

CONSTITUTION
of
TRANSITION CHESTERFIELD

An Unincorporated Not-For-Profit Association

1. NAME

The name of the Association shall be "Transition Chesterfield" (hereinafter called "TC").

2. AREA

The initial area covered by TC shall be Chesterfield and its immediate surroundings.

3. AIMS and OBJECTIVES

The Aims of TC shall be:

- (a) To raise awareness of the issues associated with Peak Oil and Climate Change and the consequent need to develop a resilient, sustainable, low-carbon society.
- (b) To promote, encourage and support the development of education and research concerning areas affected by resource depletion.
- (c) To provide the encouragement and support necessary for Chesterfield to become a low carbon, sustainable, locally self-sufficient community.

The objectives for which TC is established are:

- (a) To create and help implement an Energy Descent Action Plan (EDAP) for Chesterfield and the surrounding area.
- (b) To support and encourage local action to prepare for Peak Oil and prevent Climate Change.
- (c) To support and work with other Transition Towns and similar community-led initiatives.
- (d) To engage with other organisations, including statutory, voluntary, and business, where appropriate in pursuit of its aims and objectives.

4. POWERS

In furtherance of these aims and objects, TC may:

- (a) Publish and distribute information;
- (b) Engage in, support and promote education and research;
- (c) Raise funds;
- (d) Run events;
- (e) Recruit volunteers;
- (f) Decide categories entitlements and obligations of membership, and solicit members;
- (g) Employ staff;
- (h) Buy or lease premises, land and equipment;
- (i) Enter into contracts;
- (j) Undertake any trade, business, enterprise, project or venture which could contribute to the delivery of the aims and objectives;
- (k) Participate in any other activity that could help deliver the stated aims and objectives.

5. MEMBERSHIP

The members shall be individuals and organisations who subscribe to this constitution, admitted without reference to wealth, religion, race or ethnic origin, sex, disability, age or sexual preference, who are in agreement with the stated aims and objectives. Members must attend a General Meeting or Transition Chesterfield activity at which they submit a completed membership application to the Secretary.

A member shall cease to be a member if she/he:

- (a) resigns;
- (b) is requested to resign by three-quarters of members voting to this effect; or
- (c) dies.

Option (b) above shall only occur after the member in question has had the fullest opportunity to argue the case for their continued membership at a General Meeting.

6. NOT FOR PROFIT

TC shall not trade for profit. Any surplus shall be applied to a general reserve to be spent on the continuation and development of TC.

7. GENERAL MEETINGS

The running of TC is subject to regular review and all members are encouraged to participate.

General Meetings are to be held at least six times throughout the year. These are the meetings which manage the day-to-day activities of TC and all members are invited to attend.

At least 14 days notice of General Meetings shall be given. This notice will be sent electronically to all members.

Each member, whether an individual or an organisation shall have one vote. Non members may attend, but may not vote.

No business shall be transacted at a General Meeting unless a quorum of members is present. A quorum is three members, at least two of which must be members of the 'Core Group'.

If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and places as all members present agree to and all members shall be given such notice as is practicable of the time date and place of such an adjourned meeting.

A facilitator to chair the next General Meeting shall be selected at each General Meeting. All items for the agenda of that meeting should be submitted to the facilitator either prior to, or at the meeting.

The facilitator may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

If a meeting is adjourned for fourteen days or more, at least seven days clear notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.

All decisions at General Meetings shall be made following the fullest discussion in which all members are entitled to speak freely. If full consensus is not reached, the matter will be decided by a simple majority of votes. The facilitator at any meeting shall not have a

second or casting vote and the resolution shall be deemed to be lost if there is an equality of votes.

The General Meetings may appoint roles to members to perform duties and may delegate powers as necessary and may appoint a committee (or committees, sub committees, sub groups, working groups and research groups) to operate within the parameters set by the AGM.

Committees may appoint roles to members and / or form sub committees, sub groups, working groups and research groups to perform its duties and may delegate powers as necessary.

The General Meeting will report its past and future activities on a regular basis to the membership by various means including electronic and at AGMs.

8. ANNUAL GENERAL MEETINGS

TC shall in each calendar year hold an Annual General Meeting (AGM) and shall specify the meeting as such in the notices calling it, providing that every AGM shall be held not more than fifteen months after the holding of the last preceding AGM. The first AGM shall be held within eighteen months of formation.

