



GOVERNING DOCUMENT

Unincorporated association

1. Name

The name of the organisation is Neot Zero referred to as 'the organisation' throughout this document.

2. Aims/purpose

To advance the education of the people and business communities of St Neots, Cambridgeshire and the surrounding area relating to reducing the individual and collective carbon footprint in the town and to promote climate change action, and to support those communities in taking action.

The aims of the organisation are:

- i. To provide guidance for people in the St. Neots area to reduce their carbon footprint and participate in reducing the community's carbon footprint as a whole.
- ii. To put on public events relating to purpose (i)
- iii. To provide a forum for discussion in relation to the challenges, risks and opportunities related to reducing the community's carbon footprint as a whole.
- iv. To be an advocate for climate change action.
- v. To raise money to support activities (i) through (iv) listed above.

3. Formal Membership

1. The members of the organisation shall be the committee
2. Any committee member who ceases to be a committee member automatically ceases to be a member of the organisation.
3. Committee membership is not transferable to anyone else.
4. Every committee member shall have one vote.

4. Committee

All aspects of running the organisation will be governed and managed by a committee of no less than three individuals and no more than twelve. The organisation will have at least the following officers:

- i. Chair
- ii. Secretary
- iii. Treasurer

5. Appointment and election of the committee

1. The first committee will be decided at the meeting where this governing document is adopted. Selection of the committee shall be by proposal of candidates and a simple majority vote. Where

required, voting will transfer to single transferable vote. Each founding committee member shall serve a term of one year.

2. Apart from the first committee members, every committee member must be elected by a majority vote at a properly convened committee meeting and will serve for a term of one year.
3. Anyone can be appointed to the committee if the existing members deem them to be a fit and proper person for the role with the required skill and experience.
4. Each committee member can serve a maximum of four consecutive one-year terms after their initial term.
5. A member can stand for re-election after a gap of one year after serving their maximum consecutive terms.

6. Removal of committee members

1. Committee members can be removed if:

- i. they cease to be a member of the organisation
- ii. the committee member dies
- iii. they resign in writing
 - a. if the resignation means there will be less than three committee members the remaining committee members may only act to co-opt a third committee member
- iv. they are absent from all committee meetings held within a 6 month period
- v. a two-thirds majority of the committee, acting reasonably and properly, feel it is in the best interests of the organisation. The committee can only do this if:
 - a. the committee member has been given at least 14 days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion
 - b. the committee member, or the committee member's representative (who does not have to be a member of the organisation), has been allowed to submit a written statement to the meeting
 - c. the decision to remove the committee member is communicated in writing within 7 days of the meeting taking place

2. Any decision made by the committee is final

7. Payments to committee members

1. Committee members cannot be paid for providing goods and professional services to the organisation, except for exceptional circumstances as defined by the current Charity Commission guidelines.
2. Any payment made will be no higher than the standard market rate.
3. Where a payment for goods and services is made to a committee member, that committee member must adhere to the conflict of interest and loyalties clause in this document.
4. No committee member will be paid for their role as a committee member of the organisation

8. Conflicts of interests and conflicts of loyalties

1. Committee members must declare any conflict between their personal interests and the best interests of the organisation. Conflicts can include but are not limited to:
 - a. payments to a committee member to provide goods or services
 - b. payments to a connected person of a committee member to provide goods or services

- c. payments to a business interest of a committee member to provide goods or services
2. Where a conflict of interest has been declared the committee member will take no part in the organisation's decision making process relating to the conflict of interest.

9. Powers and Responsibilities

1. The committee has ultimate legal responsibility for the organisation.
2. The committee can act in any lawful way to fulfil the aims of the organisation.
3. Committee members must only speak, write or post electronically on behalf of the organisation by prior agreement of the committee. This can be given on an on-going basis.

10. Meetings and proceedings of the committee

1. The committee will meet at least four times a year.
2. Any committee member can request the Chair call a meeting outside of the minimum four per year. If requested to do so the Chair must call a meeting within 30 days of the request.
3. Two committee members or one thirds of all committee members (whichever is the greater) will be quorum for committee meetings.
4. No decision may be made by a meeting of the committee unless a quorum is present.
5. Decisions shall be made by majority vote of those present at the meeting. The chair shall have the casting vote if required.
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting.
7. The Committee may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
8. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations. The quorum for these votes will be 3 committee members or two thirds of all committee members, (whichever is the greater).
9. Any member who has membership via any level created through clause (7) of this part shall have their is terminated if:
 - i. the member dies
 - ii. the member resigns in writing
 - iii. the committee, acting reasonably and properly, deems termination of membership is in the best interest of the organisation.
10. Associate Members may be invited to attend committee meetings and make suggestions for the group.
11. The committee may make collective decisions by email outside of committee meetings. The quorum for these votes will be 3 committee members or two thirds of all committee members, (whichever is the greater)
12. Any such decisions should be reported and minuted at the next committee meeting.
13. Some Associate Members, who shall not be a committee member, but can attend committee meetings in an advisory capacity, where the committee decides it is appropriate and relevant, can act as an "Advisory Group".
14. The "Advisory Group" will not have a vote or any decision making powers.

11. Rules

1. The committee can establish rules and procedures outside of this document to assist with the day to day running of the organisation.
2. Nothing in any rules or procedures will contradict anything in this document.

12. Finance

1. The financial year shall end on 31st March
2. A bank account shall be opened in the name of the organisation, all payments will be authorised by any two committee members.
3. The organisation is a not-for-profit organisation and any income and property of the organisation will be applied solely towards promoting the aims of the organisation as set out in this document.
4. The distribution of profits and assets among its members is expressly prohibited.
5. Payment of legitimate expenses is allowed.
6. All expenditure must be approved or delegated by majority vote by the committee.

13. Annual General Meeting (AGM)

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Any normal committee meeting can be designated as the AGM and shall be designated as the AGM by means of vote by the committee.
4. All normal procedures for a committee meeting will apply to the AGM.
5. Associate members may be invited to attend the AGM, but will not have a vote.
6. The AGM will include a report on the year's activities and the last set of finalised accounts at each AGM.

14. Accounts

1. The financial accounts will be prepared after each financial year by the treasurer and examined and scrutinised by a person who is independent of the Committee.
2. The accounts will be presented at the AGM.

15. Alterations to the governing document

The governing document may be amended by a two-thirds majority of the voting members present at an any committee meeting.

16. Dissolution

In the event of the organisation being wound up, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit organisation within similar objectives to the organisation. This will be decided by a vote of remaining committee members. No remaining assets will be distributed to members.