

Transition Kidderminster

Constitution

1. Name: The name of the association shall be Transition Kidderminster

2. Type of association: Transition Kidderminster is an unincorporated not for profit association.

3. Objects: The objects of Transition Kidderminster shall be:

3.1. To raise awareness amongst those living and working in and around Kidderminster of the issues arising from climate change and future energy scarcity.

3.2. To provide educational material and similar resources to local groups that inform and encourage people and organisations to improve their resilience to diminishing resources.

3.3. To promote, encourage and support local groups and individuals undertaking activities that help residents and organisations in and around Kidderminster move to a sustainable way of life including improved health, wellbeing and reduced dependence on fossil fuels.

3.4. To collaborate with other interested parties in developing and communicating a sustainable vision for the area with strategies to guide individuals and organisations.

3.5. To identify and support groups within Kidderminster who will be especially vulnerable to climate change and diminishing resources.

3.6. To work with the national Transition Network and similar organisations to research and develop alternative solutions that empower individuals and organisations to become sustainable and resilient to the effects of climate change and energy scarcity.

4. Powers: Transition Kidderminster shall have the powers to:

4.1. Represent the interests of Kidderminster in the national Transition Network movement

4.2. Raise funds to pursue the above objects

4.3. Do all such other activities, enterprises, projects or ventures that can in the opinion of Transition Kidderminster be deemed incidental or conducive (either directly or indirectly) to the attainment of the above objectives

4.4. Do such things as are lawful and necessary in order to pursue the objectives of Transition Kidderminster.

5. Membership:

5.1. All residents, organisations and businesses in and around Kidderminster who support the above objectives may be members. Membership of the group shall be irrespective of race, nationality, class, political views, religious opinion, gender, sexual orientation or disability.

5.2. The coordinating group may remove a person's membership if they believe it is in the best interests of Transition Kidderminster. The member has the right to be heard by the coordinating group before the decision is made and can be accompanied by another member.

6. Management:

6.1. Transition Kidderminster is an open network association comprised of its membership and associated interest groups and neighbourhood groups and all aspects of its management shall be transparent to all members.

6.2. Governance of Transition Kidderminster resides with members who attend general meetings.

6.3. Ongoing management will be provided by a coordinating group of up to 12 members, whose responsibilities include the management of the association, supervision of financial matters, initialisation of projects, publicity and liaison with other local organisations.

6.4. Membership of the coordinating group shall be representative of the special interest and neighbourhood groups active within the association and will be determined by members at either a general meeting or the Annual General Meeting.

6.5. The coordinating group will provide the association's chairperson, secretary and a treasurer.

6.6. The quorum at a coordinating group meeting will be 4 members or 30% of coordinating group members whichever is the smaller number.

6.7. The coordinating group may temporarily appoint additional people to the group for specific roles and activities.

6.8. If any member of the coordinating group has a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.

6.9. The coordinating group shall meet at least 3 times a year.

6.10. Any member may attend a coordinating group meeting as an observer.

6.11. Notes from meetings of the coordinating group will be published on the association website.

7. General Meetings:

7.1. General Meetings will be held a minimum of three times a year including the AGM and may be attended by any member.

7.2. The quorum at a General Meeting will be 5 members or 10% of the membership whichever shall be the greater.

7.3. All members are eligible to vote at General meetings.

7.4. Notice of General Meetings will be given at least two weeks prior to the meeting date. Dates, times and venue will be shown on the association website and /or communicated by email and newsletter.

7.5. At each General Meeting the coordinating group will provide an update on key association issues and shall when necessary seek the approval of members for specific actions.

7.6. General Meetings will provide the opportunity for the associated groups to discuss and report back on current activities.

8. Annual General Meetings:

8.1. The coordinating group shall hold an Annual General Meeting within 15 months of the establishment of the association and then within 15 months of the last, giving at least 21 days notice to members.

8.2. The purpose of the Annual General Meeting will be to:

- Receive the Annual Report of the Association
- Receive the independently examined accounts
- Appoint members of the coordinating group.
- Receive and vote on proposals to change the Constitution

8.3. The quorum at an Annual General Meeting shall be 5 members or 10% of the membership whatever is the greater.

9. Special General Meetings.

9.1. The coordinating group may, at any time, call a Special General Meeting either for the purpose of altering the constitution or for considering any matter which the group may decide should be referred to the members in general.

9.2. The coordinating group shall also call a meeting at the written request of not fewer than 5 members, who shall give reasons for the request.

9.3. At least 21 days notice should be given to members of the calling of a Special General Meeting, stating the purpose of the meeting and any resolutions to be made

9.4. The quorum at a Special General Meeting shall be 5 members or 10% of the membership whatever is the greater.

10. Finance

10.1. Finances may be obtained by means of such lawful fundraising activities as the coordinating group may deem acceptable. All monies raised by, or on behalf of, Transition Kidderminster shall be applied to further the objects of Transition Kidderminster and for no other purpose.

10.2. The treasurer shall keep proper accounts of Transition Kidderminster and shall open a bank account in the name of Transition Kidderminster. Reports on the finances will be made to the coordinating group regularly. At least three members shall be signatories to the bank account and at least two of these signatories will be needed to withdraw any monies. Signatories will not sign 'blank' cheques.

10.3. The accounts shall be independently examined each year. The examiner shall not be a member of the coordinating group.

11. Alterations to the Constitution

11.1. Any alteration to the constitution shall require the approval of a two-thirds majority of those present and voting at an Annual General Meeting or Special General Meeting.

12. Change of association status

12.1. Should the coordinating group decide by a simple majority vote that it is in the interests of Transition Kidderminster to change its status, this shall be done by resolution at either an Annual General Meeting or Special General Meeting.

12.2. The Association may by resolution and majority vote of members:

(a) amalgamate with any other associations or societies or other body having similar objects.

(b) convert itself into a company (limited or otherwise) under the companies acts

(c) convert itself into a charitable trust or incorporated charity under the charity acts

12.3. The association shall be responsible for any costs associated with amalgamation or conversion.

12.4. All monies and assets held by the association at the time of amalgamation or conversion will be transferred to the new organisation.

13. Dissolution

13.1. If the coordinating group should decide by a simple majority that it is necessary or advisable to dissolve Transition Kidderminster it shall call a Special General Meeting of all the members of Transition Kidderminster, with at least 21 days notice, stating the terms of the resolution to be proposed to the meeting

13.2. If the decision to dissolve is confirmed by a two-thirds majority of those present and voting at the meeting, the coordinating group shall have the power to dispose of any assets held by Transition Kidderminster

13.3. Any assets remaining after the satisfaction of any debts and liabilities shall be transferred to a local Kidderminster not for profit organisation with similar objects as approved at the dissolving meeting

14. Acceptance

This constitution was officially accepted and adopted by a raising of hands as the constitution of Transition Kidderminster at a General Meeting held at The Station Inn, Farfield, in Kidderminster on Wednesday 12th March 2014