

Constitution of Wye Salmon Association

[an Unincorporated Organisation]

Adopted on: 9th March 2012.

Latest revision: 1st March 2017

Latest revision 29th May 2025

1. Name of association

The name of the association is Wye Salmon Association ('WSA')

2. Administration

The association will be managed under this constitution by the members of the WSA Steering Team, as provided by clause 6 ('the steering team').

3. Strategic Goals

to drive the necessary actions, urgently needed, to halt the decline of Atlantic Salmon in both the main River Wye and its sub catchments.

support a science led approach ensuring Atlantic Salmon reach and exceed sustainable conservation levels via water quality, habitat improvement and recognised positive population improvement techniques.

work, in a constructive manner, with all appropriate stakeholders, including local, national and international regulators and advisory bodies.

provide its supporters and all angling interests with a voice in this process and to encourage game angling as a pastime to all.

4. Powers

The following powers may be used by the steering team provided; they are used to promote the strategic goals, they comply with all relevant laws and consents are obtained where necessary.

- a) Power to invite and receive contributions.
- b) Power to raise funds, as long as the steering team does not undertake any substantial permanent trading activities.
- c) Power to set any membership subscription.
- d) Power to cooperate with other organisations, voluntary bodies and statutory authorities who have identical or similar objects, and to exchange information and advice with them.
- e) Power to establish or support any charitable trusts, associations or institutions to achieve all or any of the strategic goals.

- f) Power to establish any advisory committees necessary.
- g) Power to do all other things necessary for the achievement of the strategic goals

5. Membership

5.1 Any person or organisation is eligible to become a member of the association if he or she:

- a) is interested in promoting the strategic goals;
- b) has paid the association's annual subscription; and
- c) whose application has been accepted by the steering team.

5.2 The steering team can end a person's membership only if:

- a) the steering team unanimously agrees that the membership should be ended; and
- b) the person is given the right to be heard by the steering team accompanied by a friend before a final decision is made.

6. Steering Team

6.1 The steering team shall manage the affairs of WSA and may for that purpose exercise all the powers of WSA. It is the duty of each steering team member:

- a) to exercise his or her powers and to perform his or her functions in the way he or she decides in good faith would be most likely to further the purposes of WSA; and
- b) to exercise, in the performance of those powers, such care and skill as is reasonable in the circumstances having regard in particular to any special knowledge or experience that he or she has or holds himself or herself out as having.

6.2 Eligibility for Steering Team membership

No individual may be appointed to steering team if;

- a) he or she is under the age of 18 years, and until
- b) he or she has expressly acknowledged, in whatever way the steering team decide, his or her acceptance of the office of steering team member

6.3 Number of Steering Team Members.

There must be at least five steering team members to include a Chair, Vice Chair, treasurer and secretary. If the number falls below this minimum, the remaining members may act only to call a meeting of the steering team, or appoint new members.

There is no maximum number of steering team members that may be appointed to WSA.

6.4 Appointment of Steering Team Members

- a) every member must be appointed by a majority of the steering team.
- b) In selecting individuals for appointment as members, the steering team must have regard to the skills, knowledge and experience needed for the effective administration of WSA.

- c) The steering team may, in addition, appoint not more than four 'co-opted members'.

6.5 The steering team will take out indemnity insurance to protect steering team members for liabilities they may incur for negligence, default, breach of duty or breach of trust.

6.6 Termination of membership of the steering team;

A member will no longer be a member of the steering team if he or she:

- a) is absent from all steering team meetings held over twelve months, or
- b) notifies the steering team that he or she wishes to resign.

7. Steering Team members and personal interest

7.1 A member of the steering team can be repaid for any reasonable out-of-pocket expenses incurred on behalf of WSA.

7.2 Any members of the steering team may charge and be paid for professional, trade or other services provided by them or their firms when instructed by the other members of the steering team. At no time must a majority of the steering team members benefit under this provision. Members of the steering team must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

7.3 None of the income or property of WSA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of WSA.

8. Meetings and proceedings of the steering team

8.1 The steering team will hold at least one ordinary meeting each year. A special meeting may be called at any time by the chair or by any two members. The steering team members must be notified of the matters to be discussed at least four days before the meeting.

8.2 The chair will act as chair at meetings of the steering team. If the chair is absent, the vice Chair, if not the attending members of the steering team will choose one member to be chair of the meeting before any other business is done.

8.3 At least one-third of the members of the existing steering team, but never less than three steering team members, must be present for a meeting to be valid.

8.4 Every matter will be decided by a majority of votes of the attending steering team members. In the case of equality of votes, the chair of the meeting will have a second or casting vote.

8.5 The steering team will keep notes of decisions and actions of meetings of the steering team and any sub-committee.

8.6 The steering team may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.

8.7 The steering team may appoint sub-committees to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the steering team.

9. Receipts and expenditure

9.1 The funds of WSA, including all donations, contributions and bequests, will be paid into WSA bank accounts operated by the steering team in the name of WSA, at a bank chosen by the steering team. All cheques drawn on the account must be signed by at least two members of the steering team.

9.2 The funds belonging to WSA will be used only to further its strategic goals.

10. Accounts

The steering team must:

- a) keep the association's accounting records;
- b) preparing the association's annual statements of account;
- c) ensure audit by independent examination of the association's statements of account; and
- d) transmit WSA statements of account to all WSA members via the WSA website.

11. Special general meetings

Special general meetings of WSA can be called:

- a) by the steering team at any time; or
- b) by the steering team if 10 or more WSA members write a request including the business to be considered.

All members of WSA must be notified of the business to be discussed at least 21 days before a special general meeting.

12. Procedure at general meetings

- a) a person specially appointed by the steering team, will keep notes of decisions and actions at every general meeting of WSA.
- b) at least ten members of WSA, excluding steering team members, but never less than 10, must be present at any general meeting for it to be valid.

13. Notices

Any required notice must be served on WSA members by email or in writing. Any email or

letter sent will be considered received after 5 days.

14. Alterations to the constitution

14.1 Subject to the following sub-clauses, the constitution may be altered by a resolution passed by at least two-thirds of the steering team members present and voting at a steering team meeting. The notice of the steering team meeting must include the terms of the proposed alteration.

14.2 No amendment may be made which would have the effect of making the association cease to be a association by law.

15. Dissolution

15.1 If the steering team decides that it is necessary or advisable to dissolve the association, it will call a meeting of all WSA members.

15.2 Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting.

15.3 If the proposal is approved by two-thirds of those present and voting, the steering team will have the power to realise any assets held by or on behalf of the WSA.

15.4 Any assets remaining after all proper debts and liabilities are paid will be transferred to associations or charities with identical or similar strategic goals, as decided by WSA members.

Signed

Stuart Smith: _____ Dated: 29th May 2025

Peter Chilton: _____ Dated: 29th May 2025

Paul Vernon: _____ Dated: 29th May 2025

Purposly left blank.....