

The Meppershall Messenger

The Meppershall Messenger (Magazine Committee),
C/O The Treasurer, 16 Brookmead, Meppershall, Bedfordshire, SG17 5SA



Arms of the de Meppershall Family

Constitution

1. Name

- 1.1 The name of the organisation is The Meppershall Messenger (Magazine Committee) hereinafter referred to as 'The Magazine').

2. Administration

- 2.1 Subject to the matters set out below, The Magazine shall be administered and managed in accordance with this constitution by members of The Magazine Committee, constituted by Clause 7 of this Constitution hereinafter referred to as 'The Committee' as an unincorporated association.

3. The Objects of The Magazine

- 3.1 The Objects of The Magazine (hereinafter referred to as 'The Objects') are:
- 3.1.1 To produce and distribute free of charge a magazine to and for the residents of the village of Meppershall, Bedfordshire in as many issues each year as The Committee shall from time to time decide;
- 3.1.2 To ensure relevant content for each magazine as determined for each issue by the Editor who will aim at a mix of information and entertainment and to ensure that, to the greatest extent compatible with editorial control, the contents of the magazine are generated within the village of Meppershall and represent the broadest possible spectrum of village activities;
- 3.1.3 To distribute each magazine by post to such former residents and others as The Committee may from time to time decide;
- 3.1.4 To ensure the costs of production and distribution shall be covered by selling advertising space within each magazine and/or distributing advertising material within each magazine;
- 3.1.5 To set advertising rates at levels calculated to cover anticipated costs and to maintain a contingency reserve.

4. Powers

- 4.1 In furtherance of The Objects, The Committee may exercise the following powers:
- 4.1.1 Power to raise funds and to invite and receive grants, donations and other contributions;
- 4.1.2 Power to buy or lease and to maintain any equipment or materials necessary for the achievement of The Objects;
- 4.1.3 Power to buy, take on lease or exchange any property necessary for the achievement of The Objects and to maintain and equip it for use;
- 4.1.4 Power to sell, lease or dispose of all or any part of the property of The Magazine;
- 4.1.5 Power to borrow money and to charge all or any part of the property of The Magazine

- with repayment of the money so borrowed;
- 4.1.6 Power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, provided that such activity is carried out for the benefit of any of The Objects, or for non-commercial organisation(s) agreed by The Committee, and where appropriate, to levy a charge for such activity, such as to cover the reasonable expenses of The Committee for the services provided;
 - 4.1.7 Power to organise special events, for the purposes of fundraising, as The Committee may determine;
 - 4.1.8 Power to co-operate with other organisations in the village of Meppershall, or elsewhere, in furtherance of any of The Objects or of similar purposes;
 - 4.1.9 Power to provide indemnity insurance cover for the members of The Committee (or any of them) out of the funds of The Magazine: Provided that any such insurance shall not extend to any claim arising from any act or omission which members of The Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed in reckless disregard of whether it was a breach of duty or breach of trust or not;
 - 4.1.10 Power to decide from time to time to raise additional funds, not being advertising funds, for the magazine by participating in any activity that it sees fit, but only for the purposes of maintaining a reasonable contingency-funding reserve;
 - 4.1.11 Powers to do all such other lawful things as are necessary for the achievement of The Objects.

5. Voluntary Assistance

- 5.1 Voluntary Assistance to The Magazine shall be open to those who are interested in furthering The Objects and who shall be admitted by The Committee.
- 5.2 Those wishing to offer voluntary assistance to The Magazine should apply in writing to The Editor who shall inform the Committee of their names no later than the next meeting of The Committee. The Committee will confirm acceptance of the voluntary assistance and advise those so offering assistance of The Committee's acceptance. The Editor shall be responsible for ensuring records are kept of those offering voluntary assistance.
- 5.3 The Committee may by unanimous vote and for good reason require any individual providing voluntary assistance to cease providing such assistance, provided that the individual, accompanied by a friend, shall have the right to be heard by The Committee, before a final decision is made at the next Annual General Meeting (A.G.M.).

