

CONSTITUTION

TRANSITION TOWN DORCHESTER

An Unincorporated Not-For-Profit Association

1. NAME

The name of the Association ("TTD") is "Transition Town Dorchester"

2. AREA

The initial area covered by TTD shall be Dorchester and the surrounding villages.

3. AIMS

The Aims of TTD are:

- (a) To **raise 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) To **promote, encourage and support** the development of education and research concerning areas affected by resource depletion.
- (c) 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. The objectives are:

- (a) To create and help implement an Energy Descent Action Plan (EDAP) for Dorchester and the surrounding area.
- (b) To support and encourage local solutions and actions to positively tackle Peak Oil and 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.

5. POWERS

To further the aims and objects, TTD 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) Employ staff
- (g) Buy or lease premises and equipment
- (h) Enter into contracts
- (i) Undertake and/or support any trade, business, enterprise, project or venture which could contribute to the delivery of the aims and objectives.
- (j) Participate in any other activity that could help deliver the stated aims and objectives.

6. MEMBERSHIP

The members are individuals and organisations admitted without reference to wealth, politics, religion, sex, disability, age or sexual preference, who live within, work, operate or have connections with Transition Town Dorchester and who are in agreement with the stated aims and objectives.

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

- (i) resigns; or
- (ii) is requested to resign; or
- (iii) dies.

Members are confirmed annually at the AGM by means of their presence or their apologies.

7. NOT FOR PROFIT

TTD 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

- (a) to a general reserve for the continuation and development of TTD
- (b) to payment in good faith to any member in return for services rendered, of reasonable wages, bonuses and repayments of expenses, interest on

money borrowed, or reasonable rent on premises demised or let to TTD.

8. MEETINGS

The running of TTD is subject to regular review and all members are encouraged to get actively involved with its development.

TTD shall in each calendar year hold an Annual General Meeting. The 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.

An Annual General Meeting must be called by at least twenty-one days' notice. Other general meetings may be called at any time and will be open to everyone including the general public.

Meetings of the Steering Group or other thematic groups will be held regularly and as required and are open to all interested parties. Members are welcome and encouraged to join groups and play an active role in TTD.

The Annual General Meeting must consider accounts, the reports of the accountants/book-keepers.

PROCEEDINGS AT THE ANNUAL GENERAL MEETING (AGM)

The format of the AGM shall include opportunity for discussion on a range of topics and decisions shall be made by all members in relation to the constitution, election of officers, agreement of reports and accounts.

Each member whether an individual or an organisation shall have one vote. Non-members are welcome to attend, but may not vote. A quorum for the AGM shall consist of at least 5 members.

No business shall be transacted at the AGM unless a quorum of members is present. If such a quorum is not achieved, the meeting shall be adjourned to the same day in the next week and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.

All decisions at the AGM shall be made by consensus or by voting following a full discussion. If consensus is not reached, the matter will be decided by a majority of votes.

The constitution will be agreed at the first AGM with amendments to this made at subsequent AGMs if required.

9. ELECTED OFFICERS AND STEERING GROUP

The Annual General Meeting shall appoint a treasurer and a secretary and shall acknowledge the formation of a Steering Group and current position of Chairman.

The Steering Group is formed from any members who are interested in being regularly active in running events and activities that meet the Aims and Objectives. The Steering Group may recognise sub groups, working groups and research groups. Membership and Participation at the Steering Group is encouraged widely. Membership of the Steering Group is not static and is likely to change regularly as new groups and projects are developed. This is felt to be a healthy sign that our Transition Town is loose enough to 'go where it wants to go'.

The Steering Group and Sub Groups may appoint/recognise roles of members to perform duties and may assign powers as necessary.

The Chairman of TTD or the Secretary will report its activities since the previous annual general meeting to the AGM. The Steering Group and Sub Groups may also prepare plans for the forthcoming year to be approved by the annual general meeting.

The treasurer shall be responsible for keeping a true record of accounts.

The secretary shall be responsible for:

- (a) giving proper notice of all general meetings
- (b) receiving items for inclusion on the agenda of general meetings
- (c) keeping records of events, meetings and activities

Dates of meetings, activities and events will be publicised on the Transition Town Dorchester website calendar.

10. RECORDS

TTD shall make a register of members attending its first AGM (or submitting apologies) and thereafter when members were admitted and when they relinquished membership.

TTD shall keep minutes books in which the dates, times and places of annual general meetings, along with decisions reached during those meetings and members present at those meetings are noted for all members to refer to.

11. ACCOUNTS

Any monies received in the name of TTD shall be held in an account at such bank as the Steering Group shall decide from time to time and in accordance with instructions from a general meeting. The Steering Group shall decide from time to time which signatories can be accepted for financial transactions with the bank.

TTD is a not-for-profit organisation. No member shall derive any significant financial benefit from the organisation, other than the payment of reasonable expenses.

TTD 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.

TTD can borrow but investment cannot carry control or votes in any way. Any borrowing should be not more than two percent above the base-lending rate.

12. DISPUTES

Whilst it is hoped that disputes are rare, and in most cases will be resolved amicably between Members or Groups, in the case of any serious dispute, members of the Steering Group, the Sub-Group or the Chairman may establish a Mediation Group comprising both parties and two mediators to seek a way forward that is agreeable to both parties. If this is not successful then a group of not less than five members will be asked to adjudicate in the dispute.

Any member who is the subject of a dispute shall have the opportunity to defend themselves either in person or to be represented by another Member at an Extraordinary Meeting of the Steering Group or Mediation Group prior to any final decision providing that the group members do not think the process will be inhibited by the presence of that member.

Any disputes shall be resolved by this Group communicating the outcome in person, by telephone or by email. Where the resolution provided is not acceptable to one or more of the parties involved, the Steering Group will determine whether or not third party persons or an organisation should be appointed to act as arbitrators between the two parties.

13. LIABILITIES

Any Member who carries out an activity on behalf of TTD will not be held personally liable for reasonable debts, and will be entitled to be indemnified from TTD funds provided that such payment is in accordance with accepted practice or rules of thumb ie not attributable to:

- (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
- (b) negligence; or
- (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

No payment shall be made, or obligation entered into, which cannot be met from the balance of funds held by the scheme. Payments from TTD funds for special activities or projects will normally be agreed by the Steering Group in advance, and exceptionally may be approved retrospectively.

14. CHANGING RULES

Any rule in this constitution can be dropped or changed or a new rule made at an Annual General Meeting or Extraordinary Meeting where all members have been given 21 clear days prior notice of the change proposed and the date, time and location of the general meeting.

15. DISSOLUTION

In the event of winding up or dissolution of TTD, 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 TTD.

16. CHEERFUL DISCLAIMER

This Constitution has been prepared by adapting examples of constitutions from other Transition Towns and other community organisations. One of the main reasons we need a Constitution is to enable us to access grant funding but also to show our governance and that our intentions are to be fair, inclusive and transparent. Like everything in Transition, we are finding our way as we go along and we certainly can always do better.

If you can offer help to improve our governance or co-ordination please do email info@transitiontowndorchester.org to join in and support future developments.