

# **Suffolk Tree Warden Network Constitution**

*Adopted on 5<sup>th</sup> September 2017. Revised, amendments approved by AGM 1<sup>st</sup> October 2020.*

## **A Name**

The name of the group is '**Suffolk Tree Warden Network**' and it is an associated body of the Tree Council's Tree Warden Scheme, entitled to the use of the title 'Tree Warden'.

## **B Administration**

The Network will be administered and managed in accordance with this Constitution by the members of an Executive Committee

## **C Purpose**

The Network's purpose<sup>1</sup> is:

To promote, for public benefit, the conservation, protection and improvement of the Environment through the planting, care, nurture and cultivation of trees, **in the County of Suffolk.**

## **D Membership**

(1) Membership of the Network is open to anyone interested in helping to achieve its purpose and who has met the rules for membership that are agreed by the Executive Committee. The Executive Committee will keep an up-to-date list of all the members.

(2) Every member has one vote at Annual or Special General Meetings.

(3) The Executive Committee may, if there is good reason, terminate the membership of any individual: the individual concerned will have the right of appeal to the Executive Committee, accompanied by a friend, before a final decision is made (See separate Membership Policy document)

## **E Executive Committee Officers**

(1) At the Annual General Meeting (AGM) of the Network, the members will elect a Chair, a Secretary and a Treasurer, who will then hold office from the conclusion of that meeting.

(2) Any of the elected officers may be removed from office and replaced at any time by the Executive Committee, by majority vote.

## **F Membership of the Executive Committee<sup>2</sup>**

(1) The Executive Committee will consist of at least 6 members, but no more than 12 members, who have been elected at an AGM, plus invited NonExecutive Advisors.

(2) Members of the Executive Committee will retire from office at the end of the AGM unless they are re-elected or re-appointed during the course of the AGM.

(3) The Executive Committee can continue to take decisions and run the Network regardless of any vacancy and may co-opt members<sup>3</sup> to fill such a vacancy until they may be elected at the next AGM.

(4) If there are vacancies on the Executive Committee at the next AGM, a notice will be sent in advance of the AGM to members of STWN inviting interest. A member of the Executive Committee will discuss with the interested member what is involved and how they can contribute before submitting their nomination.

#### **G Determination of membership of the Executive Committee**

A member of the Executive Committee will cease to hold office if they:

(1) no longer have capacity, through a deterioration in mental and/or physical health, or

(2) do not attend 50% of the Executive Committee meetings held within a period of one year and the Executive Committee resolve that they should retire; or

(3) notify the Executive Committee that they wish to resign (but only so long as at least three members of the Executive Committee remain in office).

#### **H Executive Committee Members not to be personally interested** No one on the Executive Committee can acquire any personal interest in Property belonging to the Network or receive remuneration or any beneficial contract from the Network.<sup>4</sup>

#### **I Meetings and proceedings of the Executive Committee**

(1) The Executive Committee must hold at least two ordinary meetings each year. Meetings may be called at any time by the Chair, or by any three members of the Executive Committee with notice of at least four days, including the matters to be discussed. Meetings can be conducted either face-to-face, or online.

(2) If the Chair is absent from any meeting, the members of the Executive Committee present can nominate another member to act as Chair for that meeting.

(3) A quorum<sup>5</sup> for a meeting of the Executive Committee will be at least three members.

(4) A majority of votes of the members of the Executive Committee present will carry a decision. Online votes will be taken by the Chair using the 'hand poll', or alternative method the voter needs to express their vote, and will be recorded in the Minutes.

(5) The Executive Committee must keep minutes<sup>6</sup> of the proceedings at meetings of the Executive Committee and of any sub-committee.

## **J Receipts and expenditure**

- (1) The funds of the Network, including all donations, contributions and bequests, must be paid into a bank account operated by the Executive Committee in the name of the Network. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Network must be used only to further the purpose for which the Network exists.

## **K Records**

The Executive Committee must

- (1) keep financial records for the Network
- (2) prepare annual statements of income and expenditure for the Network;
- (3) obtain an independent review<sup>7</sup> of the annual statements of income and expenditure;
- (4) put together an Annual Report<sup>8</sup> and circulate a copy to the membership and to the Tree Council.

