

# CONSTITUTION OF THE BATTERSEA & WANDSWORTH TRADES UNION COUNCIL

Adopted at the Annual General Meeting held on the 13 February 2006  
inc minor amendments adopted at the 2018 AGM on 12 Feb 2018

## 1. Name

The name of the organisation shall be the Battersea & Wandsworth Trades Union Council ("the Council").

## 2. Objects

The objects of the Council shall be as follows:

- (1) to play an important part in the labour movement, bringing together activists at a grassroots level, to represent the trade union movement to the broader community and to defend and promote the interests of trade unions and their members.
- (2) to provide services to affiliated branches and their members on a wide range of industrial, social and community issues:
- (3) to promote the interests of all its affiliated organisations and to secure united action on all questions affecting or likely to affect those interests, including making representations to local, national and European Union government and agencies about matters of common concern to trade unionists within the London Borough of Wandsworth (or within such other area as the Council shall see fit) and to nominate representatives to a number of statutory committees;
- (4) to act also as the local body of the Trades Union Congress ("TUC"), and to support and work for the attainment of such objects as the TUC may from time to time determine, including making more widely known in its area the national policy declared by the TUC, insofar as such objects and policy are not in conflict with the policies, interests and objects of the Council;
- (5) to improve generally the economic and social conditions of all working people, including seeking improvements to the social services, public education, housing and health;
- (6) to help promote suitable cultural educational, social and sports facilities for all working people;
- (7) to play an active part in the work of the Greater London Association of Trades Union Councils;
- (8) to do all things incidental to or conducive to the attainment of the above-mentioned objects, including the carrying on of trading activity by companies whose shares the Council may wholly or partly own or by other entities which the Council may wholly or partly own. Such assets may be held on behalf of the council by trustees appointed under Rule 13 of this constitution.

This Rule 2 is a fundamental rule.

### **3. Affiliation**

The Council shall be affiliated to the Greater London Trades Union Council and to the London East & South East TUC (LESE).

The Council may affiliate to such other bodies as the Council may from time to time determine providing that the objects of such bodies assist the Council in attaining its own objects.

### **4. Registration**

The Council shall on or about the 1 June in each year register with the General Council of the TUC on a voluntary basis, unless the Council in its discretion decides otherwise.

### **5. Prohibited activity**

The following activity is prohibited:

(1) in no circumstances shall the Council co-operate with or subscribe to the funds of any fascist, neo-fascist, racist or right wing political party or any subsidiary or associated organisation of such a party.

(2) No delegate may make unauthorised use of the name of the Council. Any unauthorised use may result in the exclusion of the delegate from meetings of the Council or the permanent withdrawal of the credentials of the delegate concerned.

(3) So long as the Council is registered with the General Council of the TUC the Council shall not co-operate with or subscribe to any organisation whose policies or activities are contrary to those of the Trades Union Congress or to any industrial organisation which has been proscribed by the General Council. Provided that no funds of the Council derived from the general funds of affiliated trade unions shall be applied directly or indirectly in the furtherance of the political objects specified in Section 72 of the Trade Union and Labour Relations (Consolidation) Act 1992 the Council may co-operate with local Labour Parties.

Whilst such registration subsists the Council shall not subscribe to the funds of any political party.

This Rule 5 is a fundamental rule.

### **6. The Council's premises**

The Council shall carry on its activities from its offices at 68a Clapham Manor Street, London SW4 6DZ or at such other address which may be determined by the Committee and approved by the delegates in general meeting.

## **7. Membership of the Council**

(1) The Council shall consist of representatives of trade unions or branches of trade unions, which meet within the area covered by the Council or which have members working or living in that area or have members whose work affects the area covered by the Council.

(2) The application of any organisation desiring to affiliate to the Council shall be submitted in writing to the Council, which will make the decision whether to accept or reject the application.

(3) Affiliated organisations shall be allowed representation on the Council on the following basis:

- (a) for 100 members or fewer: two delegates,
- (b) for membership between 101 to 150: three delegates,
- (c) for membership between 151 to 200: four delegates,
- (d) for membership exceeding 200, a maximum of five delegates.

## **8. Affiliation fees**

(1) Each affiliated organisation shall pay an annual affiliation fee of 15 pence per member of the organisation or such other sum as the Council may from time to time decide.