6. Committee Members

- 6.1 At the Annual General Meeting there shall be elected from the residents of the village the following Committee Members, who shall hold office from the conclusion of that meeting for a period not exceeding 12 months when that Committee Member may seek re-election:
 - 6.1.1 The Editor (who shall act as chair for any committee meetings);
 - 6.1.2 The Treasurer; and
 - 6.1.3 The Advertising and Distribution Manager.

7. Magazine Committee

The Committee shall consist of:

- 7.1 Those specified in the preceding clause and not more than two other members The Editor may co-opt from time to time.
- 7.2 All the members of The Committee shall retire from office together at the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 7.3 A member of The Committee shall cease to hold office if she/he:
 - 7.3.1 Has been convicted of any offence involving dishonesty or deception;
 - 7.3.2 Has been adjudged bankrupt or sequestration of her/his estate has been awarded and she/he has not been discharged;
 - 7.3.3 Has made a composition or arrangement with, or granted a trust deed for, her/his creditors and has not been discharged;
 - 7.3.4 Has been removed by the Charity Commissioners or by any court or under the Company Directors Disqualification Act 1986 or the Insolvency Act 1986 from being concerned with the management or control of any body;
 - 7.3.5 Has become incapable by reason of mental disorder, illness or injury of managing her/his affairs;
 - 7.3.6 Is absent without the agreement of The Editor from all its meetings held within a period of twelve months and The Committee resolves that she/he shall cease to hold office;
 - 7.3.7 Notifies The Committee of her/his resignation, giving one month's notice: Provided that at least three members of The Committee will remain in office when the notice of resignation is to take effect.
- 7.4 For each year, commencing in April, The Committee will decide the number of issues to be produced of the magazine and the months in which they will appear.
- 7.5 For each year, commencing in April, The Committee will agree the rates to be charged to advertisers.

8. Functions

The functions of the committee members shall be as follows, but these functions may be varied from time to time by resolution of The Committee:

8.1 The Editor:

- 8.1.1 Shall have overall responsibility for producing The Magazine in the number and timing of issues;
- 8.1.2 Shall be responsible for the content of The Magazine and retain complete discretion to include, decline or alter material as required in his/her judgement;
- 8.1.3 Shall gather material for publication and assemble it into a format suitable for printing;
- 8.1.4 Shall provide original documentation suitable for photocopying or other means of printing or online publication;
- 8.1.5 Shall accept occasional one-off advertisements, to appear in the text section of The Magazine, and shall be responsible for collecting and remitting to The Treasurer any fees charged for them;
- 8.1.6 Shall chair all meetings of The Committee in person, or otherwise ensure that a suitable committee member will be present to deputise at any meeting of The Committee;
- 8.1.7 Shall produce and circulate a suitable record of committee meetings and minutes of AGM's;

- 8.1.8 Shall conduct correspondence on behalf of The Committee, as necessary as Editor, or as agreed by The Committee;
- 8.1.9 Shall solicit copy/advertising for The Magazine for events taking place in the village or elsewhere from village organisations, or those connected or otherwise associated with the village.

8.2 The Treasurer:

- 8.2.1 Shall be responsible for holding and managing the assets (including bank accounts) of The Committee;
- 8.2.2 Shall be responsible for collecting the advertised charges from the advertisers, as approved by The Advertising and Distribution Manager;
- 8.2.3 Will settle any invoices or other debts occasioned by The Magazine from its assets;
- 8.2.4 Shall produce an up-to-date account of the financial status of The Magazine to each meeting of The Committee;
- 8.2.5 Shall produce an annual report and accounts for each A.G.M.;
- 8.2.6 Shall cause any such annual report and accounts to be subject of independent audit and scrutiny prior to submission to the A.G.M.;
- 8.2.7 Shall cause any enquiries to be made as necessary to secure additional funds by way of grants or other such disbursements for the benefit of the contingency reserve, or any other project underwritten by The Committee.
- 8.2.8 Shall arrange for voluntary assistance for the purposes of printing, folding and collating The Magazine.
- 8.2.9 Shall arrange for distributing The Magazine by post, outwith the village, in accordance with Clause 3

