



Sustainable Blewbury

www.sustainable-blewbury.org.uk

Constitution

Adopted by the Sustainable Blewbury Core Group on 5th March 2012
and approved by the Annual General Meeting on 27th April 2012.

Amended by the Core Group on 7th January 2013
and approved at the Annual General Meeting on 12th April 2013.

Amended by the Core Group on 11th November 2014
and approved by the Annual General Meeting on 15th April 2015.

1. PREAMBLE

Sustainable Blewbury is concerned with climate change and other environmental issues. Due to rising atmospheric levels of carbon dioxide and other greenhouse gases, we must reduce our dependence on fossil fuels. We need to explore ways in which we can adapt to a lower-carbon way of living, yet maintain a good quality of life.

Sustainable Blewbury is organised around the following main themes:

- **Energy** – to decrease use of fossil fuels and encourage renewables;
- **Travel and transport** – to reduce dependence on cars and wasteful transport;
- **Food and farming** – to promote local production and fair trade;
- **Natural environment and heritage** – to promote protection and development of Blewbury's unique features; and
- **Reduce, reuse, recycle** – to reduce waste and increase reuse and recycling.

2. NAME

The name of the Society shall be Sustainable Blewbury.

3. AIMS AND OBJECTIVES

The objectives of Sustainable Blewbury shall be:

- to stimulate public interest in the need to reduce our dependence on fossil fuels;
- to facilitate, develop and undertake projects directly or indirectly aimed at reducing our dependence on fossil fuels;
- to promote the use of renewable energy to replace fossil fuel consumption;
- to underpin the above objectives through promoting biodiversity;
- to achieve the above objectives through activities in five theme areas: energy, travel and transport, food and farming, natural environment and heritage, and waste and recycling;
- to organise meetings, publications, lectures, exhibitions and publicity in order to pursue the above aims and objectives;
- to pursue the above objectives while caring for the beauty, history and character of the village of Blewbury in Oxfordshire and its surroundings, and the well-being of the inhabitants;
- to foster links, support and co-operation with other persons and organisations with similar aims; and
- to achieve the above aims mainly through local actions and initiatives.

4. MEMBERSHIP

Membership of Sustainable Blewbury shall be free and open to all residents of the Parish of Blewbury by notification of their details to the secretary and approval by the Core Group which will not reasonably be refused.

Applications to join from those living outside Blewbury shall require some reasonable link with Blewbury and approval by the Core Group"

The Secretary shall keep a register of members.

5. OFFICERS

The officers of Sustainable Blewbury shall be a Chairman, a Treasurer and a Secretary. The Annual General Meeting shall have power to create other officers as it thinks necessary. All officers must be members of Sustainable Blewbury.

The Auditor and Trustees (with the exception of the Chairman) are not officers of Sustainable Blewbury. The Auditor must not be a member of Sustainable Blewbury. The Trustees may but need not be members.

Any officer may retire by giving thirty days prior notice by e-mail or letter to the Secretary. All shall retire at the end of each Annual General Meeting, but shall be eligible for re-election at that meeting.

6. CORE GROUP

Responsibility for the running of the affairs of Sustainable Blewbury shall be vested in the Committee, normally referred to as the Core Group. The Core Group shall consist of the officers and no fewer than four and not more than seven other members of Sustainable Blewbury.

Members of the Core Group would normally include the co-ordinators of the main theme areas and of major projects of Sustainable Blewbury.

The Core Group shall have power to co-opt members of Sustainable Blewbury to fill any casual vacancy on the Core Group or any office arising between Annual General Meetings.

Any member of the Core Group may retire by giving 30 days prior notice by e-mail or letter to the Secretary. All shall retire at the end of each Annual General Meeting, but shall be eligible for re-election at that meeting.

The quorum for meetings of the Core Group shall be five members.

Core Group meetings shall be held at least four times a year.

Not less than three days notice by e-mail or letter of every meeting shall be given by the Secretary or Chairman to members of the Core Group. In an emergency, at the discretion of the Chairman and Secretary, additional meetings may be called on not less than 24 hours notice.

Decisions at meetings of the Core Group are made by a simple majority. In the event of equality of voting the Chairman (or the acting chairman of that meeting) shall have a casting vote.

Any matter not provided for in the Constitution and concerning the organisation and activities of Sustainable Blewbury shall be dealt with by the Core Group whose decision shall be final.

The Core Group must keep proper records of all proceedings at meetings of the Core Group, all reports of committees and projects, and all professional advice obtained.

7. TRUSTEES

The main function of the Trustees is to hold and protect the property of Sustainable Blewbury, whether that be freeholds, leaseholds or any other items.

The Trustees shall consist of the Chairman, and at least two and not more than three elected individuals who must not be officers of Sustainable Blewbury.

The Trustees must keep proper records of all proceedings at meetings of Trustees and all professional advice obtained by them.

The Core Group shall nominate the first Trustees one of whom shall be the Chairman. Future Trustees are elected at the Annual General Meeting. The power of appointing Trustees shall vest in the Chairman.

One of the elected Trustees must retire at each Annual General Meeting, the longest in office retiring first and the choice between any of equal service being made by drawing lots. A retiring Trustee may be re-appointed.

The Trustees may fill vacancies by co-option, to hold office until the end of the next Annual General Meeting.

Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a Trustee of Sustainable Blewbury before he or she may vote at any meeting of the Trustees.

A Trustee may resign by giving notice by e-mail or letter to the Trustees.

No Trustee may receive any payment of money or other material benefit (whether direct or indirect) from Sustainable Blewbury except reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of Sustainable Blewbury.

Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, he or she must declare an interest before discussion begins on the matter; then be absent from that part of the meeting unless expressly invited to remain in order to provide information; and be absent during the vote and have no vote on the matter.

