

Transition Newton Abbot CIC Company Constitution DRAFT Version 3.1



1. Name, Address and Definitions

The name of the company will be “TNA CIC” or “Transition Newton Abbot CIC”.

The registered office shall be: Great Western House, 9 Devon Square, Newton Abbot, Devon. TQ12 2HN
Registered in England Company No. 06951265

CIC Community Interest Company

For a full version of the Constitutional matters please refer to the company’s Articles of Association.

2. Aims

The main aim of TNA is to create greater community resilience to help deal with challenges including the impacts from Peak Oil, Climate Change and Monetary/Economic disruptions.

We are part of the Transition Town initiative and agree with the principles and systems of that movement. See <https://transitionnetwork.org/about-the-movement/what-is-transition/principles-2/>

3. Objectives

Transition Newton Abbot is about practical action. It is about local people caring for their own environment and getting out there and doing something about it. The problems created by Climate Change, Peak Oil and economic downturns are real and are happening. Transition is about positive action and doing things in our own locality that make a difference.

TNA will focus on initiatives which meet the aims stated above. These will be initiated and agreed on by members. The key criteria for deciding on an initiative will include one or more of the following:

- (a) To inform and raise awareness about the three challenges of Peak Oil, Climate Change and the currently accepted Economic/Monetary system.
- (b) To involve as many people as possible from a wide cross-section of the local community.
- (c) To benefit as many people as possible in the local community.

These initiatives may be achieved through, and will be in line with, the following:

- the acquisition of grants/donations and other sources of funding .
- all revenue will, after costs, be invested in other TNA project or similar local community projects.

Transition Newton Abbot CIC Company Constitution DRAFT Version 3.1



4. Participation

Membership of TNA is open to all residents of Newton Abbot and surrounding areas within Teignbridge. All members have equal rights including voting/decision making. Residents become members when they:

- request to be included in our mailing list, and
- agree to abide by this constitution, and
- are over 16 years old, 18 if they hold a position of company officer or director.

Any person acting on behalf TNA who is responsible for volunteering Minors (i.e. those under 18 years old) and without their legal guardian present must:

- communicate with the appropriate guardian to inform them of the arrangements and steps taken by the TNA representative(s) to ensure that any minor is adequately supervised.
- also communicate that TNA does not as rule get its members checked for this purpose, so that the guardian may make the appropriate decision (this can include arranging for this check if agreed by all parties).
- the above communication, which includes the consent by the guardian, needs to be in writing (e-mail is acceptable).

5. Officers & Directors

Members are elected to the following roles:

- (a) Chair, will act as the official, external, company representative.
- (b) Treasurer, to produce and maintain financial records of the company adequate for internal and external scrutiny/audit. The treasurer will also manage the bank account and be constantly aware of the company's financial situation including income, expenditure and future financial commitments.
- (c) Secretary, to record decisions/actions and inform members of these as well as publicise and record events/meetings. The secretary will also ensure adherence to the Constitution, Memorandum and Articles of the company.
- (d) Website and mail coordinator will manage and maintain an up to date website and e-mail list of members. Please refer to a separate list of responsibilities for this role.
- (e) Directors with no specific portfolio

Furthermore:

- (f) Re-election of the company officers must take place within a year or when either the role becomes vacant or a majority of the membership decide to hold a re-election.

Transition Newton Abbot CIC

Company Constitution DRAFT Version 3.1



- (g) The members may, by agreement, co-opt roles to other members to perform specific duties and may delegate powers as necessary.
- (h) A sub-committee (working group) may be set up, by agreement, to operate with defined powers on specific projects/initiatives.

The function, selection and de-selection of Directors are defined in the Articles of the company. There should be 3-5 Directors whose names will be registered.

The main role of the Directors is to ensure that TNA CIC operates successfully to the benefit of the community and in achieving its stated aims and objectives. There is no special privilege, influence or remuneration foreseen for the role of a Director.

Membership cannot be blocked if people meet the criteria specified. Directors are selected and de-selected by Members in the appropriate decision making process provided they are not barred (legally speaking) and provided they are registered Members.

6. Decision Making, AGMs and SGMs

Decisions will be made by simple majority of a quorum of membership. Decisions delegated to sub-committees or other members will also be made by a simple majority and a quorum of that sub-committee.

- a) A quorum shall be at least 5 members, or all current directors, or half the sub-committee/members to whom a decision making authority has been delegated.
- b) Voting can be in person, in writing (including e-mail) or by proxy, at a meeting called by the Secretary or meetings held by sub-committees/members to whom a decision making authority has been delegated. Votes not cast in person must be verifiable and accepted by the meeting's Chair.
- c) Items requiring a vote must be tabled and sent out to members to reach them at least 7 clear days before a meeting as part of the meeting's agenda.
- d) Time, date and venue of meetings shall be agreed in advance, ideally on a regular basis or at the latest during the previous meeting.
- e) A meeting chairperson, not limited to the company chairperson shall be nominated in advance or chosen in advance for one or more meetings. The meeting chairperson will have the same voting rights as any other member except in a hung vote where the meeting chair has a second vote, although this should be used with discretion.
- f) In the case of a 'conflict of interest' members must declare this and may not vote on the relevant matter unless agreed by the assembled membership. For full details refer to the company's Articles.

Transition Newton Abbot CIC Company Constitution DRAFT Version 3.1



Annual General Meetings:

- Will be held no earlier than 10 months and no later than 14 months after the preceding AGM or the formation of the company.
- Members will be given at least 30 days notice of the date of the AGM
- The AGM will as a minimum:
 - hear reports from the members and any sub-committees,
 - receive the Treasurer's Report,
 - receive the Secretary's Report,
 - elect the Treasurer and secretary for the forthcoming year,
 - make changes to the constitution if required.

Special General Meeting:

- Special General Meetings may be called to resolve a serious problem or if a proposal is made to alter the constitution.
- 14 days notice will be given prior to a SGM

7. Legal Matters

The following legal and regulatory points will apply:

- a) TNA CIC is registered as a company limited by guarantee with a large membership. It is bound by its Memorandum and Articles of Association as well as relevant company regulation and both it and its members shall operate within U.K. law.
- b) The liability of members is limited. Specifically Members guarantee a maximum of £1 each should the company fail or is dissolved.
- c) Appropriate public liability insurance must be included in any initiative the company owns/operates requiring such insurance. This is likely to be the case where the general public is involved in an initiative.

8. Banking Facilities

Setting up a bank account and managing income/payments is the responsibility of the treasurer and signatories to the bank account:

- a) The accounting year shall run from 01 August to 31 July.
- b) A TNA bank account shall used and monitored by the Treasurer
- c) The signatures of two members from a minimum number of 3 signatories will be needed for cheques to be drawn on the account. None of these signatories can be from the same household and at least one signatory must be a company officer and/or director.

Transition Newton Abbot CIC Company Constitution DRAFT Version 3.1



- d) Expenditure of more than £50, shall be agreed beforehand at a meeting open to all members.

9. Dissolution

The organisation may be dissolved if deemed necessary by the members in a vote at an AGM or SGM. Funds and other assets remaining shall be distributed to other not for profit organisations or charities chosen by the members and having objectives similar to those of TNA.

10. PAID UP MEMBERS OF TNA CIC

Full list of names, contact details, dates are kept by company officers, normally the Web/Mail coordinator and are available on request.

Date Constitution was last updated: 14th September 2017

END