(2) The minimum annual fee shall be £30. All fees shall become due and payable in advance on 1 April in each year.

(3) If the affiliation fee in any given year is not paid by 1 October the affiliated organisation shall thereupon cease to be affiliated to the Council.

## **9. Officers**

The officers of the Council shall be:

- (1) the President,
- (2) the Vice-President,
- (3) the Secretary,
- (4) the Assistant Secretary,
- (5) the Treasurer,
- (6) the Trustees
- (7) the Press Officer.

## **10. Election of officers**

(1) All the officers shall be elected annually by ballot at the Annual General Meeting ("AGM"). Nominations by not fewer than two delegates of at least two years' standing must be submitted to the Secretary at the Annual General Meeting and recorded in the minutes. Officers shall be eligible for re-election.

(2) If for any reason a vacancy occurs amongst the officers during the year of office, the Committee shall have power to fill that vacancy until the next AGM

## 11. Duties of officers

The duties of the various officers shall be as follows:

(1) *President:* The President shall preside at all meetings of the Council and committees to see that the business at these meetings and of the Council generally is conducted in the proper manner. At meetings where the President is not in attendance, the Vice-President shall preside; in the absence of both, the meeting shall elect one of the members present to preside at the meeting. In the event of an industrial dispute in the area covered by the Council, the President shall convene a special meeting of the Committee if requested to do so by three or more delegates to the Council..

(2) *Secretary:* The Secretary's duties are (*inter alia*) to maintain an up-to- date list of the names and addresses of affiliated organisations and their delegates, including their telephone and fax numbers and their e- mail address, to collect affiliation fees; to deal with the Council's correspondence; to organise and attend general meetings of the Council and to prepare the minutes thereof; to liaise between the Committee and the sub-committees; and to conduct the business of the Council in accordance with the rules. The Secretary shall give to each delegate and Branch Secretary notice in writing of Council meetings seven days prior to the meetings, except in the case of emergency meetings, when such notice may be abridged in the discretion of the President and the Secretary. The Secretary on receiving moneys due to the Council shall pay these to the Treasurer without delay. The Secretary shall prepare a report for the Annual General Meeting concerning the Council's activities since the previous Annual General meeting. If any delegate be absent from the Council three consecutive meetings, the Secretary shall notify the delegate's branch of this fact.

(3) *Treasurer:* The Treasurer's duties are (*inter alia*) to keep and maintain the accounts of the Council in good order; to account for all sums of money received from the Secretary and to bank the same in the name of the Council; to prepare audited statements of account (including a balance sheet and a profit and loss account) for the members at the Annual General Meeting and circulating the same amongst the membership. The Treasurer shall submit a financial statement to the Committee at its request; shall make such payments as may from time to time be authorised by the Council or the Committee; and as and when necessary shall sign cheques for authorised payments. (All cheques must be signed by at least two of the following officers: the President, the Secretary, and the Treasurer).

(4) *Assistant Secretary:* The Assistant Secretary shall share the administrative workload of the Secretary.

(5) *Press officer:* The Press Officer shall be responsible for all press releases issued by the Council and shall liaise with the Committee and the media to ensure that the Council is fairly and properly promoted in the public eye. The Press Officer shall if requested assist the Secretary with the Council's correspondence.

## **12. Auditors**

The Council at the AGM shall appoint two honorary auditors, who shall not be officers of the Council or members of the Committee and who shall certify the accuracy or otherwise of the Council's annual statement of account, and report their findings at the annual general meeting.

## **13. Trustees**

(1) All property and assets of the Council shall be vested in not fewer than two nor more than four trustees appointed from time to time by the Council from membership of the Council. The trustees shall hold such property and assets for and on behalf of the members of the Council. Any trustee must have been a member of the Council or of the Management Committee of BWTUC Trading Ltd for at least one year before the date of the appointment.

(2) Trustees shall be appointed for a term of five years but at the expiry of this period shall be eligible for re-appointment. The trustee's tenure of office will terminate on the resignation from membership of the Council or trusteeship of the Council, death of the trustee or on their reaching the age of 76. In addition, a trustee may be removed by a resolution carried by a vote of three-quarters of the members of the Council present and entitled to vote at a special meeting. The quorum for such a meeting shall be the same as the quorum specified in Rule 18 for the amendment or making of fundamental rules.

