

Sustainable Wallingford Constitution as amended at AGM of 25th April 2018

1. Name

The name of the Group shall be Sustainable Wallingford (referred to in this document as SW).

2. Aim

The aim of SW shall be to build a more sustainable town and community in Wallingford and its surrounding area.

3. Powers

In order to achieve its aims SW may:-

- a) raise money
- b) open bank accounts
- c) acquire assets including buildings
- d) take out insurances
- e) employ staff
- f) organise courses and events
- g) work with any other group or individual with whom it is beneficial to work, and exchange information and advice with them, but SW shall itself be independent of any political party or religious affiliation
- h) do anything that is lawful which will help it to fulfil its aims

4. Membership

- i) Membership of SW shall be open to any individual or organisation, without regard to disability, political or religious affiliation, race, sex or sexual orientation, who:-
 - a) is committed to helping SW achieve its aims,
 - b) is willing to abide by the rules of SW, and
 - c) is accepted by the Management Group, which shall only refuse an application if, acting reasonably and properly, they believe it to be in the best interests of SW to do so
 - ii) A member shall be defined as any individual who, or organisation which, meets the conditions in Clause 4(i) and has paid the current membership subscription.
 - iii) The membership of any member may be terminated for a good and proper reason by the Management Group, but the member concerned shall have the right to be heard by the Management Group, accompanied by a friend, before a final decision is made.
 - iv) The Management Group may define and accept Associate memberships or Supporters, who may receive certain communications and requests, but do not pay any subscription, and shall have no voting rights and no right of attendance at General Meetings.
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5. Management

i) SW shall be administered by a Management Group (referred to in this document as the MG)

consisting of:-

- a) a Chairperson
- b) a Treasurer
- c) a Secretary
- d) up to four other members
- e) a Communications Co-ordinator
- f) a Membership Secretary
- g) one representative from each Action Group
- h) if necessary, a maximum of two members may be co-opted by the MG

ii) (a), (b), (c), (d), (e) and (f) shall be elected at each Annual General Meeting or exceptionally at a Special General Meeting; (g) shall be appointed by their Action Group, and (h) shall be appointed by the existing MG members (a-g).

iii) MG members may fulfil more than one role in the Group, provided that the posts of Chair, Secretary and Treasurer are each held by a different member.

iv) The Membership Secretary shall keep and maintain the membership and communications lists and details as required by the MG.

v) MG decisions should be made by consensus whenever possible. If the Chair decides that it is impossible to reach agreement on an issue, it may be decided by a simple majority vote at an MG meeting, or, at the discretion of the Chair, at a General Meeting of members.

vi) If the Chair is not present at an MG meeting those present may appoint a member to act as Chair for that meeting.

vii) The MG may require the resignation of any member of the MG for a good and proper reason, but the member concerned shall have the right to be heard by the Management Group, accompanied by a friend, before a final decision is made.

viii) Reasonable notice of MG meetings must be given to all members of SW in writing or by email, who may attend, and may contribute to discussions if invited to do so by the Chair, but may not take part in decision-making.

ix) At least three members of the MG must be present for decisions to be taken at an MG meeting. If fewer than 5 members are present, it shall be the duty of the Secretary, or failing that the Chair or another MG member, to inform the absent members as soon as reasonably possible of any important decisions made at the meeting.

x) If the number of MG members falls below three, the remaining members may continue to run the organization on a caretaker basis, but they shall either a) arrange a General Meeting for the election of new MG members at the earliest convenient opportunity and in any case within three months, or b) co-opt one or more new MG members and immediately inform the membership of the organization as a whole and ask if there are any objections.

xi) The MG may make such rules as it thinks fit for the administration of SW, including, but not limited to: standing orders for the conduct of meetings, the setting and collecting of subscriptions, and provisions for Associate members or Supporters, provided that such rules

are not inconsistent with this Constitution.

6. Finance

- i) The Treasurer shall supervise the financial affairs of SW, keep proper accounts that show all monies received and paid out by SW, and make the accounts available to any member at reasonable notice.
- ii) All monies received by or on behalf of SW shall be applied to further the aims of SW and for no other purpose.
- iii) Any bank accounts opened for SW shall be in the name of SW.
- iv) Any cheques or other financial instruments shall be signed by any two of up to five signatories appointed by the MG from the membership of SW.
- v) SW shall ensure that its accounts are audited or independently examined at least once in every calendar year.
- vi) SW may at the discretion of the Treasurer pay approved and reasonable out-of-pocket expenses including travel, childcare and meal costs to members and others where they are incurred in connection with the activities of SW.