An AGM must be called by at least twenty-one days' notice. A shorter notice of fourteen days may be given unless three-quarters of all the members entitled to attend and vote object. This shorter notice must still be given to all members. This notice will be sent electronically to all members.

Extraordinary General Meetings (EGM) can also be held if called by any five members. EGMs may also be called by the Core Group.

Notice of an EGM shall be given of at least twenty-one days. This notice will be sent as described for AGMs, shorter notice cannot be given for an EGM.

9. PROCEEDINGS AT AGMs or EGMs

Each member whether an individual or an organisation, shall have one vote. Non-members are welcome to attend, but may not vote.

The AGM must consider accounts, balance sheets, the reports of the accountants / book-keepers, the appointment of, and the fixing of the remuneration of, the accountants / book-keepers.

No business shall be transacted at an AGM or EGM unless a quorum of members is present. Unless and until otherwise decided by a general meeting, five members shall be a quorum, including at least two members of the Core Group.

If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such time and place as all members present agree to, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.

The facilitator may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left

unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.

All decisions at an AGM or EGM shall be made following the fullest discussion in which all members are entitled to speak freely. If full consensus is not reached, the matter will be decided by a simple majority of votes. The facilitator at any meeting shall not have a second or casting vote and the resolution shall be deemed to be lost if there is an equality of votes.

10. ELECTED OFFICERS AND COMMITTEES

The AGM shall appoint a Treasurer and a Secretary and up to four other persons to form a 'Core Group', who shall all be cheque signatories; there shall be a minimum of four and a maximum of six members of the Core Group. Each AGM will elect a new Core Group to replace the old one. Members may stand for re-election to the group up to three times (four years in office). Retiring members must 'stand down' and must then 'retire' for at least one year, before being nominated for re-election.

Members of the Core Group should not be married to, co-habiting with or related to other members of this group.

The treasurer shall be responsible for keeping a true record of accounts as stated in rule 12.

The secretary shall be responsible for:

- (a) giving proper notice of all AGMs, EGMs and all other General Meetings;
- (b) receiving items for inclusion on the agenda of AGMs and EGMs up to three days before said meeting;
- (c) keeping proper records as stated in rule 11.

11. RECORDS

TC shall keep a register of members stating when members were admitted and when they relinquished membership and any members appointed roles or committee memberships held.

TC shall keep appropriate records in which the dates, times and places of General Meetings, AGMs and EGMs, along with decisions reached during those meetings and members present at those meetings are noted for all members to refer to.

12. ACCOUNTS

TC shall keep a record of the sum and nature of expenditure and receipts of monies, all sales and purchases of goods and all its assets and liabilities. Any accumulated surplus will be kept in an account in the name of the organisation, with two signatures required to access it by cheque or the Treasurer to access it online if only one signatory is allowed.

The Core Group will arrange to have the accounts independently examined each year.

TC can borrow but creditors cannot thus gain control or votes in any way. Any borrowing must be either interest-free, or from a regulated commercial lender at market rates.

The records, including accounts, shall be kept in a safe place and shall always be open to the inspection of all members at reasonable notice and at reasonable hours and by other persons authorised by TC in general meeting.

13. INDEMNITY

Every Member, auditor or officer of TC shall be indemnified out of the assets of TC against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:

- (a) fraud or other matters in respect of which such person concerned;
- (b) shall be convicted of a criminal offence;
- (c) negligence or

actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

14. SECONDARY RULES, BYLAWS AND STANDING ORDERS

Rules, bylaws and standing orders can be made by TC in AGMs or EGMs and / or by those officers or committees that have been delegated authority by general meeting so long as any rules, bylaws and standing orders do not conflict with this constitution, the UN Declaration of Human Rights, or the will of the general meeting.

15. CHANGING RULES

Any rule in this constitution can be dropped or changed or a new rule made at an AGM or EGM where all members have been given 21 clear days prior notice of the change proposed and the date, time and location of the AGM or EGM, except Rules 7, 15 and 16 which shall not be changed.

16. DISSOLUTION

In the event of winding up or dissolution of TC, after the satisfaction of all its debts and liabilities, the assets remaining shall be given or transferred to some other not-for-profit organisation chosen by the members and having objects similar to the objects of TC.

17. AGREEMENT

This amended constitution was adopted at the AGM on 9th August 2018 and is signed by the elected Core Group members.
