

CONSTITUTION
Adopted 23 September 2009

1. NAME

The organisation will be known as "Transition Stratford".

2. STATUS

Transition Stratford is an unincorporated not-for-profit association. Any financial surplus remaining after the payment of necessary expenses is to be retained in a general reserve which is to be used for the continuation and development of Transition Stratford.

3. AREA

The initial area covered by Transition Stratford will be that covered by Stratford -on-Avon District Council. This shall not preclude the establishment of Transition initiatives by other communities within the District Council's area.

4. PURPOSE

The purpose of Transition Stratford is to promote local action in response to the challenges arising from climate change, economic instability and the end of cheap non-renewable energy and to help local people, businesses and organisations to take steps towards a low-energy, sustainable and equitable future.

5. AIMS

The aims of Transition Stratford are to:

- 5.1. encourage and support actions by individuals and organisations to reduce their dependence on fossil fuels; minimise their carbon footprint; adapt to the effects of climate change; reduce waste; and increase their resilience to higher energy prices
- 5.2. facilitate the sharing of ideas, information and other resources amongst individuals, organisations and neighbouring communities
- 5.3. promote the values of sustainability, inclusivity and social justice and uphold the UN Declaration of Human Rights (General Assembly resolution 217A(III) of 10 December 1948)

6. WAYS AND MEANS

To further its aims, Transition Stratford will:

- 6.1. organise public events to raise awareness of climate change and the end of cheap non-renewable energy and the opportunities for individual and collective local responses

- 6.2. develop and implement practical projects, in partnership with others where appropriate
- 6.3. develop a website and other means of communication
- 6.4. raise funds to support its activities
- 6.5. grow an active and inclusive supporter base and encourage the participation of all who support Transition Stratford's purpose and aims
- 6.6. operate through democratic, transparent and accountable processes in which the contributions of all participants are respected and valued
- 6.7. work in partnership with other local organisations and other Transition initiatives
- 6.8. undertake any other activities which are consistent with its purpose and could help deliver its aims

7. REGISTERED SUPPORTERS

- 7.1. Any person, irrespective of race, nationality, age, class, political views, religious opinion, gender, sexual orientation or disability, may register as a supporter of Transition Stratford if they:
 - 7.1.1. live or work in the geographical area covered by Stratford District Council
 - 7.1.2. are over the age of 16
 - 7.1.3. support the purpose and aims of Transition Stratford
 - 7.1.4. undertake to respect and value the contribution of others without discrimination on the basis of race, nationality, age, class, political views, religious opinion, gender, sexual orientation or disability
 - 7.1.5. agree to abide by the provisions of the Constitution
- 7.2. A person can register as a supporter by completing a registration form. No registration fee or subscription will be payable.
- 7.3. Persons under the age of 16 will be eligible to register as Youth Supporters. Youth Supporters are entitled to attend and participate in General Meetings of Registered Supporters, but do not have the right to vote.

