



## How we organise ourselves

**This is our constitution.** This is how we run ourselves and put our values, ‘*Who and how we want to be*’, into action.

It is our **first** constitution, and is agreed, witnessed and adopted on **16 March 2021** by the following signatories: Jess Baxter, Dmytro Bojaniwskyj, Jim Coubrough, Steve Hale, Gilly Horner, Rachel Lenane-Young, David Lowin, Lucy Reid, Peter Smith, Chloe Turner.

### *Our name*

(1.1) We are ‘**Minchinhampton Climate Action Network**’, also known in abbreviation as ‘**Minch CAN**’, ‘MCAN’, and herein also referred to as ‘the group’ or ‘our group’.

### *Our group is a consensus*

(2.1) Minch CAN is a consensus of individuals who agree with our group’s values. No individual member can claim to represent the group without its express consent, as given according to its constitution.

(2.2) Those things issued officially and jointly by the group (agreed preferably in its meetings) are the most authentically its joint and consensual voice.

(2.3) No individual may knowingly misrepresent the group, its activities, positions or intentions.

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(2.4) This does not preclude individuals disagreeing with the group or speculating upon what it may in the future do or decide, but they must be clear that they are expressing personal views and not the group's.

(2.5) Our group is a respectful consensus, where members are considerate of each other, as discussed in our code of conduct, '*The people we hope to be*'.

### *Our values and purposes*

(3.1) Minch CAN is a community action founded in response to the climate crisis facing the planet, and the damaging impacts of human activity on the natural world. We recognise the effects of climate change, pollution, and habitat loss and degradation and their intertwining nature, and seek positive change.

(3.2) We will run our group according to the values expressed in '*Who and how we want to be*'.

(3.3) We are dedicated to the creation and benefit of sustainable and healthy communities, landscapes and habitats within and around our geographical area of interest. Sustainable communities, landscapes and habitats are here for the long term.

(3.4) Limiting human-induced climate change is our guiding target. We aim to help make local life carbon neutral by the earliest feasible date, and no later than 2030.

(3.5) Our principal focus is to encourage, inform, facilitate and mobilise community action within the framework of achieving carbon neutrality in our participating communities:

- ◆ Making it clearer for people to know how to live low-carbon lives, and then helping them do it.
- ◆ Organising events, services and projects where people can contribute their time, skills, energy and imagination to help.

(3.6) We agree that the group shall have full power to do all things necessary and/or expedient to fulfil its constitution, including:

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- ◆ Raising funds, receiving grants and donations.
- ◆ Applying for funds in carrying out its work.
- ◆ Co-operating with and supporting other associations with similar purposes.

### *Our geographical area of interest*

(4.1) Minch CAN works for the benefit primarily of those communities, landscapes and habitats wholly or partly contained within the boundary of Minchinhampton civil parish, as it was defined on the date of adoption of this constitution.

(4.2) This includes, but is not limited to: Amberley, Aston Down, Ball's Green, Besbury Common, Box, Brimscombe, Bubblewell, Burleigh, Burnt Ash, Cowcombe Hill, Crackstone, Culver Hill, Forwood, Gatcombe Wood, Gillhays Copse, Hampton Fields, Hampton Green, Houndscroft, Hyde, Hyde Wood, Iron Mills Common, Knave-in-hole, Littleworth, Littleworth Common, Minchinhampton, Minchinhampton Common, St Chloe, The Knapp, Theescombe, Wall's Quarry – 'the communities around the many Commons around Minchinhampton'.

(4.3) The group's geographical area may be enlarged by changes to the civil parish boundary, but not reduced except by a change to this constitution.

(4.4) The group shall generally focus its attention on and carry out its work within this geographical area, except where working with an organisation or individual on a project or initiative that includes this area but is not limited to it furthers the group's aims.

### *Our commitment to positive relationships*

(5.1) Minch CAN is committed to positive, friendly and mutually-supportive working relationships.

(5.2) We come together to act collectively to benefit our communities. Our group is fundamentally collaborative and co-operative, and will work without prejudice or favour alongside individuals, households, families, public services, businesses, local government, other local community groups, neighbouring communities, and groups of similar aims and character.

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(5.3) We recognise that a good working relationship with **Minchinhampton Parish Council** is desirable and useful, and will take appropriate and reasonable steps to maintain one. To this end we commit to:

- ◆ Including the entire civil Parish in our activities.
- ◆ Liaising with the Council when asked, and informing it of our activities.
- ◆ Endeavouring to provide advice and assistance to the Council when asked to on matters within our aims.

(5.4) We acknowledge the support that we have in the past received from Minchinhampton Parish Council and may in the future receive, and confirm that this has not and will not compromise our independence. The Council does not control, influence or instruct the group.

