

1 Name

- 1.1 The organisation shall be known as the “Cheshire West Governance Association”.
- 1.2 All Boards from any UK Governing Educational Institutions including school Local Governing Bodies (LGBs), Further Education Boards, Multi-Academy Trust Boards (MATs), Local Governing Committees, Local Education Committees and individual Clerks and Professional Governance individuals who are affiliated to the Association and have paid their membership fee shall comprise the Members of the Association. They shall hereafter be called Governing Bodies in this Constitution.

2 Aims of the Association

- 2.1 The aims of the Association are:
- to provide a local democratic learning and discussion forum open to those connected with educational governance within Cheshire West and Chester Local Authority including those independent schools and also governance and education establishments from other Local Authority areas who are affiliated to the Association;
 - to assist Governing Bodies to further the interests of pupils in Cheshire West and Chester educational establishments;
 - to work together in partnership and in co-operation with Governing Bodies, CEOs, Headteachers, Principals, School Staff, Parents, Students, and the Local Authority to promote a stronger cohesion across the local educational sector and encompassing the different communities in Cheshire West and Chester;
 - to provide a base for sharing and promoting good practice in the establishment of excellent governance including Governing Bodies aims and values;
 - to provide an open and inter-active channel of communication with the Local Authority and a mechanism for consultation on matters affecting Governing Bodies;
 - to work effectively with the Local Authority, Regional Director (North West), and other relevant bodies;
 - to promote the training and development of Trustees and governors; and
 - to make representations to the Local Authority, Central Government, and other relevant bodies on matters of common concern.
- 2.2 The Association will be independent of any political party and will welcome the participation of Trustees and governors irrespective of their role in, or membership of, any political party.
- 2.3 Members of the Association, and members representing the Association itself, are expected to clearly show respect for other members views which might differ from their own views or those of the Association.

3 Membership of the Association

- 3.1 Membership of the Association is open to individuals who are members of Governing Bodies, as well as Governing Body organisations in Cheshire West and Chester. Individuals and Governing Bodies from other Local Authorities areas can join the Cheshire West Governance Association.
- 3.2 An individual or Governing Body will be affiliated to Cheshire West Governance Association by way of replying and acknowledging to the Associations’ yearly membership subscription form submitted to the Association and on payment of the membership fee set out in paragraph 16 of this Constitution.
- 3.3 An individual or Governing Body may resign from membership of the Association on giving notice to the Secretary at any time but shall not be entitled to any reimbursement of its membership fee.

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- 3.4 Any individual or Governing Body which fails to pay its annual membership fee by the due date set by the Executive Committee shall cease at that time to be a member of the Association.
- 4 Officers of the Association
- 4.1 The Association at its AGM in each year shall appoint by election the following Officers:
- The Chair. The duties of the Chair shall be to Chair meetings of the Association including the AGM; to represent the Association at functions/meetings that the Association has been invited to; and to act as the spokesperson of the Association when necessary.
 - The Vice-Chair. The duties of the Vice-Chair shall be to act as the Chair in their absence.
 - The Secretary. The duties of the Secretary is to be responsible for ensuring the smooth operation of Association activities, legal compliance, and record keeping.
 - A Treasurer. The duties of the Treasurer shall be to supervise the financial affairs of the Association and to keep proper Accounts that show all monies received and paid out by the Association and to ensure appropriate controls over all income and expenditure.
- 4.1.1 Nothing within this Constitution prevents the appointment of Co-Chairs as long as the correct nominations and election procedures are followed.
- 4.1.2 Where Co-Chairs are appointed following an election, there will be no requirement for the Association to appoint a Vice-Chair.
- 4.1.3 In some circumstances, it may be necessary for the Chair or Vice-Chair to act in an additional capacity (such as Treasurer or Secretary). Where this is proposed, full details will be provided with the papers for the AGM.
- 5 Election of the Executive Committee
- 5.1 Subject to the arrangements set out below on co-option, the Executive Committee shall normally consist of up to twelve members elected at the AGM and up to four co-opted members (see paragraphs 5.6 and 5.7).
- 5.2 The Executive Committee members will be selected through an election process agreed by the Executive Committee, but every Member of the Association shall be entitled to nominate candidates and vote in a secret ballot if multiple nominations for each post are received.
- 5.3 Members elected at the AGM to the Executive Committee shall serve for a period of four years and may stand for re-election. Members of the Executive Committee should, in normal circumstances, serve no more than two terms of office. Exceptions to this term of office are subject to approval by the Executive Committee.
- 5.4 An Officer appointed under paragraph 4.1 shall be allocated one of the four co-opted places referred to in paragraph 5.1 if appropriate.
- 5.5 Co-opted places on the Executive Committee shall be determined by the elected members of the Committee taking into account paragraph 5.4 above and the need to ensure that the Committee's membership reflects:
- the types of Governing Bodies to be represented
 - the geographical spread of representation across the Cheshire West & Chester Local Authority area
- 5.6 The Committee may co-opt other persons from time to time where it feels this would assist in its deliberations within the constraints defined in paragraph 5.1.
- 5.7 The Executive Committee shall determine the term of office of any person co-opted to the Committee.

