

# **CONSTITUTION OF TRANSITION CHEPSTOW**

## **1 NAME**

- 1.1 The Organisation will be known as 'Transition Chepstow' ("the Organisation").

## **2 ADMINISTRATION**

- 2.1 The Organisation is a not-for-profit organisation managed by the members of the Steering Group, as provided by Clause 8.

## **3 AIMS**

- 3.1 The aims of the Organisation are:
- (a) to inform the community of Chepstow and surrounding villages about climate change, peak oil, and sustainability; and,
  - (b) to co-ordinate the transition of our community to one that is less reliant on oil; has a smaller carbon footprint; reduces climate change; and is more resilient to increasing energy prices.

## **4 OBJECTIVES**

- 4.1 The objectives of the Organisation are:
- (a) to maintain an organisational structure and establish targets; plans; and operating practices that meet the registration requirements of the Transition Network;
  - (b) to maintain a transition plan based on the Transition Network 'outline plan' (also known as 'The 12 Steps'); and,
  - (c) to implement; monitor; and evaluate the transition plan, carrying out regular progress reviews.

## **5 ACTIVITIES**

- 5.1 In pursuit of the stated aims and objectives, the activities of the Organisation may include, but not necessarily be restricted to:
- (a) arranging and supporting meetings; presentations; and seminars;
  - (b) collecting and disseminating information on matters relating to its aims and objectives, and to exchange such information with other interested parties;
  - (c) writing; printing; and publishing papers; articles; reports and other documents;
  - (d) raising funds and inviting contributions, provided that in raising funds the Steering Group will not undertake any substantial permanent trading activities;
  - (e) forming Working Groups, as provided by Clause 10;
  - (f) purchasing necessary products and services;
  - (g) where funds permit, reimbursement of members for any reasonable out-of-pocket expenses incurred on behalf of the Organisation; and,
  - (h) opening a bank account in the name of the Organisation where cheques will be signed by any two of the Executive Officers, as provided by Clause 7.

## **6**     **MEMBERSHIP**

- 6.1     Membership of the Organisation is open to any individual who:
- (a)     supports the aims of the Organisation;
  - (b)     completes a membership application form; and,
  - (c)     has their application accepted by the Secretary.
- 6.2     Members can resign at any time by giving written notice to the Secretary.
- 6.3     The Secretary will maintain a list of members.
- 6.4     The Steering Group can seek to end an individual’s membership only if the Steering Group unanimously agrees that the membership should be ended, with the exception of:
- (i)     the individual concerned, if a member of the Steering Group; and,
  - (ii)    any Steering Group member making or connected with the complaint against the individual;
- and provided that the individual concerned, accompanied by a friend if desired, is given the opportunity to be heard by the Steering Group before a final decision is made.

## **7**     **EXECUTIVE OFFICERS**

- 7.1     At the Annual General Meeting of the Organisation, the members will elect from among themselves a Co-ordinator; a Treasurer; a Communications Officer; and a Secretary (“the Executive Officers”). The Executive Officers will take up their offices from the end of that meeting.

## **8**     **STEERING GROUP**

- 8.1     The Steering Group will be made up of:
- (a)     the Executive Officers specified in Clause 7; and,
  - (b)     not less than two, and not more than twelve ordinary Steering Group members elected at the Annual General Meeting who will take up their offices from the end of that meeting.
- 8.2     The Steering Group may, in addition, appoint not more than four members (“Co-opted Members”).
- 8.3     Co-opted Members will be appointed during a Steering Group meeting. Co-opted Members will take up their offices from the end of that meeting, unless the appointment is to fill a future vacancy, in which case the appointment begins on the date the post is vacated.
- 8.4     All the Steering Group members will retire from office at the end of the next Annual General Meeting. They may be re-elected to the same office or another office at the next Annual General Meeting.
- 8.5     The Steering Group will meet at least three times per year.
- 8.6     The duties of the Steering Group are:
- (a)     to control the affairs of the Organisation;
  - (b)     to keep accurate accounts of the finances of the Organisation through the Treasurer; and,
  - (c)     to keep accounting records that facilitate financial reporting on a per Working Group basis.

## **9 VACATION OF OFFICE**

- 9.1 Steering Group members will vacate their office upon resignation or upon dismissal from their office by resolution of an Extraordinary General Meeting of the Organisation.
- 9.2 Upon vacating their office, the departing Steering Group member will hand over the Organisation's records; books of account; or other relevant documentation to the elected successor. In the event of the Organisation not electing a successor, the documentation will be handed to another Steering Group member.