7. Action Groups

- i) The MG may appoint or, acting reasonably and properly, disband an Action Group (referred to in this document as an AG).
 - ii) No AG or individual member may undertake any activity or raise funds in the name of SW, or transfer an existing activity to another organisation, without the approval of the MG.
 - iii) A proposal for a project and/or fundraising must be:-
 - a) sent to the MG by the AG (or a group of members wishing to form a new AG) in writing or by email, and
 - b) where time allows, presented by AG (or prospective AG) member(s) at an MG meetingThe MG may approve, amend or reject it.
 - iv) Any funds raised by an AG must be handed over to the Treasurer, who shall ensure that such funds are only disbursed with the agreement of that AG, or, if it no longer exists, with the agreement of the MG.
 - v) No expenses may be incurred in the name of SW without the approval of the Treasurer.
 - vi) Subject to any conditions set by the MG under Clause 7(iii), AGs may conduct their business, and make decisions for their Group, as they see fit.
 - vii) AGs must appoint a representative to the MG, who must be a member of SW, although the AG members themselves do not have to be.
 - viii) In the event of the appointed AG representative to the MG being unable to attend an MG meeting, the AG should appoint another of its members (who must also be a SW member) to attend and act as its representative for that meeting and he/she may take part in decision-making.
 - ix) AGs must keep adequate minutes of their meetings and must make them available as soon as possible to the MG and all SW members.
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8. Communications Group

- i) All public and media communication on behalf of SW should be made with the agreement of the MG, except routine publicity by an Action Group.
- ii) The MG may delegate public and media communications to a Communications Group, to be chaired by the Communications Co-ordinator (if appointed), with a member from each Action Group.
- iii) In the event of the Communications Co-ordinator being unable to attend an MG meeting, the Communications Group will appoint one of its members to take part in that meeting.

9. General Meetings

- i) There shall be two types of General Meetings - Annual General Meetings and Special General Meetings.
- ii) Members are entitled to attend all General Meetings, but non-members (including Associate members and Supporters) may only be admitted to General Meetings at the discretion or request of the MG.
- iii) SW shall hold an Annual General Meeting once each calendar year and within 15 months from the previous Annual General Meeting.
- iv) The MG may call a Special General Meeting at any time. It must call a Special General Meeting if requested to do so in writing by at least ten members, or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the MG fails to hold the meeting within 28 days of the request, the members may proceed to call a Special General Meeting, but in doing so they must comply with the provisions of the Constitution.
- v) All members shall be given at least 14 days' notice of a General Meeting, and of the matters to be discussed, in writing or by email.
- vi) At least seven members, or one tenth of the membership, whichever is the greater, must be present for a General Meeting to take decisions.
- vii) All members shall be entitled to vote at a General Meeting, each member (whether an individual or an organization) having one vote.
- viii) Voting at a General Meeting shall be by a show of hands. If there is a tied vote the Chair shall have a second vote.
- ix) If the Chair is not present at a General Meeting, those present may appoint a member to act as chair of that meeting.
- x) All individual members shall, except as provided for in Clause 9(xi), be entitled to stand for election to the MG.
- xi) The MG may set a lower age limit (no greater than 18 years) such that individual members below that age cannot stand for election.
- xii) The business of the Annual General Meeting shall include:-
 - a) receiving reports on SW's activities since the last Annual General Meeting
 - b) receiving a report from the Treasurer on the finances of SW
 - c) elections to the MG as required by Clause 5(ii)
 - d) considering any other matter of which notice has been given or which the meeting agrees to consider

10. Other Meetings

Subject to agreement with the MG, and in liaison with the Communications Group, other meetings may be called to include either specific external groups or organisations, or to be open to all members of the public.

11. Minutes

The Secretary of SW shall ensure that minutes are kept of all MG meetings and all General Meetings, and that these are made available to all SW members as soon as possible.

12. Alterations to the Constitution

- i) At least 14 days' notice of any proposed changes to the Constitution must be given to members in writing or by email.
- ii) The proposed changes must be agreed by at least two-thirds of those members present and voting at a properly convened General Meeting.
- iii) For Constitutional changes the Chair shall not have a second vote.

13. Dissolution

- i) SW may be wound up at any time by a decision taken under the provisions of Section 12.
- ii) In the event of dissolution any assets remaining after all debts have been paid shall be given to another group or groups with similar aims, subject to the approval of any funding bodies.