There shall be vested in the Trustees all the property of Sustainable Blewbury other than cash and bank and similar accounts which will be under the control of the Core Group.

8. ANNUAL GENERAL MEETING

Overall responsibility for Sustainable Blewbury shall be vested in the Annual General Meeting of the membership which shall be held in or about April of each year.

The Secretary shall give ten clear days notice of the Annual General Meeting. Notice of the meeting shall be deemed to have been given by publication in the Blewbury Bulletin, by notices on the Sustainable Blewbury website and to members by e-mail or letter.

Notices of motions, duly seconded, shall be in the hands of the Secretary five clear days before the Annual General Meeting, but the chairman of the meeting shall accept motions at the meeting which could not have been submitted by that date or which arise as a result of business at the meeting.

A quorum for the Annual General Meeting shall consist of ten Members present.

Nominations for officers and Core Group members shall be made at or before the Annual General Meeting. Such nominations, duly seconded, shall signify the consent of the nominee.

If the nominations exceed the number of vacancies, a ballot shall be completed prior to the election of the further Core Group members.

The business of the Annual General Meeting shall be:

- to receive the Chairman's report of the activities of Sustainable Blewbury during the preceding year;
- to receive and consider the accounts of Sustainable Blewbury for the preceding year and the Auditor's report on the accounts and the Treasurer's report on the financial position of Sustainable Blewbury;
- to accept the retirement of those elected Trustees who wish to retire or are retiring by rotation and to elect or re-elect a person to fill any vacancy arising;
- to elect officers and other members of the Core Group;
- to elect the Auditor; and
- to discuss and determine any issues of policy or deal with any other business put before it by the Core Group.

Resolutions and ballots at an AGM shall be passed by a simple majority of the votes cast by Members present at the meeting. In the event of equality in voting the Chairman (or acting chairman at the meeting) shall have a casting vote.

9. SPECIAL GENERAL MEETING

A Special General Meeting shall be held at the request of ten members or by Core Group decision.

Within five days of receipt of such a request, which shall give notice of the motion or business to be discussed, the Secretary shall give ten clear days notice by e-mail or letter of the Special General Meeting to all members setting forth the motion or business to be discussed. Notice of the meeting shall be deemed to have been given by notices on the Sustainable Blewbury website and to members by e-mail or letter.

The Special General Meeting shall consider only such business as appears on the agenda for the meeting.

A quorum for the meeting shall constitute ten Members present.

The business which may be conducted at a Special General Meeting may be one or more of:

- removing all or any of the officers, other members of the Core Group, Trustees and Auditor and filling the vacancies caused by such removal;
- appointing persons to fill any other vacancy in any office or the Core Group;
- considering and if thought fit deciding on any matter which the Core Group refers to the Special General Meeting;
- altering these rules; or
- dissolving the Society.

Resolutions and ballots at a Special General Meeting shall be passed by a simple majority of the votes cast by members present at the meeting. In the event of equality in voting the Chairman (or acting chairman at that meeting) shall have a casting vote.

10. PROJECTS

Individuals or groups of members shall be encouraged to set up projects of relevance to the stated aims of Sustainable Blewbury and to report progress to the Core Group and to open meetings from time to time as requested by the Core Group.

11. FINANCE AND ACCOUNTS

Financing of the activities of Sustainable Blewbury shall be through fund-raising events and the receipt of grants and donations.

All income shall be put towards the stated aims and objectives of the organisation.

The Core Group shall meet all proper expenses of administration and management of Sustainable Blewbury and shall make such payments as are directed by an Annual General Meeting or a Special General Meeting, or agreed upon by the Core Group.

The Core Group shall not borrow money without the approval of an Annual General Meeting or Special General Meeting.

The financial year of the Society shall end on 31 January.

As soon as is practicable after the end of the financial year, details of all items of income and expenditure, assets and liabilities shall be set forth in an annual account.

The account shall be audited by the Auditor not less than 21 days before the Annual General Meeting.

The Auditor shall be appointed by each Annual General Meeting and hold office until the end of the next Annual General Meeting.

Copies of the audited statement of accounts shall be offered to every member on request with the notice convening the Annual General Meeting and given to all members who attend the meeting.

All monies received by Sustainable Blewbury shall be paid into an account in the name of Sustainable Blewbury at bankers appointed by the Core Group.

The signatures of two officers (or confirmation by two officers for electronic banking) shall be required for making any payment.

Accounting records relating to Sustainable Blewbury must be made available for inspection by any Trustee or member of the Core Group within a reasonable time.

12. AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended by a two-thirds majority present at an Annual General Meeting or Special General Meeting provided that prior notice of the amendment has been given in accordance with section 8 or 9 of the Constitution.

13. INDEMNITY

Except such loss as arises from their respective wilful default, the Trustees and members of the Core Group shall not be liable (otherwise than as members of Sustainable Blewbury) for any loss suffered by Sustainable Blewbury as a result of the discharge of their respective duties on its behalf, and they shall be entitled to an indemnity out of the assets of Sustainable Blewbury for all expenses and other liabilities incurred by them in the discharge of their respective duties.

14. DISSOLUTION

Sustainable Blewbury may be dissolved by a resolution passed at an Annual General Meeting or a Special General Meeting.

The dissolution shall take effect from the day when the resolution is passed. The Core Group shall be responsible for the winding up of the assets and liabilities of Sustainable Blewbury.

If any property remains after the discharge of all debts and liabilities of Sustainable Blewbury it shall be disposed of in accordance with the decision of the Annual General Meeting or Special General Meeting deciding to dissolve Sustainable Blewbury.

In the event of winding-up, all assets must be distributed to another charitable or not-for-profit organisation.