8. MEETINGS

General Meetings

- 8.1. Authority for the conduct of Transition Stratford's activities rests with the General Meeting, which is open to all Registered Supporters.
- 8.2. Not less than four General Meetings will be held in each calendar year, of which one will be the Annual General Meeting.
- 8.3. At least 14 days' notice will be given of each General Meeting (other than the Annual General Meeting). Notices will either be sent (by post or e-mail) to each Registered Supporter, or alternatively will be displayed at a location (real or virtual) agreed in advance by General Meeting.
- 8.4. Any Registered Supporter may request the inclusion of an item on the agenda for a General Meeting by application in writing to the Secretary, to be received not less than 10 days before the date of the meeting. The agenda will be made available to Registered Supporters not less than seven days before each General Meeting.
- 8.5. No business shall be transacted at a General Meeting unless a quorum of Registered Supporters is present. The quorum for a General Meeting (other than an Annual General Meeting) shall be five Registered Supporters.
- 8.6. The Facilitator elected in accordance with paragraph 9.1 below shall preside at each General Meeting. If the Facilitator is absent from any General Meeting, the Registered Supporters present will choose one of their number to preside before any other business is transacted.
- 8.7. Each Registered Supporter present at a General Meeting is eligible to cast one vote.
- 8.8. Votes relating to the election of officers or other matters relating to individual Registered Supporters will be decided by secret ballot. Votes on all other matters will be decided by show of hands.
- 8.9. Except as specified in paragraphs 11.2, 12.1 or 13.1 below, any question put to the vote at a General Meeting will be decided by a simple majority of the votes cast by the Registered Supporters present and voting.
- 8.10. In the event of an equality of votes, the person presiding at the General Meeting shall have a second or casting vote.
- 8.11. Subject to the approval of a majority of the Registered Supporters present and voting, a General Meeting may delegate specified functions to Officers or named Registered Supporters, acting individually or as committees or working groups. Any Officer, Registered Supporter, committee or working group to whom/which functions have been delegated will report back to each General Meeting on how the delegated functions have been exercised.

Annual General Meetings

- 8.12. In each calendar year, Transition Stratford will hold a General meeting as its Annual General Meeting (AGM). Each AGM shall be held not more than 15 months after the date of the previous AGM.
- 8.13. At least 21 days' notice will be given of each AGM. Notices will either be sent (by post or e-mail) to each Registered Supporter, or alternatively will be displayed at a location (real or virtual) agreed in advance by General Meeting.
- 8.14. Any Registered Supporter who wishes to stand or to nominate another Registered Supporter for election as an Officer in accordance with paragraph 9.1 below should notify the Secretary in writing at least 14 days in advance of the date for the AGM.
- 8.15. Any Registered Supporter may request the inclusion of an item on the agenda for an AGM by application in writing to the Secretary, to be received not less than 14 days before the date of the meeting. The agenda will be made available to Registered Supporters not less than seven days before each AGM.
- 8.16. No business shall be transacted at an AGM unless a quorum of Registered Supporters is present. The quorum for an AGM shall be 20 Registered Supporters.
- 8.17. The business of each AGM will be to:
- 8.17.1. receive and accept the minutes of the previous AGM
 - 8.17.2. receive and accept the annual report of the Steering Group, which will give an account of the work of Transition Stratford and its activities during the year
 - 8.17.3. receive and accept the scrutinised accounts for the year from the Treasurer
 - 8.17.4. receive reports from working group representatives of the activities carried out by working groups during the year
 - 8.17.5. elect Officers as specified in paragraph 9.1 below
 - 8.17.6. consider and vote on any resolution proposed in accordance with paragraphs 11, 12.1 or 13.1 below
 - 8.17.7. consider and vote on any other business of which due notice has been given

Extraordinary General Meetings

- 8.18. The Steering Group may call an Extraordinary General Meeting (EGM) at any time for the purpose of considering proposed changes to the Constitution or for considering any other matter.

- 8.19. An EGM can also be requisitioned by three or more Registered Supporters by application in writing to the Secretary, to include a statement of the purpose for which the EGM is requisitioned.
- 8.20. Where practicable, at least 21 days' notice will be given of each EGM. Notices will either be sent (by post or e-mail) to each Registered Supporter, or alternatively will be displayed at a location (real or virtual) agreed in advance by General Meeting. The agenda stating the purpose of the meeting and any resolutions to be proposed will be sent to Registered Supporters not less than seven days before the EGM.
- 8.21. In an emergency, the Steering Group may call an EGM at less than 21 days' notice. Notice must still be sent (by post or e-mail) to all Registered Supporters or displayed at a location or locations (real or virtual) agreed in advance by General Meeting.
- 8.22. No business shall be transacted at an EGM unless a quorum of Registered Supporters is present. The quorum for an EGM shall be 20 Registered Supporters.

