

# **Transition Brentford**

## **DRAFT CONSTITUTION**

### **Unincorporated charitable association**

#### **1. NAME**

The organisation will be known as "Transition Brentford".

#### **2. LEGAL STATUS**

Transition Brentford is an unincorporated charitable 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 Brentford.

#### **3. TRUSTEES**

The charity shall be managed by a committee ('steering group') of trustees who are appointed at the Annual General Meeting (AGM) of the charity.

#### **4. AREA**

The area covered by Transition Brentford will be Brentford (as defined in Appendix A).

#### **5. PURPOSE**

The purpose of Transition Brentford is to promote sustainable development for the benefit of the public by:

- (a) the preservation, conservation and the protection of the environment and the prudent use of resources (e.g. responding to peak oil and climate change through reducing dependence on fossil fuels; minimising carbon footprints; and adapting to the effects of climate change);
- (b) the relief of poverty and the improvement of the conditions of life in socially and economically disadvantaged communities – upholding the UN Declaration of Human Rights (General Assembly resolution 217A(III) of 10 December 1948);
- (c) the promotion of sustainable, green economics and regeneration (e.g. increased localisation of manufacturing and services).

To advance the education of the public in subjects relating to sustainable development and the protection, enhancement and rehabilitation of the environment and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large.

Sustainable development means: "development which meets the needs of the present without compromising the ability of future generations to meet their own needs".

#### **6. CARRYING OUT THE PURPOSES**

To further its purposes, Transition Brentford may:

- 6.1. facilitate the sharing of ideas, information and other resources amongst individuals, organisations, including through organising public events to raise awareness of issues relating to our aims.
- 6.2. develop and implement practical projects, and work in partnership with other local organisations that support our purposes and other Transition initiatives where appropriate.
- 6.3. develop all necessary means of communication including websites and social media.

6.4. raise funds to support its activities and apply these for the stated purposes as approved by the 'Steering Group' or a General Meeting.

6.5. grow an active and inclusive membership base and encourage the participation of all who support Transition Brentford's purpose.

6.6. operate through democratic, transparent and accountable processes in which the contributions of all participants are respected and valued.

6.7. undertake any other activities which are consistent with its purpose and could help deliver its purpose.

## **7. MEMBERS**

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 Brentford if they:

7.1.1. live or work in Brentford.

7.1.2. are over the age of 16. Trustees must be aged 18+.

7.1.3. support the purpose and aims of Transition Brentford.

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 in accord with 5.3 and 7.1 above.

7.1.5. agree to abide by the provisions of the Constitution

7.2. a person can register as a member by completing a registration form on paper or electronically/online. No registration fee or subscription will be payable unless agreed by the AGM. The secretary and steering group will maintain an up-to-date membership list.

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 Members but may not be members of the Steering Group.

7.4. The Steering Group may remove a person's membership if they believe it is in the best interests of Transition Brentford. The member has the right to be heard by the Steering Group before the decision is made and can be supported by a friend.

7.5. registration is to imply acceptance of these rules and the constitution and consent as required by the Data Protection Act 1984, to the holding of relevant personal data.

7.6. Unregistered supporters may attend meetings or participate in activities but not vote. (see 8.1)

7.7. Affiliated groups - Any local group of people working towards similar purposes as Transition Brentford may apply to the Steering Group to become an affiliate of Transition Brentford. They

may nominate a representative to attend meetings or participate in activities but not vote. (see 8.1)

## **8. MEETINGS**

### **General Meetings**

8.1. Authority for the conduct of Transition Brentford's activities rests with the General Meeting, which is open to all Registered Members. Unregistered supporters, youth supporters or affiliated organisations' representatives may attend but not vote.

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 Member, or alternatively will be displayed at a location (real or virtual) agreed in advance by General Meeting.

8.4. Any two Registered Member 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 Members 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 Members is present. The quorum for a General Meeting (other than an Annual General Meeting) shall be five Registered Members.

8.6. The Facilitator elected in accordance with paragraph 9.1 below may act as chairperson at General Meetings **or** the Registered Members present will choose one of their number to chair before any other business is transacted.

