

SUSTAINABLE HACKNEY

(Formerly Hackney Wildlife and Environment Forum and incorporating Hackney Environment Network and the Eco-Active Yahoo Group)

Constitution and Rules

Adopted by Resolution of the members on September 13th 1989 and modified on May 11th 2000, 26 October 2011 and 27 June 2018.

1. Aim

To work to protect and enhance the environment and create a sustainable community and to contribute to social, economic and environmental justice locally and globally.

2. Objects

- a. To bring together, support and co-ordinate the activities of people and organisations in the London Borough of Hackney to create positive solutions.
- b. To promote increased awareness and develop understanding of environmental issues and the work of environmental organisations.
- c. To influence policy and represent views to the local authority and other organisations and to increase co-operation between such organisations and local environmental groups.
- d. To undertake projects and/or to support and complement the work of others in support of the aim and objects.
- e. To develop the diversity of our organisation.

3. Statement on Diversity and equal opportunities

The Organisation welcomes the diversity of tradition, culture and belief within Hackney. The Organisation aims to support all of Hackney's communities and seeks to ensure that it reflects that diversity through volunteers, projects and services. The Organisation will not accept discrimination on the grounds of race, religion, gender, sexual orientation, ethnicity, disability or age.

The organisation recognises that it has a responsibility to its stakeholders to work in ways that eliminate discrimination and to ensure that its policies and practices give equal opportunity to all, regardless of their race, colour, nationality, ethnic origin, gender, religion, marital status, sexual orientation, responsibility for dependents, age, employment status, political beliefs or

disability. This includes ensuring equal opportunity for all to become an Officer of the Organisation and for membership, employment and volunteering.

The organisation will regularly review and further develop policies to promote equal opportunities in volunteering and employment at every stage, including through: advertising opportunities; recruitment and selection; training and development; grievance procedures and termination of contract.

4. Membership

- a. Organisations and individuals who support the aims and objectives of the organisation may apply to become members ('the members')
- b. Each member organisation shall nominate a representative to represent that organisation, attend and vote at meetings, receive notices and communications from the Organisation and otherwise act on behalf of the Member organisation in its dealings with the Organisation.
- c. Applications for membership can be made online or in writing to the Secretary.
- d. Applications for membership shall be included in the notice of business to be transacted at the next meeting of Steering Group following the submission of the application.

5. Officers

- a. The Officers of the Organisation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer and Website Officer and such other Officers as the Members may from time to time decide ('The Officers').
- b. Any individual member or representative of a member organization shall be eligible to be an Officer.
- c. All Officers shall be elected annually by resolution of the Members at the Annual General Meeting. Retiring Officers shall be eligible for re-election.
- d. Any vacancy occurring between Annual General Meetings may be filled by the Officers. Any member so selected shall retire at the next Annual General Meeting, but shall be eligible for election at that meeting.

- e. Nominations for the Officer positions shall be submitted to the Secretary by the deadline set in the notification of the Annual General Meeting.
- f. All Officers shall be provided with a copy of this constitution.

6. Steering Group

- a. The Steering Group shall consist of the Officers of the Organisation and up to 10 other members elected by the Annual General Meeting.
- b. Nominations for the Steering Group shall be submitted to the Secretary by the deadline set in the notification of the Annual General Meeting
- c. The Steering Group may co-opt others with specific expertise as may be necessary from time to time in an advisory capacity but they shall not hold executive powers or be eligible to vote. Such co-optees shall be eligible to stand for election at the subsequent Annual General Meeting so long as they are members of the Organisation or a representative from a member organisation.

7. Steering Group Meetings

- a. The Steering Group shall normally meet at least eight (8) times each year on dates to be fixed by the Officers. Additional meetings may be called at any time by Officers.
- b. Decisions shall be taken by the members of the Steering Group present in accordance with the objects of the organisation and, when a vote is necessary, by simple majority.
- c. Dates of meetings for the year shall be agreed at the beginning of the calendar year. For any additional or changed meetings at least one week's notice of any meeting shall be given to all members of the Steering Group. The notice shall specify the date, time and place of the meeting, and list, in general terms, the business to be transacted.
- d. The notice requirement may be modified or waived with the consent of at least 75% of the members of the Steering Group.
- e. Business not listed in the notice of the meeting, may be transacted at the meeting if proposed by one Member of the Steering Group and supported by at least a majority of those present.

