

Constitution for Transition City Lancaster

Revised Version October 2012

1. Our Group

- 1.1. The Group Transition City Lancaster**
- 1.2. Our Vision of a Low Carbon, Sustainable and Resilient Future**
- 1.3. The Powers of Transition City Lancaster**

2. Our Members

- 2.1. Membership of Transition City Lancaster**
- 2.2. Benefits to TCL Members**

3. Our Organisation

- 3.1. The Steering Group**
- 3.2. Special Interest Groups**

4. Our Communications

- 4.1. Communications**

5. Our Meetings

- 5.1. Annual General Meetings**
- 5.2. Special General Meetings**
- 5.3. Steering Group Meetings**
- 5.4. Special Interest Group Meetings**

6. Our Funds

- 6.1. TCL Income**
- 6.2. TCL Payments**
- 6.3. TCL Accounts**

1 Our Group

1.1 The Group: Transition City Lancaster

Our Constitution

The name of the Unincorporated Association defined by this document is Transition City Lancaster, which is abbreviated in this document to TCL.

This document is the Constitution of Transition City Lancaster which includes the Steering Group, the Special Interest Groups and any projects arising from them which operate as part of TCL.

This Constitution outlines the agreed roles and responsibilities within TCL.

TCL is a community based initiative. It is also affiliated to the National Transition Network and has a particular form and purpose which are described in this Constitution.

The Steering Group of TCL holds the responsibility for changes to this Constitution. Anyone wishing to make proposals for changes to the Constitution may give them in writing to any member of the Steering Group at any time.

Our identity includes the names Transition City Lancaster and TCL and it includes the TCL Logo.

The identity of Transition City Lancaster (TCL) is owned by TCL and shall not be misrepresented by any individual, whether or not that person is a TCL Member.

The Steering Group may withhold use of the name and logo of TCL where the Steering Group considers that the Aims, Objectives and Interests of TCL will not be upheld.

This Constitution permits the Steering Group, after consultation with the membership and the groups to change the formal status of TCL to the form of a Charity or other form of organization as agreed as appropriate.

Our Location.

The area covered by TCL shall be Lancaster and the environs of Lancaster.

The Aims of TCL shall be:

- To raise awareness within the Lancaster area of the challenges of peak oil, resource depletion and climate change and the consequent need for change;
- To work with others in the Lancaster area to develop a low carbon, sustainable and resilient future for the city;
- To support people and organizations in their efforts to prepare for this future.

The Objectives for which TCL is established are to:

- Create and to help implement an Energy Descent Action Plan for the Lancaster area. A 20 year plan to systematically reduce fossil fuel dependency.
- Create and support Special Interest Groups aligned with the Energy Descent Action Plan that have Aims, Objectives and Interests which are consistent with those of TCL.

The Interests of TCL shall:

- Be consistent with the Aims and Objectives of TCL.
- Seek to promote the Aims and Objectives of TCL.
- Be determined by the outcome of a venture or project rather than its originator or source.

The Interests of TCL shall not be:

Determined by explicit support for any one political party;

- Determined by preferential recommendations for any one commercial organization or commercial project where reasonable alternatives may exist.

1.2 Our Vision of a Low Carbon, Sustainable and Resilient Future

We see this future addressing the challenges of peak oil, resource depletion and climate change with an Energy Descent Action Plan.

Co-ordinating these will require a community wide approach with the following anticipated outcomes. TCL Members are likely to develop their own specialist interests and their own emphasis on any of these themes:

Emissions

Moving towards zero carbon emissions by transforming work, social, domestic and leisure activities. This may include a detailed audit for Lancaster and its environs to understand the immediate challenges and vulnerabilities to peak fossil energy.

Waste

Moving towards zero waste by reducing the use of resources, increasing re-use and recycling of materials, reducing pollution and landfill.

Transport

Reorganising our transport systems towards zero carbon emissions by changing transport methods, needs and habits.

Materials

Sourcing sustainable materials and making conscious choices to reduce environmental impacts.

Food

Encouraging local and sustainable food, including reducing food waste and choosing sources with the lowest environmental impacts.

Water

Moving towards a sustainable water supply by reducing water use, and encouraging substitution and re-use of water.

Natural Habitats

Encouraging natural habitats and wildlife through the conservation and restoration of biodiversity and minimizing local environmental impacts.

