

# Constitution for the Basingstoke Transition Network (version date 13-1-2016)

## NAME:

1. The name of the Society shall be "Basingstoke Transition Network (BTN)" hereinafter referred to as "the Society".

## OBJECTS:

2. The objects of the Society are:-
  - (a) To promote making better use of all our local resources in Basingstoke & North Hampshire – people, materials, energy and food – by example, education, publicity, and facilitation of projects; in particular:
    - i. Using local resources efficiently and reducing consumption and waste;
    - ii. Reducing our carbon emissions, encouraging local production of renewable energy and reducing fuel poverty;
    - iii. Protecting the natural habitat and bio-diversity;
    - iv. Making the Basingstoke area habitable with quality sustainable homes and services for ourselves and future generations;
    - v. Encouraging enterprise and prosperity in the widest sense of wellbeing, fulfilment and community as well as money.
  - (b) To promote and encourage subsidiary societies and groups for the furthering of the above aims;
  - (c) To promote the aims of the Transition Network beyond the local area and support other Transition Network groups and initiatives when appropriate.
3. The Society and its subsidiary societies shall not hold or express any religious or racial opinions, nor shall they be associated with, or accept any benefit in finance or kind from, any individual or organisation with aims that are contradictory to those of the Society.

## MEMBERSHIP:

4. Subject to the provisions of article 6, all people who support the work of the Society, are aged 18 or over at the time of application and are resident in the UK shall be eligible for ordinary membership of the Society.
5. Applications for membership.
  - (a) All applications for ordinary membership are subject to the approval of the Organising Committee, which shall take such steps as it thinks fit to determine the applicant's suitability for membership. The Organising Committee may, at its absolute discretion, refuse any application for any type of membership without assigning any reason.
  - (b) Failure to pay a subscription within 28 days after the due date shall be deemed as resignation as described in article 8 from the date the current membership expires unless special dispensation is granted by the Organising Committee before this date.
  - (c) All ordinary members, having paid their current subscription, shall be entitled to the facilities afforded by the Society. They shall be bound by the Constitution, Standing Orders, and other rules of the Society and those of the subsidiary societies and groups they join or intend to join.
6. The Society shall not knowingly admit as a member, anyone who has been expelled or refused membership by any constituent group or society of the UK Transition Network without consultation with such Network.
7. The subscription for members, and any other fees, shall be fixed by resolution of a General Meeting, provided that notice of intention to change such fee or subscription shall first have appeared in the Agenda or notice of the meeting.

8. Every member shall be notified of the date on which his/her subscription falls due. If, after one month from that date, s/he has not paid his/her subscription, his/her membership shall lapse forthwith. If any lapsed member wishes to renew his/her subscription, within twelve months of the renewal date, s/he shall be liable to the full subscription from that date and any entrance fee that may apply at that time. If after twelve months a lapsed member wishes to renew his/her subscription it will be necessary to submit a formal application to the Organising Committee.
9. Any member may resign membership by giving a Secretary notice in writing to that effect.
10. The Organising Committee may invite any member who brings the Society or the UK Transition Network into disrepute or disgrace, or otherwise behaves in any manner which is considered harmful or injurious to the Society, the UK Transition Network or any section of its members, to resign membership within a specified time. Failing such resignation the matter shall be referred to the next Organising Committee meeting and the member shall be invited by the Secretary to make representations at the Committee meeting or in notice in advance or both. The member shall have the right to be heard by the Organising Committee before the decision is taken, and the right to be accompanied by a friend. If after discussion two thirds of the Organising Committee then present vote for the member's expulsion s/he shall thereupon cease to be a member of the Society.
11. Upon ceasing to be a member of the Society s/he shall forfeit all right to and claim upon the Society and its property and funds except for any claim notified to the Secretary in writing at the time of resignation under article 9 or 10 or within one month of a notice of expulsion being sent to him/her.
12. Every member of the Society shall communicate to the Secretary any change of his/her own address. All notices posted to a member's address shall be considered as having been duly given on the second day following the date of postage, in the case of first class mail, or on the fourth day following the date of posting, in the case of second class mail.
13. No proceedings of the Society shall be invalidated solely because of the discovery subsequent thereto of some accidental omission to give notice.