8.3 Advertising and Distribution Manager:

- 8.3.1 Shall solicit advertisers, at the rates set by The Committee, for that year;
- 8.3.2 Shall obtain advertising copy of the agreed requirements and shall make it available in a format suitable for printing in March each year or otherwise as appropriate;
- 8.3.3 Shall, with reasonable notice, cause any amendments to be made to existing advertisements, following application for change by any advertiser in The Magazine;
- 8.3.4 Shall arrange for the copy to be prepared in such a manner that it can be, for each issue both text and advertisements, to be reproduced in such numbers and in such format as she/he shall determine from time to time;
- 8.3.5 Shall arrange for distributing The Magazine within the village and elsewhere as in Clause 3;
- 8.3.6 Shall provide to The Treasurer details of any postage and packaging, or other costs reasonably incurred in distributing The Magazine for reasonable recompense.

9. Meetings of The Committee

- 9.1 The Committee shall hold up to four General Committee Meetings (GCM's) each year.
- 9.2 Additional "Special Meetings" may be called by The Editor or by any two members of The Committee upon not less than seven days notice being given to all members, of the matters to be discussed.

10. Procedure at General Committee Meetings

- 10.1 All GCM's shall be chaired by The Editor appointed at the preceding A.G.M. or, in her/his absence, by a member appointed at the beginning of the meeting. The Editor or a

- member specially appointed by the meeting shall keep a full record of proceedings at every GCM.
- 10.2 There shall be a quorum when three members of The Committee are present at the GCM.
 - 10.3 When a vote is taken the matter shall be decided by a majority of those present and voting. In the case of equality of votes the chair shall have a second or casting vote.
 - 10.4 The Editor shall keep minutes of the proceedings of all GCM's and A.G.M.'s.
 - 10.5 In the absence of The Editor, the first business of the GCM shall be to ensure that a substitute chair is appointed for the duration of the meeting.
 - 10.6 The Treasurer shall provide an update to the Committee of the current financial position of The Magazine.

11. Receipts and Expenditure

- 11.1 The funds of The Magazine including all donations, contributions and bequests, shall be paid into an account operated by The Treasurer in the name of The Magazine at such bank or other financial institution, as The Committee shall from time to time decide. Funds belonging to The Magazine shall be applied only in furthering The Objects.
- 11.2 At its sole discretion, The Committee may select or change bank or building society accounts which hold The Magazine's assets.
- 11.3 Such Magazine accounts may be operated by The Treasurer as online accounts, for the purposes of transferring funds between accounts for the purposes of ensuring that all debtors can be paid and maximum investments on assets can be realised.
- 11.4 All cheques, and any other instruction to a financial institution for withdrawal of funds, shall be signed by at least two signatories. The Committee annually at The Committee's first meeting following the A.G.M. shall appoint signatories.
- 11.5 Where funds are received by donation, grant, gift, bequests or otherwise for specifically designed purposes, such funds shall be held and reported in the accounts as "Restricted Funds" and shall be used only for the purposes defined by the donor(s). If such moneys cannot be spent in accordance with the conditions of their donation, any unspent balance shall be returned to the donors or to their trustees, or otherwise used only as the donors or trustees permit. In the absence of such requirement or permission, after reasonable notice to the donors(s) or trustee(s), The Committee shall apply such funds to purposes as near as possible to those for which they were granted.
- 11.6 On application to The Treasurer, any committee member, or other authorised person on their behalf, shall be reimbursed from the assets of The Magazine for any expenses necessarily incurred in the exercise of her/his function as a committee member.

12. Accounts

- 12.1 The Treasurer shall present to each GCM of The Committee an up-to-date statement of the accounts.
- 12.2 The Treasurer shall prepare annual statements of accounts which, after examination by an independent person appointed by The Committee, shall be presented to the A.G.M.

13. Indemnity

13.1 No member of The Committee shall be liable:

- 13.1.1 For any loss to the property of The Magazine by reason of any improper investment made in good faith (so long as she/he shall have sought professional advice before making such investment);
- 13.1.2 For the negligence or fraud of any agent employed by her/him or by any other member of The Committee in good faith (provided reasonable supervision shall have been exercised);
- 13.1.3 No member of The Committee shall be liable by reason of any mistake or omission made in good faith by any member of The Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member whom it is sought to make liable.

