

Constitution of

Manchester Digital Association

1. The name of the Association shall be Manchester Digital Association.
2. The objects of the Association shall be to promote the digital business sector in Manchester and the surrounding region, to attract business and inward investment from the UK and worldwide in particular but not exclusively by:
 - (a) promoting and publicising the excellence and diversity of the sector, its services, products and expertise;
 - (b) encouraging communication and co-operation between members;
 - (c) providing members with intelligence, information and knowledge;
 - (d) representing members' interests to policy makers and opinion formers.
 - (e) supporting the work of company known as Manchester Digital Limited.
3. The Association shall have the power to do all things necessary or expedient for the fulfilment of its objectives.

MEMBERSHIP

4. The Association shall consist of all those who sign this governing instrument (the Founder Members) and such persons as the Association may admit in accordance with rule 5.
5. Application for membership may be made by any individual, business or other organisation who supports the objects and work of the association and who has paid or agreed to pay the annual subscription for the time being in force.
6. A member shall cease to be a member if it:
 - (a) resigns in writing to the Secretary;
 - (b) ceases in the opinion of the Association or the Board to support and agree with the objectives of the Association; or
 - (c) fails in the opinion of the Association or the Board to pay any fee or other monies due to the Association; or
 - (d) is expelled by a resolution carried by the votes of three quarters of its members present and voting at a General Meeting of the Association of which notice has been duly given provided that a complaint in writing of conduct detrimental to the interests of the Association has been sent to it by order of the Association not less than one calendar month before the meeting. Such complaint shall contain particulars of the conduct complained of and shall call upon the member to answer the complaint and to attend the meeting called under this rule. At such meeting the members shall consider evidence in support of the complaint and such evidence as the member may wish to place before them. If on due notice having been served the member fails to attend the meeting with due cause the meeting may proceed in that member's absence; or

(e) is wound up or goes into liquidation.

MEETINGS

7. The Association will hold general meetings of the membership at such times decided by the Board, if requested by at least 10 members in writing to the Secretary, and not less than twice each year.
8. A general meeting of the Association if required in accordance with rule 7 shall be called by the Secretary giving each member fourteen clear days' notice of the time, date and place of the meeting and the issues upon which decisions are to be taken, such notice to be given to the registered address or email of each member. Meetings may be conducted by appropriate approved electronic methods.
9. The Chairperson of the Association shall chair general meetings. At meetings at which the Chairperson is not present a Chairperson for that meeting shall be elected by the members present. The Chairperson shall not have a casting vote in the event of a tied vote, and the resolution shall be deemed to be lost.
10. Every member present in person or by previously approved and agreed electronic method at a General Meeting shall have one vote, and questions shall be decided upon a majority vote of members present in person or by approved electronic means except for those questions to be decided in accordance with Rules 6(d), 19 and 21. Approved electronic method shall mean when participants can be either seen and heard or heard, to include such as video conferencing and phone conferencing.
11. No business shall be contracted at any General Meeting unless half or more of the members are present in person or by approved electronic means, or ten members whichever is the lesser.

PROCEDURES AND MANCHESTER DIGITAL LIMITED

12. The Association shall agree in General Meeting a Procedures for Governance document. This Procedures for Governance document may be amended in General Meeting from time to time provided that amendment of the Procedures for Governance document has been included in the agenda for that meeting.
13. The Association is the sole member of the limited company known as Manchester Digital Limited. The Association shall work closely with that company and shall appoint the Board members of the company.
14. The procedures for appointing the Board of Manchester Digital Limited will be specified in the Procedures for Governance document. Such procedures shall include a requirement for membership of the board to be reviewed from time to time in accordance with transparent criteria and for the composition of the board to be subject to approval by the members of MDA.

15. The Board of Manchester Digital Limited shall manage the affairs of the association day to day and shall choose from their number the Chairperson and Secretary of the association.
16. The Board of Manchester Digital Limited shall report to the General Meetings of the Association on its conduct of the affairs of the Association and of Manchester Digital Limited.
17. The Association shall rescind the nomination of any member of the Board of Manchester Digital Limited if a majority vote at a General Meeting so resolves.

APPLICATION OF SURPLUS

18. The Association shall not trade for profit. Any surplus of the Association shall be applied as a general reserve for the continuation and development of the Association.

AUDIT

19. A General Meeting of the Association may require that the financial records of the Association for any financial year are scrutinised by an independent person (not being a member of the Association) in order to ascertain their accuracy.

RECORDS

20. The Association shall keep a Register of Members in which the Secretary shall enter the following particulars:
 - (a) The names, addresses and email addresses of its members;
 - (b) The date at which each member was entered in the register as a member and the date at which any member ceased to be a member.
 - (c) The names and addresses of the officers of the Association, with the offices held by them respectively and the dates on which they assumed office. Any member changing his/her address or email address shall notify the Association.

AMENDMENTS TO RULES

21. Any rule herein may be rescinded or amended, or a new rule made by the vote of three quarters of all members of the Association at a General Meeting where all the members of the Association have been given fourteen clear days' notice of the change to be proposed at the meeting.

DISSOLUTION

22. The Association may be dissolved by the consent of three quarters of the members testified by their signatures. If on the winding up or dissolution of the Association any of its assets remain to be disposed of after its liabilities are satisfied, such assets shall be transferred amongst the members of the Association at the time of its dissolution and those persons or bodies who were members at any time during a period five years prior to the date of dissolution.

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