- f. At all meetings the Chair, or in his or her absence the Vice-Chair or another present selected by the Steering Group, shall take the chair.
- g. The quorum for any meeting shall be five Members of the Steering Group.
- h. All Members of the Steering Group shall have one vote on any resolution. The Chair shall not have a casting vote.

8. Sub-Groups

The Steering Group may establish Sub-Groups to deal with any matters deemed in furtherance of the objects of the organisation. The Sub-Groups shall have a Chair, who will report to the Steering Group. A member of the Steering Group should be on each Sub-Group.

9. Annual General Meeting

- a. An Annual General Meeting of the Organisation shall take place each year. The notice of the meeting shall be sent out four weeks in advance and shall specify the meeting as the Annual General Meeting.
- b. All members shall be invited to the AGM and may attend, participate and, subject to having been a Member for at least 28 days, vote.
- c. The business of the Annual General Meeting, which shall be set out in the notice of the meeting, shall include: election of the Officers and Steering Group to serve for the ensuing year, receiving the financial statement prepared by the Treasurer pursuant to Rule 15 e), the main priorities for business for the coming period and any other business listed in the notice of the meeting.
- d. This constitution may be altered by resolution of the members, provided that at least 75% of those Members attending the meeting vote in favour of the resolution.

10. Extraordinary General Meeting

The Steering Group may call an Extraordinary General Meeting by inviting all Members and giving two weeks notice.

11. Minutes

The Officers shall select one of their number to keep minutes of meetings of the Steering Group, Annual and Emergency General Meetings and to

circulate copies of the minutes to all members of the Steering Group after every meeting.

12. Termination of membership

- a. Any member may resign its/their membership by giving to the Secretary notice in writing to that effect.
- b. The Members of the Steering Group shall have the power, if at any time they shall be of the opinion that the objects or interests of the Organisation so require, to resolve to exclude from membership any Member, provided that the member in question has the opportunity to state their case.

13. Effect of ceasing to be a Member

Any person shall, upon ceasing to be a Member, forfeit all right to and claim upon the Organisation and its property and funds.

14. Membership Fees

Members shall be encouraged to make contributions to support the organisation. Suggested contributions are set out in a schedule to this constitution.

15. General Powers and Duties of the Officers

- a. The operational matters of the Organisation shall be organised by the Officers, who shall act by majority or, if not more than three in number, unanimously, but otherwise may regulate their proceedings as they think fit.
- b. The Officers may delegate all or any of their powers and duties to any one or more Officers.
- c. The Officers shall have the power to expend the funds of the Organisation on expenses wholly and properly incurred in connection with the objects of the Organisation, and to enter contracts related to the objects of the Organisation provided that such activities shall have been approved by the Steering Group in a scheduled meeting.
- d. The Secretary, or such Officer as the officers may select, shall maintain a register of Members of the Organisation.
- e. The Treasurer shall have the power to open and maintain a bank account(s) for the Organisation and shall keep proper books of accounts, prepare quarterly financial reports and annual accounts for

the Steering Group. Annual accounts shall be presented to the Annual General Meeting for approval.

16. General Powers of the Steering Group

The Steering Group may:

- a. Raise funds in whatever manner they shall think fit, including by application for any grant or subsidy.
- b. Expend funds, enter contracts, organise and coordinate events and activities and make submissions or representations in whatever manner they may think fit in furtherance of the objects of the Organisation.
- c. Delegate any of their powers to any Officer or Officers or to any Member or Members of the Steering Group.
- d. Assume all or any of the powers of the Officers, whenever it shall reasonably appear to the Steering Group that the administration of the Organisation is not being carried out by the Officers, or is being carried out by them in a manner prejudicial to the interests of the Organisation.
- e. Elect and dismiss any Officer between Annual General Meetings.