#### **MANAGEMENT:**

14. The officers of the Society shall include a Chair, Secretary and Treasurer, and any other officers as may be agreed by the members at a General Meeting.
15. The management of the Society shall be deputed to an Organising Committee consisting of:-
  - (a) The officers mentioned in article 14.
  - (b) Those ordinary members of the Organising Committee elected in accordance with Articles 23 and 24 of the Constitution.
16. The Organising Committee or any Sub-Committee of the Society may co-opt any additional members for the remainder of the meeting only, unless otherwise empowered by their parent body in accordance with Article 17. At least two thirds of the members present and eligible to vote must vote in favour of such resolutions.
17. Sub-Committees
  - (a) The Organising Committee may appoint such Sub-Committees as it considers necessary and may depute or refer to them such powers and duties as it may determine. Such Sub-Committees shall periodically report their proceedings to the Organising Committee and shall conduct their business in accordance with any directions which the Organising Committee might give.
  - (b) The Chair, Secretary and Treasurer shall be entitled to attend any Committee or Sub-Committee meeting of the Society.

18. The Organising Committee or Sub-Committee may act despite any vacancy thereon.
19. The Organising Committee may make Standing Orders to govern its own meetings and those of Sub-Committees of the Society and may make regulations governing the conduct of officers of the Society and the use of facilities by members.
20. The Organising Committee shall have the power to appoint, pay and dismiss such servants of the Society as it deems necessary and may elect any such servant to be a temporary member of the Society during his/her tenure of office or for shorter time, as it thinks fit.
21. The Treasurer shall be responsible for the funds of the Society, which shall be kept in a recognised bank or building society. Cheques must be signed by any two of the Treasurer , Secretary and Chair.

#### **CARRYING OUT THE PURPOSES OF THE SOCIETY:**

22. In order to carry out the purposes of the Society, the Organising Committee shall have the power to:
  - (a) Apply for and receive grants and donations from external bodies and individuals;
  - (b) Apply such funds as the Society may hold to carry out the work of the Society;
  - (c) Co-operate with and support other charities and groups with similar purposes;
  - (d) Do anything which is lawful and necessary to achieve the purposes of the Society within the jurisdiction of the law of the United Kingdom.

#### **ELECTIONS:**

23. At the Annual General Meeting an election shall be held for:-
  - (a) The officers of the Society as defined in Article 14;
  - (b) Up to four ordinary members of the Organising Committee.
  - (c) All nominations must be signed by at least two members of the Society and the written consent of the nominee obtained. All nominees must be ordinary members of the Society.
24. Any vacancy remaining from the Annual General Meeting or occurring during the year shall be filled by election/co-option at a meeting of the Organising Committee. At least seven clear days' notice shall be given of all such elections.

#### **DISMISSAL OF OFFICERS:**

25. An Organising Committee or sub-committee member may be dismissed by the unanimous vote of all the other Committee members on grounds of either breach of the Constitution or other serious reason showing that s/he should no longer remain in office. An explanation shall be given to all Society members without delay and to the next General Meeting.

#### **MEETINGS:**

26. Not less than fourteen days' notice shall be given of any General Meeting.
27. The Chair or Secretary shall act as Chair of the General Meeting.
28. The Annual General Meeting (AGM) shall be held within 15 months of agreement of this constitution and annually thereafter, the date to be fixed by the Organising Committee and published by the Secretaries at least 14 days before the AGM.
29. The business of the Annual General Meeting shall include:-
  - (a) Reception of a financial report to include the accounts for the preceding year that have been inspected by a suitably qualified person, as approved by the elected Organising Committee.
  - (b) Reception from the Chair of a report of the Society's activities during the previous year.
  - (c) Election of Officers and Ordinary members of the Organising Committee as laid down in Article 23.

(d) Any motion relevant to the meeting of which seven days' notice has been given to the Secretary.

(e) Any other business agreed to by the meeting.