14. Property

14.1 Subject to the provisions of this clause, The Committee shall cause title to:

- i) all land held by or in trust for The Magazine;
- ii) all monies, or investments held by or on behalf of The Magazine;
- iii) all assets of The Magazine other than land and investments;

to be vested in The Committee at their pleasure and they shall act in accordance with the lawful directions of The Editor. Provided that they act only in accordance with the lawful directions of The Editor, The Committee shall not be liable for acts and defaults of its members.

14.2 Subject to the provision of Clause 14.1, no member of The Committee shall acquire any personal interest in property belonging to The Magazine (otherwise than as a member of The Committee) or receive remuneration or be interested (otherwise than as a member of The Committee) in any contract entered into by The Committee.

15. Annual General Meetings

15.1 There shall be an Annual General Meeting (A.G.M.) of The Magazine which shall be held in April each year or as soon as is practicable thereafter. Every A.G.M. shall be called by The Committee. The Editor shall give at least 21 days' notice of the A.G.M. to all the members of The Committee, those providing voluntary assistance or any resident of the village of Meppershall.

15.2 The business of each A.G.M. shall be:

- to receive the annual report of The Editor;
- to elect the members specified in Clause 6 of this constitution;
- to receive the accounts of The Magazine for the preceding financial year;
- to appoint one or more qualified auditors, or independent examiners for the coming year
- to consider and vote on any proposals to alter The Constitution in accordance with clause 16 of this constitution;
- to consider any other business of which due notice has been given.

15.3 The Committee may call an extraordinary meeting at any time. If at least three committee members, those providing voluntary assistance, or residents of the village of Meppershall jointly request such a meeting in writing, stating the business to be considered, The Editor shall call such a meeting without delay. At least

21 days' notice of the extraordinary meeting to all committee members, those providing voluntary assistance or any resident of the village of Meppershall.

15.4 The business of any extraordinary meeting shall be:

- to deal with the matter or matters arising from the joint request made in writing; and/or
- to discharge section 17 of this constitution; and/or
- to deal with any matter, not otherwise dealt with in any other section of this constitution.

16. Alterations to the Constitution

16.1 This constitution may be altered by a resolution passed by not less than two thirds of those present and voting at the A.G.M. Where the alteration involves a change to Clause 3 (The Objects), Clause 17 (Dissolution), or to this clause, at least 21 days' prior notice must be given to all Committee Members.

17. Dissolution

17.1 If The Committee decides that it is necessary or advisable to dissolve The Magazine, it shall call an extraordinary meeting, of which not less than 21 days' notice shall be given.

17.2 Such an extraordinary meeting shall be open to all the members of The Committee, those providing voluntary assistance, or any resident of the village of Meppershall

17.3 If the proposal is confirmed by a two-thirds majority of those present and voting, The Committee shall have the power to release any assets held by, or on behalf of The Magazine.

17.4 Any funds held in accordance with sub-clause 11.5 shall be dealt with in accordance with that sub-clause.

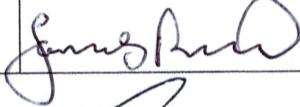
17.5 Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to such other organisation or organisations (having objects similar to The Magazine) as the extraordinary meeting or The Committee (in the absence of direction from the extraordinary meeting) may determine.

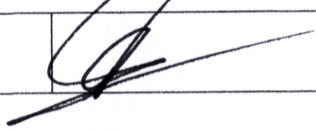
17.6 Any decision to dissolve The Magazine must be made known to the members of The Committee, those providing voluntary assistance and residents of the village of Meppershall in accordance with the direction or directions made at the extraordinary meeting.

17.7 Where a decision has been reached to dissolve The Magazine, such decision shall be publicly displayed in the village of Meppershall, for a period of 30 days following the effective date from which The Magazine has been dissolved.

This constitution has been altered by resolution passed by not less than two thirds of those present and voting at the Annual General Meeting (A.G.M.) held on (date below) in accordance with Section 16 of the Meppershall Messenger Constitution.

Date: 7 JUNE 2025

SIGNATURE:		PRINT NAME:	JAMES READ
		POSITION:	EDITOR

SIGNATURE:		PRINT NAME:	ANDREW PAIN
		POSITION:	Advertising Manager

For and on behalf of the Meppershall Messenger (Magazine Committee).