

Transition Cambridge Constitution

This constitution was adopted as the constitution of Transition Cambridge at a Special General Meeting held at the United Reformed Church, 154 Cherry Hinton Road in Cambridge on 30th July, 2010.

1. **Name:** The name of the Association shall be Transition Cambridge
2. **Type of association:** Transition Cambridge is an unincorporated not for profit association.
3. **Objects:** The objects of Transition Cambridge shall be:
 - 3.1. To raise awareness amongst those living and working in the City of Cambridge and surrounding area (hereafter called "Cambridge") 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 in the face of diminishing resources.
 - 3.3. To promote, encourage and support local groups and individuals undertaking activities that help residents and organisations within Cambridge move towards a sustainable way of life.
 - 3.4. To develop and communicate a vision of Cambridge as a sustainable city with strategies to guide individuals and organisations.
 - 3.5. To identify and seek to support groups within Cambridge 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 Cambridge shall have the powers to:
 - 4.1. Represent the interests of Cambridge in the national Transition Network movement.
 - 4.2. Raise funds to pursue the above objects or all such other activities, enterprises, projects or ventures that can in the opinion of Transition Cambridge be conducive (either directly or indirectly) to the attainment of the above objects.
 - 4.3. Employ staff, purchase services and rent facilities to further the above objects.
 - 4.4. Do such things as are lawful and necessary in order to pursue the objects of the organisation.
5. **Membership:**
 - 5.1. Anyone who lives, works, or studies in Cambridge or participates in Cambridge life and who supports the above objects 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. Qualification for membership is based on attendance at a sub group meeting or acting as a volunteer for Transition Cambridge (either at events

or in an administrative or organisational role) and/or making a regular financial contribution. Members details will be recorded and they will be issued a numbered membership card by the Coordination Group (Hub). A member can decide to resign their membership at any time by informing the Coordination Group (Hub) in writing (or by email).

6. Management & Governance:

- 6.1. Transition Cambridge is an open network organisation comprising its membership and associated interest groups and all aspects of its management and governance shall be transparent to all members.
- 6.2. Where some members show interest in a specific topic relevant to the Transition Cambridge objects then they may decide to form a sub group (or special interest group) to progress those interests.
- 6.3. Ongoing management will be provided by a Coordination Group (Hub) whose responsibilities include the management of the Association, supervision of financial matters, projects, publicity and liaison with other local organisations.
- 6.4. Transition Cambridge Members will elect the Associations officers (chairperson, secretary and a treasurer and any other positions as required, up to a maximum of three more) from nominations presented by the Coordination Group (Hub) at a Special General Meeting or Annual General Meeting.
- 6.5. Governance of Transition Cambridge resides with the officers elected to the Coordination Group (Hub) by the members at a Special General or the Annual General Meeting. These officers will then be responsible to the Association members for sound governance of the Association's affairs and have the final authority to approve any decisions made by the Coordination Group which affect the financial wellbeing of the Association.
- 6.6. Membership of the Coordination Group (Hub) comprises representatives nominated by the sub-groups, as delegates members, plus the elected officers.
- 6.7. The quorum at a Coordination Group (Hub) meeting will be 4 members. The Coordination Group (Hub) may temporarily appoint additional people to the group for specific roles and activities.
- 6.8. Anyone may attend a Coordination Group (Hub) meeting as an observer. Non-members of the Coordination Group (Hub) may not speak unless invited by the chairperson.
- 6.9. Notes from meetings of the Coordination Group (Hub) will be published on the Association website.

7. Annual General Meetings:

- 7.1. The Coordination Group (Hub) 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.
- 7.2. 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

- 7.3. The quorum at an Annual General Meeting shall be 12 members.
- 7.4. Decisions made at an Annual General Meeting, with the exception of changes to the Constitution, shall be by simple majority of votes from those members attending plus any proxy votes given in advance to the chairperson.

8. Special General Meetings.

- 8.1. The Coordination Group (Hub) 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.
- 8.2. The Coordination Group (Hub) shall also call a meeting at the written request of not fewer than 6 members, who shall give reasons for the request.
- 8.3. 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.
- 8.4. The quorum at a Special General Meeting shall be 12 members.
- 8.5. Decisions made at a Special General Meeting, with the exception of changes to the Constitution, shall be by simple majority of votes from those members attending including any proxy votes given in advance to the chairperson.
- 8.6. The Coordination Group (Hub) shall have the authority to fill vacancies occurring amongst the officers' positions until an election can be conducted at a Special General Meeting or Annual General Meeting.

9. Finance

- 9.1. Funds may be obtained by means of such lawful fundraising activities as the Coordination Group (Hub) may deem acceptable. All monies raised by, or on behalf of, Transition Cambridge shall be applied to further the objects of Transition Cambridge and for no other purpose.
- 9.2. The treasurer shall keep proper accounts of Transition Cambridge and shall open a bank account in the name of Transition Cambridge. Reports on the finances will be made to the Coordination Group (Hub) 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.
- 9.3. The accounts shall be independently examined each year. The examiner shall not be a member of the Coordination Group (Hub). The examined accounts with comments shall then be submitted to the next Annual General Meeting of the members for approval.
- 9.4. Financial management of the Association's affairs and bank account shall be conducted through the treasurer by the Coordination Group (Hub). Requests for funding can be made to the Coordination Group (Hub) by sub-groups.

10. Alterations to the Constitution

- 10.1. 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.

11. Change of association status

- 11.1. Should the Coordination Group (Hub) decide by a simple majority vote that it is in the interests of Transition Cambridge to change its status this shall be done by resolution at either an Annual General Meeting or Special General Meeting of members.
- 11.2. The Association may by resolution and majority vote of members:
 - 11.2.a. amalgamate with any other association or society or other body having similar objects,
 - 11.2.b. convert itself into a company (Limited or otherwise) under the Companies Acts,
 - 11.2.c. convert itself into a charitable trust or incorporated charity under the Charity Acts, or
 - 11.2.d. Convert itself into a Social Enterprise under the Provident Societies Acts.
- 11.3. The Association shall be responsible for any costs associated with amalgamation or conversion.
- 11.4. All monies and assets held by the Association at the time of amalgamation or conversion will be transferred to the new organisation.

12. Dissolution

- 12.1. If the Coordination Group (Hub) should decide by a simple majority that it is necessary or advisable to dissolve Transition Cambridge it shall call a Special General Meeting of all the members of Transition Cambridge, with at least 21 days' notice, stating the terms of the resolution to be proposed to the meeting.
- 12.2. If the decision to dissolve is confirmed by a two-thirds majority of those present and voting at the meeting, the Coordination Group (Hub) shall have the power to dispose of any assets held by Transition Cambridge
- 12.3. Any assets remaining after the satisfaction of any debts and liabilities shall be transferred to a local Cambridge not-for-profit organisation with similar objects as approved at the dissolving meeting.