### *Membership of our group*

(6.1) Membership of Minch CAN is open to any person aged 16 or older providing they meet the following membership criteria:

- ◆ They either live within the geographical area of the group or have a strong connection to it that is acceptable to the group, eg through employment, education, or as a representative of community interests.
- ◆ They support the aims and values of the group, as expressed in '*Who and how we want to be*'.
- ◆ They agree to abide by the group's code of conduct, '*The people we hope to be*'.
- ◆ They are not the source or cause of significant harm to another member.
- ◆ They have not previously had their membership removed for reasons which remain valid.

(6.2) Anyone between the ages of 13 and 15 wishing to join and otherwise fulfilling the membership criteria may do so if supervised and accompanied in group activities (including correspondence) by an appropriate parent or guardian.

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(6.3) Membership begins as soon as the group has received in writing and accepted an application that demonstrates clearly that the applicant meets the membership criteria, and agrees to abide by its constitution and practices.

(6.4) A list of members will be kept securely and confidentially by the group, and the group will manage members' details in accordance with the latest General Data Protection Regulation. A *Privacy & Data policy* will explain this. Members' details will only ever be used by the group in connection with its own activities, and only if absolutely necessary.

(6.5) Members may resign at any time by writing to the group.

(6.6) Members are expected to resign if they no longer fulfil the membership criteria, and will be considered to have resigned if they have not done so after six months of this being the case.

(6.7) Members who have not been in contact with the group for a year will be considered to have resigned. The group will take reasonable steps to contact such members before this happens.

(6.8) The Group has the right and responsibility to suspend or remove membership from a member who has brought the name of the group into disrepute, acted inappropriately, gained membership fraudulently, or otherwise been deemed to work against the constitution, aims, values, or code of conduct of the group. Such a decision can only be made at a quorate meeting of the group, after at least 14 days' notice has been given in writing to all members. The individual concerned shall have the right to be heard at this meeting, and to be accompanied by a friend (who need not be a member of the group) before the decision is made.

### *The officers of our group*

(7.1) Minch CAN's business will be facilitated by officers elected at each AGM.

(7.2) These elections are open to all members in good standing. A candidacy for an office may be shared between two members, or an office offered to the leading two candidates to share if the group so wishes.

(7.3) The officers are as follows:

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- ◆ **Chair**, who shall chair meetings, be responsible for the assets of the group, and act as its representative.
- ◆ **Secretary**, who shall be responsible for the group's organisation, meetings, elections and appointments, communications, issues concerning membership, and data protection.

(7.4) In the event of an officer standing down before the next AGM, an interim officer will be elected at the next meeting.

(7.5) Any officer missing meetings at which they are expected to be present for three months will be contacted by the group and asked if they wish to resign.

(7.6) The group may create and dissolve additional offices as it needs to, which are bound by these same rules.

### *Our meetings*

(8.1) Minch CAN meetings will follow closely our code of conduct, '*The people we hope to be*'.

(8.2) Meetings shall be, as far as is practical, open to all members and held in an accessible venue or online.

(8.3) Meetings will be called, organised and recorded by the Secretary or their representative. They will be led by the Chair or their representative, who will organise discussion and bring agenda items forward into decisions and actions, as appropriate.

(8.4) All members will be notified of a meeting at least 14 days in advance of it, giving the venue, date and time. Notice may be by any reasonable means, eg phone, email or post.

(8.5) All members may submit items for the agenda of a meeting which they are eligible to attend. Agenda items are subject to the Chair and Secretary's approval. If they refuse to include an item on the agenda (eg for time, irrelevancy, or practicality), they must give their reasons at the meeting if asked to, and the meeting may decide to accept the item for the following meeting's agenda. The agenda and any

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associated papers shall be circulated to all members at least 3 days ahead of the meeting.

(8.6) All members are encouraged to contribute to discussion, and it is the Chair's duty to ensure they can be heard from in a fair manner. It is the Secretary's duty to prepare and have approved by the group a record of the meeting that authentically reflects the discussion, and honestly expresses the group's joint and consensual voice.

(8.7) The Chair may propose such *ad hoc* measures as they see necessary to maintain fair and thorough discussion in a meeting, and adjourn or postpone it if a satisfactory meeting is not possible.

(8.8) Decisions may only be made at quorate meetings.

(8.9) Decisions shall be reached by the general consensus of those present. If issues cannot be agreed by consensus, they shall be voted upon. Every member present has one vote, and a majority vote of at least 60% of attending members will be required to pass a decision.

(8.10) There shall be three types of meeting:

- ◆ **Annual General Meeting** (AGM) called each year to report on the group's activities since the last AGM and take such actions, eg elections and approval of accounts, as maintain the orderly and correct running of the group.
- ◆ **Ordinary General Meeting** (OGM) called to conduct the day to day business of the group.
- ◆ **Special General Meeting** (SGM) or 'emergency' meeting called to resolve a single urgent issue.

### ANNUAL GENERAL MEETINGS

(8a.1) An AGM shall be held each year within two months of the anniversary of this constitution, unless the group agrees there exists an acceptable reason to defer for not more than two additional months.