## **L Annual General Meeting**

- (1) There must be an Annual General Meeting<sup>9</sup> of the Network held each year, with no more than 15 months between one AGM and the next. However, events and circumstances beyond the Network's control, such as a pandemic, may require that the AGM is cancelled or postponed. In such circumstances, to demonstrate good governance, the Executive Committee should record its decision to cancel or postpone any meeting.
- (2) Every Annual General Meeting will be called by the Executive Committee. The Secretary must give at least 21 days' notice of the Annual General Meeting to all members of the Network. All the members of the Network are entitled to attend, whether held at a venue, or online, and are entitled to vote. Online Annual General Meetings will be recorded live. Online votes will be counted by the Chair using the 'hand poll' or alternative method the voter needs to express their vote, and recorded in the Minutes.
- (3) The Chair of the meeting will be the Chair of the Executive Committee, but if he or she is not present, members who are present will appoint a Chair for the meeting.
- (4) The Executive Committee will present the report and accounts of the Network for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Network, in writing, to the Secretary of the Executive Committee and received at least 14 days before the AGM. If nominations exceed vacancies, election will be by ballot.

## **M Special General Meetings**

(1) The Executive Committee can call a Special General Meeting<sup>10</sup> of the Network at any time.

(2) If at least ten members request a Special General Meeting in writing, stating the business that they want the meeting to consider, the Secretary will call a meeting whether held at a venue, or online. At least 21 days' notice must be given and the notice must explain the business to be discussed.

## **N Procedure at General Meetings**

(1) The Secretary, or another person appointed by the Executive Committee, will keep a full record of proceedings at every general meeting of the Network

(2) A quorum will be at least one tenth of the number of members of the Network at that time, or ten members of the Network, whichever is greater, present at any general meeting.

## **O Notices of disciplinary procedures**

Any notice that needs to be served on any member of the Network<sup>11</sup> must be in writing and served by the secretary or a member of the Executive Committee, either personally or by sending it through the post in a signed for/recorded delivery letter. Any letter sent by post will be deemed to have been received within 10 days of posting.

## **P Alterations to the Constitution**

(1) Subject to what follows, the Constitution may be altered by a resolution passed by two-thirds of the members who are present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the alteration proposed.

(2) No amendment may be made to clause A (the name of network clause, clause C (the purpose clause), clause H (Executive Committee members not to be personally interested clause), clause Q (the dissolution clause), or this clause, without the prior consent of The Tree Council.

(3) No amendment may be made which would have the effect of putting the activities of the Network outside the law.

(4) The Executive Committee should promptly send The Tree Council a copy of any amendment made under this clause.

## **Q Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Network, it must call a meeting of all members of the Network, for which not less than 21 days' notice (stating the reasons for dissolution) must be given. If the dissolution is confirmed by a majority of the voting members present, the Executive Committee can realise any assets held by or on behalf of the Network.

Any assets remaining after the payment of debts and liabilities will be transferred to The Tree Council, Registered Charity Number 279000. A copy of the statement of accounts for the final accounting period of the Network must also be sent to The Tree Council.

**R Arrangements until first Annual General Meeting**

Until the first Annual General Meeting takes place, this Constitution will take effect as if the people whose signatures appear at the bottom of this document are the Executive Committee.

**S Supplementary Regulations to Ensure the Proper Management and Conduct of The Suffolk Tree Warden Network**

(1) The Executive Committee may from time to time make such rules or bylaws as they may deem necessary or expedient or convenient for the proper conduct and management of the Network to regulate the co-option of non-executive advisors; admission, classification rights and privileges of members; the conditions of membership, terms on which members may resign or have their membership terminated; and the fees, subscriptions and other payments to be made by members.

(2) The Network may, at a General Meeting, add to or repeal the rules or bylaws provided that no rule or bylaw shall be inconsistent with anything contained in the Constitution.

