

Cardiff Transition – Constitution

(Revised 2017)

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1 - Name of Organisation

- The **name** of the organisation is Cardiff Transition (CT) - **An Unincorporated Not-For-Profit Association.**
- The geographical area in which this organisation will operate is within the administrative boundaries of the Cardiff City region.

2 - Aims of Cardiff Transition

Overall aims

- To help the people and communities of Cardiff to build resilience to climate change and resource depletion and support its transition to a low carbon city in way that is inclusive, fair and increases its citizens' well-being.

3 - Our Powers

In order to achieve our objectives the group may:

- Undertake any trade, business, enterprise, project or venture which could contribute to the delivery of the aims and objectives, on the condition that these activities shall not be undertaken for profit. All surplus generated will be used by CT to further its aims as outlined above. Specific details of how any surplus shall be used will be decided at general meetings.
- Make payment in good faith to any member in return for services rendered. For example; reasonable wages, bonuses and repayments of expenses, interest on money borrowed, or reasonable rent on premises let to CT
- Participate in any other lawful activity that could help deliver the stated aims and objectives

4 - Stakeholders

- Open Meetings and Annual General Meetings shall be open to all stakeholders of Cardiff Transition, defined as individuals and groups who are members of the CT mailing list.



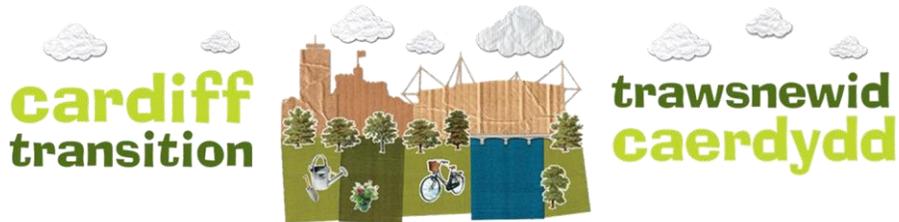
5 - The Core Group

- The Core Group shall manage the business of the group and shall consist of a minimum of 4 and a maximum of 12 members.
- Membership of the Core Group will be drawn from attendees at the Annual General Meeting who volunteer to serve, and who are approved by the officers. The officers must only refuse to approve a volunteer if they believe it is in the best interests of CT that they refuse. If requested the reasons for refusal should be provided in writing. The officers must consider any written representations the applicant may make about the decision, with their decision after considering these sent to the applicant in writing. This decision will be final.
- The Core Group may appoint co-opted members in order to fill vacancies so long as the total number of co-opted members does not exceed one third of the total membership of the Core Group
- The Stakeholders shall elect a Chair (whose role is to chair General Meetings or Annual General Meetings), a Secretary and a Treasurer at the AGM
- Every member of the Core Group shall be indemnified out of the assets of CT against all losses or liabilities incurred by them in or about the execution and discharge of the duties of their office, except to the extent that such losses or liabilities shall be attributed to either fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; negligence; or actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person. Core group members may also benefit from indemnity insurance cover purchased at CT's expense, in accordance with relevant legislation.
- Members of the Core Group shall declare any personal interest in any decision of the Group other than as a member of the Core Group. In this case, they may not be part of the decision-making process in that instance.
- No currently serving politician can be a member of the Core Group.
- No member of the Core Group shall receive any remuneration (other than out of pocket expenses) or have any interest in any contract entered into by the Core Group
- The core group members will agree a code of conduct for themselves to follow. Any breaches of the code of conduct will be policed at core group meetings.



