

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 part of a wider European and international family. 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) the MEMBERS / AELODAU - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the central committee and take decisions in relation to changes to the constitution itself.
 - (b) the CENTRAL COMMITTEE / PWYLLGOR CANOLOG - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association.
 - (c) the LOCAL GROUPS & SECTIONS / GRWPYIAU LLEOL AC ADRANNAU - will have the same aims and founding principles as YesCymru, and may be focused on meeting local needs. Local groups will be autonomous albeit in accordance with the rules of this constitution.
 - (d) the NATIONAL COMMITTEE / PWYLLGOR CENEDLAETHOL - which consists of members of the central committee and representatives of local groups and sections. This committee will meet twice a year and have exactly the same powers as the central committee.

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 become a member of the YesCymru central committee and/or national committee and to take part in AGM/SGMs.
8. The central committee can refuse to admit any person to membership if it becomes obvious that the person disagrees with the objects / purpose of the organisation listed above. The

decision may be overturned with a majority vote at any general meeting (in accordance with clauses 14 and 16).

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, or by making a single payment each year.

Register of members

11. The central committee shall maintain a register of 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 central committee.

Expulsion from membership

13. Members should only be expelled from YesCymru in extreme and exceptional circumstances. A person may only be expelled from membership by way of a resolution passed by majority vote at a general meeting.

GENERAL MEETINGS

General meetings (meetings of members)

14. The central committee must convene an annual general meeting (AGM); no fewer than 10 months, and not more than 16 months since the last annual general meeting.
15. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of the association
 - (b) consideration of the annual accounts of the association
 - (c) the election/re-election of members of the central committee, as referred to in clause 30.
 - (d) the recommendation of person(s) for appointment or removal as director(s) of any Affiliate Company.
 - (e) discussion of and voting for any amendments to the constitution or motions submitted by members.
16. A Special General Meeting (SGM/EGM) may be called at any time at the request of any of the following:
 - (a) the central committee
 - (b) no less than 10% of the membership
 - (c) no less than 50% of local groups and sections that meet the criteria set out in clause 69.

Notice of general meetings

17. At least 28 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting. An agenda for the meeting must be sent to members at least 14 days before the meeting (in accordance with clause 63), and 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 central committee.

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 preside as chairperson of the general meeting; if the chair is not present, has resigned, is no longer a member, or is unwilling to act as chairperson within 15 minutes after the time at which the meeting was due to commence, members 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.

CENTRAL COMMITTEE / PWYLLGOR CANOLOG

Maximum number of central committee members

28. The maximum number of members of the central committee shall be 12.

Eligibility

29. A person shall not be eligible to be nominated to the central committee unless he/she is a member of the association at the close of the nomination process as set out by the central committee, and not be eligible for election to the central committee unless he/she is a member of the association at the time of the election.

Election, re-election

30. At each annual general meeting, the members will elect a chair, a vice chair, a treasurer, a secretary and further members to the central committee (subject to clause 28). A nomination form must be sent to members at least 14 days before the meeting (in accordance with clause 63), and at least 7 days should be given to submit nominations.
31. If any vacancies arise on the central committee and there are more than 28 days until the next general meeting, the committee may hold an online election to appoint replacements (subject to clause 28); all members of the association will be invited to vote in the election.
32. At each annual general meeting, all of the members of the central committee shall retire from office - but shall then be eligible for re-election.

Termination of office

33. A member of the central committee 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
 - (c) he/she resigns office by notice to the association
 - (d) he/she is absent (without sending an apology) from more than two consecutive meetings of the central committee, and the central committee resolve to remove him/her from office.

Register of central committee members

34. The central committee shall maintain a register of central committee members, setting out the full name and address of each member of the central committee, the date on which each such person became a central committee member, and the date on which any person ceased to hold office as a central committee member. Names of the central committee members will be made available via the official website.

Officebearers

35. The AGM will elect a chair, a vice-chair, a treasurer and a secretary. The central committee members 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 central committee or if he/she resigns from that office by written notice to that effect.