8.7. Each Registered Member 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 Members will be decided by secret ballot where posts are contested. Votes on all other matters will be decided by show of hands and be put to a count in cases of doubt.

8.9. Except as specified in paragraphs 11.1, 12.1 or 13.1 below (constitutional change, change of status or dissolution), any question put to the vote at a General Meeting will be decided by a simple majority of the votes cast by the Registered Members present and voting. The person chairing shall not vote except as in 8.10

8.10. In the event of an equality of votes, the person chairing the Meeting shall have a casting vote or may decide to hold the matter over for the next meeting or put back to the meeting for further discussion and/or a new vote.

8.11. Subject to the approval of a majority of the Registered Members present and voting, a General Meeting may delegate specified functions to Officers or named Registered Members, acting individually or as committees or working groups. Any Officer, Registered Members, 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 Brentford 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 Member, or alternatively will be displayed at a location (physical or online) agreed in advance by General Meeting.

8.14. Any Registered Member who wishes to stand or to nominate another Registered Member 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 two Registered Members 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 10 ~~(to match 8.4)~~ days before the date of the meeting. The agenda will be made available to Registered Members not less than seven days before each AGM.

8.16. No business shall be transacted at an AGM unless a quorum of Registered Members is present. The quorum for an AGM shall be whichever is the greater of 5 or 15% of the Registered Members.

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 Brentford 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 Members 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 Members, 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 Members 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 Members 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 Members is present. The quorum for an EGM shall be whichever is the greater of 5 or 15% of the Registered Members.

## **9. TRUSTEE STEERING GROUP & WORKING GROUPS**

### **Trustee elections**

9.1. any Registered Member who wishes to stand or to nominate another Registered Member for election as an Officer should notify the Secretary in writing at least seven days in advance of the date for the General Meeting

9.2. At each AGM, the Registered Members present will elect from among nominated Registered Members between 3 and trustees including the Officers below:

9.2.1. a Facilitator (Chair, Chairperson – see 9.4.1)

9.2.2. a Treasurer

9.2.3. a Secretary

9.1.5 voting for election of Officers will be by secret ballot in accordance with 8.8 and 8.9 and before voting takes place each candidate may address the meeting briefly. (Candidates do not have to be present to stand though clearly it is desirable).

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, preferably in writing. On receipt of the resignation of any Officer:

9.3.1. the Steering Group shall co-opt a Registered Member 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 Members in the notice for the next General Meeting with a request that any Registered Member who wishes to stand or to nominate another Registered Member 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. chairing General Meetings, meetings of the Steering Group and at other events as appropriate or delegating the responsibility as in 8.6.

9.4.2. representing Transition Brentford in discussions with other organisations or approving delegation of this for particular purposes.

9.4.3. acting as the spokesperson for Transition Brentford when necessary or approving delegation of this for particular purposes.

9.5. The **Treasurer** shall be responsible for keeping a true record of accounts and for conducting the financial affairs of Transition Brentford 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

9.7. Delegation – where it is not possible for an officer to carry out these responsibilities on any particular occasion, they should notify other Steering Group members and try to ensure that the responsibility is delegated.

### **Steering Group**

9.8. The Steering Group (trustees) will be made up of:

9.8.1. the Facilitator, Treasurer and Secretary and other trustees elected by the Registered Members in the Annual General Meeting.

9.8.2. one nominated trustee from each of the working groups in operation at any time.

9.8.3. Not more than ten elected trustees, along with nominated trustees from working groups.

9.9. Where vacancies arise the Steering Group may co-opt additional trustees from amongst the Registered Members of Transition Brentford. Co-opted trustees will stand down at the AGM.

9.10. All trustees will retire from office at each AGM, but may seek re-election to the same office or another office at the AGM.

9.11. The Steering Group will normally meet bi-monthly or as required. Any Registered Member is entitled to attend Steering Group meetings, but the elected trustees, co-opted trustees and one representative from each approved working group (who act as nominated trustees) are entitled to vote.

9.12. Trustees may act by majority decision. 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 (rounded down) or five Steering Group members (whichever is the greater).