Identity and Heritage

Maintaining our local identity through enhancing local culture and by conserving valuable local heritage.

Equity and Fair Trade

Encouraging equity and Fair Trade through making conscious choices that improve global equity and reduce exploitation.

Health & Happiness

Maintaining health and happiness by seeking to improve the quality of life that can be achieved within Lancaster.

Social Organisation and Democracy

Incorporating Social Organisation, Local Government and Demographics into our vision. This will include local democracy and the need to anticipate social pressures, maintain social order and anticipate change.

Education and Reskilling for Energy Descent.

This involves understanding the skills base in Lancaster and anticipating the future skills needs of a community in energy descent.

Business and Industry

Understanding how business and industry in the Lancaster area will be affected by peak fossil energy, anticipating changes and developing a thriving local economy.

Local Finance.

This includes understanding how global finance will need to adapt or be succeeded by local financial models to support a community in Energy Descent, such as local currency and local exchange.

1.3 The Powers of Transition City Lancaster

Formative Phase

During the formative phase prior to the official launch and the first AGM of Transition City Lancaster:

- The name Transition City Lancaster (TCL) is adopted;
- An Interim Steering Group comprising the founder members of TCL shall operate according to the principles set out in this Constitution;
- The Annual General Meeting shall operate in accordance with this Constitution;
- The Aims, Objectives, Interests and Powers of TCL shall operate in accordance with this Constitution.

Our Powers

We have to define the Powers that TCL is allowed by this Constitution to undertake so that these Powers are consistent with the Aims, Objectives and Interests in this Constitution.

The Powers that the Steering Group and people reasonably acting on behalf of TCL may carry out are:

- Developing the strategy and priorities of TCL;
- Maintaining the connection with regional, national and international Transition initiatives;
- Maintaining an overview of the activities of TCL and the Special Interest Groups;
- Recruiting, maintaining and, on resignation, removing Membership;
- Publishing and distributing information for the benefit of TCL;
- Forming, supporting and assisting with funding Special Interest Groups within TCL;

- Connecting and networking the various TCL Special Interest Groups;
- Initiating new Interest Groups as necessary;
- Separating Interest Groups from TCL if necessary;
- Liaison and communication with individuals and organisations, including the media;
- Engaging in, supporting and promoting education and research relevant to the Aims, Objectives and Interests of TCL;
- Establishing and administering a bank account on behalf of TCL;
- Raising, spending, supervising and recovering TCL Funds;
- Organising events and activities within the Aims, Objectives and Interests of TCL;
- Hiring or arranging hire of venues for events and activities
- Registering with appropriate authorities as required by Statute and Regulations;
- Joining umbrella groups and organisations for social and publicity purposes where these are consistent with the Aims, Objectives and Interests of TCL;
- Participating in other activities consistent with the Aims and Objectives in this Constitution that are appropriate for an Unincorporated Association.

Dissolution

Dissolution of TCL can only occur as a result of a Resolution of the Steering group.

The proposed Date of Dissolution in the Resolution shall be arranged to give all TCL Members 30 days notice of that date.

Before the Date of Dissolution, the Steering Group shall be responsible for ensuring that all monies and liabilities owed by TCL have been resolved.

Any remaining TCL Funds shall be divided between active projects and theme groups associated with TCL or the Transition Network, as determined by the Resolution.

2. Our Members

2.1. Membership of Transition City Lancaster

TCL operates a mailing list open to all.

TCL Special Interest Groups and public events are open to all whether or not they are on the mailing list.

TCL Membership comprises those people who have formally accepted the Constitution.

The rights of Members are detailed below.

TCL has no membership fee.

The Steering Group may decide to review this situation at any future date.

Applications and decisions about TCL Membership shall make no reference to race, ethnic origin, nationality, wealth, property status, political belief, religion, gender, disability, age as an adult, or sexual preference.

TCL Membership Applications may be made electronically or on paper and shall include an agreement to the Constitution.

Any individual or group organizing events or activities on behalf of TCL shall do so in dialogue with the Steering group. These events and activities shall be consistent with the Aims, Objectives, Interests and Powers of TCL

Ceasing to be a TCL Member

Membership shall cease if a TCL Member:

- Has delivered an explicit, written resignation as a TCL Member to the Steering Group; e mail is acceptable.
- Is requested to resign and at least two-thirds of TCL Members vote to this effect at a valid Annual General Meeting or a valid Special General Meeting;
- Fails to pay outstanding monies due to TCL after 30 days notice that TCL Membership may be withdrawn;
- Dies.

