

# Constitution

of the

## Nature and Climate Network

### *Working together for a sustainable West Berkshire*

The constitution below was approved by a management committee meeting of the Nature and Climate Network on 4 December 2025.

#### **Name and activities**

1. The name of the association is the Nature and Climate Network, hereinafter referred to as the NCN. It is an unincorporated association. Its strapline is "Working together for a sustainable West Berkshire." This organisation was previously known as the West Berkshire Green Exchange, from its inception in June 2010 to its conversion to the Nature and Climate Network on 4 December 2025. (The constitution of the West Berkshire Green Exchange at December 2025 can be [found here](#).)
2. The NCN is a voluntary network of organisations and individual members working together for a more sustainable West Berkshire.
3. The aims of the NCN are to facilitate communication and mutual support between the organisations that have joined the network, and its individual members, and to enable the planning, co-ordination and carrying out of events, initiatives and campaigns, working with local authorities and elected representatives wherever this is relevant.

#### **Membership, organisations and meetings**

4. Any individual or organisation (excluding political parties) that subscribes to the above aims can join the NCN. Individuals are members and organisations become part of the Network. Membership for individuals is voluntary and is achieved simply by joining the NCN mailing list. A member may resign at any time. Members and organisations are not bound by decisions of the NCN. Every individual member of the NCN may attend and shall have one vote at general, annual and special meetings. The membership of a person, or an organisation being part of the NCN, may be terminated for good reason by a meeting of the NCN's management committee, but the member or organisation has a right to be heard before a final decision is made and to appeal to a general meeting of the NCN (but members cannot vote on their own appeal).
5. There shall be no compulsory membership fee, but members or organizations may be asked to make voluntary contributions towards costs incurred (or expected to be incurred) by the NCN.
6. The Network shall hold an annual general meeting (AGM), which all members shall be entitled to attend. Each AGM shall take place within a period of 14 months from the previous AGM. The AGM shall elect a management committee, which may call additional general meetings as it sees fit, and shall call a special general meeting (SGM) within one calendar month if petitioned by 20% of members to do so. All members will be given at least 14 days notice in advance of each AGM, SGM or other general meeting. Any of these meetings may be held online if the management committee so decides.

#### **Management committee**

7. The management committee shall comprise a secretary, a treasurer, a chair, and not more than seven other ordinary members. Elections (by those members present) to these posts will be held annually at the AGM. In the event of any of these positions being unfilled at the AGM, or of any vacancies occurring for any other reason, the management committee shall be empowered to co-opt additional members to fill such vacancies, subject to any such co-options being endorsed by the next available general meeting. Quorum for the management committee is 50% of the current management committee. As an unincorporated association, members of the management committee act as volunteers and are not personally liable for the association's debts unless they have acted unlawfully.

#### 8. Duties of officers

The duties of the chair are to: chair meetings of the management committee and meetings of the NCN, represent the NCN at functions/meetings that the NCN has been invited to and to act as spokesman for the NCN when necessary.

The duties of the secretary are to: take and keep minutes of meetings, prepare the agenda for meetings in consultation with the chair, maintain the membership list (which is the mailing list), deal with correspondence and to collect and circulate any relevant information within the NCN including notices of all meetings and minutes of them.

The duties of the treasurer are: to supervise the financial affairs of the NCN and keep proper accounts that show all monies collected and paid out by the NCN, report the current state of finances to the NCN committee meetings and provide annual accounts to the annual general meeting.

### **Powers and decision making**

9. Powers - In order to achieve its aims the NCN may:

- (a) Raise money, including via voluntary subscriptions from members
- (b) Open and close bank accounts
- (c) Take out insurance
- (d) Employ staff
- (e) Organise training and events
- (f) Work with other groups and exchange information
- (g) Do anything that is lawful which will help it to fulfil its aims

In exercising the above powers NCN, as an unincorporated association, will take account of the risks involved in not being incorporated and will make appropriate arrangements to protect individual members and organisations that are part of the NCN, including appropriate insurance cover.

10. Finance: any money obtained by the NCN shall be used only to further the aims of the NCN and in line with any funding conditions. Any bank accounts opened for the NCN shall be in the name of the NCN. Any payments made shall be authorised by the treasurer and one other officer from the NCN. Accounts shall be subject to annual review by a person independent of the committee.

11. The ultimate decision-making body of NCN shall be the general meeting. The committee shall carry out decisions made by the general meeting, and shall be empowered to make other decisions between general meetings as it considers necessary. The main role of the committee is to support communication and networking to facilitate action, and to provide the infrastructure necessary (e.g. newsletter). The committee will maintain an overview, seek to develop a common approach and resolve differences among members or organisations in the Network, and decide on expenditure of any NCN funds available.
  12. Every reasonable effort shall be made to reach decisions, both in general meetings and in the committee, by consensus wherever possible. If no consensus can be reached, decisions shall be made by a simple majority of members voting. The chair will have the casting vote.
  13. This constitution may be amended by a simple majority at a management committee meeting, provided that the notice convening that meeting was given two weeks in advance and has included notice of the proposed constitutional amendment.
  14. The NCN may be dissolved at any time if agreed by two-thirds of the management committee members present provided that the notice convening that meeting was given two weeks in advance and has included notice of the proposed dissolution.  
In the case of grants where monies or assets have been given to the NCN and where the grant giver has specified how those funds/assets should be deployed, then the funder will be contacted to advise on a course of action. The NCN cannot be dissolved until those funders are content with the use or return of their funding. In the event of dissolution, any other assets remaining after all debts have been paid shall be given to another group with similar aims, as decided by the management committee.
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