



## The Environmental Network Of North Somerset (TENONS)

### Constitution 2008

Name	The name of the association shall be The Environmental Network Of North Somerset (also known as TENONS) An unincorporated association (hereinafter called 'The Association')
Aim and objectives	<p>"The Association exists to encourage people in North Somerset to live:</p> <p>a) In accordance with the Principles of Agenda 21 agreed at the Earth Summit Conference held in Rio 1992 and</p> <p>b) In such a way as not to compromise the ability of future generations of people to meet their own needs."</p> <p>This will be done by:</p> <ul style="list-style-type: none"> <li>• Raising levels of awareness, knowledge and understanding of the Principles and encouraging active participation in their achievement.</li> <li>• Working with people, communities, organisations and businesses in North Somerset to plan how the principles can be made part of everyone's life.</li> <li>• Striving to ensure that all major environmental problems in North Somerset, whether they contribute to either/both local and worldwide environmental problems, are reduced to a point where recovery can take place.</li> </ul> <p>The Association will remain independent of any organisation and will work and act entirely within the terms of this constitution and appendices.</p> <p>The key themes of Agenda 21 are set out in Appendix 1 of this constitution.</p>
Membership	<p>There shall be two categories of annual membership. A member shall be either</p> <ol style="list-style-type: none"> <li>1. A person who lives, works or is otherwise interested in North Somerset.</li> <li>2. Affiliated members may each be represented at meetings of the Association by a duly authorised representative with power to vote on behalf of the Affiliated Member.</li> </ol> <p>Every application for membership shall undertake to support the aims of the Association and be bound by the constitution. A member organisation shall further undertake to promote the Principles to its' members or employees. A copy of the constitution will be available for every member.</p> <p>Equal opportunities; there will be no discrimination for membership on the basis of race, ethnic status, gender, sexual orientation, marital status, disability, age or religion.</p>
Membership arrangements	The Committee shall fix the rate of annual subscription appropriate to each category of membership, shall issue membership cards and shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the right to be heard by the Association before a decision is made.

Subscriptions	Annual subscriptions, if any, shall be proposed from time to time by the Executive Committee for each category of membership and shall take effect unless rejected by a simple majority voting at a Special General Meeting. On admission to membership and on each annual renewal a Member shall within three months pay the appropriate subscription, if any. Otherwise the membership shall lapse unless in the opinion of the Executive Committee the interests of the Association are best served by allowing it to continue.
Voting	<p>Every Member shall have a vote.</p> <p>Each member organisation shall appoint one individual to represent it and to vote on its behalf at meetings of the organisation. Alternatives may be appointed at any meeting of the organisation if the nominated representatives are unable to attend.</p>
Management	<p>Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of an Executive Committee which shall consist of not less than five and not more than ten elected members:</p> <p>The honorary officers; Chair, Vice Chair, Treasurer and Secretary plus up to six members elected at Annual General Meetings (AGM) or appointed by the Executive Committee for the posts of Membership Secretary, Publicity Secretary or any vacancies thereof arising from resignation or failure of AGM to fill all places.</p> <p>The Committee elected at an Annual General Meeting shall have the power to co-opt up to two further members who may serve until the next Annual General Meeting.</p> <p>All members of the Executive Committee shall retire at the start of the next AGM. All shall be eligible to stand for re-election.</p> <p>To qualify for election to the Executive Committee, members will be aged 18 years or above on the date of the AGM. This does not apply to co-opted members to the Executive Committee.</p> <p>The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number (unless inquorate) or by any failure to appoint or any defect in the appointment or qualification of a member.</p> <p>No person shall be entitled to act as a member of the Executive Committee whether first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Association.</p>
Honorary Officers	The Chairperson, Vice Chairperson, Honorary Secretary and Honorary Treasurer, who shall be the Honorary Officers of the Association, shall be full Individual Members of the Association and shall be elected annually by and from the members of the Committee at their first meeting following the Annual General Meeting.
Reasons for ceasing to be a member of the Executive Committee	<p>A member of the Executive Committee shall cease to hold office if:</p> <ol style="list-style-type: none"> <li>1. it is considered to be in the interests of the Association, provided that the Member concerned shall first be afforded the opportunity to make representations verbally or in writing to the Executive Committee. No decision shall be in force unless it is approved by a majority of the Executive Committee;</li> </ol>

