

DRAITUNA TREES CONSTITUTION

1. *The Organisation:*

Draituna Trees is an unincorporated community Association created in 2006. It is run by a Management Committee for the benefit of its membership according to the constitution as set down here and in accordance with the Green Light Trust Affiliation Agreement.

2. *Aim and Objectives:*

The aim of Draituna Trees is to support the community and volunteers to achieve the following objectives within the Parish of Drayton, Norfolk and in neighbouring locations and elsewhere to assist, support and work with other organisations with similar aims and objectives:

- To protect existing trees and woodlands;
- To plant new trees and manage community woodlands for the benefit of local communities;
- To study and promote the local ecology and encourage biodiversity in the flora and fauna of the district;
- To provide opportunities for members of the local community to learn and be involved with trees and their ecology, especially in partnership with local schools;
- To perform other activities in pursuit of the aim and objectives of the Association including the raising of funds.

3. *Membership:*

Membership shall be open to:

(a) All those residing or working within the Parish of Drayton, Norfolk (henceforth referred to as Community Members), who may exercise their membership through attending the Annual General Meeting and Special General Meetings of the Association.

(b) Membership shall also be open to those others, regardless of residence, who are enrolled as Friends of Draituna Trees (henceforth referred to as The Friends).

4. *Annual General Meeting:*

(a) Draituna Trees shall hold an AGM at a place convenient for Community Members in accordance with the Green Light Trust Affiliation Agreement.

(b) The AGM shall be held no later than fifteen months after the previous AGM.

(c) Notice of every AGM with its agenda shall be displayed prominently within the Parish of Drayton for not less than twenty-eight days prior to the meeting and be served in writing to Friends who are not resident in the Parish. This notice shall invite nominations to vacancies on the Management Committee to be made to the Secretary from interested Community Members and Friends at least seven days prior to the date of the AGM.

(d) The procedure for the holding of Special General Meetings will be the same as for the AGM.

5. *The Management Committee:*

(a) The members of the Management Committee (henceforth called the Committee) shall be appointed initially in accordance with the Green Light Trust Affiliation Agreement. Thereafter, members shall be appointed by the AGM.

(b) The Committee shall consist of not less than four, or more than twelve individuals – the maximum number currently agreed is twelve, but this may be changed on the recommendation of the Committee.

(c) Members will be appointed or re-appointed in thirds for a maximum term of three years. Members of the Committee are eligible for re-election upon retirement.

(d) At the AGM to be held on 11th March 2009 all members of the Committee will be appointed in total and the order of retirement for those members of the Committee appointed on that occasion shall be according to the transitional arrangements attached to this Constitution*.

(e) Vacancies on the Committee will be filled (in the first place) from those nominated in accordance with Clause 4 of the Constitution, following an election by a majority of Community Members and Friends at the AGM. A ballot will be held if there are more nominations than places vacant. If there are fewer nominations than places vacant the Committee may co-opt member/s to serve until the next AGM.

(f) A member of the Committee who fails to attend three consecutive meetings of the Committee may be removed if, in the view of the Committee, they do not have good reason for non-attendance.

(g) Decisions of the Committee shall be made by a simple majority vote, including that of the Chairperson, who may have an additional vote in the case of a tied vote.

(h) A meeting of the Committee shall be quorate if one half of its current membership is present (vacancies do not count). No decision shall be valid unless the meeting is quorate at the time of the vote.

6. Officers:

(a) At its first meeting after the AGM the Committee shall appoint a Secretary and a Treasurer. The Secretary must keep proper records of the conduct of meetings and decisions of the Committee. The Treasurer is responsible for the accounts of the Association on behalf of the Committee.

(b) The Committee is responsible for electing a Chairperson. If the post is currently vacant a member of the Committee, having been duly nominated and seconded, shall be elected for a period of up to three years – a ballot is held if more than one member is nominated and seconded. The retiring Chairperson, if he or she has served for three consecutive years, is not eligible for re-election until a period of at least one year has passed.

(c) The Committee may appoint a Vice-chairperson to deputise for the Chairperson for the forthcoming year. If there is no Vice-chairperson and the Chairperson is not in attendance at a properly called and quorate meeting of the Committee then the members may appoint a chairperson for that occasion.

(d) If any officer acts in such a manner that, in the view of the Committee, he or she has brought Draituna Trees into disrepute can be dismissed on a vote of no confidence.

7. Co-Opted Members:

The Committee has the power to co-opt up to three supernumerary members at any time during the year to serve until the following AGM. A member so co-opted will not be entitled to vote at meetings of the Committee and their number does not affect the quorum needed of voting members.

8. Delegation:

The Committee shall have the authority to delegate any of its powers to any person or body for better management of the Association whether or not such person or body is an elected member of the Committee. Delegations must be reviewed annually and may be renewed if desired by the Committee.

9. Accounts:

The Committee is responsible for keeping proper accounts and a summary of accounts shall be made available to Community Members and Friends at the AGM.

10. Acquisition of Assets and Fundraising:

The Committee has the power to acquire a legal or beneficial interest in land or any other asset, and to raise funds in such manner as it thinks fit in order to support the work of the Association. The Committee may set a subscription for membership of Friends of Draituna Trees.

11. Disposal of Assets:

The Committee shall not dispose of any woodland held for the benefit of the community except by a majority decision of those present at an Annual or Special Meeting of the Association and, whilst affiliated to Green Light Trust, with the prior agreement of Green Light Trust, which consent shall not be unreasonably withheld if there is a valid reason for such disposal.

12. Changes to the Constitution:

The Committee shall have power to recommend new rules and regulations or amendments to any rules and regulations contained herein for the better management of the Association, which shall be implemented upon the passing of a resolution at an Annual or Special General Meeting of the Association.

13. Affiliation to the Green Light Trust:

For as long as Draituna Trees is affiliated to the Green Light Trust the Association agrees to be bound by the conditions of affiliation, specifically:

- To abide by the Green Light Trust Code of Practice;
- To obtain from the Green Light Trust prior agreement to any amendments to the Associations Constitution covered by paragraphs 2,3,4,10,12,14,15,16 & 17 (*) of the Trust's model Constitution. This does not apply when the Charity Commissioners have separately sanctioned the amendments.
- If the Association shall at any time become a registered charity and/or an incorporated body or any other type of organisation for which a new form of constitution or memorandum and articles of association or other document replacing this constitution shall be required, the Association shall ensure that in so far as possible the provisions of this constitution are incorporated into such new governing document of the new body or organisation.
- If, for any reason, no AGM is held or the Committee ceases to exist whilst affiliated to Green Light Trust, then the Green Light Trust shall have the right to appoint a new Committee to manage the assets of the Association.

* Transitional arrangements for retirement of Committee members following the AGM 11/3/09

- The maximum number of members is twelve. One third will retire at the AGM 2010 (but be eligible for re-election). A second third will retire at the AGM 2011 (but be eligible for re-election). The final third will continue until the AGM 2012 (and will also be eligible for re-election).
- Places in each of the third-parts will be determined by ballot. Part one (the first third) will be allocated to those seats open to co-opted members in the first instance and if there are more than four the remainder will be allocated to trench two.

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