

Note on proposed amendments to the Association of Severn Estuary Relevant Authorities Constitution

Proposed amendments have been made to the ASERA constitution in order to reflect the following:

- The designation of the Severn Estuary Special Area of Conservation and the existence now of two European Marine Sites;
- The replacement of the Conservation (Natural Habitats, &c.) Regulations 1994 (as amended) in England and Wales on 1 April 2010 with the The Conservation of Habitats and Species Regulations 2010;
- The removal of restrictions on terms of office for Chair and Vice Chair as each post is voted on annually at the ASERA AGM;
- Changes in relevant authority membership of ASERA;
- Changes in relevant authorities in European Marine Sites as a result of the Marine and Coastal Access Act 2009 to include the Marine Management Organisation and Inshore Fisheries and Conservation Authority; and
- To allow member relevant authorities that cannot attend the ASERA AGM to vote by proxy via the Chairman of the Association or appoint in writing another member to vote on their behalf at the meeting.
- To put in provision for steps to be taken should quorum attendance at the ASERA AGM not be met, by enabling a subsequent email/postal vote on any decisions raised in the general meeting following the meeting.

Association of Severn Estuary Relevant Authorities Constitution

1. The name of the Association is the “ASSOCIATION OF SEVERN ESTUARY RELEVANT AUTHORITIES” hereinafter referred to as the Association. The Association is established for an indefinite period.
2. The Object of the Association is to establish and maintain in being for the Severn Estuary European Marine Sites a management scheme under which the functions of the relevant authorities shall be exercised so as to secure in relation to those sites compliance with the requirements of the Habitats and Birds Directives.
3. Membership of the Association is open to all relevant authorities (as defined in Regulation 6 of The Conservation of Habitats and Species Regulations 2010) as have functions in relation to land or waters within or adjacent to the Severn Estuary European marine site.

Members of the Association are those eligible relevant authorities that have paid the Association’s fees and subscriptions that are at the time in force, or are not more than three calendar months in arrears in making these payments.

All relevant authorities have certain rights, duties and functions to discharge under the above Regulations and these are independent of and unaffected by membership of the Association.

4. The funds of the Association are to be applied towards the promotion of the Object of the Association and any purpose connected thereto, including the administrative expenses of the Association.

The Association shall, by simple majority resolution of members present at a General Meeting, determine the fee to be paid by members joining or rejoining the Association and the annual membership subscription to be paid by relevant authorities continuing in membership. Such fees and subscriptions may be leveled in accordance with a scale which takes account of the resources available to different classes of relevant authority.

The Association may apply for the grant of funds, otherwise seek or raise funds or accept the offer of funds for any purpose that furthers the Object of the Association.

5. The Chairman of the Association shall be a person elected by the votes of members present at a General Meeting. To be eligible for election a person must be a representative of a relevant authority in membership and have the consent of that relevant authority to be a candidate for the office. The term of office shall be one year.

The Chairman of the Association shall be the chairman and ex-officio voting member of the management group. The Association may choose to elect a Vice Chairman to work alongside the Chairman. The Vice Chairman shall be a person elected by the votes of members present at a General Meeting. To be eligible for election a person must be a representative of a relevant authority in membership and have the consent of that relevant authority to be a candidate for the office. The term of office shall be one year.

If, for any reason, a Chairman is unable to complete his term of office the Vice Chairman will complete the term of office on his behalf. If there is no Vice Chairman the management group shall nominate another eligible person to fill the vacancy until the next General Meeting.

6. The Hon. Treasurer of the Association shall be a person elected by the votes of members present at a General Meeting. To be eligible for election a person must be nominated for the office by a relevant authority willing to provide the necessary support facilities. The term of office shall be one year but, if re-elected each year, the Hon. Treasurer may serve continuously for an unlimited period.

The Hon. Treasurer of the Association shall be an ex-officio non-voting member of the management group. If, for any reason, an Hon. Treasurer is unable to complete his term of office the management group shall nominate another eligible person to fill the vacancy until the next General Meeting.

7. The Association requires, or may require, the following tasks to be undertaken with respect both to the attainment of the Object of the Association and the proper administration of the Association.

- (a) Keeping the records and papers of the Association.
- (b) Keeping records of proceedings of General Meetings, meetings of the management group and meetings of other zonal or working groups of the Association.
- (c) Maintaining, in conjunction with the Hon. Treasurer, a list of members of the Association.
- (d) Providing general, specialist or technical information, expertise and advice to the Association in order to develop and progress a management scheme, or to ensure the proper conduct of the Association's affairs.
- (e) The carrying out of other duties as may from time to time be required by the Association such as, but not limited to, the organisation of Association events, the publicising of the work of the Association, the raising of funds for the Association, the provision of services to the membership and the performance of other tasks relevant to the fulfilment of the Object of the Association.

The Association may, by decision of the management group, engage on appropriate terms the services of suitable persons, companies or organisations to perform all or any of the above tasks, or agree that, subject to compliance with the Association's requirements, these tasks may be performed by other suitable bodies on the Association's behalf.

8. The management group is the executive body of the Association and is responsible for directing the Association's efforts towards the attainment of its Object and for the proper management of the affairs of the Association.

The management group comprises:

- (a) The Chairman of the Association who is also the chairman of the management group, and the Vice Chairman if one has been elected, and

- (b) The delegates of those member relevant authorities which were selected at the General Meeting (see Article 9) to serve on the management group (one delegate for each member).

