

CONSTITUTION of
TRANSITION SOUTH LIVERPOOL

An Unincorporated Not-For-Profit Association

1. NAME

The name of the Association (hereinafter called “TSL”) shall be "Transition South Liverpool”

2. AREA

The initial area covered by TSL shall be south Liverpool.

3. AIMS

The Aims of TSL 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 and fair future through 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 and/or climate change.
- (c) To provide the membership, other individuals, groups and communities with the encouragement and support necessary to make the transition to a low carbon, sustainable, ethical future.

4. The objectives for which TSL is established are:

- (a) To create and help implement Energy Descent Pathways for south Liverpool and surrounding areas.
- (b) To support and encourage local action on Peak Oil and Climate Change, including initiating projects and/or collaborating with other groups to establish projects.
- (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.
- (e) To adopt an approach based on respect and inclusion, embracing the multiple diversities of Liverpool.

5. POWERS

In furtherance of these aims and objects, TSL may:

- (a) Publish and distribute information
- (b) Engage in, support and promote education and research
- (c) Raise funds
- (d) Run events
- (e) Set up sub-groups
- (f) Recruit volunteers
- (g) Employ staff
- (h) Buy or lease premises and equipment
- (i) Enter into contracts
- (j) Undertake any trade, business, enterprise, project or venture which could contribute to the delivery of the aims and objectives.
- (k) Participate in any other activity that could help deliver the stated aims and objectives.

MEMBERSHIP

6.

- (a) The members shall be individuals who subscribe to this constitution and who live, work or have other connections with the area described in rule two. Membership is open to all without reference to gender, ethnic origin, class, religion, disability, age, sexual preference or politics.
- (b) A member shall cease to be a member if she/he:
 - (i) resigns; or
 - (ii) has her/his membership terminated by the Core Group or by a General Meeting (see below); or
 - (iii) dies.
- (c) A member may have their membership terminated by the unanimous agreement of the Core Group; or failing a unanimous agreement or on appeal, by a 2/3 majority vote at a General Meeting. Before any such decision is taken, the member shall have the opportunity to defend themselves and answer any allegations made against them.

NOT FOR PROFIT

7. TSL 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 TSL
 - (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 TSL; provided that the member concerned leaves the room during any relevant discussion and decision-making.

GENERAL MEETINGS

8. The running of TSL is subject to regular review and all members are encouraged to participate.
9. TSL shall in each calendar year hold an Annual General Meeting, not more than fifteen months after the holding of the last preceding Annual General Meeting.
10. An Annual General Meeting shall be called by at least twenty-one days' notice.
11. The Annual General Meeting shall elect officers and/or teams, consider accounts, balance sheets, the reports of the accountants/book-keepers, and the appointment of, and the fixing of the remuneration of, the accountants/book-keepers.
12. Regular General Meetings will be held (no less than quarterly) and called by at least fourteen days' notice. 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 by a General Meeting.
13. Any eight members or ten percent of members (whichever is greatest) may call a General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

14. Each member shall have one vote when required (see section on consensus). Non-members 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, twelve 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 General Meeting shall appoint a facilitator to facilitate the meeting and a secretary to take the minutes, or may delegate this responsibility to the Core Group.
18. The facilitator 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 business shall be transacted at an adjourned meeting other than 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 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 – if time allows - when another attempt at consensus will be tried. If consensus is still not reached, the matter will be decided by a 2/3 majority vote.
21. The facilitator at any meeting shall not have a second or casting vote.

CORE GROUP AND ELECTED OFFICERS AND TEAMS

22. The day-to-day running of TSL shall be co-ordinated by the "Core Group" with the consensus of the membership. The Core group will have a minimum of 6 members and a maximum of 15 members.
23. The Annual General Meeting shall elect the Core Group, including officers and/or teams to undertake the roles of treasurer, secretary, PR/press liaison and any other roles that may be identified.
24. If the Core Group needs to recruit additional members between AGMs, then volunteers, who are TSL members, will be sought from a General Meeting to join the Core Group until the next AGM.
25. The Core Group will usually meet at least once per month. A schedule of dates will generally be agreed in advance. A special meeting may be called at any time by any 2 members of the Core Group, giving at least 7 days notice of the date, time, location and the matters to be discussed.
26. There shall be a quorum of the Core Group when at least 1/3 of its members or 3 members, whichever is the greater, are present at a meeting.
27. When a quorum is not achieved at a Core Group meeting, an urgent matter may be decided through agreement from the necessary number of members immediately

following the meeting. All members will be contacted by email about the issue and reasonable attempts will be made to contact members by phone or in person.

28. A member of the Core Group shall cease to hold this position if s/he:
 - (a) resigns and informs the Core Group of her/his resignation
 - (b) becomes incapable due to illness or injury.
 - (c) is absent without explanation from 4 or more consecutive meetings of the Core Group.
 - (d) is removed by a unanimous resolution passed by the Core Group after the member has had the opportunity to defend themselves and answer any allegations made against them.
29. All meetings of the Core Group shall be open to any TSL member to attend as an observer, subject to practical constraints, such as space.
30. The Core Group will report its past activities to the General Meeting. It will seek ideas and responses from the membership, incorporate these into future plans as appropriate and present these plans for approval to the General Meeting.
31. If the General Meeting chooses, it may establish other groups to perform certain roles (district groups, issue groups, working groups, research groups etc) and may delegate powers as necessary.
32. Likewise, the Core Group may establish other groups and delegate powers.
33. The treasurer or treasury team shall be responsible for keeping a true record of accounts as stated in rule 37.
34. The secretary or secretarial team shall be responsible for:
 - (a) giving proper notice of all General Meetings and the Annual General Meeting.
 - (b) receiving items for inclusion on the agenda of General Meetings up to three days before said meeting.
 - (c) keeping proper records as stated in rules 35 and 36.

RECORDS

35. TSL shall keep a register of members stating when members joined and when they ceased membership and any elected positions or other formal roles undertaken.
36. TSL shall keep minutes books in which the dates, times and places of General Meetings, along with decisions reached during those meetings and members present at those meetings are noted for all members to refer to.

ACCOUNTS

37. TSL shall keep a record of the amount, description and date of any income and

expenditure, of all sales and purchases of goods and of its assets and liabilities.

38. TSL can borrow but investment cannot carry control or votes in any way. Any borrowing should be not more than two percent above the base-lending rate.
39. 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 upon request, and to other persons authorized by TSL in a General Meeting.

INDEMNITY

40. Every Member or auditor or officer of TSL shall be indemnified out of the assets of TSL 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

41. Rules, bylaws and standing orders can be made by TSL in General Meeting and/or by those officers or committees that have been delegated authority by 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

42. Any rule in this constitution can be dropped or changed or a new rule made at a General Meeting where all members have been given 21 clear days prior notice of the change proposed and the date, time and location of the General Meeting. Except Rules 7, 42 and 43 which shall not be changed.

DISSOLUTION

43. In the event of winding up or dissolution of TSL, 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 TSL.

WE THE UNDERSIGNED SUBSCRIBE TO THIS CONSTITUTION.

DATE.