(3) The Council shall have power to nominate a new trustee if a vacancy occurs by one of the grounds set out in sub-rule 2 above. For the purposes of giving effect to such nomination the Council is hereby nominated as the person to appoint a new trustee of the Council within the meaning of section 36 of the Trustee Act 1925. The Council shall by deed duly appoint the person or persons nominated by the Council, and the provisions of the Trustee Act 1925 shall apply to such appointment. Every statement of fact in the deed of appointment shall be conclusive evidence of this fact in favour of the person dealing in good faith and for value with the Council or its trustees.

The trustees shall deal with the Council's property and assets as directed by the Council from time to time. However the Trustees shall not be instructed to dispose of any property or assets held by them unless or until notice of the resolution to give such instructions has been given to the branches of not less than two months after which a meeting shall be convened at which a vote will be taken on the proposals to give such instructions. No such instructions shall be given following such a meeting unless a two-thirds majority of those present at the meeting vote in favour of the instructions being issued. The quorum for such a meeting shall be the same as the quorum specified in Rule 19 for the amendment or making of fundamental rule

(4) The trustees shall be indemnified against risk and expense out of the Council's funds.

This Rule 13 is a fundamental rule.

## 14. Management of the Council

(1) The day-to-day management and control of all the affairs of the Council shall be vested in the Executive Committee (referred to in this constitution as “the Committee”). The Committee shall have power to make, alter or revoke such standing orders as it considers necessary for the good governance and well-being of the Council providing that such standing orders are not in conflict with these rules. The Committee shall not make policy or agree budgets. Policy shall be made and budgets agreed by the Council.

This Rule 14(1) is a fundamental rule.

(2) For the avoidance of doubt, the Council shall have the following specific powers:

(a) to borrow monies, whether on a secured or unsecured basis. No borrowing shall take place which exceeds the sum of £10 000 unless it forms an item on the agenda of a general meeting of the Council and is agreed by the Council;

(b) to authorise the Committee to remunerate the officers in such sum as it thinks fit and to defray the out-of-pocket expenses of its officers or delegates when carrying out any authorised business or transaction on behalf of the Council.

## 15. The Executive Committee

(1) *Composition:* the Committee shall comprise 10 persons, at least four of whom shall be officers of the Council and at least four of whom shall be other members of the Council, that is to say, delegates to the Council.

(2) *Nominations:* affiliated trade union branches may nominate members of the Council to serve on the Committee. Any member of the Council nominated shall have been a member for at least one year at the date of the election. Such nominations shall be submitted to the Secretary by the trade union branch's delegate at the annual general meeting or at a subsequent meeting if posts are not filled or become vacant. The nomination shall be recorded in the minutes.

(3) *Election:* the Committee shall be elected annually at the annual general meeting. If the election is contested, the election will be decided by ballot. Four places on the Committee will be reserved to the four officers who receive the highest votes amongst those officers standing for election; four places will be reserved to those members of the Council who are not officers and who receive the highest votes amongst such members; and the remaining two places will be allocated to any member of the Council receiving the highest votes amongst those remaining. If there are insufficient nominations to elect a full Committee, the remaining vacancies may be filled at the AGM or any subsequent ordinary meeting from nominations put forward by the members in attendance at the meeting.

(4) *Meetings:* The Committee shall meet regularly and sufficiently often to carry out its duties efficiently. In any event the Committee shall meet within two weeks before and after the AGM. A special meeting of the Committee may be summoned by the President or the Secretary in the event of urgent business. The quorum for meetings shall be four members of the Committee including at least



two officers. The Chair of the meeting shall have a casting vote only. The Committee shall report its proceedings to the Council

(5) *Absence*: any member of the Committee who is absent from three consecutive Committee meetings without sufficient excuse shall be deemed to have vacated his membership of the Committee.

(6) *Vacancy*: if for any reason a vacancy occurs during its term of office, the Committee shall have power to appoint another member of the Council to fill that vacancy for the remainder of the term.

## **16. The Management Committee**

(1) *Purpose*: The purpose of the Management Committee of BWTUC Trading Ltd ('the Management Committee') shall be to manage and oversee all the physical, financial and portfolio assets, businesses and intellectual property rights owned by BWTUC Trading Limited and by the Council and held in trust by the trustees.

