

NAME

1. The name of the association is YesCymru, sometimes abbreviated to 'YC' or referred to as the 'association'.

OBJECTS

2. YesCymru is a campaigning organisation with the aim of gaining independence for Wales in order to improve the way the country is governed. YesCymru believes that Wales would be better running its own affairs, **as a nation-state in the international family of nations.**

Yes Cymru is an association of autonomous community groups and affiliated sections who share the objectives of the association.

YesCymru believes in an inclusive citizenship, which embraces the fact that all who choose to make Wales their home – regardless of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation – are full citizens of the new Wales.

POWERS

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-

- (a) To campaign for an Independent Wales.
- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- (f) To borrow money, and to give security in support of any such borrowings by the association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

(k) To liaise with other voluntary sector bodies, local authorities, UK or Welsh government departments and agencies, and other bodies, nationally and internationally, all with a view to furthering the association's objects.

(l) To establish and/or support any organisation, and to make donations for any purpose falling within the association's objects.

(m) To form any company which has similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking. Any such company is referred to in this constitution as an "Affiliate Company".

(n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.

(o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

GENERAL STRUCTURE

4. The structure of the association shall consist of:-

(a) MEMBERS / AELODAU - who may attend and fully participate in the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members meeting in General Meetings take decisions in relation to changes to the constitution itself, and debate and determine Association policy issues at General Meetings.

(b) NATIONAL ASSEMBLY / CYNULLIAD CENEDLAETHOL - which consists of 2 delegates from each accredited community group and section. This assembly will meet not less than quarterly and more frequently as required, and will coordinate the associations activities and select and oversee the positions of Secretary, Treasurer, Spokesperson/s and Chair and any other officers of the Association, who must all be eligible to be delegates to the NA. Any member may attend NA meetings as a non-voting observer.

(c) COMMUNITY GROUPS & SECTIONS / GRWPIAU CYMUNEDOL AC ADRANNAU – who are autonomous and form the core organisations of the association albeit in accordance with the rules of this constitution. There will be two categories of Community Groups and Sections, 'Accredited' and 'Candidate' (see clauses 69 + 70)

MEMBERS / AELODAU

Qualifications for membership

5. To become a member of YesCymru, a person must agree with the objects / purpose of the organisation listed above. Membership may be cancelled by the individual at any time.
6. An employee of the association shall be eligible for membership.

Application for membership

7. Membership is required to take part in AGM/SGMs and National Assembly.
8. The National Assembly may, at its discretion, refuse to admit any person to membership.
9. Membership information will be stored securely. Under no circumstances will the membership list be made public.

Membership subscription

10. It is possible to become a member via monthly payment through Paypal or DD or cash to a Group or the National Assembly, or by making a single payment each year via Paypal, Cheque or cash to the same.

Register of members

11. The National Assembly and the groups shall respectively maintain a register of its members, setting out the full name, address and other contact details of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership can do so at any time by notifying the secretary of the Association.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote of the National Assembly in line with clause 8.

GENERAL MEETINGS

General meetings (meetings of members)

14. The National Assembly shall convene an annual general meeting (AGM) each year; no fewer than 10 months, and not more than 16 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:-

- (a) receiving reports by the chair and officers on the activities of the association
- (b) consideration of the annual accounts of the association
- (c) approval of the delegate members of the National Assembly as referred to in clause 30.

(d) the election of officers from the members of the National Assembly

(d) the recommendation of person(s) for appointment as director(s) of any Affiliate Company to fill any vacancy or vacancies that may have arisen since the previous AGM.

16. The national assembly may convene a special general meeting at any time.

Notice of general meetings

17. At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the association, and to all the members of the national assembly.

Procedure at general meetings

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 members, present in person.
21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
22. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the national assembly present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

25. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least four members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

NATIONAL ASSEMBLY / CYNULLIAD CENEDLAETHOL

Maximum number of national assembly members

28. The membership of the NA shall be 2 delegates from each Accredited Group and Section chosen by those bodies.

Eligibility

29. A person shall not be eligible for election/appointment to the national assembly unless he/she is a member of the association **and** a member of an Accredited Group/Section.

Election, re-election

30. At each annual general meeting, the members will elect a chair, a vice chair, a treasurer, a secretary and social media spokesperson/s from the membership of the National Assembly, and who will be in post no longer than the next AGM.

31. Each appointee shall be a delegate from an Accredited Group or Section.

32. Office holders shall be chosen from among the members of the National assembly.

Termination of office

33. A member of the national assembly shall automatically vacate office if:-

- (a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (b) he/she ceases to be a member of the association or of an Accredited Group
- (c) he/she resigns office by notice to the association
- (d) he/she is absent (without permission of the national assembly) from more than two consecutive meetings of the national assembly, and the national assembly resolve to remove him/her from office.
- (e) he/she ceases to be eligible as a delegate to the NC.

Register of national assembly members

34. The national assembly shall maintain a register of national assembly members, setting out the full name and address of each member of the national assembly, from which groups they are delegates, the date on which each such person became a national assembly member, and the date on which any person ceased to hold office as a national assembly member. Names of the national assembly members and their group affiliations will be made available via the official website.

Officebearers

35. The AGM will elect a chair, a vice chair a treasurer and a secretary from the members of the National Assembly. The national assembly delegates shall elect from among themselves other office bearers (if any) as they consider appropriate.
36. All of the other office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the national assembly or if he/she resigns from that office by written notice to that effect.

Powers of national assembly

38. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the national assembly.
39. A meeting of the national assembly at which a quorum is present may exercise all powers exercisable by the association.

