

**CONSTITUTION
of
TRANSITION TOWN STAFFORD**

An Unincorporated Not-For-Profit Association

1. NAME

The name of the Association (hereinafter called “TTS”) shall be "Transition Town Stafford”.

2. AREA

The initial area covered by TTS shall be Stafford and the surrounding parishes.

3. AIMS

The Aims of TTS shall be:

- 3.1. To raise awareness of the issues associated with the twin challenges of climate change and the peaking of global oil supplies, and the consequent need to develop a low carbon, sustainable future through ethical, social, cultural, economic, environmental and community action.
- 3.2. To promote positive community actions addressing the twin challenges.
- 3.3. To promote, encourage and support the development of education and research concerning areas affected due to the twin challenges.
- 3.4. To provide the membership, other groups, and individuals with the encouragement and support necessary to make the transition to a low carbon, sustainable, ethical future.

4. OBJECTIVES

The objectives for which TTS is established are:

- 4.1. To create and help implement an Energy Descent Action Plan (EDAP) for Stafford and the surrounding area.
- 4.2. To encourage communities to adopt and adapt the Transition Model as their response to climate change and peak oil by providing advice and guidance.
- 4.3. To provide educational materials and similar resources to local groups to aid in improving resilience to the effects of climate change and peak oil.
- 4.4. To identify and support groups within TTS who will be especially vulnerable to the effects of climate change and diminishing resources.
- 4.5. To support and work with the Transition Town network and similar community-led initiatives to research and develop alternative solutions that empower individuals and organisations to become sustainable and resilient to the effects of climate change and resource scarcity.
- 4.6. To engage with other organisations, including statutory, voluntary, and business, where appropriate in pursuit of its aims and objectives.

5. POWERS

In furtherance of these aims and objects, TTS shall have the powers to:

- 5.1. Represent the interests of TTS in the national Transition Town Network.
- 5.2. Publish and distribute information.
- 5.3. Engage in, support and promote education and research.
- 5.4. Raise funds.
- 5.5. Run events.

- 5.6. Recruit volunteers.
- 5.7. Employ staff.
- 5.8. Buy or lease premises and equipment.
- 5.9. Enter into contracts.
- 5.10. Undertake any trade, enterprise, project or venture which could contribute to the delivery of the aims and objectives.
- 5.11. Participate in any other activity that could help deliver the stated aims and objectives.

6. CORE VALUES AND PRINCIPLES

TTS commits to operating with the following core values and principles:

- 6.1. Inclusivity: we support the UN Declaration of Human Rights (General Assembly resolution 217 A (III) of 10 December 1948)

7. MEMBERSHIP

- 7.1. The members shall be subscribers to this constitution. Membership is open to anyone who has attended a meeting and is interested in helping the group achieve its aims and willing to abide by the rules of the Group and lives, works or operates in the area described above and who are in agreement with the stated aims and objectives.
- 7.2. A member shall cease to be a member if they: resign; or are requested to resign by a decision of the group; or are expelled; or die.
- 7.3. Any members expelled shall have the opportunity to defend themselves at an Extraordinary General Meeting where they shall have the fullest opportunity to answer any allegations made against them.

8. NOT FOR PROFIT

TTS shall not trade for profit. Any surplus shall be applied as follows in such proportion and in such manner as the general meeting shall decide from time to time:

- 8.1. to a general reserve for the continuation and development of TTS.
- 8.2. to payment in good faith to any member in return for services rendered, of reasonable payment for services and repayments of expenses, interest on money borrowed, or reasonable rent on premises demised or let to TTS.

9. GENERAL MEETINGS

- 9.1. The running of TTS is subject to regular review and all members are encouraged to participate.
- 9.2. TTS shall hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, providing that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of formation.
- 9.3. An Annual General Meeting must be called by at least twenty-one days' notice, unless three-quarters of all the members entitled to attend, decide on shorter notice. This shorter notice must still be given to all members.
- 9.4. Regular General Meetings will be held (no less than quarterly).
- 9.5. At each General Meeting the Action Group (See 11.5) will provide an update on key association issues and shall, when necessary, seek the approval of members for specific actions.
- 9.6. Any three members or ten percent of members (whichever is greatest) may call a General

Meeting.

- 9.7. Notice of General Meetings shall be given of at least fourteen days. This notice will either be sent (by post or electronically) to all members, or shall be displayed at a location (real or virtual) agreed in advance as a result of a General Meeting, or at the consequent General Meeting.
- 9.8. The Annual General Meeting must consider accounts, balance sheets, the reports of the accountants/book-keepers, and the appointment of, and the fixing of the remuneration of, the accountants/book-keepers.
- 9.9. The General Meeting may appoint an working parties/action groups for defined purposes (see Section 11).