(2) *Composition*: The Management Committee shall consist of persons, four of whom shall be the officers of the Council (other than the Press Officer) and the remainder shall be nominated by the Executive Committee and endorsed by the Council. They will normally have worked in different parts of the organisation as one of the volunteers or activists. The Executive Committee shall secure that there is a balance as between gender, youth, people with disabilities; and ethnic minority members. The Executive Committee shall consult with serving members of the Management Committee and others prior to making nominations.

(3) *Election*: Each member of the Management Committee shall be invited to become a Director of BWTUC Trading Limited and shall tender his or her resignation as a Director upon ceasing to be a member of the Management Committee. The Management Committee shall elect its own Chairman or Chairwoman and Vice Chairman or Vice Chairwoman.

(4) *Meetings*: The Management Committee shall meet regularly and sufficiently often to carry out its duties efficiently. The agenda at such meetings shall be structured as agreed by the Management Committee from time to time. The Management Committee shall ensure that the trading of BWTUC Trading Limited is consistent with the aims and objectives of the different parts of the organisation. The quorum for meetings shall be in accordance with the Articles of Association of the BWTUC Trading Limited. The Management Committee shall report its proceedings to the Council. Appropriate measures will be taken to ensure that union representatives can make representations to the Management Committee.

(5) *Prohibition from Membership*: No employees of the organisation or of BWTUC (Trading) Limited shall become members of the Management Committee. Senior employees of the organisation and of BWTUC (Trading) Limited shall be eligible to attend the meetings of the Management Committee but shall have no vote in connection with any issue raised. Members of staff shall not be entitled to attend meetings when staff issues are being discussed. Nothing in this rule shall prevent the Management Committee from remunerating any existing member of the Management Committee for carrying out an executive function.

(6) *Absence:* Any member of the Management Committee who is absent from three consecutive meetings without sufficient excuse shall be deemed to have vacated his membership of the Management Committee unless the Management Committee resolves otherwise

(7) *Vacancies:* If for any reason a vacancy occurs during any member's term of office as a member of the Management Committee the Executive Committee shall have power to appoint another member to fill that vacancy for the remainder of the term until the next Annual General Meeting.

## **17. Meetings of the Council**

(1) The AGM of the Council shall normally take place in February of each year. The members of the Council and Branch secretaries of affiliated trade unions shall receive at least 14 days' notice in writing of the date, time and location of the AGM, together with a copy of the agenda. Members wishing to raise any matter of general business at the AGM must give notice in writing to the Secretary at least seven days before the meeting. Members must sign the attendance register when attending a meeting.

(2) Other meetings of the Council shall take place on the second Monday of each month, except in August and December, when the Committee may meet instead to deal with any interim business. The members of the Council shall receive at least 7 days' notice in writing of the date of the meeting, together with a copy of the agenda.

(3) A special meeting of the Council may be summoned by the President and the Secretary in the event of urgent business, or on the requisition of eight individual members of the Council or six affiliated organisations. Members shall receive 14 days' notice in writing of the date, time and location of the meeting, save for urgent business when the time may be suitably abridged. The notice must specify the purpose of the meeting and no other business may be brought before it.

(4) Meetings of the Council shall take place at the council's offices identified in Rule 6 above or such other premises as the Council may from time to time determine and communicate to members by means of the written notice of meetings. Meetings shall begin at 7pm and shall not continue after 10pm, unless the Council has passed a special resolution to sanction meetings after this last-mentioned time. A no-smoking rule shall be in force at all the meetings.

(5) The quorum for meetings of the Council and transaction of all business of the Council, with the exception of the matters included in Rule 18, shall be 8 persons, two of whom shall be officers. The President will normally preside at meetings. Voting on all business with the exception of the matters included in Rule 18 shall be by simple majority unless the rules or standing orders state otherwise. The Chair of the meeting shall have a casting vote only.

This Rule 16(5) is a fundamental rule.

(6) At Annex 1 are the Standing Orders for Meetings issued by the General Council of the Trade Union Congress in January 1998, which shall apply to



meetings of the Council insofar as they are not inconsistent with the rules of this constitution.

## **18. Resignation, suspension and expulsion**

(1) A member of the Council, Executive Committee or Management Committee may resign from the Council or Management Committee by informing the Secretary of the relevant body in writing of his or her intention to do so.