Powers of central committee

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

Personal interests

40. A member of the central committee 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 central committee; 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 central committee 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 central committee may serve as an employee (full time or part time) of the association, and no member of the central committee may be given any remuneration by the association for carrying out his/her duties as a member of the central committee.
44. Where a central committee 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 central committee 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 central committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
45. The members of the central committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the central committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at central committee meetings

46. The central committee will normally meet at least 3 times a year. Dates and Locations for central committee meetings will be decided by a vote of committee members.
47. The agenda of the central committee meetings will be set out by the chair, subject to prior suggestions of committee members.
48. No business shall be dealt with at a meeting of the central committee unless a quorum is present; the quorum for meetings of the central committee shall be 4.
49. If at any time the number of central committee members in office falls below the number fixed as the quorum, the remaining central committee member(s) may act only for the purpose 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 central committee 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 central committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
51. The central committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the central committee; for the avoidance of doubt, any such person who is invited to attend a central committee meeting shall not be entitled to vote.
52. A central committee member shall not vote at a central committee meeting (or at a meeting of a committee) 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 central committee

54. Each of the members of the central committee shall, in exercising his/her functions as a member of the central committee 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 central committee
 - (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 central committee with regard to the matter in question.

- (d) In cases where a central committee member is alleged to have acted against the interests of the association, the central committee must explain in full to the member the details of any such allegation, and give the member the opportunity to give their account of the allegations. Their account must form part of the investigation. After the conclusion of the investigation, the other central committee members shall vote on the necessary course of action. Any warning shall be sent to the member via e-mail. Only in extreme and exceptional circumstances shall a resolution be tabled to remove a committee member from office, and any such resolution must be passed by a majority vote at a general meeting.

Delegation to sub-committees

55. The central committee may delegate any of their powers to any sub-committee consisting of one or more central committee members and such other persons (if any) as the central committee 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 central committee may impose and may be revoked or altered.
57. The rules of procedure for any sub-committee shall be as prescribed by the central committee.

Operation of accounts and holding of property

58. The signatures of two out of three signatories appointed by the central committee 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 central committee.
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 central committee.

Minutes

60. The central committee shall ensure that minutes are made of all proceedings at general meetings, central committee meetings, national committee meetings and meetings of sub-committees; 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. The secretary will ensure minutes are distributed to the relevant members following each meeting, with reasonable promptness.

Accounting records and annual accounts

61. The central committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
62. The central committee 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 central committee 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 central committee 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 central committee 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.

LOCAL GROUPS & SECTIONS

69. (a) LOCAL GROUPS & SECTIONS / GRWP IAU LLEOL AC ADRANNAU shall be recognised and will be properly constituted 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 Local 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;
- (b) Twice a year, the National Committee (set out in clause 70) will discuss and agree an allocation of a fair proportion of membership fees to local groups and sections.
- (c) Local Groups and Sections are encouraged to recruit new members, all of whose membership fees will be automatically collected centrally. Meanwhile, Local 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 central committee.

- (d) If there is more than one local group or section competing in a similar geographical area or field, the central committee may at any time decide to merge these groups or sections, and a new chair will then be elected by members of the new merged group or section.
- (e) Local Groups or Sections which are deemed to operate contrary to the aims and objectives of YesCymru can only be expelled by way of a resolution passed by a majority vote at a general meeting.

NATIONAL COMMITTEE

70. (a) The NATIONAL COMMITTEE / PWYLLGOR CENEDLAETHOL consists of members of the central committee and up to two representatives (nominated by the Chair) of local groups and sections that meet the criteria set out in clause 69. During voting, each local group will have one vote. Chairs of local groups will be asked to suggest items to be discussed and included in the agenda beforehand.
- (b) The national committee will have exactly the same powers and follow the same rules, procedures and code of conduct as the central committee.
- (c) The national committee will meet twice a year. Dates and Locations for national committee meetings will be decided by the central committee. At least 14 days notice must be given to the chairs of constituted local groups via e-mail.

This constitution was adopted by YesCymru Extraordinary General Meeting of members on 8 December 2018.