6 - Meetings of the Core Group

- The Core Group shall meet at least 6 times a year and shall aim to meet each month.
- The quorum for making decisions at meetings of the group shall be 3 Core Group members, or 5 if there is no consensus and voting is required.
- The role of Meeting Chair shall rotate among the membership of the Core Group, with a member of the Group volunteering to serve as Meeting Chair for the next meeting at the end of each meeting.
- Minutes shall be taken for each meeting and subsequently made available to all members via the CT website. The role of minute taker shall, as with that of Meeting Chair, circulate among members of the Core Group and on the same basis.
- The Core Group will aim to use a consensus decision making process. In some circumstances, which may be triggered at the request of any member of the Core Group, it will be necessary to decide a matter by a simple majority of votes (in the case of a tie, the Chair to have the deciding vote). On controversial matters, at the discretion of the Chair, it may be desirable to instigate a 'cooling-off' period where the matter is deferred until later in the meeting or until a separate occasion. Seeking agreement on an urgent decision by any means other than at a properly constituted meeting (e.g. by email) will only be used when absolutely necessary, ensuring that all members can participate
- The Core Group may organise sub-groups to serve any purpose that the group thinks would be more effectively undertaken by such a group (e.g. events coordination). All activities undertaken by such groups and any decisions they take shall be reported to the Core Group for approval.
- Stakeholders who wish to set up a project with support from CT resources (where "resources" is defined as expertise, time commitment of one or more persons, finance, or equipment) can supply details to a member of the Core Group. These will be discussed at the next Core Group meeting and decisions taken on whether the project is appropriate and what support may be given.



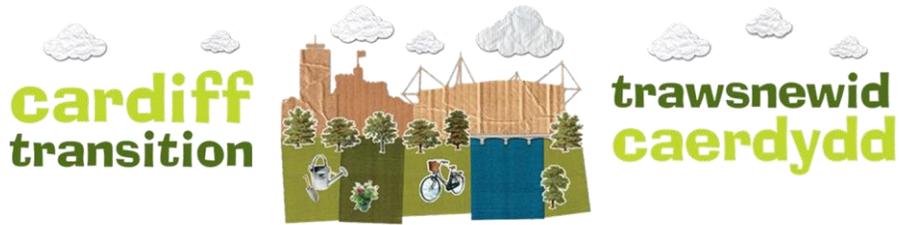
7 - Finances

- All monies of the group shall be used to further the aims and objectives of CT. Any projects for which funding is sought will be agreed by the Core Group.
- This shall not prevent the payment, in good faith, of any reasonable out-of-pocket expenses to any volunteer of the group.
- If the project is of size whereby it needs to be put out to tender the work should be delivered by those who offer best value and quality, as agreed by the core group, with third party independent oversight. This should be considered for project contracts valued at £5000 or above.
- All monies shall be paid into a bank account in the name of the group.
- Any money paid out of the account shall be authorised by at least two members of the Core Group. Amounts of over £100 will need two signatories.
- The Treasurer shall be responsible for ensuring that a record of the accounts of the group is kept and that a report on the accounts is produced annually and is available to any member who requests a copy.
- The Core Group will ensure that all projects are monitored regularly for quality and outcomes
- The financial year of the group shall run from 1 April to 31 March annually.



8 - Other CT Meetings

- The Annual General Meeting of the group shall be held not later than 14 months after the previous AGM.
- At this meeting the Core Group shall present a statement of the accounts for the group for the previous year and a report of their activities for the previous year to all interested CT stakeholders (defined as members of the CT mailing list, and any other resident of the Cardiff County Borough who signs in as supporters of CT, with contact details, at the Annual General Meeting).
- Volunteers for the Core Group shall be sought at the Annual General Meeting.
- All AGMs shall be called with a minimum of 14 days' notice.
- Open Meetings shall be convened by the Secretary when requested by the Core Group.
- The request for an Open Meeting to be called shall include details of the issue(s) to be discussed at the meeting
- At least 14 days' notice of an Open Meeting shall be given to all stakeholders
- All decisions shall be by a ballot of attendees and all matters shall be decided by a simple majority vote
- The Chair shall act as Chair at the AGM and all Open meetings. If the Chair is absent, then the meeting shall elect from among themselves, a person to act as Chair for the duration of the meeting
- The Secretary or other person appointed for the purpose shall take a record of the proceedings of all meetings



9 - Changes to the Constitution

- Changes to the constitution can only be made at an Open Meeting or Annual General Meeting. Notices giving full details of the proposed changes to the constitution should be circulated with notice of the meeting. Any stakeholder can propose a change to the constitution if they can find an un-related seconder, by writing to the Secretary and asking them to call an Open Meeting of all the members of the group outlining the changes they are proposing. All constitutional changes shall require a two-thirds majority of those stakeholders present and voting to agree them.

10 - Dissolution of Cardiff Transition

- In the event of winding up or dissolution of CT , 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 aims and objectives similar to CT .