***This revised Constitution with amendments was adopted by STWN AGM held on 1 October 2020 (Zoom) and replaces the original Constitution of 5<sup>th</sup> September 2017. The new Constitution was sent for approval to The Tree Council.***

- 1 The purpose of the Network is worded to give flexibility in deciding what activities will be undertaken and mirrors the text of The Tree Council's Memorandum of Association.
- 2 The Executive Committee is the small group that is delegated to take responsibility for overseeing the running of the Network and is answerable to the whole membership.
- 3 Co-optees are people who are extended an invitation to join the Executive Committee, as full voting members, in between AGMs and who must stand for election at the next AGM after their co-option. The total number serving on the Executive Committee must remain at no more than 12 people. The Executive Committee may wish to invite people to join meetings in an advisory capacity, but not wish to extend voting rights to them. Such advisors may be invited for a specific agenda item, or may be asked to attend every meeting for the entire duration. Either may be done at the Committee's discretion and the Network may wish to draw up its own guidance (known as Standing Orders for the Conduct of Meetings) for how this or any other eventuality will be dealt with.
- 4 This does not apply on the reimbursement of reasonable expenses, such as postal or travel costs, that are wholly incurred in the course of fulfilling committee duties.
- 5 A quorum is the minimum number of voting members that must be in attendance at a meeting of an organisation for that meeting to take decisions on any business that it discusses.
- 6 Minutes do not need to record everything that is said at a meeting. However, they must record any decisions that are made (and if it was necessary to vote on a matter, who proposed it, who seconded it and, if it was passed by a majority or unanimously). They also record any action that is agreed, usually with a note on who is responsible for taking the action. They are kept so that the membership can see that business is conducted fairly and openly and can be used to remind the next meeting of what it needs to follow up on. Minutes must be sent to the members of the Executive Committee promptly so that any corrections can be made and the changes circulated in advance of the next meeting. Minutes of the last meeting should be approved by the Executive Committee at the start of that next meeting.
- 7 The annual records of income and expenditure must be reviewed by someone who is not directly connected to the Network, such as a working or retired bank manager, accountant or member of the business community.
- 8 An annual report should a short review of the Network's main projects or activities and achievements during the year in question, information on partnerships with other local groups, businesses or anyone from outside the Network that has helped, names of everyone who has served on the Executive Committee during the year, plus a few words on any significant plans for the next year. It should also include the reviewed Income and Expenditure account, with acknowledgement of any sources of sponsorship or grant funding in footnotes.
- 9 A sample of an agenda for an Annual General meeting might be:  
Apologies for absence from Executive Committee and Members of the Network  
Agreement of the Minutes of the last Annual General Meeting  
Presentation of the Annual Review by the Chair (activities) and the Treasurer (income and expenditure)  
Elections to the Executive Committee.  
Approval of the Minutes, acceptance of the Annual Review and Elections should each be done by vote of all the membership who are present.
- Any voting may be done by show of hands or, if the issue is contentious, the Executive Committee may decide to hold a secret ballot.
- 10 A Special General Meeting may be called for any reason the Executive Committee decide, such as to agree action to deal with a crisis or to discuss a major application for funding or a Network-wide project. 11
- 11 For example, if a member has shown themselves by their behaviour to be unsuitable to be a member of the Network or the Executive Committee and a properly considered decision has been taken to terminate their membership.

## **Proposal for a rule adding the option to remove Executive Committee Members from the Committee under Section S (1)**

**S      Supplementary Regulations to Ensure the Proper Management and Conduct of the Suffolk Tree Warden Network**

(1)      ‘The Executive Committee may from time to time make such rules or bylaws as they deem necessary or expedient ..... for the proper conduct and management of the Network to regulate .....terms on which members may have their membership terminated ....’

I propose a rule that ordinary Executive Committee members can be removed from the Executive Committee by majority vote in the same way that the STWN Constitution (Section E) allows for the removal of Executive Committee Officers. This is in order that the Executive Committee can ensure the proper conduct and management of the Network.

Proposer: Patti Seaward.

Seconder: Colin Lay.

**Passed by majority vote.**