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6 The Executive Committee

- 6.1 The Executive Committee may establish sub-committees to undertake specific tasks and will in such cases set out the terms of reference of each sub-committee, its membership, and any time limited constraints. The Executive Committee may appoint the Chair of the sub-committee and the Vice-Chair if appropriate or may decide to leave any appointments to the body itself. Membership of such subordinate committee is not to be restricted only to Members of the Executive Committee.
- 6.2 Voting at the Executive Committee shall normally be by a show of hands and decisions reached on the basis of a single majority of the votes cast. Any Member may request that there contain, within the minutes a record of how they voted or abstained. In the event of an equality of votes the person Chairing or presiding the meeting shall not have a casting vote.
- 6.3 The Executive Committee is responsible for
- furthering the aims of the Association
 - implementing decisions taken at the AGM
 - leading the Association in the conduct of its affairs
 - responding to proposals and initiatives from any Governing Bodies or individual that is a current member of the Association
 - making such appointments as fall to the Executive Committee for determination
 - overseeing the day-to-day work of the Association
 - ensuring that the Officers represent the Association effectively in a manner that reflects the Association's aims and policies
 - ensuring that the Accounts are audited at least annually to comply with any legal requirements or as required by the Executive Committee
 - ensuring that all members of the Executive and Officers do not bring the Association into disrepute by their words, actions, or inactions. If any such issue is reported to any Member of the Executive Committee, it is for the Officers to take appropriate measures to minimise any such disrepute, which could be suspension for a set time or up to and including requiring the prompt resignation of the member of the Executive Committee
- 6.4 The Executive Committee shall meet at least once in each school term. Meetings can be held either in person, electronically or as a hybrid.
- 6.5 The quorum at meetings of the Executive Committee shall be not less than one third of the Executive Committee members with a minimum of 3 Officers.
- 6.6 The Committee may set up regional groups across Cheshire West & Chester Local Authority to ensure effective participation in the work of the Association where it feels this is appropriate and beneficial.
- 6.7 A member who, without the consent of Executive Committee has failed to attend a Committee meeting for a continuous period of six months beginning with the date of the first such meeting the member fails to attend, is, on the expiry of that period, disqualified from continuing to hold Office as a member of the Executive Committee.
- 6.8 Each Officer of the Association should declare any pecuniary interest on appointment and at the start of each meeting that may reasonably be regarded as a conflict of interest related to an agenda item.
- 6.9 Officers of the Association receive no payment for providing their services and time to the Association.
- 6.10 Officers of the Association may claim reasonable travel expenses for attending meetings of the Association or when representing the Association at an external event.

7 Annual General Meeting (AGM)

- 7.1 The AGM shall be held annually on date to be agreed by the Executive Committee. The notice period for the AGM will be not less than 21 days before the AGM.