	<p>2. he/she fails to attend six consecutive Committee meetings without reasonable excuse shall lose her/his place on the Committee which may be filled by co-option.</p>
<p>Powers of the Committee</p>	<p>In furtherance of the objectives but not otherwise the Executive Committee may exercise the following powers:</p> <ol style="list-style-type: none"> <li>1. To raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.</li> <li>2. To employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.</li> <li>3. To reimburse out-of-pocket expenses incurred to attend meetings of and on behalf of TENONS (public transport rates to apply) if the budget allows.</li> <li>4. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or similar charitable purposes and to exchange information and advice with them.</li> <li>5. To establish or support any charitable trusts, associations or institutions in support of any of the objectives.</li> <li>6. To appoint and constitute such advisory committees as the Executive Committee may think fit.</li> <li>7. To do all such other lawful things as are necessary for the achievement of the objectives.</li> </ol>
<p>Meetings and proceedings of the Executive Committee</p>	<p>The Executive Committee shall hold at least four ordinary meetings each year.</p> <p>A Special Meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than one weeks notice being given to the other members of the Executive Committee of the matters to be discussed.</p> <p>The Chair shall act at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair before any business is transacted.</p> <p>There shall be a quorum when at least four members of the Executive Committee are present at a meeting. If a meeting cannot be held because not enough members are present then the meeting should be reconvened within eight weeks.</p> <p>Every matter shall be determined by either:</p> <ol style="list-style-type: none"> <li>1. A majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes the Chair of the Executive Committee shall have a second or casting vote.</li> <li>2. By postal or e-mail vote of Executive Members with the voting prevailing irrespective of the number of returned votes but in the case of equality of votes the Chair of the Executive Committee shall have a second or casting vote.</li> </ol> <p>The Executive Committee shall keep Minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.</p>

	<p>The Executive Committee may from time to time make and alter the rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.</p> <p>The Executive Committee may appoint one or more sub-committees consisting of three or more members. The Association to include at least one member of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty. The sub-committee shall keep the Executive Committee fully informed.</p>
Receipts and Signatures	<p>The funds of the Association, including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members (the Treasurer should be one of these) of the Executive Committee.</p> <p>The funds belonging to the Association shall be applied only in furthering the objectives.</p>
Accounts	<p>The Executive Committee shall ensure the keeping of the accounting records for the Association. A financial statement for the Association shall be prepared for the Annual General Meeting and be independently certified by an accountant or person of relevant competence.</p> <p>The financial year for the Association shall run from the start of the month following the date of adoption of the constitution.</p>
Annual General Meeting	<p>There shall be an Annual General Meeting (AGM) of the Association to be held no more than fourteen months apart and within fourteen months of the end of the relevant Association financial year.</p> <p>Every AGM shall be called by the Executive Committee. At least 21 days notice to be given to Members of the Association. All Members of the Association are entitled to attend and vote at the meeting.</p> <p>The Executive Committee shall present to each AGM the report and accounts of the Association for the preceding year.</p> <p>Nominations for election to the Executive Committee must be made by Members of the Association in writing and must be in the hands of the Executive Committee at least 7 days before the Annual General Meeting. Should nominations exceed vacancies then election shall be by ballot.</p>
Special General Meeting	<p>The Executive Committee of the Association may call a Special General Meeting at any time. If at least ten Members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.</p>
Procedure at General Meetings	<p>The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Association.</p> <p>A minimum of 10 Members will be required to make the general meeting quorate. Matters of decision can be made by postal ballot or e-mail, with the decision being made by simple majority. This does not apply to the AGM and</p>

	alterations to the constitution.
Alterations to Constitution	The constitution may be altered by a resolution passed by no less than two thirds of the Members present and voting at the Annual General Meeting or an Extraordinary General Meeting called for that purpose. The notice of the Meeting must include notice of the resolution setting out the terms of the alteration proposed.
Dissolution	If the Executive Committee decides that it is necessary or advisable to dissolve the Association, it shall call a meeting of all Members with a minimum of 21 days notice. The notice to state the terms of the resolution proposed. If the proposal is confirmed by a two thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts or liabilities, shall be given to such other charitable institution or institutions having similar objectives to the Association as Members may determine. Failing that, shall be applied for some other charitable purpose. A final statement of account independently certified by an accountant or person of relevant competence shall be produced for all Members.

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Signed

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Date

## Appendix 1: Key Themes of Local Agenda 21

CONSUMPTION AND WASTE	Resources are used efficiently and waste is minimised.
POLLUTION	Pollution is limited to levels which natural systems can cope with and recover from.
WILDLIFE AND NATURE	The diversity of nature is valued and protected.
LOCAL NEEDS AND ECONOMY	Where possible local needs are met locally.
EQUITY	Everyone has access to good food, water, shelter and fuel at reasonable cost.
EMPLOYMENT	Everyone has the opportunity to undertake satisfying work in a diverse economy. The value of unpaid work is recognised, whilst payments for work are fair and fairly distributed.
HEALTH	Peoples good health is protected by; safe, clean, pleasant environments and health services which emphasise prevention of illness as well as proper care for the sick.
ACCESS FOR ALL	Access to facilities, services, goods and people is achieved without environmental cost and not limited to car owners.
CRIME	People live without fear of violence from crime or persecution because of their personal beliefs, race, gender, disability or sexuality.
INFORMATION AND EDUCATION	Everyone has access to skills, knowledge, information and education needed to enable them to play a full part in society.
LOCAL DEMOCRACY	All sections of the community are empowered to participate in decision-making.
CULTURE AND LEISURE	Opportunities for culture, leisure and recreation are readily available to all.
HERITAGE AND LOCAL DISTINCTIVENESS	Places, spaces and structures combine meaning with utility. Settlements are human in scale and form. Diversity and local distinctiveness are valued and protected.
FEATURES OF NORTH SOMERSET WORTHY OF SPECIAL PROTECTION	Within the meaning of Local Agenda 21 the following natural features are especially valued: The Severn Estuary. North Somerset Moors and Levels. The outlying ridges of the Mendip Hills running through the district.