.
20. 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 Steering Group is to apply the remaining assets of the Forum.
21. The Steering Group must apply any remaining money:

- directly for the Objects; or,
- as directed by Solent Forum Members, by transfer to some other charitable organisation having similar objects of the Forum and which prohibits the distribution of income (either directly or indirectly) and property to its members.

### **Amendments**

22. Any provision contained in Part I of this constitution may be amended by the Steering Group, provided that:
  - No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of the Forum;
  - it is passed by not less than 2/3 of the Steering Group.
23. Any provision contained in Part II of this constitution may be amended, provided that any such amendment is passed by not less than 2/3 of the Steering Group and approved by members at earliest opportunity.
24. A copy of any amendment of this constitution must be sent to members and posted on the Solent Forum website within 21 days of it being passed.

## **PART II**

### **Membership**

1. Membership of the Forum shall be open to any body corporate or unincorporated association (such as local government, harbour authorities, industry, user groups, trade associations and NGOs) which is interested in furthering the objects of the Solent Forum (any such body being called in this constitution a "member organisation" or "member").
2. Applications for membership must be made on the appropriate application form.
3. Admission is at discretion of the Steering Group which shall take into consideration in deciding whether to accept the application of any organisation to membership that organisation's contribution or potential contribution to the principal objects of the Forum. Acceptance of an application to become a member may be subject to any conditions (including administration charge) as the Steering Group may stipulate.
4. The Steering Group may create different classes of membership and make rules concerning administration fees.
5. Each member organisation shall appoint an individual (and in the case of local authorities and similar organisations, a councillor) to represent it and to vote on its behalf at meetings of the Solent Forum; membership entitles any officer of the member organisation to replace or accompany the appointed officer to Solent Forum meetings, sub-group meetings or events as applicable.
6. The Solent Forum must keep a register of names and contact details of every member organisation and appointed representatives (and councillor) which must be made available to any member organisation upon request.
7. Membership is terminated if:
  - the member organisation ceases to exist;
  - the member organisation resigns by written notice to the Forum;

- the Steering Group resolves that it is in the best interests of the Forum that the membership is terminated. A resolution to remove a member from membership may only be passed if:
  - a) the member has been given at least 21 days' notice in writing of the meeting of the Steering Group at which the resolution will be proposed and the reasons why it is to be proposed;
  - b) the member organisation's representative (which may not be the appointed officer) has been allowed to make representations to the meeting.

### **Role of Appointed Representatives**

8. The responsibilities of the Solent Forum members are as follows:
  - To represent the views of their organisation;
  - To be accountable to both their member organisation and the Solent Forum;
  - To act as information gatekeeper/bridging personnel between member organisation and Solent Forum;
  - To provide experience, comment and advice on individual areas of interest;
  - To actively participate in the processes (for example consultation) of the Solent Forum;
  - To attend Solent Forum meetings where member organisations are requested to actively take part ;
  - To contribute towards the actions to deliver the Objects;
  - To participate in focus sub-groups set up by the Steering Group where appropriate;
  - To inform the Steering Group when alternative consultative processes are required.

### **Forum Meetings**

9. The Solent Forum shall meet twice a year and at such other times are deemed necessary. Meetings shall be held at Southampton, Portsmouth and Cowes in rotation. No more than 8 months may elapse between successive meetings. This meeting will be known as the Solent Forum meeting.
10. The main purposes of this meeting will be to:
  - report to the wider membership progress of the implementation of the Strategic Guidance for the Solent, of changes to the Objects and of any Project work;
  - inform members of national, regional or local issues;
  - allow members to raise, discuss and where possible resolve issues
  - allow members to make recommendations to the Steering Group.
11. The meeting is for Solent Forum members and items on the agenda are set by members. The procedure is for member organisations to let the Solent Forum secretariat know what items they wish to see on the agenda and the Solent Forum staff informs the Steering Group. A minimum of 28 days notice is required so that a speaker might be secured. If a speaker is unavailable for that meeting, a presentation will be given at the next Solent Forum meeting.
12. All appointed representatives, as per the Solent Forum register, will be notified. Any officer of a member organisation may attend Solent Forum meetings by notifying the Solent Forum staff.

### **Office Bearers**

13. The Solent Forum may appoint a Chairman, a Vice-Chairman and, if the Steering Group considers it appropriate, a Treasurer.

14. The Chairman is elected at the Spring/Summer Solent Forum meeting and takes up the post from January 1 of the following year. They may hold office for 3 years. Thereafter, they may offer themselves for re-election to a maximum of 6 years.