2.2. Benefits to TCL Members

TCL may negotiate benefits for TCL Members with local suppliers provided these are consistent with the Aims, Objectives, Interests and Powers of TCL.

3 Our Organisation

3.1 The Steering Group

The Steering Group shall comprise a maximum of nine members.

Purpose of Steering Group

The Steering Group is a focal point with ultimate responsibility for the affairs of TCL, ensuring it is solvent, well-run, and delivering the Aims and Objectives of TCL in accordance with the Interests and Powers of TCL.

The Steering Group shall be open and accountable to TCL Members about its Duties and Interests.

The Steering Group may decide to work in formal or informal partnership with other organizations to achieve its various aims and objectives.

Treasurer

One member shall be appointed by the Steering Group to carry out the duties of Treasurer.

Changing membership of the Steering Group

The initial Steering Group - founded in 2008 - comprises the founder members of TCL.

The Steering Group will in future comprise a maximum of nine members. These nine members will be delegates from the nine most active special interest groups.

The Steering Group will ensure both change and continuity in the Steering Group membership by arranging that a minimum of three members will stand down each year on a rolling three year programme. Each member must stand down after a period of three years. They may stand for reselection by their interest group if they wish.

The Steering Group will identify the nine most active TCL interest groups each autumn. Each of these groups will be entitled to select one delegate to the Steering Group to form at the AGM for that year.

This programme will begin in autumn 2010

Delegates from the interest groups need to have the following capacities as members of TCL Steering Group.

To have a track record of active involvement in the interest group.

To continue to be active in the relevant interest group itself and be an active link to the Steering Group

To have an overview and commitment to wider TCL by having come regularly to network meetings.

To have the capacity to work well as part of a group and work with consensus.

To be able to attend most Steering Group meetings and network meetings at whatever dates are currently scheduled.

To be able to work with others in the SG in an overview of the well being and development of TCL as a whole.

To be a member of TCL and therefore in agreement with the TCL Constitution

To not be disqualified from acting as a Member of the Steering Group by Section 72 of the Charities Act 1993 (or any other Statute or Regulations);

To not be formally incapable of managing and administering his or her affairs.

Co opted members

The Steering Group may also co opt additional members to the group for specific purposes and for a maximum of one year. There may be a maximum of three co-opted members at any one time.

Other Roles

Steering Group Members may be appointed and maintained to carry out the duties of:

- Secretary
- Treasurer
- Chairperson

These roles may be rotated among the Members by agreement of the Steering Group

Ceasing to be a Steering Group member

A Steering Group Member shall cease to be a Member if he or she:

- Ceases to be a TCL Member;
- Is absent from all valid Steering Group Meetings over a period of 6 months without prior agreement
- Fails to provide an active and effective link to the special interest group for which they are a delegate
- Is requested to stand down by the Special Interest group s/he represents.
- Is requested to resign as a Member by consensus between the members of the Steering Group
- Is disqualified from acting as a Member of the Steering Group by Section 72 of the Charities Act 1993 (or any other Statute or Regulations);
- Becomes formally incapable of managing and administering his or her affairs;
- Has delivered an explicit, written resignation copied to all Steering Group Members.

Duties of the Steering Group

All decisions and statements of the Steering Group shall be in accordance with the Aims, Objectives, Interests and Powers of TCL.

In particular, the Steering Group shall be responsible for:

- Holding and attending Steering Group Meetings;
- Holding a Record of Decisions of Steering Group Meetings;
- Co-ordinating the overview and activities of TCL and its Special Interest Groups;
- Events and activities within the Aims, Objectives, Interests and Powers of TCL;
- Recruiting and maintaining TCL Membership;
- Communicating with the TCL Membership;
- Arranging Annual and Special General Meetings;
- Liaising with other organizations, including the media;
- Administration of TCL Funds;
- Administration of all TCL web sites and forums
- Identifying, monitoring and managing risks arising from the Aims, Objectives, Interests and Powers of TCL;
- Complying with relevant Statutes and Regulations;
- Other activities within the Aims, Objectives, Interests and Powers of TCL;

Sharing Duties with TCL Members

TCL Members may be nominated by Members of the Steering Group for specific duties on behalf of TCL subject to the same provisions in this Constitution as the Steering Group Members.