Personal interests

40. A member of the national assembly who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the national assembly; he/she will be debarred (in terms of clause 52) from voting on the question of whether or not the association should enter into that arrangement.
41. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

42. Provided

- (a) he/she has declared his/her interest
- (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
- (c) the requirements of clause 44 are complied with, a member of the national assembly will not be debarred from entering into an arrangement with the association in which

he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

43. No member of the **national assembly** may serve as an employee (full time or part time) of the association, and no member of the **national assembly** may be given any remuneration by the association for carrying out his/her duties as a member of the **national assembly**.

44. Where a **national assembly** member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then

(a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable

(b) the **national assembly** members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)

(c) less than half of the **national assembly** members must be receiving remuneration from the association (or benefit from remuneration of that nature).

45. The members of the **national assembly** may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the **national assembly**, general meetings, or meetings of **assembly**s, or otherwise in connection with the carrying-out of their duties.

Procedure at **national assembly meetings**

46. The **national assembly** will normally meet **at least quarterly**. Dates and Locations for **national assembly** meetings will be decided by the Chair, subject to prior suggestions of **assembly** members.

47. The agenda of the **national assembly** meetings will be set out by the chair, subject to prior suggestions of **assembly** members.

48. No business shall be dealt with at a meeting of the **national assembly** unless a quorum is present; the quorum for meetings of the **national assembly** shall be a **quarter of its membership**.

49. If at any time the number of **national assembly** members in office falls below the number fixed as the quorum, the remaining **national assembly** member(s) may act only for the purpose of filling **officer** vacancies or of calling a general meeting.

50. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every **national assembly** meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the **national assembly** members present shall elect from among themselves the person who will act as chairperson of the meeting.

51. The **national assembly** may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the **national assembly**; for the avoidance of doubt, any such person who is invited to attend a **national assembly** meeting shall not be entitled to vote.
52. A **national assembly** member shall not vote at a **national assembly** meeting (or at a meeting of a **assembly**) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
53. For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the **national assembly**

54. Each of the members of the **national assembly** shall, in exercising his/her functions as a member of the **national assembly** of the association, act in the interests of the association; and, in particular, must
- (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the association and any other party
 - (i) put the interests of the association before that of the other party, in taking decisions as a member of the **national assembly**
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the **national assembly** with regard to the matter in question

Delegation to sub-assemblies

55. The **national assembly** may delegate any of their powers to any sub-**assembly** consisting of one or more **national assembly** members and such other persons (if any) as the **national assembly** may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
56. Any delegation of powers under clause 55 may be made subject to such conditions as the **national assembly** may impose and may be revoked or altered.
57. The rules of procedure for any sub-**assembly** shall be as prescribed by the **national assembly**.

Operation of accounts and holding of property

58. The signatures of two out of three signatories appointed by the **national assembly** shall be required in relation to all operations on the bank and building society accounts held by the association, other than lodgement of funds and online transactions, which can be transacted by the Treasurer after approval from one of the other signatories; at least one out of the two signatures must be the signature of a member of the **national assembly**.

59. The title to all property (including any land or buildings, the tenant's interest under any lease and - so far as appropriate - any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the **national assembly**.

Minutes

60. The **national assembly** shall ensure that minutes are made of all proceedings at general meetings, **national assembly** meetings and meetings of sub-**assemblys**; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting. Secretary will ensure minutes are distributed to all members of the **national assembly** following each meeting, with reasonable promptness.

Accounting records and annual accounts

61. The **national assembly** shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
62. The **national assembly** shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

63. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

Dissolution

64. If the **national assembly** determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
65. If a proposal by the **national assembly** to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 64, the **national assembly** shall have power to

dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other body or bodies having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

66. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

67. Subject to clause 68, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.

68. No amendment to clauses 3, 43, 65 or 66 of the constitution may be made if the effect would be that the association would cease to be an organisation.

ACCREDITED COMMUNITY GROUPS & SECTIONS

69. (a) COMMUNITY GROUPS & SECTIONS / GRWPIAU CYMUNED AC ADRANNAU shall be recognised and will be properly accredited under this constitution if they meet the following criteria:

- (i) agree to the aims and objectives set out in clause 2;
 - (ii) Have contacted the chair of YesCymru wishing to be designated the status of a **Community** Group or Section;
 - (iii) agree to the YesCymru social media guidelines;
 - (iv) have held a meeting with 5 or more YesCymru members present, and elected a chair;
 - (v) **have a bank account, or applying for the same, or some other legitimate means of collecting member subscriptions;**
 - (vi) any other criteria adopted by the **national assembly**.
- (b) Once a year, the **National assembly** (set out in clause 70) will discuss and agree any allocation of membership fees to **accredited or candidate community** groups and sections.
- (c) **Community** Groups and Sections are encouraged to recruit new members, all of whose membership fees will be collected by the accredited groups or **nationally** as appropriate. Meanwhile, **Community** Groups and Sections are also encouraged to raise funds which may either be kept by the Local Group or Section in a separate bank account, or transferred to the bank account of the **national assembly**.

(d) If there is more than one local group or section competing in a similar geographical area or field and are in dispute, the **National Assembly** may at any time intervene to facilitate a resolution to any conflict between these groups or sections, and a new chair will then be elected by members of any new merged group or section.

(e) **Community** Groups or Sections which are deemed to operate contrary to the aims and objectives of YesCymru can be expelled by the **national assembly**.

CANDIDATE COMMUNITY GROUPS AND SECTIONS

70. (a) Candidate Groups shall be recognised if two or more individual members of the association seek to establish an accredited group or section and have been accepted by the **National Assembly**;

(b) they may send a delegate to the **National Assembly** as an observer but will not have voting rights.

(c) all communications made to delegates from Accredited Groups shall be made to Candidate Groups.