

**Gadbrook Park Business
Improvement District (BID) Group**

Constitution

This Constitution is valid from 1st November 2014 – 31st October 2019

THE CONSTITUTION

1.0 Name

The group will be known as the **Gadbrook Park Business Improvement District (BID) Group**, hereinafter referred to as 'the Partnership'.

2.0 Aim

The Partnership is an association of Gadbrook Park businesses, Cheshire West and Chester Council and Groundwork CLM who are committed to working together in order to improve the trading environment for companies located on Gadbrook Park in line with the BID Proposal approved by companies in July 2014.

3.0 Key objectives 2014-2019

1. To provide a safe and more secure Business Park
2. Develop and maintain a range of environmental assets across the Business Park and Business Centre and work towards providing sustainable travel options for Gadbrook Park
3. Provide a co-ordinated and supported Business Community

These three objectives will be implemented through a BID proposal, which was approved by businesses on the business park on the 23rd July 2014.

4.0 The role of the Gadbrook Park BID Group

Gadbrook Park BID Group is a facilitator. The Partnership is committed to identifying business needs and ambitions and enabling projects to be delivered by:

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

5.0 Geographical area of responsibility

The Partnership's key objectives focus on Gadbrook Park, which includes the Gadbrook Business Centre, Gadbrook Road, Gadbrook Way, Rudheath Way and School Road.

6.0 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 Gadbrook Park BID Group through the Annual General Meeting and a Gadbrook Park BID Group Summer Meeting.

7.0 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 Board.

8.0 Membership

8.1 The Partnership

- i. Businesses that are based on Gadbrook Park who are liable for a non-domestic rates bill, and accordingly a levy under the BID are, through payment of this mandatory levy, members of the Gadbrook Park BID Group. Each business will be entitled to a single membership position or vote, regardless of the number of hereditaments held upon the business park.
- ii. For a meeting of the Gadbrook Park BID Group Partnership to be quorate at least seven members must be present.

8.2 The Executive Board

The Executive Board shall have no more than 9 members which will include a Chair, a Deputy Chair and a Treasurer.

- i. The Executive Board consists of volunteers elected from the membership of the Gadbrook Park BID 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 Gadbrook Park BID Group. The Project Management Organisation (PMO) for the partnership is Groundwork CLM. 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 have a Chair, a Deputy Chair and a Treasurer, who will be appointed from within the elected Executive Board, once the Executive Board has been established.
- vi. At the Annual General Meeting two board members shall stand down. However, no member will be expected to stand down more than once for the duration of the BID running from November 2014 to October 2019.
- vii. 21 days prior to each Annual General Meeting eligible persons can be nominated for election onto the Executive Board. This may include existing board members that are to stand down. Applications will be presented to the Gadbrook Park BID 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.

- viii. Elected Members may be removed from the Executive Board by a majority vote from the remaining Executive Board members.
- 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. However, any such co-opted member shall stand down at the AGM.

9.4 The appointed project management organisation (PMO)

- i. Groundwork CLM has been appointed as the Project Management Organisation (PMO).
- ii. Groundwork CLM will be responsible for co-ordinating the partnership and ensuring that the funds collected by the Local Authority are spent in line with the Gadbrook Park BID Proposal.
- iii. The PMO will act as the BID Body, on behalf of the Gadbrook Park BID 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 Gadbrook Park BID Group and the Executive Board.
 - Produce an audited statement of expenditure, detailing income received from the BID 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 2014 and 2019.
 - Employ a Business Park Manager.

9.5 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 Chair or the Partnership Project Manager (PPM) written notice to that effect.

9.6 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 member.

Each eligible 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 five elected members of the Executive Board shall constitute a quorum for a meeting of the Executive Board.

Any seven members of the Gadbrook Park BID Group shall constitute a quorum for a meeting of the Gadbrook Park BID Group or Annual General Meeting.

- **Minutes**
Minutes shall be kept of the Executive Board, Annual General Meeting and Gadbrook Park BID 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 an interest where partnership decisions will impact on a stated interest.

10.0 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 at 12 month intervals. At least 21 clear days' notice shall be given to members of the Gadbrook Park BID 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 report on Key Objectives;
- 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 elect members to fill vacancies on 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.

11.0 Records

The proposal for the BID on Gadbrook Park, 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 CLM office based on Navigation Road, Northwich, CW8 1BE.

12.0 Finance and delegated powers of expenditure

Groundwork CLM 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 General Meetings and at each meeting of the Executive Board.

Groundwork CLM will report to the Executive Board on the key objectives at each Board Meeting.

The delegated authority level for financial expenditure of the Executive Board is up to a value of £25,000 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.

13.0 Employees

The Partnership will not be directly responsible for employing staff. Employment, development and management responsibility for PPM 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 PPM and other staff dedicated to supporting the Partnership but ultimate Line-Management and directive responsibility lies with the PMO as the employer.

14.0 PR and Media protocol

Press and media enquiries shall be referred to the Chair or PPM before any official statement is made by individual members of the Executive Group on behalf of the Partnership.

15.0 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 BID.
- 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 12 of this constitution.
- Monitoring and reporting to members of the Gadbrook Park BID Group on the achievement of key performance indicators and expenditure.
- Considering the views and desires of the business community

16.0 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 Bids (England) Regulations 2004.

17.0 Dispute Resolution

Should there be a dispute between the parties concerning any matter arising from or in connection with this Agreement; the parties will use reasonable endeavours to settle the matter through the Centre for Effective Dispute Resolution (CEDR) based at the International Dispute Resolution Centre, 70 Fleet Street, London EC47 1EU in accordance with their dispute resolution procedure set out below:

- Any dispute which has not been resolved between the parties within 10 Business Days of the matter being raised by one to the attention of the other, may be escalated by either party to the Executive Board, by notice in writing. If the dispute has not been resolved within 20 Business Days of such notice, the parties will attempt to settle it by mediation in accordance with the CEDR Model Mediation Procedure. Unless otherwise agreed between the parties, the mediator will be nominated by CEDR. To initiate the mediation a party must give notice in writing (the “ADR notice”) to the other party to the dispute requesting mediation. A copy of the request should be sent to CEDR. The mediation will start not later than 20 Business Days after the date of the ADR notice.
- Escalation of a dispute or the commencement of a mediation will not prevent the parties commencing or continuing court proceedings.

However, it should be noted that this course of action is **NOT** legally binding and parties are encouraged to seek legal counsel in the event of a dispute.

18.0 Indemnity

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

- For any loss to the Partnership by reason of any expense or liability made in good faith (so long as he/she shall have sought professional advice before making such decision); 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 or PPM 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 or PPM)
- 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 Chair of the Executive Board not less than 14 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 in attendance of the Gadbrook Park BID Group on Tuesday 21st July 2015

Chair of Gadbrook Park BID Group

Name

Signed

Date

Executive Board Member of Gadbrook Park BID Group

Name

Signed

Date