Steering Group Interests

All Steering Group Members shall declare any commercial or financial interest they hold, or benefit they may derive, which may be affected by the decisions of the Steering Group and therefore presents a Conflict of Interest.

The Steering Group shall decide how to overcome any Conflicts of Interest as they arise. Details of a Conflict of Interest may be held within the Steering Group but the existence of a Conflict of Interest shall not be concealed from TCL Members.

Where a Conflict of Interest is likely to be prolonged or significant, all the Members affected should offer to resign from the Steering Group.

Steering Group Benefits Policy

Members of the Steering Group shall decline lavish hospitality or gifts of significant monetary or exchangeable value from people or organisations connected with TCL.

Members of the Steering Group shall avoid gaining any private benefit from their position, whether financial or otherwise, except where this is agreed by the Steering Group as being completely consistent with the Aims, Objectives, Interests and Powers of TCL.

3.2 Special Interest Groups

Forming Special Interest Groups

Special Interest Groups may be formed within TCL in order to carry out specific activities.

All Special Interest Groups must adhere to the Constitution of TCL

The Powers of Special Interest Groups

The Powers of Special Interest Groups shall be consistent with the Aims, Objectives and Interests of TCL.

Membership of Special Interest Groups

Any TCL Member may join any Special Interest Group. The Special Interest groups are also open to any member of the public whether or not they are a member or on the TCL mailing list.

Special Interest Group Funds

TCL Funds may be used to support the activities of Special Interest Groups provided the Special Interest Groups act within the Powers of TCL.

Special Interest Groups shall return any surplus TCL Funds arising from the activities funded by TCL to the TCL Treasurer.

Special Interest Groups shall be accountable to the TCL Treasurer for their expenditure of TCL Funds that have been awarded.

Special Interest groups are required to manage their own book keeping and produce accounts to the TCL Treasurer.

Special Interest Groups may raise their own funds for their own purposes and within their own powers.

All funding applications in the name of TCL shall be approved by the Steering Group who hold ultimate responsibility on behalf of TCL as a whole.

Accountability

All Special Interest Groups shall be accountable to the Steering Group for their activities and to the Treasurer for their accounts.

The Steering Group may give or withdraw its agreement for Special Interest Groups to organise events and activities in the name of TCL on a continuing basis.

Separating Special Interest Groups from TCL

Any Special Interest Group may request that the Steering Group arranges Separation of the Special Interest Group from TCL in order to pursue different Aims, Objectives and Interests from those of TCL, or exercise different Powers from those of TCL.

Any Special Interest Group within TCL may be Separated from TCL by a vote of the Steering Group if the activities of the Special Interest Group fall outside the Aims, Objectives, Interests and Powers of TCL.

On Separation, a Special Interest Group shall assume its own identity and no longer associate with the Name and Logo of TCL.

4 Our Communications

4.1 Communications

Incoming Communications

Incoming communications to TCL shall be shared promptly with the Steering Group and an agreed response developed where these:

- Request any significant action on behalf of TCL;
- Require any formal response or involve a signature on behalf of TCL;
- Involve accepting any donation or financial obligation on behalf of TCL exceeding a monetary or exchangeable value of £100;
- Involve issuing any opinion or Statement on behalf of TCL;
- Where a response on behalf of TCL involves a conflict with the Aims, Objectives, Interests or Powers of TCL.

Statements on behalf of TCL

The Steering Group may issue statements on behalf of TCL.

Special Interest groups may issue statements on their area of activity.

Formal relationships and agreements between TCL and the media, commercial organizations, public bodies and authorities shall be consistent with the aims and objectives within this constitution

The Steering Group may fairly represent the interests of TCL Members at meetings with other organisations.

Data Protection

TCL shall not release any information provided on a TCL membership application to any third party without the explicit consent of the Member concerned.

5 Our Meetings

5.1 Annual General Meetings

The Annual General Meeting of TCL shall be held each year following the official launch of TCL [April 2010] on a date proposed by the Steering Group.

All Annual General Meetings shall be arranged at a suitable time and venue.

At each AGM the outgoing Steering Group will be duly celebrated and the incoming Steering Group will be duly welcomed.

Notice

The Steering Group shall give at least 30 days notice of the Annual General Meeting.

Notices shall be directly addressed to all TCL Members.

Report and Accounts

The Steering Group shall present the Annual Report to each Annual General Meeting.