9.13. The duties of the Steering Group are to:

9.13.1. manage the day-to-day affairs of Transition Brentford between General Meetings of Registered Members.

9.13.2. receive reports on the activities of the working groups.

9.13.3. approve the establishment of new working groups, having ascertained that their proposed activities are consistent with the purpose and aims of Transition Brentford.

9.13.4. consider and, where appropriate, agree to applications from working groups for resources to support proposed projects and events.

9.13.5. identify cross-cutting themes and opportunities for action and make recommendations as appropriate to General Meetings.

9.14 If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.

9.15 The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

### **Working groups**

9.16. Working groups may co-operate on particular projects and the Steering Group will take responsibility for Communications (see 6.3) or delegate this to a Communications group.

9.17. The main activities of Transition Brentford may be carried on by theme-related working groups which will develop and implement practical projects related to their respective subject areas (e.g. Food, Energy, Transport or Local currencies). All Registered Members are encouraged to participate in one or more working groups.

9.18. Registered Members 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:

9.18.1. a brief explanation of the subject area to be covered by the new working group.

9.18.2. a description of the types of activity the new working group intends to carry out in the name of Transition Brentford and confirmation that it does not duplication the efforts of another working group or an affiliate organisation.

9.18.3. the name of persons who may act as representatives of the new working group.

9.19. A 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. (This may be by rotation and will not require election).

9.20. Any project or event planned by a working group in the name of Transition Brentford 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 Brentford'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).

9.21. 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:

9.21.1. the nature of the proposed project or event and how it will help to further the aims of Transition Brentford.

9.21.2. the nature and extent of the support requested (including cost estimates if funding is required).

9.21.3. the date/timescale of the proposed project or event (including when support will be needed and for how long).

## **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 Brentford must be used to further the purpose and aims of Transition Brentford 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 Brentford. If such activities are proposed, a separate legal entity (such as a Community Interest Company or an Industrial and Provident Society) should be established for the purpose.

10.3. The Treasurer shall keep proper accounts of Transition Brentford and shall operate a bank account in the name of Transition Brentford. Money must be held in the charity's bank account. At least three trustees 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.

10.6. Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.

## **11. AMENDMENTS TO THE CONSTITUTION, CHANGE OF STATUS OR DISSOLUTION**

11.1 Any amendment to the Constitution, change of status or proposal to dissolve Transition Brentford shall require the approval of a two-thirds majority of the Registered Members present and voting at an AGM or an EGM convened for the purpose of considering the proposed amendment, change of status or dissolution. No proposed Constitutional amendment, change of status or proposal for dissolution shall be considered unless due notice has been given in accordance with paragraphs 8.13 (for an AGM) or paragraph 8.20 (for an EGM).

11.2. Subject to the approval of Registered Members as set out in paragraph 11.1 above, - and provided the new organisation has similar purposes - Transition Brentford may:

11.2.1. amalgamate with any other Transition initiative or other body having consistent purposes and aims



11.2.2. convert itself into a co-operative under current legislation

11.2.3. convert itself into a charitable trust or incorporated charity under current charities legislation

11.3. Transition Brentford will be responsible for any costs associated with amalgamation or conversion.

11.4. All money and other assets held by Transition Brentford at the time of amalgamation or conversion will be transferred to the new organisation.

11.5.1. If a decision to dissolve is confirmed by a two-thirds majority of the Registered Members present and voting at the meeting, the Steering Group shall have the power to dispose of any assets held by Transition Brentford.

11.5.2. Any assets remaining after the satisfaction of any debts and liabilities shall be transferred to a Brentford not-for-profit organisation with similar purposes and aims as approved at the dissolving meeting.

## **12. SETTING UP THE CHARITY**

This constitution was adopted on 15 February 2012 by the people whose signatures appear below, and is suitable whilst the turnover of the charity remains under £5,000 per annum. They are the first members of the charity and will be the trustees until the AGM, which must be held within one year of this date.

<b>Name</b>	<b>Signature</b>	<b>Address</b>

**APPENDIX A**  
**Transition Brentford Area of Interest**