30. The Organising Committee may at any time order an Extraordinary General Meeting (EGM). The Secretary shall convene an EGM within twenty-one days of the receipt of a written requisition sign by at least fifteen of the ordinary Members stating the purpose for which the meeting is required, or within such longer period as is stated in such requisition. The principal business of an EGM shall be stated in the notice of meeting or in a preliminary agenda circulated at least fourteen days before the meeting. The final agenda for an EGM incorporating any motions relevant to the purpose of the meeting received by the Secretary shall be drawn up by the Secretaries and be available to any member at least seven days before the meeting. No business shall be discussed at an EGM other than that on the Agenda.

#### **QUORUM AND VOTING:**

31. The quorum for any General Meetings of the Society shall be twenty-five per cent of the ordinary members or ten whichever is the lesser number.

32. At all General Meetings of the Society every ordinary member of the Society shall be entitled to one vote on every motion and in case of equality of vote, the Chair of the Meeting shall have a casting vote. Voting shall be by show of hands unless ten members request a secret ballot. Proxy votes may be accepted for a motion at a General Meeting provided this has been agreed by an Organising Committee meeting at least 14 days before the General Meeting.

33. The Organising Committee shall meet at least three times per year.

34. Not less than three clear days' notice shall be given to members of an Organising Committee Meeting. The quorum for an Organising Committee or Sub-Committee Meeting shall be three persons.

35. The minutes of all meetings shall be taken and be open to inspection by any member of the Society on application to the Secretary.

36. If any of the Organising Committee or sub-committee members has a conflict of interest they must declare it and leave the meeting whilst this matter is being discussed or decided.

37. The Organising Committee may make such changes to the Society rules as are required to help run the Society. The rule changes must not conflict with this constitution, any Standing Orders for the Conduct of Meetings or the law of the United Kingdom.

#### **ACCOUNT & AUDIT**

38. The financial year of the Society shall end on 31st March in each year.

39. The accounts of the Society shall be scrutinised by a suitably experienced person after the end of the financial year and before the Annual General Meeting.

40. No member shall, except for services rendered at the request of the Organising Committee or a Sub-Committee, on any pretence or in manner receive any profit, salary or emoluments from the funds or transactions of the Society.

41. All money and property held by the Society must be used only for the Society's purposes.

42. The Organising Committee is required to keep accounts of all financial, asset, expense and liability transactions of the Society. Any member may view the most recent sets of accounts on application to the Treasurer.

#### **DISSOLUTION:**

43. If, at any General Meeting of the Society, a resolution for the dissolution of the Society be passed by two-thirds of the members present, a poll of all ordinary members shall be held not less than one month and not more than three months thereafter.
44. If such resolution be confirmed by two-thirds of those voting in such poll, the Organising Committee shall thereupon, or at such date as shall be specified in such resolution, proceed to realise the property of the Society, and after discharge of all liabilities, shall divide the residue among such groups and charities with a similar purpose as this one, as detailed in the resolution.
45. Notice of any meeting to dissolve the Society shall be given to all members not less than fourteen days before the meeting.

#### **INTERPRETATION AND AMENDMENT OF THE CONSTITUTION:**

46. The Organising Committee shall be the sole authority for the interpretation of the Articles of Constitution, and of any regulations made thereunder, and the decision of the Organising Committee upon any question of interpretation or upon any matter affecting the Society and not specially provided for by these Articles or by any regulations made thereunder shall be final and binding upon the members.
47. These Articles of Constitution may be added to, repealed or amended by resolution of a General Meeting, the intention of which shall have appeared in the notice of or Agenda for the meeting, provided that two thirds of the members present vote in favour thereof. Voting shall be by show of hands unless at least ten members, or the majority present, if smaller, shall demand a secret ballot.
48. This Constitution must comply with requirements of the UK Transition Network at all times. If the UK Transition Network Constitution is amended, this Constitution must be amended appropriately as soon as possible by the Organising Committee and a copy sent to the Secretary of the UK Transition Network.
49. No changes may be made to this Constitution that would prevent the Society from acting as a Society for the objects defined in article 2.

#### **LIABILITY:**

50. No member shall by virtue of being a member of the Society, have any more rights to compensation for any injury, loss or damage arising from the Society's activities than if s/he were a person who is not a member of the Society.

#### **Setting up the Society:**

The wordings for the articles of this Constitution were confirmed at a Meeting on:

Date:

By the people whose names and signatures appear below: