

CONSTITUTION
of
SALISBURY TRANSITION CITY

An Unincorporated Not-For-Profit Association

1. **NAME**

The name of the Group shall be Salisbury Transition City (STC), registered with the Transition Network as Salisbury City

2. **LOCATION**

The area covered by STC shall be the City of Salisbury and its environs

3. **ADMINISTRATION**

The Group and its property is to be managed in accordance with this constitution by the members of the Steering Group.

4. **AIM**

The aim of STC shall be to build community resilience and reduce the carbon footprint within its area by:

- a. Raising awareness of the issues associated with the twin challenges of Peak Oil and Climate Change and the consequent need to develop a low carbon, sustainable future through ethical, social, cultural, economic, environmental and community action
- b. Providing the membership, other groups, and individuals with the encouragement and support necessary to make the transition to a low carbon, sustainable, ethical future
- c. Promoting, encouraging and supporting the development of education and research concerning areas affected by resource depletion

5. **OBJECTIVES**

The Group's objectives are:

- a. Creating and helping to implement an Energy Descent Action Plan (EDAP) for Salisbury.
- b. Taking and encouraging local action on Peak Oil and Climate Change

- c. Creating and supporting Action Groups aligned with the Energy Descent Action

Plan that have Aims, Objectives and Interests which are consistent with those of STC

- d. Supporting and working with other Transition Cities, Towns and similar community-led initiatives
- e. Engaging with other organisations, including statutory, voluntary, and business, where appropriate in pursuit of its aims and objectives
- f. Identifying and supporting groups and communities in the area who are “hard to reach” and who may be particularly vulnerable to the effects of climate change and diminishing resources

6. **PRINCIPLES**

We embrace the following as guiding principles for our working processes

- a. Being inclusive and open, avoiding all forms of discrimination, avoiding stereotypes, and reaching out to others to overcome divisions
- b. Working in ways which empower others, by supporting consensus decision making, decentralising decision making to the most appropriate level, helping others to access good information, trusting them to make good decisions, and enabling sharing and networking
- c. Building resilience (the ability to be self-reliant, flexible and to adapt under stress)
- d. Generating positive ideas and open possibilities rather than campaigning against things
- e. Paying attention to inner world views and belief systems as well as external physical processes i.e. understanding the importance of attitudes and feelings as well as actions

7. **POWERS**

To enable the Group to fulfil its objects the Steering Group has the following powers

- a. Recruiting, maintaining and on resignation removing Membership;
- b. Publishing and distributing information for the benefit of STC;
- c. Forming, supporting and funding Action Groups within STC;
- d. Separating Action Groups from STC;

- e. Liaison and communication with individuals and organisations, including the media and local councils;
- f. Engaging in, supporting and promoting education and research relevant to the Aims, Objectives and Interests of STC;
- g. Raising, spending, supervising and recovering STC Funds;
- h. Opening and operating accounts with banks and other financial service providers;
- i. Organising events and activities within the Aims, Objectives and Interests of STC;
- j. Hiring or arranging hire of venues for events and activities;
- k. Obtaining insurance for the interests of STC and STC Members undertaking duties on behalf of STC;
- l. Registering with appropriate authorities as required by Statute and Regulations;
- m. Joining umbrella groups and organisations for social and publicity purposes where these are consistent with the Aims, Objectives and Interests of STC;
- n. Participating in other activities consistent with the Aims and Objectives in this Constitution that are appropriate for an Unincorporated Association.

8. **MEMBERSHIP**

- a. Membership of the Group shall be open to any individuals who agree to uphold this Constitution and who also live or work in the STC area. Members under 18 shall be Junior Members.
- b. An individual becomes a member simply by attending a meeting and giving their contact details or by emailing the Chairman or Membership Secretary. Individuals without internet access may write to the Chairman or Membership Secretary.
- c. Applications and decisions about STC Membership shall make no reference to race, ethnic origin, nationality, wealth, property status, political belief, religion, gender, disability, age as an adult, or sexual preference.
- d. All decisions about membership shall be made by a consensus process. A member shall cease to be a member if she/he
 - i. resigns by written notification to the secretary; or
 - ii. has their membership terminated or suspended through a resolution passed by the Steering Group where in its opinion his/her conduct is prejudicial to the interests and objectives of the group; or

iii. dies.

e. Any individual whose membership is suspended or terminated, may make representation to a general meeting of the group. The outcome of the resolution will be determined by a consensus process.

9. **MANAGEMENT**

a. The Steering Group coordinates and promotes the activities of the Group and its specialist sub-groups, and in accordance with the Transition Towns principles, comes into existence out of the initial founding Core Group when:

i. Sufficient Action Groups are established within STC;

ii. Representatives from each of the Action Groups are available to meet on a Steering Group serving the interests of all the Action Groups where these are within the Aims, Objectives, Interests and Powers of STC;

iii. The Resolution to Transform the Steering Group is accepted at an Annual General Meeting or a Special General Meeting;

b. The Steering Group shall have not less than 4 nor more than 10 members, as follows:

i. A Chairman, a Secretary, a Treasurer; and

ii. Not more than 7 additional members

c. An individual can only put themselves forward for the Steering Group if she/he

i. is a full member of the organisation; and

ii. aged 18 years and over; and

iii. not prohibited by law (Section 72 of the Charities Act 1993) from serving in the Steering Group of a voluntary organisation;

d. The Steering Group may co-opt additional members to it provided that no more than one third of total number of members of the Steering Group are co-opted members.

e. All the members of the Steering Group must retire from office after serving for 3 years but they may offer to re-join if agreed by the consensus process;

f. No member of the Steering Group can receive any payment of money or other material benefit (whether directly or indirectly) from the Group except for reimbursement of reasonable out-of-pocket expenses actually incurred in running the group

10. **FINANCES**

a. STC shall not trade for profit. Any surplus STC Funds shall form a general reserve for the continuation and development of STC.