9. MANAGEMENT

Officers

- 9.1. At each AGM, the Registered Supporters present will elect from among themselves the following Officers:
- 9.1.1. a Facilitator
 - 9.1.2. a Treasurer
 - 9.1.3. a Secretary
- 9.2. The Officers will take up their responsibilities from the end of the AGM at which they are elected and shall hold office until the next AGM.
- 9.3. An Officer can resign at any time by informing the Chair or the Secretary in writing. On receipt of the resignation of any Officer:
- 9.3.1. the Steering Group shall appoint a Registered Supporter to carry out the responsibilities of the vacant office until the next General Meeting
 - 9.3.2. notice of the vacancy shall be given to Registered Supporters in the notice for the next General Meeting with a request that any Registered Supporter who wishes to stand or to nominate another Registered Supporter for election to the vacancy should notify the Secretary in writing at least seven days in advance of the date for the General Meeting
 - 9.3.3. the election of a new Officer shall take place at that General Meeting

- 9.4. The Facilitator shall be responsible for:
- 9.4.1. presiding at General Meetings, meetings of the Steering Group and at other events as appropriate
 - 9.4.2. representing Transition Stratford in discussions with other organisations
 - 9.4.3. acting as the spokesperson for Transition Stratford when necessary
- 9.5. The Treasurer shall be responsible for keeping a true record of accounts and for conducting the financial affairs of Transition Stratford in accordance with paragraphs 10.3 and 10.4 below.
- 9.6. The Secretary shall be responsible for:
- 9.6.1. giving proper notice of all General Meetings
 - 9.6.2. keeping the register of supporters
 - 9.6.3. recording the proceedings of all meetings and keeping minute books for future reference

Working groups

- 9.7. The main activities of Transition Stratford will be carried on by theme-related working groups which will develop and implement practical projects related to their respective subject areas. Working groups shall consist of Registered Supporters only and all Registered Supporters are encouraged to participate in one or more working groups.
- 9.8. The working groups in operation at the date of adoption of this Constitution are:
- 9.8.1. Food
 - 9.8.2. Economy
 - 9.8.3. Energy
 - 9.8.4. Skills
- 9.9. Registered Supporters may establish additional working groups at any time with the agreement of the Steering Group. Proposals to the Steering Group for the establishment of a new working group should include:
- 9.9.1. a brief explanation of the subject area to be covered by the new working group

- 9.9.2. a description of the types of activity the new working group intends to carry out in the name of Transition Stratford
- 9.9.3. the name of the person who will act as representative of the new working group
- 9.10. The nominated representative of each working group will be a member of the Steering Group and will report on the working group's activities at each Steering Group meeting and at General Meetings as appropriate.
- 9.11. Any project or event planned by a working group in the name of Transition Stratford must be referred to the Steering Group for review. The Steering Group will not unreasonably delay any project or event which is consistent with Transition Stratford's purpose and aims, but may recommend any changes it considers to be necessary (which may include, for example, joint working between one or more working groups).
- 9.12. All working groups may apply to the Steering Group for resources (which may include funding, publicity, Officer assistance, the organisation of volunteers etc) to support proposed projects and events. Applications to the Steering Group for resources must state:
 - 9.12.1. the nature of the proposed project or event and how it will help to further the aims of Transition Stratford
 - 9.12.2. the nature and extent of the support requested (including cost estimates if funding is required)
 - 9.12.3. the date/timescale of the proposed project or event (including when support will be needed and for how long)

Steering Group

- 9.13. The Steering Group will be made up of:
 - 9.13.1. the Facilitator, Treasurer and Secretary elected by the Registered Supporters in General Meeting
 - 9.13.2. one representative from each of the working groups in operation at any time
- 9.14. The Steering Group may co-opt not more than four additional members from amongst the Registered Supporters of Transition Stratford.
- 9.15. All Officer members of the Steering Group will retire from office at each AGM, but may seek re-election to the same office or another office at the AGM.
- 9.16. The Steering Group will normally meet monthly. Any Registered Supporter is entitled to attend Steering Group meetings, but only

Steering Group members (including co-opted members) are entitled to vote.

