

**CONSTITUTION  
of  
TRANSITION TOWN BERKHAMSTED**

An Unincorporated Not-For-Profit Association

**ADOPTED AT THE ANNUAL GENERAL MEETING  
18<sup>th</sup> May 2011 and amended at a General Meeting on XXXX 2012**

**1. NAME**

The name of the Association shall be "Transition Town Berkhamsted" (hereinafter called "TTB")

**2. AREA**

The initial area covered by TTB shall be Berkhamsted, Hertfordshire and the surrounding parishes.

**3. AIMS**

The Aims of TTB shall be:

- (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 for which TTB is established are:**

- (a) To create and help implement an Energy Descent Action Plan (EDAP) for Berkhamsted and the surrounding area.
- (b) To support and encourage local action on 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

In furtherance of these aims and objects, TTB 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 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

- (a) Members shall be subscribers to this constitution and individuals and organisations admitted without reference to wealth, politics, religion, sex, disability, age or sexual preference, who live, work or operate in the area described in Rule 2 and who are in agreement with the stated aims and objectives and will support the activities of TTB.
- (b) Any person, on completion of a Membership Form whether on paper or electronic shall thereby be a Member.
- (c) A Member shall cease to be a member if she/he:
  - (i) resigns; or
  - (ii) is requested to resign by three-quarters of Members voting to this effect;  
or
  - (iii) dies.

- (d) Any Member who is expelled shall have the opportunity to defend themselves at an Extraordinary General Meeting where they shall have the fullest opportunity to answer any allegations made against them.
- (e) A Friend of TTB shall subscribe to the general tenets of this constitution.

## NOT FOR PROFIT

- 7. TTB 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 TTB
  - (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 TTB.

## GENERAL MEETINGS

- 8. The running of TTB is subject to regular review and all Members are encouraged to participate.
- 9. TTB shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, providing that every 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.

The Annual General Meeting must be called by giving not less than twenty-one calendar days' notice, unless three-quarters of all Members at a properly constituted General Meeting decide on a shorter period of notice which shall thereafter apply.

- 10. General Meetings to conduct the affairs of TTB shall be convened at such frequency determined by the Leadership Group but in any event not less than twice per year.
- 11. Any three Members or ten percent of Members (whichever is greater) may call a General Meeting.
- 12. Notice of General Meetings shall be given of not less than fourteen calendar days. This Notice will either be sent (by post or electronically) to all Members, or shall be displayed at a location (real or virtual) agreed in advance at a General Meeting.

13. The Officers shall at Annual General Meetings present for adoption by Members the Report of an Independent Examiner of the Accounts of TTB for the immediately completed Financial Year

#### PROCEEDINGS AT GENERAL MEETINGS

14. Each Member whether an individual or an organisation shall have one vote. Non-members and Friends are welcome to attend, but may not vote.
15. No business shall be transacted at a General Meeting unless a quorum of Members is present. Unless and until otherwise decided by a General Meeting, eight Members shall be a quorum.
16. If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such time and place as all members present agree to, and all Members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.
17. The Leader will chair a General or the Annual General Meeting, and if the Leader is not present, those present shall select a Member from amongst themselves to chair the meeting.
18. The Leader may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no further business shall be transacted at an adjourned meeting. If deemed necessary by those members present at the point of adjournment, a follow-on meeting shall be arranged within 1 month, to complete the business left unfinished at the meeting from which the adjournment took place.
19. When a meeting is adjourned for fourteen days or more, at least seven clear calendar days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.
20. All decisions at a General Meeting shall be made by consensus following the fullest discussion in which all members are entitled to speak freely. By consensus is meant a situation where those not in agreement agree not to maintain an objection. In the event of consensus not being reached the matter shall be adjourned to the next meeting when another attempt at consensus will be tried. If consensus is still not reached, the matter will be decided by a simple majority of those present and entitled to vote.

## ELECTED OFFICERS AND COMMITTEES

21. Members attending the Annual General Meeting shall appoint a Leader, Treasurer and a Secretary who shall be the Officers of TTB until the following Annual General Meeting.
22. The General Meeting may appoint roles to Members to perform duties and may delegate powers as necessary.
23. At its discretion a General Meeting may appoint a committee (or committees, sub committees, sub groups, working groups and research groups) to operate within parameters set at a General Meeting and with delegated powers.
24. Committees may appoint roles to Members and/or form sub committees, sub groups, working groups and research groups to perform duties and may delegate powers as necessary.
25. All committees, sub-committees, sub- and research groups shall maintain proper records of any meetings and shall be accountable to TTB through its General Meetings.
26. The day-to-day management of TTB is delegated to the Leadership Group which will be composed of the Officers, the leaders of the Action Groups, the co-ordinators and any co-opted members.
27. The Leadership Group will report its past activities to the General Meeting annually. It will also prepare plans for the forthcoming year to be approved at the Annual General Meeting.
28. The Treasurer shall be responsible for keeping a true record of accounts as stated in Rule 34.
29. 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 up to 30 days before said meeting.
  - (c) keeping proper records as stated in Rules 30, 31 and 33.

## RECORDS

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

TTB shall keep minutes books in which the dates, times and places of General Meetings, along with decisions reached. All Minutes shall be made available to Members and Friends and may be published electronically.

## ACCOUNTS

31. TTB 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.
32. TTB can borrow but lenders cannot carry control or votes in any way. Any borrowing should be not more than two percent above the base-lending rate and should not exceed £2000.
33. The records, including accounts, shall be kept in a place decided by the General Meeting, and shall be open to the inspection of all members at reasonable hours and by other persons authorised by TTB in general meeting.

## INDEMNITY

34. Every Member or auditor or officer of TTB shall be indemnified out of the assets of TTB against all losses or liabilities incurred by him/her in or about the execution and discharge of the duties of his/her office, except to the extent that such losses or liabilities shall be attributed to either:
  - (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.

## SECONDARY RULES, BYLAWS AND STANDING ORDERS

35. Rules, bylaws and standing orders can be made by TTB in a General Meeting and/or by those officers or committees that have been delegated authority by a General Meeting so long as any rules, bylaws and standing orders do not conflict with this constitution or the will of the General Meeting.

## CHANGING RULES

36. Any clause or Rule in this constitution can be cancelled or changed or a new Rule made at a General Meeting where all Members have been given 21 clear days prior notice [or as amended] of the change proposed and the date, time and location of the General Meeting except Rules 7, 36 and 37 which shall not be changed.

A General Meeting that will consider a new or changed Rule cannot be called with less than 21 days notice as described in Rule 9 but must be called with the full twenty one days notice [or as amended]

## DISSOLUTION

37. In the event of winding up or dissolution of TTB, 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 TTB.

This Constitution was adopted at the Annual General Meeting dated 18<sup>th</sup> May 2011 and amended at the General Meeting of XXXXX2012