(2)

(a) The Council shall have the power to suspend or to expel any member of the Council, the Executive Committee or the Management Committee whose conduct, whether within premises controlled by the Council or Management Committee or elsewhere, is in the opinion of the Council injurious to the good name of the Council or renders him or her unfit for membership of the Council, the Executive Committee or the Management Committee. Subject to the right of appeal set out in 18(4), such power shall be delegated to a hearing panel.

(b) The Management Committee shall have the power to suspend or to expel any member of the Management Committee whose conduct, whether within the premises controlled by the Management Committee or elsewhere, is in the opinion of the Management Committee injurious to the good name of the Management Committee or renders him or her unfit for membership of the Management Committee. Subject to the right of appeal set out in 18(4), such power shall be delegated to a hearing panel.

(3) No member shall be suspended or expelled without being first summoned before the Council (in the case of action taken under 2(a) above) or Management Committee (in the case of action taken under 2(b) above) and without a full opportunity being given to him or her to advance an explanation or defence at a hearing.

Initially the Council (in the case of action taken under 2(a) above) or Management Committee (in the case of action taken under 2(b) above) shall appoint a Hearing Panel consisting of three of its members. The Hearing Panel shall investigate the matter and shall have the power to hear representations from interested parties, take evidence, make findings and recommendations and suspend or expel.

(4) No decision of the Hearing Panel to suspend or expel a member shall be put into effect unless he or she has been given the opportunity to appeal against the decision of the Hearing Panel at a full meeting of the General Council and unless three-quarters of the members then present at the General Council when the appeal is considered shall have voted for his or her suspension or expulsion. Any member who was also a member of the original hearing panel shall not take part in any vote on the appeal and shall not be included for the purpose of determining the number of members present at the General Council meeting hearing the appeal. The decision of the Council shall be final.

(5) The Council or Management Committee shall have the power to exclude the member from premises which it controls pending the hearing of the case against him or her.

(6) A suspended member shall cease to have any privileges of membership and may not be nominated for or hold office whilst suspended, but the affiliated trade union branch to which he or she belongs shall remain liable for its affiliation fees.

## **19. Alteration of the rules**

(1) These rules may be added to, altered or revoked by the members of the Council at a special meeting or at the AGM. Any alteration to be proposed at a special meeting or the AGM must be sent out as part of the agenda included in the written notice of the meeting. Such notice shall be sent out not fewer than 14 clear days before the proposed date of the meeting and the notice shall specify the date, time and location of the meeting at which it is proposed to change any rule. The notice of the meeting shall be sent by first class post to all members of the council, to the Branch Secretaries of affiliated trade union branches and to the trustees.

(2) To be carried, any motion to alter the rules shall require the votes of two-thirds of the members present and voting at the meeting. The quorum for the passing of any resolution that alters any rule of this constitution that is identified in these rules as a fundamental rule shall be 15 persons, three of whom shall be officers.

(3) In the discussion of any motion to alter the rules, any proposed amendment to the motion may be carried by a simple majority of the members present and voting at the meeting.

This Rule 18 is a fundamental rule.

## **20. Interpretation of the rules**

If any question or dispute arises as to the meaning or interpretation of these rules or of any standing orders made thereunder, the matter must be referred to the Council for a ruling thereon.

## **21. Arbitration**

Any dispute between the Council and its members or between the members themselves, arising out of or in connection with these rules, shall be referred to the arbitration of a sole arbitrator to be appointed in accordance with section 16(3) of the Arbitration Act 1996, the seat of the arbitration being hereby designated as London, England. In the event of failure by the parties to make the appointment pursuant to section 16(3), the appointment shall be made by the President of the Chartered Institute of Arbitrators. The arbitrator shall decide the dispute according to the laws of England and Wales.

This Rule 21 is a fundamental rule.

## 22. Dissolution

Any motion to dissolve the Council must be the subject of a special meeting called in accordance with Rule 17 with not fewer than 14 days' notice

To be carried, any motion to dissolve the Council shall require the votes of three-quarters of the members present at the meeting and entitled to vote.

in the event that the members pass a resolution to dissolve the Council, any property or assets belonging to the Council shall not be distributed to the members if there is a surplus of assets over liabilities, but shall be given or transferred to such other organisation or entity having similar objects to the Council, as the members may decide upon.

This Rule 22 is a fundamental rule.

Dated the 13<sup>th</sup> day of February 2006, amended on the 12 February 2018.