- 9.17. No business shall be transacted at a meeting of the Steering Group unless a quorum of members is present. The quorum for a Steering Group meeting shall be one-third of the members of the Steering Group or three Steering Group members (whichever is the greater)
- 9.18. The duties of the Steering Group are to:
 - 9.18.1. manage the day-to-day affairs of Transition Stratford between General Meetings of Registered Supporters
 - 9.18.2. receive reports on the activities of the working groups
 - 9.18.3. approve the establishment of new working groups, having ascertained that their proposed activities are consistent with the purpose and aims of Transition Stratford
 - 9.18.4. consider and, where appropriate, agree to applications from working groups for resources to support proposed projects and events
 - 9.18.5. identify cross-cutting themes and opportunities for action and make recommendations as appropriate to General Meetings

10. FINANCE

- 10.1. Finance may be obtained by means of such lawful fundraising activities as the Steering Group deems acceptable. All funds raised by, or on behalf of, Transition Stratford must be used to further purpose and aims of Transition Stratford and for no other purpose.
- 10.2. In raising funds and inviting contributions, the Steering Group must not permit any substantial permanent trading activities to be undertaken on the account of Transition Stratford. If such activities are proposed, a separate legal entity (such as a Community Interest Company or an Industrial and Provident Society) must be established for the purpose.
- 10.3. The Treasurer shall keep proper accounts of Transition Stratford and shall operate a bank account in the name of Transition Stratford. At least three Registered Supporters shall be signatories to the bank account and at least two of these signatories will be needed to withdraw any monies. Signatories must not sign blank cheques.
- 10.4. The Treasurer will make a report on finances to each meeting of the Steering Group and each General Meeting.
- 10.5. The accounts shall be independently scrutinised each year and the results reported to the AGM. The scrutineer shall not be a member of the Steering Group.

11. AMENDMENTS TO THE CONSTITUTION

Any amendment to the Constitution shall require the approval of a two-thirds majority of the Registered Supporters present and voting at an AGM or an EGM convened for the purpose of considering the proposed amendment. No proposed amendment to the Constitution shall be considered unless due notice has been given in accordance with paragraphs 1.13 (for an AGM) or paragraph 8.20 (for an EGM).

12. CHANGE OF STATUS

- 12.1. Any proposal to change the status of Transition Stratford shall require the approval of a two-thirds majority of the Registered Supporters present and voting at an AGM or an EGM convened for the purpose of considering the proposed change.
- 12.2. Subject to the approval of Registered Supporters as set out in paragraph 12.1 above, Transition Stratford may:
 - 12.2.1. amalgamate with any other Transition initiative or other body having consistent purposes and aims
 - 12.2.2. convert itself into a company under current companies legislation
 - 12.2.3. convert itself into a charitable trust or incorporated charity under current charities legislation
- 12.3. Transition Stratford will be responsible for any costs associated with amalgamation or conversion.
- 12.4. All money and other assets held by Transition Stratford at the time of amalgamation or conversion will be transferred to the new organisation.

13. DISSOLUTION

- 13.1. Any proposal to dissolve Transition Stratford shall require the approval of a two-thirds majority of the Registered Supporters present and voting at an AGM or an EGM convened for the purpose of considering the proposed dissolution. No proposal for the dissolution of Transition Stratford shall be considered unless due notice has been given in accordance with paragraphs 1.13 (for an AGM) or paragraph 8.20 (for an EGM).
- 13.2. If the decision to dissolve is confirmed by a two-thirds majority of the Registered Supporters present and voting at the meeting, the Steering Group shall have the power to dispose of any assets held by Transition Stratford.
- 13.3. Any assets remaining after the satisfaction of any debts and liabilities shall be transferred to a Stratford not-for-profit organisation with similar purposes and aims as approved at the dissolving meeting.