

**CONSTITUTION of SUSTAINABLE DAWLISH**  
**An Unincorporated Not-For-Profit Association**

**NAME**

1. The name of the Association (hereinafter called "SD") shall be "Sustainable Dawlish".

**AREA**

2. The initial area covered by SD shall be Dawlish and the surrounding parishes.

**AIMS and OBJECTIVES**

3. The Aims of SD are:

(a) To raise awareness of the issues associated with the challenges of Climate Change, continued use of Fossil Fuels and the consequent need to develop a low carbon, sustainable future through ethical, social, cultural, economic, environmental and community action including growing and gardening.

(b) To promote awareness and support of areas affected by resource depletion and global links.

(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.

4. The objectives for which SD is established are:

(a) To create and help implement actions to counteract the impending Climate Crisis for Dawlish and the surrounding area.

(b) To support and encourage local initiatives to minimise dependency on Fossil Fuels and to lessen Climate Change.

(c) To support and work with similar community-led Initiatives and other environmentally active groups

(d) To engage with other organisations, including statutory, voluntary, and business, where appropriate in pursuit of SD aims and objectives.

**POWERS**

5. In furtherance of these aims and objects, SD may:

(a) Publish and distribute information

(b) Engage in, support and promote education and research

(c) Raise funds

(d) Run events

(e) Recruit volunteers

(f) Employ staff

(g) Buy or lease premises and equipment

(h) Enter into contracts

(i) Undertake any trade, business, enterprise, project or venture which could contribute to the delivery of the aims and objectives.

(j) Participate in any other activity that could help deliver the stated aims and objectives.

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**MEMBERSHIP**

6. The rules of membership are:

(a) Inclusion: the members shall be subscribers to this constitution and individuals and organisations admitted without reference to wealth, politics, religion, sex, disability, age or sexual preference, who live, work or operate in the area described in rule 2 and who agree with the stated aims and objectives and co-operative values, ethics and principles stated in Annex A.

(b) A member shall cease to be a member if s/he:

(i) resigns; or

(ii) is requested to resign by three-quarters of members voting to this effect; or

(iii) dies.

(c) Any members expelled shall have the opportunity to defend themselves at an Extraordinary General Meeting where they shall have the fullest opportunity to answer any allegations made against them

7. SD 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 SD

(b) to payment in good faith to any member in return for services rendered, of reasonable wages and repayments of expenses, interest on money borrowed, or reasonable rent on premises demised or let to SD.

**GENERAL MEETINGS**

8. The running of SD is subject to regular review and all members are encouraged to participate.

9. SD shall in each calendar year hold a General Meeting as its Annual General Meeting (AGM) 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 twenty-four months of formation and annually on the anniversary of formation on the 24th of February 2011.

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. Regular general meetings will be held no less than quarterly.

12. Any three members or ten percent of members (whichever is greatest) may call a general meeting.

13. Notice of General Meetings shall be given of at least fourteen days. 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 general meeting and for the community on the Dawlish Town Council web site.

14. The Annual General Meeting must consider accounts, balance sheets, the reports of the accountants/bookkeepers, and the appointment of, and the fixing of the remuneration of, the accountants/bookkeepers, if required.

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**PROCEEDINGS AT GENERAL MEETINGS**

15. Each member whether an individual or an organisation shall have one vote. Non-members are welcome to attend but may not vote.

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 SD business decisions will be carried to the next general meeting.

18. The volunteer Chair, Secretary and Treasurer will be appointed by members voting at the AGM. These roles may be interchanged in lieu of absence.

19. In case of absence the role of Chair and/or Secretary shall be drawn by descending an alphabetical list of members attending the meeting.

20. All decisions at a general meeting shall be made by consensus following 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 matter will be decided by a majority of three-quarters of votes.

21. The Chair at any meeting shall not have a second or casting vote and the resolution shall be deemed to be lost if there is an equality of votes.

**ELECTED OFFICERS AND COMMITTEES**

22. General meeting shall appoint a Committee Chair, Treasurer and a Secretary if applicable

23. The general meeting may appoint roles to members to perform duties and may delegate powers as necessary.

24. If general meeting chooses it may appoint working groups and research groups to operate within parameters set by core group member and with powers delegated from general meeting.

25. Working or research groups may appoint roles to members and form sub working groups or research groups to perform duties and delegate powers as necessary.

26. Where the day-to-day management of SD is delegated to a named working group then the management committee will be known as the "Core Group."

27. The working or research group will report its past activities to the monthly general meeting. It will also discuss plans for the forthcoming month to be approved by the monthly general meeting.

28. The Core Group will be composed of all officers elected at the AGM together with all members attending general meetings.

29. The treasurer shall be responsible for keeping a true record of accounts as stated in rule 33.

30. The secretary shall be responsible for:

- (a) giving proper notice of all monthly general meetings.
- (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 30 and 31.

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**RECORDS**

31. SD shall keep a register of SD members. Community members interested in SD are known as the SD informed group.

32. SD shall keep minutes 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. These are distributed to SD members and the SD informed group.

**ACCOUNTS**

33. SD shall keep a record of the sum and nature of expenditure and receipts of monies. All sales and purchases of goods and all its assets and liabilities.

34. The records, including accounts, shall be kept in a place decided by the AGM, and shall always be open to the inspection of all members at reasonable notice and by other persons authorised by SD in general meeting.

**INDEMNITY**

35. Expenses Claims:

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

**CHANGING RULES**

36. 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, 36, 37 and 38 which shall not be changed.

37. A General Meeting that will consider a new or changed rule cannot be called with less than 21 days' notice as described in rule 10 but must be called with the full twenty one days notice.

**DISSOLUTION**

38. In the event of winding up or dissolution of SD, after the satisfaction of all its debts and liabilities, the assets remaining shall be given or transferred to another not for profit organisation chosen by the members and having objectives similar to the objectives of SD.

39. WE THE UNDERSIGNED SUBSCRIBE TO THIS CONSTITUTION

DATE.

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## **An Unincorporated Not-For-Profit Association**

### **Annex A - Co-operative values, ethics and principles**

#### **Our co-operative values**

Self help – we help people to help themselves

Self responsibility – we take responsibility for, and answers to our actions

Democracy – we give our members a say in the way we run our organisation

Equality – no matter how much a member contributes they only have one vote

Equity – we conduct our organisation in a way that is fair and unbiased

Solidarity – we share interests and common purposes with our members and other cooperative organisations

#### **Our ethical values**

Openness

Honesty – we are honest about what we do and the way we do it.

Social Responsibility

Caring for others – we assist local community groups and charities.

#### **Our principles**

Voluntary and open membership – membership is open to everyone.

Democratic member control – all members have an equal voice in making policies and electing representatives.

Member economic participation – all monies are controlled democratically by members and for the benefit of the organisation.

Autonomy and independence – co-operatives are always independent, even if they enter into agreements with Government or other organisations.

Education, training and information – co-operatives educate and develop their members.

Co-operation amongst co-operatives – co-operatives work together with other cooperatives to strengthen the movement.

Concern for the community – co-operatives also work to improve and develop the community, both locally and internationally