10. PROCEEDINGS AT GENERAL MEETINGS

- 10.1. Each member whether an individual or an organisation shall have one vote. Non-members are welcome to attend, but may not vote.
- 10.2. No business shall be transacted at a general meeting unless a quorum of members is present. Unless and until otherwise decided by a general meeting, five members shall be a quorum.
- 10.3. 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.
- 10.4. Each General Meeting will agree on a member to take the minutes of the General Meeting. The responsibility for this position is stated in rule 12.2 (minutes).
- 10.5. A Facilitator shall be drawn from an alphabetical list of previously accepted facilitators. Facilitating a General Meeting is voluntary and passes to the next name on the list until the named person is willing to facilitate a useful meeting. The Facilitator is selected at the commencement of the General Meeting, if they have not already been selected at the previous General Meeting.
 - 10.5.1. A list of accepted Facilitators agreed by the members is to be maintained.
- 10.6. 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.
- 10.7. 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.
- 10.8. All decisions at a General Meeting shall be made by consensus following the fullest discussion in which all members are entitled to speak freely. By consensus is meant a situation where those not in agreement agree not to maintain an objection. In the event of consensus not being reached the matter shall be decided by a majority of 90% of votes. No vote shall be taken before abstainers and objectors have been given the opportunity to put their point of view.
- 10.9. 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.

11. OFFICERS AND COMMITEES

- 11.1. The General Meeting shall appoint a Treasurer, a Convenor, and a Membership Secretary.
- 11.2. The General Meeting may appoint roles to members to perform duties and may delegate

powers as necessary.

- 11.3. If General Meeting chooses it may appoint a committee (or committees, sub committees, sub groups, working groups and research groups) to operate within parameters set by general meeting and with powers delegated from General Meeting.
- 11.4. Committees may appoint roles to members and/or form sub committees, sub groups, working groups and research groups to perform duties and may delegate powers as necessary.
- 11.5. If the day-to-day management of TTS is delegated to a management committee then the management committee will be known as the “Action Group”.
- 11.6. The Action Group will report its past activities to the General Meeting. It will also prepare plans for the forthcoming period to be approved by the General Meeting.
- 11.7. The Action Group will be composed of all officers chosen by General Meeting together with all members chosen by General Meeting to serve as Action Group members.
- 11.8. The Action Group may co-opt members to be committee members so long as these co-opted individuals make up no more than 25% of the Action Group.
- 11.9. The Action Group may co-opt non-members to be committee members so long as these co-opted individuals make up no more than 15% OR 2 individuals, whichever is larger, of the action group.
- 11.10. The treasurer shall be responsible for keeping a true record of accounts as stated in rule, 13.1.
- 11.11. The convenor shall be responsible for:
 - 11.11.1. giving proper notice of all General Meetings.
 - 11.11.2. receiving items for inclusion on the agenda of General Meetings up to three days before said meeting.
- 11.12. The Membership Secretary shall be responsible for:
 - 11.12.1. keeping proper records as stated in rules 12.1 (membership list) and 10.5.1 (Facilitators list).

12. RECORDS

- 12.1. TTS shall keep a register of members stating when members were admitted and when they relinquished membership, along with date of resignation/expulsion, and any members appointed roles or committee memberships held. The register will only be used for the express purposes of TTS and will be otherwise confidential.
- 12.2. TTS shall keep minutes accounts in which the dates, times and places of General Meetings, along with decisions reached during those meetings and members present at those meetings are noted for whom members can refer.

13. ACCOUNTS

- 13.1. The Treasurer will keep detailed records of all income, expenditure, assets and liabilities.
- 13.2. TTS can borrow but investment cannot enhance control or votes in any way. Any borrowing should be not more than two percent above the base-lending rate.
- 13.3. The records, including accounts, shall be kept in a place decided by the General Meeting, and shall always be open to the inspection of all members at reasonable hours and by other persons authorised by TTS in a General Meeting.
- 13.4. Officers and people acting on the express request of TTS shall be entitled to their expenses on receipt of claims.

14. INDEMNITY

14.1. Every member or auditor or officer of TTS shall be indemnified out of the assets of TTS against all losses or liabilities incurred by them in or about the execution and discharge of the duties of their office, except to the extent that such losses or liabilities shall be attributed to either:

14.1.1. fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or

14.1.2. negligence; or

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

15. SECONDARY RULES, BYLAWS AND STANDING ORDERS

15.1. Rules, bylaws and standing orders can be made by TTS in General Meeting 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 or the will of the General Meeting.

16. CHANGING RULES

16.1. Any rule in this constitution can be dropped or changed or a new rule made at either an Annual general Meeting or an Extraordinary General Meeting where all members have been given twenty-one clear days prior notice of the change proposed and the date, time and location of the meeting. Except Rules 8 (inclusive), 16.1, 16.2 and 17.1 which shall not be changed.

16.2. A General Meeting that will consider a new or changed rule cannot be called with less than twenty-one days notice as described in rule 9.3 but must be called with the full twenty-one days notice.

17. DISSOLUTION

17.1. If the coordination group should decide by a simple majority that it is necessary or advisable to dissolve TTS it shall call a General Meeting where all members are notified (in accordance with rule 9.7) and encouraged to participate.

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

18. ACCEPTANCE

This constitution was adopted as the constitution of Transition Town Stafford (TTS) at a General Meeting.

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