The management group is served in a non-voting capacity by the Hon. Treasurer and any person or persons having a responsibility for performing any of the tasks specified in Article 7 of their representatives.

The quorum for a meeting of the management group is six voting members. If the Chairman of the Association is not present to take the chair of the meeting, then the Vice Chairman (if one has been elected) should take the chair, or the other voting members present are to select a chairman of the meeting from their own number. Should a decision be put to the vote and an equality of votes result the chairman of the meeting may exercise a casting vote.

9. Member relevant authorities are grouped as follows and have the number of representatives stated on the management group:

Grouping	Representatives
Nature conservation bodies	2
The Environment Agency	1
Local authorities	5
Water & sewerage undertakers	1
Internal Drainage Boards	1
Harbour authorities & the lighthouse authority	2
Marine Management Organisations, and Inshore Fisheries and Conservation Authorities (roles of Welsh Assembly Government in Welsh Waters)	1

At or before a General Meeting each grouping selects from within its own number, if necessary by ballot, the required number of member relevant authorities that will serve on the management group. If selected to do so each year a member relevant authority may serve continuously on the management group for an unlimited period.

10. A General Meeting of the Association is to be held on any convenient date during the last three calendar months of each year. Members are to receive at least fourteen days notice of that meeting. At each General Meeting members are to:
- (a) receive and consider a report of the work of the Association and the work plan for the following year.
- (b) receive and consider the audited accounts for the preceding financial year.

- (c) receive and consider a statement of the Association's financial performance during the current financial year.
- (d) approve the budget for the forthcoming financial year.
- (e) set the membership charges for the forthcoming financial year.
- (f) elect the Chairman of the Association, *and Vice Chairman as appropriate.*
- (g) elect the Hon. Treasurer of the Association.
- (h) select on the basis of the relevant authority groupings the members to serve on the management group.
- (i) appoint the Association's auditors.
- (j) transact any other necessary business.

The management scheme and any subsequent amendment of importance to that scheme is to be brought by the management group to the membership for approval at a General Meeting or at an Extraordinary General Meeting (see Article 11) before implementation.

The quorum for a General Meeting is 50% of the total membership of the Association. Voting is on the basis of one vote for each member relevant authority present at the meeting. If unable to attend a General Meeting, a member relevant authority may vote by proxy via the Chairman of the Association or appoint in writing another member to vote on their behalf at the meeting. The Chairman of the Association (except as provided hereunder) and the Hon. Treasurer only have votes if they are the appointed voting delegates of their respective member relevant authorities. The Chairman of the Association takes the chair if he is present but, if he is not, the Vice-Chairman (if one has been elected) takes the chair. If neither is present, the other voting members at the General Meeting are to select a chairman of the meeting from amongst those present. Should a decision be put to the vote and should an equality of votes result the chairman of the meeting (whether or not he be the appointed voting delegate of a member relevant authority) may exercise a casting vote. In the event that the quorum for a General Meeting is not achieved, members will be subsequently invited to vote on any decisions raised in the general meeting by post or email within seven days following the meeting.

11. An Extraordinary General Meeting of the Association may be called at any time if, in the opinion of
- (a) the management group, or
 - (b) any five members of the Association (as defined in Article 3) acting together and formally notifying the person carrying out the tasks defined in sub-paragraphs (a) and (b) of Article 7,

there is urgent business to transact. Members are to receive at least fourteen days notice of the meeting with an accompanying statement outlining the urgent business.

The rules for the conduct of an Extraordinary General Meeting are those detailed in Article 10 which govern the conduct of a General Meeting.

12. The management group may establish zonal groups to consider the development and subsequent operation of a management scheme with relevance to various parts of the European Marine Sites and working groups to address issues of general applicability bearing on the work or the administration of the Association. Membership of these groups from within the Association is by invitation. Such groups, once established, are encouraged to consult widely if this is appropriate to their remit. However, the Chairman and members of such groups must make it clear in any public pronouncement that the findings of the group, including its final report and recommendations, have no official standing until they have been considered and adopted by the Association.
13. The Association is to appoint independent auditors to verify the accounts of the Association annually. It is the duty of the Hon. Treasurer, every member of the management group and those engaged by the Association under Article 7 to give to the auditors such information and explanation as they may require.
14. Any alteration to this Constitution shall be considered at a General Meeting of the Association following which, any changes to meet the wishes of the members present having been incorporated, a definitive version shall be circulated to all member relevant authorities giving notice that it will come into effect thirty days from the date of its dispatch unless five or more objections are received before that period expires. If five or more objections are received an Extraordinary General Meeting will be convened and the procedure will be repeated.
15. The Association may be dissolved on the recommendation of the management group by a resolution carried by more than two thirds of the votes cast by members present at a General Meeting or at an Extraordinary General Meeting. If upon dissolution of the Association there remain, after the satisfaction of all its debts and liabilities and the realisation of any assets that have any value, any property whatsoever that property shall be transferred to an association or organisation or several such associations or organisations having Objects similar to the Object of this Association as may have been chosen by the members at or before dissolution or, if no such choice has been exercised, by any person who then has jurisdiction in the matter.
16. In this Constitution:
 - (a) words importing gender include the other gender;
 - (b) the singular includes the plural and vice versa;
 - (c) references to numbered Articles are to the numbered Articles of this Constitution and specifically, where stated, to sub-paragraphs.