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- 7.2 The AGM in any year must be held no later than fifteen months from the last AGM.
- 7.3 Each Governing Body with a current membership shall be entitled to representation at the AGM through its nominated representative or a substitute.
- 7.4 Each nominated Trustee or governor, or in their place a substitute, shall be entitled to vote on behalf of their Governing Body on any matter at the meeting.
- 7.5 The business to be transacted at the AGM shall be to:
- confirm the Minutes of the previous AGM meeting as a true record;
 - appoint, as required, the Officers covered under paragraphs 4.1 above;
 - receive and consider a report from the Executive Committee on its work over the preceding year;
 - receive and consider the Treasurer's report on the Association's financial position;
 - consider any valid proposals submitted by a Governing Body or an Officer of the Executive Committee;
 - consider any valid proposal to amend the Constitution;
 - consider any other business as may be determined by the Executive Committee.
- 7.6 Items of business from a Governing Board or the Executive Committee or proposals to change or amend the Constitution must be notified to the Secretary of the Association not later than twenty-one days before the AGM.
- 7.7 Nominations for appointments to Officers from the membership or the Executive Committee must be notified to the Secretary of the Association not later than 14 days before the AGM.
- 7.8 Decisions at the AGM shall be by a simple majority of the votes cast. In the event of an equality of votes the Chair or the person presiding shall not have a casting vote.
- 7.9 The Chair, or Vice Chair in the Chair's absence, may agree to consider items at the AGM that were not included on the Agenda, where in their sole opinion the matter is urgent.
- 7.10 The quorum at the AGM shall be 10 nominated representatives or substitutes of the Association.
- 8 Urgent Business
- 8.1 Any business which is urgent and cannot await the next meeting of the Association will be decided by the Chair, or in their absence the Vice-Chair.
- 9 Chairing of Meetings
- 9.1 Unless provided otherwise in this Constitution, the Chair of the Association, or in their absence the Vice-Chair will preside over meetings of the Association. If neither is present, then the body shall elect a person to Chair the meeting from amongst its number.
- 10 Extraordinary General Meeting
- 10.1 The Executive Committee may decide to call an extraordinary meeting of the Association at any time where it considers it important and necessary for an issue to be discussed by the full body and will normally give 14 days prior notice.
- 11 Record of Proceedings
- 11.1 The Secretary shall ensure that the paid Administration Support keeps a record (agenda, minutes and any supporting papers) of all proceedings of meetings of the Association and any sub-committee body and such records shall be available for inspection by any Member of the Association subject to any requirements to preserve confidentiality. The Officers will ensure legal and regulatory compliance. Such tasks may be delegated to a paid administration Contractor of the Association but the responsibility for ensuring all appropriate records are kept remains with the Secretary or the Officers as appropriate.
- 12 Resignation of Office Holder or Executive Committee Member

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- 12.1 Where an office holder under 4.1 or an elected Executive Committee Member resigns or ceases to be eligible for that position, the Executive Committee shall consider what steps, if any, to take to fill the vacancy.
- 13 Membership of the National Governance Association
- 13.1 The Executive Committee of the Association will decide on an annual basis at the AGM whether the Association should be an Associate or Affiliated member of the National Governance Association.
- 14 Attendance at External Events
- 14.1 The Executive Committee may appoint representatives of the Association to attend national and/or regional organisations, conferences and seminars in order to further the aims of the Association.
- 14.2 The Association will meet any reasonable fees involved and will pay appointed delegates reasonable travel and subsistence costs as determined from time to time by the Executive Committee.
- 15 Financial Year
- 15.1 The Association's financial year shall be from 1st April to 31st March.
- 16 Membership Fees
- 16.1 The fee for affiliation to the Association shall be at a level to be agreed by the Executive annually.
- 16.2 The annual membership fee can only be increased above £60 by a resolution of the Association at its AGM or at an Extraordinary General Meeting.
- 17 Press Releases/Statements/Attendance at Meetings
- 17.1 The Chair of the Association, or in their absence, the Vice-Chair or Secretary, is authorised to issue press releases or to make statements on behalf of the Association. Members of the public/press may attend committee and sub-committee meetings by invitation only.
- 18 Eligibility
- 18.1 Nominations made to the Executive Committee will only be accepted from individuals from a current member of a Governing Body that is a member of the Association.
- 18.2 Where a Member of the Executive Committee or an Office holder ceases to be a member of a Governing Body, his/her appointment shall cease on the same date.
- 18.3 Any individual can only be present at a meeting of the Association when he/she is a current member of a Governing Body that is a member of the Association.
- 19 Dissolution of the Association
- 19.1 In the event of dissolution of the Association, the net assets of the Association shall be distributed equally to those Governing Bodies that are in membership at that time and their annual membership fee has been paid for the current year.
- 20 Interpretation of the Constitution
- 20.1 The ruling of the Chair of the Association or a person presiding at a meeting on the interpretation or application of this Constitution or any of its provision must be followed.
- 21 Date of Implementation
- 21.1 This Constitution was approved at the Annual General Meeting of the Association held on 15th July 2025 and comes into effect immediately.



Cheshire West Governance Association

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Signed

A handwritten signature in black ink, appearing to read "Debbie", followed by a horizontal line.

Debbie Tomkinson - Chair of the Association

Date

15th July 2025

APPROVED