

# **GREEN SHROPSHIRE XCHANGE Environment Network CONSTITUTION 2019**

## **1. Name of organisation**

The name of the organisation shall be 'Green Shropshire Xchange Environment Network' hereafter referred to as "GSX".

## **2. Objectives**

The Organisation's objectives are for the benefit of Shropshire:

1. To encourage, support, coordinate and work to promote community action to conserve, protect and enhance the environment.
2. To promote sustainable development by our members, other organisations, businesses and individuals.
3. To influence and encourage our members, other organisations, businesses and individuals to maximise positive environmental activities and impacts and reduce, mitigate or eliminate negative environmental impacts and activities.

## **3. Powers**

1. In furtherance of the Objectives the Steering Group may decide and exercise power to develop and carry out initiatives, where appropriate with other organisations, businesses and individuals.

2. Provide information and support to other organisations, businesses and individuals to assist in developing and coordinating actions in accordance with the objectives.

3. Invite and receive financial contributions from members and raise funds to finance as required, manage a bank account for these funds.

4. Promote the work of GSX, organise meetings and other events as required, update the website and social media.

5. Work with groups of a similar nature and exchange information, advice and knowledge, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations.

6. Employ staff (who shall not be members of the Steering Group) and involve volunteers as are necessary to achieve the objectives of GSX.

7. Buy and/or rent premises and equipment.

8. Take any form of action that is lawful which is necessary to achieve the objectives of GSX.

## **4. Application of the Income and Property**

1. The income and property of GSX shall be applied solely towards the promotion of the objectives. Any money acquired by GSX including donations, contributions and bequests shall be paid into an account in the name of GSX.

2. Any deeds, cheques etc relating to the Group's bank account shall be signed by at least two (2) of the Steering Group members as set out in the Rules. No expenditure may be incurred on behalf of GSX except in accordance with the budget approved by the Steering Group. Official accounts shall be maintained, with an annual financial report presented at the AGM.

3. A Member may pay out of, or be reimbursed from, the property of GSX reasonable expenses properly incurred by the Member or Member's representative when acting on behalf of GSX. None of the income or property of GSX may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of GSX.

## **5 Dissolution**

1. If the members resolve to dissolve GSX at a General Meeting the Steering Group members will remain in office and be responsible for winding up the affairs of GSX in accordance with this clause.
2. The Members of the Steering Group must collect in all the assets of GSX and must pay or make provision for all the liabilities of GSX.

The Steering Group must apply any remaining property or money:

- a) directly for the objectives;
- b) by transfer to any Charity or charities or similar organisations for purposes the same as or similar to GSX;

## **6. Membership**

1. Membership shall be open to any organisation group, business or individual which supports the objectives of GSX and will actively assist GSX in achieving its objectives and will adhere to the rules of GSX.
2. Applications for membership will be submitted for consideration by the Steering Group.

Where it is considered membership would be detrimental to the objectives and activities of GSX the Steering Group shall have the power to refuse membership and the decision must be notified in writing with reasons. The Steering Group must consider any representations made but any subsequent decision of the Steering Group will be final and must be notified to the applicant in writing.

The Steering Group may terminate or suspend the membership of any member by resolution passed at a meeting after having given 21 days notice in writing why it is considered in the best interests of GSX that termination of membership is appropriate. The member should be allowed to make representations to the meeting prior to the decision of the Steering Group.

3. Membership will terminate if any sum due to GSX is not paid within 4 months of the sum being due.

4. Any member of GSX may resign their membership by written notice. All relevant documents to be returned to GSX Network.

## **7. Structure and management**

1. The Group shall be administered by a Steering Group of at least four (4) members' and no more than twelve (12) members.
2. Any organisation or business that is a member of GSX may nominate any person to act as its representative at any meeting of GSX.
3. The organisation must give written notice to GSX of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by GSX. The nominee may continue to represent the organisation until written notice to the contrary is received by GSX. Any notice given to GSX will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. GSX shall not be required to consider whether the nominee has been properly appointed by the organisation.

4. Members of the Steering Group will be elected at the Annual General Meeting, from the membership. The Steering Group may at any time co-opt any member who is qualified to be appointed to fill a vacancy in their number or as an additional member.

**8. Officers** The Steering Group will appoint: The Co-ordinator and The Treasurer and any additional officers the Steering Group deems necessary.

Duties of the Co-ordinator include chairing meetings, management of the website and membership lists with regard to the confidentiality regulations.

Roles of the Treasurer include management of the bank account and presenting the financial report at the AGM.

## **9. General Meetings**

1. A general Meeting must take place within 12 months of the date of the adoption of this resolution and subsequent Annual General Meetings shall take place each subsequent year and no later than 15 months after the previous Annual General Meeting.

2. A Special General Meeting may be called by the Steering Group at any time and the Steering Group must call a Special General Meeting if called upon to do so by at least 8 members or one tenth of the membership, whichever is the greater.

3. At least twenty one (21) days' notice must be given to all members before a General Meeting takes place.

4. All members are entitled to vote at a General Meeting. Each member is allowed one vote on each issue. Voting shall be made by a show of hands on a majority basis. In the case of a tied vote, the Chairperson or an appointed deputy shall make the final decision.

5. No business shall be conducted at a General Meeting and the AGM unless a quorum of 8 members is present

6. If no quorum is present the Steering Group must re-convene the meeting with at least 7 days notice of the meeting. The members then present shall constitute the quorum for that meeting.

## **10. Steering Group**

1. The Steering Group shall meet at least three times a year. Meetings shall enable the Group to discuss and determine actions and monitor progress to date, and to consider and determine future actions.
2. The Steering Group may regulate its proceedings as they see fit so long as it is in accordance with the Constitution and any Rules adopted by the Steering Group.
3. A quorum of a minimum of four (4) Members must be present in order for any decisions to be made at a meeting.
4. It shall be the responsibility of the Chairperson to chair all meetings unless he/she is not present or unwilling to chair the meeting, then the Steering Group should appoint a Chair for the meeting.
5. Every issue may be determined by a simple majority of the votes cast at a meeting.
6. A Steering Group meeting may be held including by using telephone or by tele-visual or other electronic or virtual means agreed by the Steering Group members in which all members are given sufficient notice of the meeting to enable their participation and members that choose to participate in the meeting can communicate simultaneously and fully with all other participants.

## **11 . Amendments to the Constitution**

1. Any changes to this Constitution must be agreed by a majority vote at a General meeting.
2. Amendments proposed to this Constitution or dissolution of the Group must be conveyed to the steering group formally in writing at least 14 days before the General Meeting or AGM.

## **12. Rules**

1. The Steering Group may from time to time make rules for the conduct of their business.
2. The rules may regulate the following matters but are not restricted to them:
  - a) the admission of members of GSX (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - b) the conduct of members of GSX in relation to one another, and to GSX's employees and volunteers;
  - c) the setting aside of the whole or any part or parts of GSX's premises at any particular time or times or for any particular purpose or purposes;
  - d) the procedure at general meeting and meetings of the Steering Group in so far as such procedure is not regulated by this Constitution;
  - e) the keeping and authenticating of records. (If regulations made under this clause permit records of GSX to be kept in electronic form and require a member of the Steering Group to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
  - g) A general meeting of GSX has the power to alter, add to or repeal the rules.
3. The Steering Group must adopt such means as they think sufficient to bring the rules to the notice of members of GSX. The rules shall be binding on all members of GSX. No rule shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution

## **Agreed by the Steering Group April 2019.**

Tony Green, Fred Packer, Bob Ensum, Cath Edwards,  
Rob Saunders, David Howard and Chris Deaves.