- b. STC shall not enter into Loans or Borrowing to supplement STC Funds.
- c.. STC Funds shall be held in Pounds Sterling but a local currency may be held as STC Funds provided:
 - i. Holding the local currency involved is agreed by STC Members;
 - ii. Anticipated STC costs can be met from STC Funds if demanded in Pounds Sterling;
 - iii. Procuring the services or goods exchangeable for local currency is within the Powers of STC;
 - iv. The goods or services that are exchangeable for local currency are regularly required by STC;
 - v. The amount held by STC in local currencies does not exceed an exchangeable value of £100 Sterling or a maximum of 10% of STC Funds at any time.
- d. STC may seek and accept Grants where these support the Aims, Objectives, Interests and Powers in this Constitution. Any offers of Grants or Donations exceeding a monetary or exchangeable value of £100 shall be notified to Members with 30 days' notice before any money is accepted by STC.
- e. No sub group of STC shall apply for grants except through the Steering Group which has to authorise and sign off the grant application. No sub group will commence any project without the authorisation of the Steering Group initially, and the full membership at a membership meeting.
- f. STC Funds may be held in bank accounts or with other financial institutions (such as PayPal) in the sole and exclusive name of Salisbury Transition City (STC) Responsibility for the operation of the bank account shall rest with the Treasurer.
- g. Power to authorise payment from STC funds whether by cheque or electronic means shall be granted to named officers of the group at Annual General Meetings or Special General Meetings.
- h. Responsibility for all payments from STC Funds shall rest with the Treasurer. Where the Treasurer has given advice that insufficient STC Funds exist to make payments attracted by decisions of the Steering Group, the Steering Group Members shall be jointly and severally responsible for their decisions.
- i. The Accounts shall be audited annually by an independent person and as legitimately required by external bodies.

11. **RECORDS**

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

b. The records will be held in accordance with the requirements of the Data Protection Act for the purposes of administering the Group. Personal details on individuals will not be released to other organisation without first seeking the permission of that individual.

12. **MEETINGS**

Steering Group

a. The Steering Group must hold at least 4 ordinary meetings each year. A special meeting can be called at any time by the Chairman or by any 4 of the Steering Group with not less than 14 days' notice being given to the other members of the Steering Group.

b. The quorum for Steering Group meetings is at least half of the members the Steering Group or 4 members of the Steering Group, whichever is the greater. No business of the Group can be conducted unless a quorum is present at the start of and throughout such a meeting.

c. All decisions of the Steering Group shall be determined by a consensus process

d. The Steering Group shall keep the minutes of the proceedings at meetings of the Steering Group and any sub-group.

e. All decisions at all Meetings shall be determined by a consensus process.

General Meetings

f. There shall be an AGM and at least one General Meeting in each 12 month period. The meetings should be reasonably spaced throughout the year with a minimum gap of 60 days.

g. These meetings are open to all members and their role shall be to set the strategic direction for STC.

h. Before any other business is transacted at an Annual General Meeting the persons present shall appoint a Chairman of the meeting.

i. The Secretary or other person specially appointed by the Steering Group shall keep a full record of the proceedings at every general meeting of the Group

j. All decisions at General Meetings shall be determined by a consensus process.

Annual General Meetings

k. The Annual General Meeting of STC shall be held each year on a date proposed by the Steering Group, arranged at a suitable time and venue.

- l. The Steering Group shall give at least 21 days notice of the Annual General Meeting by notice addressed to all STC Members which includes the business proposed by the Steering Group and any Resolutions to be agreed.
- m. The quorum for an Annual General Meeting is at least one tenth of the members of the Group or 15 members of the group, whichever is the greater.
- n. The Steering Group will present to the Annual General Meeting:
 - i. The Annual Report on the group's activities
 - ii. STC Accounts for the previous year
- o. All decisions at the AGM shall be determined by a consensus process.
- p. During the Annual General Meeting vacant positions will be filled according to procedures set under clause 8.

Special General Meetings

q. The members may call a special general meeting of the Group at any time. The Secretary of STC shall call such a meeting if at least 20, or one third of the number of members of the Group, whichever is the smaller, request such a meeting in writing stating the business of the meeting. At least 21 days' notice must be given. Notice of the meeting must state the business to be discussed.

13. ALTERATIONS TO THE CONSTITUTION

- a. The Constitution can be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the general Meeting must include notice of the alterations proposed.
- b. No amendment may be made which would have the effect of making the Group cease to be an Association according to the Law or which would alter the objects beyond the reasonable contemplation of the members or of those who are stakeholders in STC.

14. DISSOLUTION

- a. If the Steering Group decides that it is necessary or advisable to dissolve the Group it shall call a meeting of all members of STC, with not less than 21 days' notice (stating the terms of the resolution to be proposed).
- b. If the proposal is confirmed by a two thirds majority of those present and voting, the Steering Group shall have power to realise any assets held by or on behalf of the Group. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Group as the members of STC may determine

15. **ADOPTION OF THE CONSTITUTION**

This constitution was adopted by the members present at the GM held on 29th July 2014

Signed:

..... (Chairman) (Secretary)

..... (Treasurer)

..... (Member)

..... (Member)

..... (Member)