15. The Vice Chairman is, ex officio, the Queen's Harbour Master, Portsmouth.

### **Role of Solent Forum Chairman/Vice-Chairman**

16. The responsibilities of the Solent Forum Chairman are as follows:

- To preside at Solent Forum meetings, Steering Group meetings and any other Solent Forum gathering, where appropriate at which and during the time for which he or she is present;
- To actively promote the Forum's role to a wide range of organisations at senior level and to raise its profile locally, nationally and internationally;
- To contribute to the Forum's communication materials, including articles for: Solent News, its Annual Statement, its website; and other reports as required;
- To participate in the appointment process of Solent Forum staff, if required.

17. In the absence of the Chairman for any reason the responsibilities of the Chairman shall be discharged by the Vice-Chairman.

18. If the Chairman or Vice-Chairman is not present or unwilling to preside, a member of the Steering Group shall perform this duty on that occasion.

### **Steering Group**

19. The management and administration of the Forum shall be steered by the Steering Group. The Steering Group shall meet at least three times a year. The venue shall be determined by the Steering Group. The last meeting of any financial year shall be specified as the Annual Steering Group meeting.

20. At the Annual Steering Group meeting the following shall be decided:

- An annual core work programme associated with the Objects to guide and encourage action by members, including the establishment of sub-groups to assist as needed;
- Expenditure for the next financial year;
- Any wording for the Solent Forum Annual Statement as described in the Business Plan.

21. In addition the Steering Group shall also:

- monitor progress and development of the Strategic Guidance;
- establish task related sub-groups to address individual issues as required;
- review the financial resources of the Forum every 6 months;
- review and amend where necessary the Business Plan on a 3 yearly cycle.

22. Admission to the Steering Group is given to any organisation meeting the minimum "Funding Partner" requirements as stipulated by the Steering Group.

23. Normally, consensus will be used but where voting is used, each member of the Steering Group shall have one vote and questions raised at any meeting shall be decided by a majority of members of the Solent Forum Steering Group present and entitled to vote. If the members' votes are equal the Chairman shall have a casting vote.

24. A member of the Steering Group may, and on the request of a member of the Steering Group the Solent Forum Officer shall at any time summon a meeting of the Steering Group by reasonable notice served upon the members of the Group.
25. Other members or those with an interest in the Objects of the Forum may, on agreement of the Solent Forum Chairman, attend and observe at Steering Group meetings. Their attendance is at the discretion of the Chairman and they may, at the discretion of the Steering Group, address the meeting.
26. The Chairman may invite any person to attend a Steering Group meeting for the purpose of making a presentation, or participating in discussion, on any item relevant to the Steering Group's functions, where that person is able to provide a professional viewpoint, which the Chairman considers, would be of assistance to the Group.

### **Role of Steering Group members**

27. The responsibilities of a Steering Group member are as follows:
  - to be committed to and act as a champion for the achievement of the Objects;
  - to be a good ambassador for the Steering Group and for the Forum;
  - to attend Steering Group meetings, vote on items of business and make a positive contribution to the achievement of the Objects;
  - to act as an advocate for the Forum in seeking approval of their organisation's commitment to the Forum;
  - to consider and react to issues raised by members;
  - to consult with member organisation representatives individually and/or collectively on matters affecting their interest;
  - to participate in the appointment process of Solent Forum staff, if required.

### **Subgroups**

28. The Steering Group may appoint subgroups, answerable to them, to address specific issues as they think fit.
29. The Steering Group may change the function of individual subgroups from time to time if it believes changes would help improve the functioning of the Solent Forum.

### **Role of Subgroup Chairman**

30. The responsibilities of the Subgroup Chairman, or in their absence their representative, are as follows:
  - To approve draft agenda and notes of any meeting prior to dissemination;
  - To preside at Subgroup meetings at which and during the time for which he or she is present;
  - To assist in any event that the subgroup undertakes;
  - To attend Steering Group meetings and report on the work of his or her group.