17. Finance

- a. Income: All money payable to the Organisation shall be received by the Treasurer and deposited in a bank account(s) in the name of the Organisation.
- b. Expenditure: No sums shall be drawn from that account except by cheque or BACS approved by two of four authorised signatories, who shall be chosen by the Officers, and in accordance with a previously agreed budget or decision of the Steering Group.
- c. A signatory must not authorize payments to themselves.
- d. Expenses: minor expenses incurred by Members of the Steering Group during the course of their responsibilities such as the cost of phone calls, small quantities of printing, use of home equipment and online services shall be deemed to be donations to the organization except where these may cause hardship. In the case of potential hardship or where expenses for specific tasks are greater, the Member shall seek approval for the expenditure from the Steering

Group prior to incurring the expenditure. There will be no compensation for any loss of earnings arising from contributions to the work of the Organisation.

- e. The Organisation shall not distribute surplus or assets to the Steering Group or Members, and shall apply all of its income to the furtherance of the objects set out above.

18. Conflict of interest

- a. Conflict of interest is used to mean any situation in which a Member of the Steering Group's personal or business financial interests or those of a person connected with them may (or may appear to) influence or affect the decisions made by the Member.
- b. Members of the Steering Group must not put themselves in a position where their personal interests conflict with their duty to act in the interests of the Organisation unless authorized to do so by a quorate meeting of the Steering Group.
- c. Conflicts of interest with any item for discussion shall be declared at each meeting.
- d. The Organisation can pay some Members of the Steering Group for the supply of services over and above the normal duties of the Steering Group providing the sum is reasonable and is provided for in the planning of a project and its budget. A Member of the Steering Group may only be paid for supplying services in line with Sustainable Hackney's financial policies to ensure transparency, where this is clearly in the interests of the Organisation and provides a significant and clear advantage over all other options. The services to be supplied, the conditions to be met and the person to be paid will be clearly defined in a written agreement between the Member(s) and the Steering Group. The supply of services will never be so significant that it constitutes employment and Members in receipt of such payments shall always be a minority of the Steering Group or of those present at any meeting of the Steering Group. Such payments will be governed by the Charities Commission Guidance on Trustees expenses and payments available at <https://www.gov.uk/government/publications/trustee-expenses-and-payments-cc11> .
- e. Where such a conflict of interest arises, the relevant Members may present papers on the projects concerned, answer questions and seek the advice of the Steering Group but will not participate in any decision-making on the project or service. The Members concerned

must withdraw from the meeting room while any decision on the project or service is being made. The performance of any Member receiving payment for supply of services shall be reviewed.

- f. The Steering Group must manage the risks and conflict of interests associated with any such payments openly and transparently and be prepared to justify the decision if publicly challenged. Any such payment will be disclosed in the annual accounts.

19. Dissolution

- a. The Members in the Annual General Meeting or an Extraordinary General Meeting may resolve to dissolve the Organisation, provided that:
 - i. the resolution to dissolve is included in the notice of the meeting
 - ii. the provision of Rule 7d. shall not apply
 - iii. and at least 75% of those Members attending the meeting vote in favour of the resolution.
- b. The Members shall have no rights to any share in the funds or property of the Organisation.
- c. The dissolution shall take effect from the date of the resolution and the Officers of the Organisation shall be responsible for the winding up of the assets and liabilities of the Organisation.
- d. Any funds or property remaining from the discharge of the debts and liabilities of the Organisation shall be distributed to an organisation(s) with similar objects to the Organisation.

Schedule of suggested voluntary contributions for membership

Member / Organisation	Suggested contribution	Entitlement of attendance/representatives at the Annual General Meeting
Individuals	£12	1 representative
Individual concessions / Under 18s	£5	1 representative
Organisations	£20	1 representative