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(8a.2) The quorum for an AGM shall be 10 members or the entire membership, whichever is the smaller number.

(8a.3) The business of the AGM must include:

- ◆ The group shall consider this constitution and vote to agree its renewal or resolve any such changes as are required or requested.
- ◆ The group shall elect its officers for the period up to the next elections. Members may submit nominations to the Secretary as they would an agenda item.
- ◆ The group will receive and consider the group's accounts for the previous year.
- ◆ The group will receive and consider a report of the group's work over the year.

### ORDINARY GENERAL MEETINGS

(8b.1) OGMs should be held at least once every three months.

(8b.2) The quorum for an OGM shall be 5 members or the entire membership, whichever is the smaller number.

(8b.3) The business of these meetings shall be to receive reports of ongoing business, to allocate and agree expenditure, to initiate new business, and to vote on any matter that is likely to be of importance for the group as a whole.

### SPECIAL GENERAL MEETINGS

(8c.1) An SGM may be called for any reason given in this constitution or at the actionable written request of 5 members or 10% of the entire membership, whichever is the larger number.

(8c.2) An SGM will take place within 21 days of it being called.

(8c.3) The quorum for an SGM shall be 10 members or the entire membership, whichever is the smaller number.



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### TASK GROUPS

(8d.1) In order to further the progress of the group, much of the group's activity is expected to be carried out by task groups. Task groups shall be created to carry out a specific action or fulfil a specific aim, after which they shall be dissolved.

(8d.2) Strictly within its remit, a task group may represent Minch CAN in its activities, and can use Minch CAN's resources as and where prior agreement has been obtained. This power to represent Minch CAN may be withheld at any time by written notice from the Chair.

(8d.3) A task group may be dissolved by a vote at any quorate meeting of Minch CAN.

(8d.4) A task group should generally involve a small number of members with relevant skills and/or experience, one of whom, the **Task Organiser**, shall be expected to co-ordinate the contributions of the others and speak on the group's behalf.

(8d.5) Task group members need not be those who can regularly attend meetings. Task groups will be notified to the membership in the group's communications, and contributions and support encouraged from the entire membership.

(8d.6) It is the prerogative of a task group to organise itself towards its task as is most effective, except that:

- ◆ It must abide by this constitution.
- ◆ It is accountable to Minch CAN, and must report to its meetings and officers as requested.
- ◆ Its decisions must be fully consensual between its members.

### *Our money, property and other assets*

(9.1) All money, property and other assets held, raised or created by Minch CAN shall be used solely on the objectives laid out in our constitution and agreed in our meetings.

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(9.2) We will operate on a not-for-profit basis, and have a duty to maximise any surpluses so they may be used to develop our activities.

(9.3) Funds cannot be used to pay members or their associates except to refund legitimate expenses, or within the context of a contract awarded in an acceptable manner.

(9.4) There shall be a petty cash fund established by the group against which the Chair and Secretary may draw freely sums not to exceed £20 at a time for running expenses associated with the group's business, for which drawings they will be held accountable by the group on a quarterly basis.

(9.5) Unless otherwise specified in advance, assets created by members in pursuit of the group's aims, eg income, intellectual property, contracts and rights, belong to the group and not those members.

(9.6) A record of all income and expenditure shall be kept on a timely basis by the Chair, and provided to any member on written request. It shall additionally be reported and approved at the AGM.

(9.7) The Chair has responsibility for the safeguarding of the group's assets and will make and have approved by the group such arrangements as they consider best.

(9.8) Deposit and deployment of money or monetisable assets shall require the approval of two signatory members, one of whom must be the Chair. The group will agree at least three such signatories, who must not be related nor otherwise members of the same household.

### *Making changes to our constitution*

(10.1) We may add clarifications, expansions to, and other detailed notes on the Minch CAN constitution as an interim appendix to it at any quorate meeting, providing such an appendix does not contradict the already-established constitution. Any such appendix must be closely consequent upon an existing main section of the constitution (not on other appendices), and must be approved either at the next available AGM or at a specifically-convened SGM.

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(10.2) Apart from 10.1, proposals to change the constitution (with accompanying justification) must be introduced as specific agenda items at an AGM, or as motions for their own specific SGM. Such proposals, contrary to normal voting, shall require a 70% majority vote to be passed if contested.

### *Dissolving Minch CAN*

(11.1) Minch CAN cannot hold meetings if we have fewer than 5 members capable of fulfilling their duties. In this circumstance, the group's activities are suspended as far as is reasonable until our membership meets the required minimum.

(11.2) If an AGM or an OGM decides to close the group, it may call a SGM to do so. The only business of this meeting will be to decide whether to close the group and, if applicable, allocate its remaining assets.

(11.3) If it's agreed to close the group, all remaining money and other assets, once outstanding debts and agreements have been settled, will be donated to local not-for-profit organisations of compatible aims and character. These will be agreed at the same meeting where it's decided to close the group.