### **Role of Solent Forum Staff**

31. The Solent Forum shall be facilitated by a full-time Solent Forum Officer and full-time Assistant Solent Forum Officer as appointed by the Host Organisation. Both positions are resource dependent.
32. The Assistant Solent Forum Officer's contract is for an initial period of 1 year and will be reviewed yearly at the Annual Steering Group meeting.
33. Solent Forum staff shall be responsible to the Steering Group in relation to the work programme, whilst day to day management of the Solent Forum Officer shall be undertaken by the Host Organisation's appointed representative to the Solent Forum. The Assistant Solent Forum Officer, casual workers and any voluntary staff will be responsible to the Solent Forum Officer.
34. Solent Forum staff shall attend all Solent Forum and Steering Group meetings.
35. Solent Forum staff shall act as the communication hub for the Forum.
36. The Solent Forum Officer shall be responsible for:
  - The implementation of the work programme as directed by the Steering Group;
  - The delivery of the core service;
  - The provision of SEMS secretariat;
  - The performance and development of any additional staff;
  - The day to day management of the Solent Forum budget;
  - The preparation of tenders and funding bids;
  - The assessment of the implications, for the Solent Forum and its member organisations, of changes to coastal and related international and national legislation and the instigation of response and updates where required;
  - The submission of regular progress reports to the Steering Group;
  - The submission of up-to-date financial statements to the Steering group on request;
  - The production of the annual statement;
  - The undertaking of research that supports the Objects of the Forum;
  - The promotion of the Solent Forum at national events.
37. The Assistant Solent Forum Officer shall:
  - assist the Solent Forum Officer in the delivery of the core service and other tasks;
  - maintain and provide reports and other information obtained from central registers of information;
  - assist in the development and implementation of special projects on behalf of the Solent Forum;
  - undertake project work as directed by the Steering Group and Solent Forum Officer.
  - promote the Solent Forum at national events.
38. Any changes to job description, salary, terms and conditions or otherwise need to be agreed by at least 2/3 Steering Group and, if they are significant, by a majority of members.

### **Role of SEMS Secretariat**

39. The functions of the Solent Forum (as agreed 15 June 2004) in meeting Object 3. are as follows:
- Secretary for the Management Group (i.e. coordinate meetings and prepare agenda, papers and minutes as and when required);
  - Secretary for a new Strategic Stakeholder Group (i.e. co-ordinate meetings and prepare agenda, papers and minutes as and when required);
  - Provide a contact point for general enquiries regarding SEMS matters;
  - Host and manage the SEMS website;
  - Co-ordinate the review of the key principles after 2-3 years;
  - Co-ordinate the review of the management scheme after first reporting period (5 years after production).
40. The Solent Forum recognises that the duty of implementing the SEMS Management Scheme lies with the Relevant Authorities and that all work relating to the SEMS will be directed by the SEMS Management Group alone.
41. The time allocated to providing the SEMS functions and the funds received will be reported to both the SEMS Management Group and the Solent Forum Steering Group annually.
42. Any extension to the above functions of the Solent Forum must be approved by the Solent Forum Steering Group.

### **Role of Host Organisation**

43. The responsibilities of the Host Organisation are as follows:
- Employ the Solent Forum Staff on their terms and conditions which must include a probationary period for new entrant;
  - Provide or seek provision of appropriate office accommodation and administrative service, and where appropriate, professional and technical services;
  - Management of performance and development of Solent Forum Staff;
  - Authorise the annual inflation award to Solent Forum Staff;
  - Perform line management duties.

### **Minutes**

44. The Solent Forum staff shall be responsible for providing secretariat duties at all Solent Forum, Steering Group, Sub-group meetings and SEMS Management and Advisory Group meetings.
45. The minutes of the aforementioned meetings shall be made available on the Solent Forum website at least 21 days after the meeting and to any Member organisation as a hardcopy on request.

### **Notices**

46. Any notice may be given by the Forum to any member either personally or by sending it by post to their registered address or to an email address, supplied by him or her to the Forum for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice.
47. Notice of the next Solent Forum meeting will be given at the end of the previous Solent Forum meeting, in minutes of that meeting, on the Solent

Forum website and at least 21 days prior to the next meeting with the agenda.

48. Notice of the next Steering Group meeting will be given at the end of the previous Steering Group meeting, in the minutes of that meeting, on the Solent Forum website and 7 days prior to the next meeting together with associated papers.

49. Notice of the next Subgroup meeting will be given at the end of the previous Subgroup meeting, in the minutes of that meeting, on the Solent Forum website and 7 days prior to the next meeting together with associated papers.

### **Annual Statement**

50. As detailed in the Business Plan, annual business plan monitoring will be undertaken by the Steering Group to check that the direction of the Forum remains consistent with its stated Objects and with what is prevailing in the coastal management operating arena. The financial position of the Solent Forum will also be reviewed by the Steering Group. Collectively, such monitoring will form an annual statement which will be available to all Solent Forum members.

### **Solent Forum Officers' Code of Conduct**

51. Forum employees will:

- Use their influence and ensure they behave to the best of their ability to maintain a sustainable environment in their undertaking Forum activities;
- promote the concepts of integrated coastal zone management;
- embrace the needs of the Solent community and give the highest possible standard of service;
- serve the Solent Forum as a whole. They should always remember their responsibilities to the Forum and ensure courteous, efficient and impartial service delivery to all Solent Forum members;
- advise pressure groups when required but must do so in ways which must not compromise their or the Forum's political neutrality;
- use their knowledge in serving the Solent community and constantly strive to learn more;
- not use any information obtained in the course of their employment for personal gain or benefit, nor should they pass it on to other who might use it in such a way;
- never engage in corrupt practice and maintain a high standard of professional behaviour which will serve as an example for others.