

Constitution of Edinburgh Building Retrofit and Improvement Collective (the Collective)

Version 1.1x

1. Name and Nature

1.1. The name of the Association is Edinburgh Building Retrofit and Improvement Collective (the Collective). It is an Unincorporated Voluntary Association.

2. Date of formation

2.1. The date of establishment of the Association is 23rd January 2023.

3. Activity

3.1. The Association engages in, encourages and facilitates a city-wide collective supporting the development of resilient communities through local community-led improvement of buildings. We aim to facilitate warmer homes, lower fuel bills, reduced carbon emissions, and happier, more resilient communities by encouraging and assisting Edinburgh* householders to 'own' the retrofit and improvement of their buildings, gain funding, and carry out upgrade works collectively to get better and cheaper results more easily than when working alone, as described in the Objects.

4. Objects

- 4.1. The objects of the Association are (with regard to its stated Activity):
- 4.1.1. Support existing local community groups and help create new ones.
 - 4.1.2. Link to relevant professionals living/working in their community and connections-forging to tradespeople to grow the supply chain.
 - 4.1.3. Hold/create forums for mutual assistance.
 - 4.1.4. Facilitate informative events.
 - 4.1.5. Create and disseminate step-by-step guides.
 - 4.1.6. Signpost to other bodies (e.g. Under One Roof, Edinburgh Tool Library).
 - 4.1.7. Develop opportunities for bulk purchase savings (e.g. via a link to Novoville app).
 - 4.1.8. Be a catalyst to developing wider community initiatives.
 - 4.1.9. Be a bigger, unified voice for groups.
 - 4.1.10. Provide advocacy/interface to the Council and Government.
- 4.2. In addition, the Association will undertake to explore forming a Successor Organisation, for example as a charity or other community benefit organisation, should this be seen as necessary, within 12 months of formation.

5. Roles and Responsibilities

- 5.1. Community Organisations are members of the Association. The Community Organisations who are members are listed in the Schedule below. Additional Community Organisations can become members if at least two-thirds of the members listed in the membership schedule agree to them joining.
- 5.2. Each Community Organisation elects one person to the Management Committee. These are Elected Members.

5.3. The Membership Committee elects the Officers as set out below.

6. Management

- 6.1. The Management Committee has a minimum of 5 elected members, listed in the Schedule below.
- 6.2. The Management Committee shall have the power to co-opt up to 5 other persons into membership of the Management Committee provided that a majority of elected members is maintained.
- 6.3. Co-opted members shall have the same voting rights as elected members. Their appointment can be terminated by a majority of the elected members.
- 6.4. The names and addresses of all such co-opted members shall be added to the Membership Schedule attached to this document.
- 6.5. The Management Committee elects the following Officers from amongst its members: Chair, Secretary and Treasurer. The Officers and their election dates shall be recorded in the Schedule attached to this document.
- 6.6. The term of Officers shall be 6 months; Officers can be re-elected to continue in the same role. A General Meeting shall be held at this point for the Management Committee to elect the Officers.
- 6.7. The Management Committee shall initiate or consider and agree all work required to further the objects of the organisation.
- 6.8. The Management Committee shall meet a minimum of 6 times per year.
- 6.9. The Management Committee shall hold extraordinary meetings as and when required, at the decision of either:
 - 6.9.1. the Chair
 - 6.9.2. the majority of the Management Committee members.
- 6.10. A quorum for meetings of the Management Committee will be 5 members being present.
- 6.11. Exceptionally, matters for urgent decisions between meetings can be proposed by any member of the Management Committee via email and/or WhatsApp. Any such proposal will be taken as agreed provided that:
 - 6.11.1. all members of the Management Committee have at least 24 hours notice in which to express their views;
 - 6.11.2. at least 2 members of the Management Committee give their consent and no member of the Management Committee objects to the proposal.
 - 6.11.3. The Secretary ensures that the decision is recorded in the minutes of the next scheduled meeting of the Management Committee.
- 6.12. Meetings shall be facilitated by the Chair.
- 6.13. Where a vote is required and the result is tied, the Chair shall hold the casting vote.
- 6.14. The Secretary shall normally keep minutes of meetings of the Management Committee, or else this duty can be undertaken by another member of the Management Committee with the consent of the Management Committee.

