

Transition Brighton & Hove

Constitution

1. **Name:** The name of the association shall be Transition Brighton & Hove
2. **Type of association:** Transition Brighton & Hove is an unincorporated not for profit association.
3. **Objects:** The objects of Transition Brighton & Hove shall be:
 - 3.1. To raise awareness amongst those living and working in the City of Brighton & Hove of the issues arising from climate change and future energy scarcity.
 - 3.2. To provide educational material and similar resources to local groups that informs and encourages 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 within the City of Brighton & Hove move to a sustainable way of life.
 - 3.4. To develop and communicate a vision of the City of Brighton & Hove as a sustainable city with strategies to guide individuals and organisations.
 - 3.5. To identify and support groups within the City of Brighton & Hove 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 Brighton & Hove shall have the powers to:
 - 4.1. Represent the interests of Brighton & Hove 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 Brighton & Hove be deemed incidental or conducive (either directly or indirectly) to the attainment of the above objects

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- 4.4. Employ staff to further the above objects
- 4.5. Do such things as are lawful and necessary in order to pursue the objects of the organisation

5. Membership:

- 5.1. All residents, organisations and businesses of the City of Brighton & Hove who support the above objects and are aged 18 and over 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. Membership is also open to all persons under the age of 18 (known as Junior Members) who live in the City of Brighton & Hove and support the above objects. They shall not have the right to vote at meetings, but may form their own representation group, which can be attended by a full member, who may act as an observer and then represent them at meetings.

6. Management:

- 6.1. Transition Brighton & Hove is an open network organisation comprising of its membership and associated interest groups and all aspects of its management shall be transparent to all members.
- 6.2. Governance of Transition Brighton & Hove resides with members who attend General Network meetings.
- 6.3. Ongoing management will be provided by a coordination 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 coordination 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 Network meeting or the Annual General Meeting.
- 6.5. The coordination group will provide the association's chairpersons, secretary and a treasurer and approval sought from a General Network Meeting or Annual General Meeting.
- 6.6. The quorum at a coordination group meeting will be 4 members or 30% of coordination group members whichever is the smaller number

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- 6.7. The coordination group may temporarily appoint additional people to the group for specific roles and activities.
- 6.8. Any member may attend a coordination group meeting.
- 6.9. Notes from meetings of the coordination group will be published on the association website.

7. General Network Meetings:

- 7.1. General Network Meetings will be held at a minimum of two monthly intervals and may be attended by any member.
- 7.2. The quorum at a General Network Meeting will be 20 members.
- 7.3. All members are eligible to vote at General Network meetings.
- 7.4. Notice of General Network 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 Network Meeting the coordination group will provide an update on key association issues and shall when necessary seek the approval of members for specific actions.
- 7.6. General Network Meetings will provide the opportunity for the association groups to discuss and report back on current activities.

8. Annual General Meetings:

- 8.1. The coordination 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
 - Elect officers of the association
 - Receive and vote on proposals to change the Constitution
- 8.3. The quorum at an Annual General Meeting shall be 20 members.

9. Special General Meetings.

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- 9.1. The coordination 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 coordination group shall also call a meeting at the written request of not fewer than 6 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 20 members.

10. Finance

- 10.1. Finances may be obtained by means of such lawful fundraising activities as the coordination group may deem acceptable. All monies raised by, or on behalf of, Transition Brighton & Hove shall be applied to further the objects of Transition Brighton & Hove and for no other purpose.
- 10.2. The treasurer shall keep proper accounts of Transition Brighton & Hove and shall open a bank account in the name of Transition Brighton & Hove. Reports on the finances will be made to the coordination 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 coordination 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 coordination group decide by a simple majority vote that it is in the interests of Transition Brighton & Hove to change its status this shall be done by resolution at either an Annual General Meeting or Special General Meeting of members.
- 12.2. The Association may by resolution and majority vote of members:

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- (a) amalgamate with any other associations or society 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 coordination group should decide by a simple majority that it is necessary or advisable to dissolve Transition Brighton & Hove it shall call a Special General Meeting of all the members of Transition Brighton & Hove, 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 coordination group shall have the power to dispose of any assets held by Transition Brighton & Hove

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

14. Acceptance

This constitution was adopted as the constitution of Transition Brighton & Hove at a General Network Meeting held at _____, in Brighton on _____ (date)

Signed: _____ (Chairperson)
 _____ (Member)