## **10 WORKING GROUPS**

- 10.1 The Steering Group may, during a Steering Group meeting, form one or more named Working Groups, each having responsibility for a specific project or special interest area related to the aims of the Organisation.
- 10.2 Each Working Group will be led by a Working Group Co-ordinator who must also be a Steering Group member.
- 10.3 At the time of forming each Working Group, the Steering Group will consider nominations for the role of Working Group Co-ordinator. Each nominee must be a Steering Group member unless the Steering Group is able to appoint a Co-opted Member as provided by Clause 8.2, in which case the nominee must also be willing to become a Co-opted Member upon being appointed Working Group Co-ordinator. Appointment will be decided by the Steering Group.
- 10.4 The Working Group Co-ordinator is responsible for:
- (a) co-ordinating the activities of the Working Group;
  - (b) ensuring that a progress report is made available at each Steering Group meeting; and,
  - (c) ensuring that a financial report is made available at each Steering Group meeting.

## **11 MEETINGS**

### **11.1 General**

- 11.1.1 The Secretary or other individual specially appointed by the Executive Officers will keep a written record of the proceedings at each meeting.
- 11.1.2 The Co-ordinator will act as chairman at meetings. If the Co-ordinator is absent from any meeting, the members of the Steering Group present will choose one of their number to be chairman before any other business is transacted.

### **11.2 Annual General Meeting**

- 11.2.1 The Organisation will hold an Annual General Meeting (“AGM”) open to all members in March of each year.
- 11.2.2 An AGM will be called by the Secretary who will give at least 21 days’ notice of the meeting.
- 11.2.3 The accounting records will be scrutinised by a suitably qualified person who is independent of the Steering Group and submitted to the members at the AGM.
- 11.2.4 Nomination of candidates for election of Executive Officers should be made in writing to the Secretary at least 14 days in advance of the date for the AGM. Late nominations presented after this time may be included at the discretion of the Executive Officers, but the Co-ordinator will have the final say.

- 11.2.5 Any member can put forward motions to be discussed or voted on at the AGM provided they are proposed in writing to the Executive Officers at least 14 days before the meeting. Motions presented after this time may be included at the discretion of the Executive Officers, but the Co-ordinator will have the final say.
- 11.2.6 The Secretary will circulate the agenda for the meeting to members not less than 7 days before the meeting.
- 11.2.7 There will be a quorum when at least 9 members of the Organisation are present at the meeting.
- 11.2.8 The business of each AGM will be to:
- (a) receive and accept the minutes of the previous AGM;
  - (b) receive and accept the Annual Report of the Steering Group from the Secretary, which will give an account of the work of the Organisation and its activities during the year;
  - (c) receive and accept the scrutinised accounts for the year from the Treasurer;
  - (d) elect the Executive Officers of the Organisation;
  - (e) elect the ordinary Steering Group members;
  - (f) consider and vote on any proposals to alter this constitution; and,
  - (g) consider and vote on any other business of which due notice has to be given;

### **11.3 Extraordinary General Meeting**

- 11.3.1 If more than one third of the number of Steering Group members notify the Co-ordinator of a wish to hold an Extraordinary General Meeting (“EGM”), then the Executive Officers will arrange an EGM within 28 days, giving as much notice to members as is practicable. The notice will state the business to be discussed.

### **11.4 Steering Group Meeting**

- 11.4.1 Steering Group meetings can be attended by any member of the Organisation and by guests who have been invited by an Executive Officer.
- 11.4.2 Only Steering Group members, including Co-opted Members, can vote at Steering Group meetings.
- 11.4.3 There will be a quorum when at least one third of the number of members of the Steering Group, or three Steering Group members (whichever is the greater), are present at a meeting.

## **12 VOTING**

- 12.1 Each member has one vote.
- 12.2 Votes about policy matters are decided by a show of hands.
- 12.3 Votes relating to elections or other matters pertaining to members are decided by ballot paper.
- 12.4 Only those attending the meeting at which a vote is taking place are eligible to vote.
- 12.5 Decisions are made on the basis of a simple majority vote.
- 12.6 To decide an issue when votes on each side are equal, the person chairing the meeting will have a second or ‘casting’ vote (except in the case of a vote for the role of Co-ordinator, in which case the Treasurer will have the casting vote).

### **13 DISSOLUTION**

- 13.1 Dissolution can only occur from a unanimous vote of the Steering Group at an Extraordinary General Meeting.
- 13.2 Upon Dissolution any funds in the account of the Organisation will be transferred to a local charitable organisation having similar aims and objectives. The choice of charitable organisation will be agreed unanimously by the Steering Group.

### **14 RATIFICATION**

- 14.1 The first version of this constitution was adopted on the 19<sup>th</sup> January 2008 by the members of the Steering Group and subsequently ratified without change on 6<sup>th</sup> January 2009 at the first Annual General Meeting of the Organisation.
- 14.2 Changes to Paragraph 11.2.1 (AGM to be held in March of each year) and Paragraph 11.2.7 (for an AGM to be quorate, at least 9 members must be present) were agreed at the second Annual General Meeting held on 2<sup>nd</sup> March 2010.