7. Finance

- 7.1. The Association shall have the authority to raise funds in the name of the organisation and shall apply those funds only to further the objects of the organisation.
- 7.2. The Association shall have the authority to open a bank account which shall be operated by a minimum of 2 Management Committee members.

- 7.3. The Treasurer shall be required to keep proper books of account and to prepare annual statements of income and expenditure.
- 7.4. No payment may be made to a member of the Management Committee except:
- 7.4.1. to reimburse genuine expenses incurred while carrying out the work of the Management Committee and for which receipts should be presented. These payments will be agreed in Management Committee meetings.
 - 7.4.2. as payment for services rendered to the Collective under a services contract previously agreed by the Management Committee. These services will be documented and evidenced to the Management Committee.

8. Dissolution

- 8.1. The Association shall be dissolved if one or more of the following apply:
- 8.1.1. At least two-thirds of the members listed in the membership schedule agree that the Association should be dissolved.
 - 8.1.2. No quorate meeting of the Management Committee is held for a period of four months.
- 8.2. Any funds remaining in the Association's account upon dissolution shall either:
- 8.2.1. be paid to the Successor Organisation referred to in clause 4.2; or
 - 8.2.2. in the event of no Successor Organisation being formed shall be returned on a *pro rata* basis to the relevant funding agencies; or
 - 8.2.3. with the consent of the relevant funding agencies shall be paid to another local community-benefit organisation.

9. Alterations to the constitution

- 9.1. The constitution may be altered by a resolution passed by at least two-thirds of the members listed in the membership schedule. The history of alterations shall be maintained in the Revisions Addendum attached to this document.

Signed on behalf of the Management Committee

Date: 05/06/2023

Aythan Lewes
Chair: _____

Date: 05/06/2023

Mick Patrick
Secretary: _____

Date: 05/06/2023

Jo McClelland
Treasurer: _____

Management Committee Membership Schedule

10. Community Organisations (Members of the Association)

	Organisation
1.	Bruntsfield Area Net Zero Action Initiative (BANZAI)
2.	The Dudleys Community Home and Building Improvement Group (Dudleys)
3.	Porty Community Energy (PCE)
4.	EALA Impacts CIC (EALA)
5.	Edinburgh Tool Library (ETL)
6.	Edinburgh Climate Action Network (ECAN)
7.	Edinburgh Communities Climate Forum (ECCF)
8.	Edinburgh Architectural Association (EAA)

11. Elected Members (one from each Community Organisation)

	Name (organisation)	Postal address	Email address	Date Elected
1.	Mick Patrick (BANZAI)			23/01/2023
2.	Oliver Woodruff (Dudleys)			23/01/2023
3.	Ellen Grunewald (PCE)			23/01/2023
4.	Aythan Lewes (EALA)			23/01/2023
5.	Chris Hellowell (ETL)			23/01/2023
6.	Jean-Matthieu Gaunand (ECAN)			23/01/2023
7.	Charlie Wright (ECCF)			23/01/2023
8.	Joanne McClelland (EAA)			23/01/2023

12. Co-opted Members

	Name (organisation)	Postal address	Email address	Date Co-opted
1.	Hazel Darwin-Clements (PCE)			23/01/2023
2.	Mariana Novosivschei (EAA)			23/01/2023

3.	Richard Wright (ETL - Retrofixers)			23/01/2023
4.				
5.				

13. Office Holders

Office	Member	Date Elected
Chair	Aythan Lewes	23/01/2023
Secretary	Mick Patrick	23/01/2023
Treasurer	Joanne McClelland	23/01/2023

Revisions Addendum

Date	Version	Revision(s) outline
22/05/23	1.1	Clarification of Member Organisations, Elected and Co-opted Members. Add Chair's casting vote.
11/10/23	1.1x	Web display version: Signatures and contact details removed