

CONSTITUTION
of
TRANSITION BLACK ISLE

An Unincorporated Not-For-Profit Association

NAME

1. The name of the Association (hereinafter called "TBI") shall be "Transition Black Isle".

AIMS

2. The Aims of TBI 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 future through ethical, 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.
 - c) To provide the membership, other groups, and individuals with the encouragement and support necessary to make the transition to a low carbon, sustainable, ethical future.

OBJECTIVES

3. The objectives for which TBI is established are:
 - a) To create and help implement an Energy Descent Action Plan (EDAP) for the Black Isle and the surrounding area.
 - b) To support and encourage local action on Peak Oil and Climate Change
 - 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.

POWERS

4. In furtherance of these aims and objects, TBI may:
 - a) purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - b) improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - c) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - d) To borrow money, and to give security in support of any such borrowings by the association.

- e) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- f) engage such consultants and advisers as are considered appropriate from time to time.
- g) To effect insurance of all kinds (which may include officers' liability insurance).
- h) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- i) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
- j) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the association's objects.
- k) To form any charitable company with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.
- l) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- m) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- n) To carry on any other lawful activities which further any of the above objects. Participate in any other activity that could help deliver the stated aims and objectives.

MEMBERSHIP

5. The members of TBI shall be individual subscribers to this constitution admitted without reference to wealth, politics, religion, sex, disability, age or sexual preference, who live, work or operate in the area commonly known as the Black Isle and who are in agreement with the stated aims and objectives. This constitution allows for 4 classes of membership all of which are entitled to attend and speak at meetings:
 - a) full members have voting rights;
 - b) junior members are below the age of fifteen and do not have voting rights;
 - c) provisional members have applied for membership, but do not have voting rights. Provisional members are eligible for full membership after three months, but this change must be approved by the Steering Group;
 - d) associate members do not live, work or operate within the Black Isle, but do agree with the stated aims and objectives. They do not have voting rights.A member shall cease to be a member if she/he:

1. resigns; or
2. is requested to resign by consensus of the rest of the membership; or
3. dies.

6. TBI shall keep a register of members stating when members were admitted and when they relinquished membership and any members appointed roles or committee memberships held.

NOT FOR PROFIT

7. TBI 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 to a general reserve for the continuation and development of TBI.

GENERAL MEETINGS

8. The running of TBI is subject to regular review and all members are encouraged to participate.
9. TBI shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, providing that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of formation.
10. An Annual General Meeting must be called by at least twenty-one days' notice, unless three-quarters of all the members entitled to attend and vote decide on shorter notice. This shorter notice must still be given to all members.
11. The Annual General Meeting will elect a convener, treasurer, secretary, membership secretary and press officer. One person may hold more than one of these positions. An Annual Report of the year's activities of TBI will be presented together with the treasurers report.
12. Regular general meetings will be held (no less than quarterly).
13. Any five members or ten percent of members (whichever is greatest) may call a general meeting.
14. Notice of general meetings shall be given of at least fourteen days. This notice will be displayed on the web forum of TBI for access by all members.

PROCEEDINGS AT GENERAL MEETINGS

15. The facilitator shall read the aims and objectives if there are new attendees.
16. 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, five members shall be a quorum.

17. If such a quorum is not present within fifteen minutes of the time appointed for the meeting, the meeting may take place but any decisions reached shall be treated as recommendations and must be subsequently ratified by TBI.
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. Business held over from the adjourned meeting must head the agenda at the next meeting and be completed before any new business may be transacted.
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 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 when another attempt at consensus will be tried. If consensus is still not reached, the proposal shall be lost.
21. At the end of each general meeting, the facilitator shall call for a volunteer to facilitate the next meeting, if no volunteer is forthcoming then the convener shall act as facilitator. It shall be the responsibility of the agreed facilitator to find a replacement if he/she becomes unable to attend the next meeting.

ELECTED OFFICERS AND COMMITTEES

22. The general meeting may appoint roles to members to perform duties and may delegate powers as necessary.
23. If general meeting chooses it may appoint a committee (or committees, sub committees, sub groups, working groups and research groups) to operate within parameters set by general meeting.
24. If the day-to-day management of TBI is delegated to a management committee then the management committee will be know as the "Steering Group."
25. The steering group will report its past activities to the quarterly general meeting. It will also prepare plans for the forthcoming quarter to be approved by the quarterly general meeting.

26. The steering group will be composed of all officers elected by general meeting together with all members elected by general meeting to serve as steering group members.
27. Decisions at steering group meetings shall normally be made by consensus among the elected members present. Views expressed by written messages shall also be taken into account towards obtaining a consensus. Lack of response within a reasonable time may be considered as acceptance of a proposal for action. Where full agreement among elected members is not possible, the matter shall be revisited at a further steering group meeting. If no consensus is achieved on revisiting the matter, the business will be referred back to the next general meeting where consensus will be sought.
28. The steering group may co-opt members to be committee members so long as these co-opted individuals make up no more than 25% of the steering group.
29. The steering group may co-opt junior, honorary or associate members and non-members to be committee members so long as these co-opted individuals together make up no more than 15% OR 2 individuals, whichever is larger, of the steering group.
30. The steering group shall be disbanded if it is deemed to be no longer necessary OR if requested to do so by general meeting. A new steering group may subsequently be elected.

ACCOUNTS AND RECORDS

31. A bank account shall be opened in the name of the association. The steering group shall authorise in writing four of their members, one of whom shall be the Treasurer, to sign cheques or make internet payments on behalf of the association. Amounts up to £50.00 can be authorised one signatory, greater sums must be authorised by not less than two of the authorised signatories.
32. The steering group shall ensure that proper accounting records are kept and maintained in accordance with all applicable statutory requirements.
33. The steering group shall prepare annual accounts, complying with all relevant statutory requirements. Where external scrutiny is required under any statutory provisions (or if they otherwise think fit), they shall ensure that externally scrutiny of such accounts is carried out by a suitably qualified person.
34. A statement of the suitably prepared (and, where applicable, externally scrutinised) accounts for the last financial year will be submitted by the steering group to the group's AGM.

35. TBI shall keep minutes of the dates, times and places of general meetings, along with decisions reached during those meetings and members present at those meetings. The minutes will be kept on the TBI website for all members to refer to.
36. The records, including accounts, shall be kept in a place decided by the general meeting, and shall always be open to the inspection of all members at reasonable hours and by other persons authorised by TBI in general meeting.

SECONDARY RULES, BYLAWS AND STANDING ORDERS

37. Rules, bylaws and standing orders can be made by TBI 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

38. 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, 38 and 39 which shall not be changed.

DISSOLUTION

39. In the event of winding up or dissolution of TBI, 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 TBI.

WE THE UNDERSIGNED SUBSCRIBE TO THIS CONSTITUTION. DATE.