The Steering Group will present any changes to the Constitution to be ratified by a two thirds majority of the members present.

The Treasurer shall present the TCL Accounts for the previous year at each Annual General Meeting to be accepted by the membership.

Procedures

The Steering Group shall appoint a Chairperson for the Annual General Meeting.

The Steering Group shall appoint a member to keep a full record of the proceedings at the Annual General Meeting.

Voting

Each TCL Member recorded as a TCL Member shall be entitled to Vote.

Resolutions shall be accepted if at least two thirds of the TCL Members present at an Annual General Meeting vote in favour. Votes shall be recorded by a show of hands. People attending who are not TCL Members shall not be entitled to vote. There shall be no casting votes and no TCL Member may exercise more than one vote.

5.2. Special General Meetings

Special General Meetings

Any collection of at least ten TCL Members may request a Special General Meeting. Special General Meetings shall be arranged by the Steering Group within 40 days of a valid written request by TCL Members.

All Special General Meetings shall be arranged at a suitable time and venue. Notice. The Steering Group shall give at least 30 days notice of a Special General Meeting.

Notices shall be directly addressed to all TCL Members.

Notice of a Special General Meeting shall state the business proposed.

Validity

Special General Meetings shall only be valid when attended by at least one-twentieth of the number of TCL Members or 10 Members of TCL, whichever is the greater.

Procedures

The Steering Group shall appoint a Chairperson for a Special General Meeting.

The Special General Meeting shall appoint a Member to keep a full record of the proceedings at a Special General Meeting.

Proposals

Any proposals drawn up for the consideration and decision of the Steering Group shall be duly recorded and provided to the Steering Group at the following Steering Group meeting.

Voting

Each TCL Member recorded as a TCL Member shall be entitled to vote.

Resolutions shall be accepted if at least two thirds of the TCL Members present at a Special General Meeting vote in favour. Votes shall be recorded by a show of hands.

People attending who are not TCL Members shall not be entitled to vote.

There shall be no casting votes and no TCL Member may exercise more than one vote

5.3 Steering Group Meetings

Steering Group Meetings

The Steering Group shall hold Steering Group Meetings at least 12 times per year at a suitable time and venue. The members of the Steering group will decide the schedule of

meetings. This agreed schedule will be published on the TCL webpage with an invitation for anyone to make contact with any issues they wish to raise with the Steering Group.

Validity

Steering Group Meetings shall only be valid when attended by at least four members.

Procedures

All Members shall take turns to act as the Facilitator at Steering Group Meetings, unless the Members unanimously agree otherwise.

The Facilitator shall prepare an Agenda at each Steering Group Meeting.

The Steering Group shall appoint a Member to prepare a Record of Decisions made at the Steering Group Meeting.

A record of Steering Group decisions shall be available on request by any TCL Member. and bullet points from each meeting will be posted on the website.

Steering Group Decisions

Decisions at Steering Group Meetings shall normally be made by agreement between the Members present. Views expressed by written messages shall also be taken into account towards obtaining a consensus.

Where full agreement among Members is not possible, the matter shall be revisited at a further Steering Group Meeting. If no consensus is achieved on revisiting the matter, a vote shall be taken among the Members and this shall be considered the final decision on the matter.

Consensus among the Steering Group may also be obtained by expressing views in written messages circulated among all the Members. Lack of response within a reasonable time may be considered as acceptance of a proposal for action.

Attendance at Steering Group Meetings

Requests by any TCL Member to attend any Steering Group meeting can be made through any Steering Group member and must be agreed by the whole Steering Group in advance.

The Steering Group may agree to invite TCL Members to regularly attend Steering Group Meetings.

5.4 Special Interest Group Meetings

Special Interest Groups may hold Special Interest Group Meetings as required at a suitable time and venue.

Notice

Special Interest Groups shall give reasonable Notice to the Steering Group of Special Interest Group Meetings where a Steering Group Member has requested to attend the Meeting.

Attendance

Any Steering Group Member shall be entitled to attend Special Interest Group Meetings.

6 Our Funds

6.1. TCL Income

Not-for-Profit

TCL shall not trade for profit. Any surplus TCL Funds shall form a general reserve for the continuation and development of TCL.

TCL Funds

TCL may only raise Funds from grants, donations, entrance fees, sale proceeds, bank interest and membership fees.

TCL Funds and Local Currencies

TCL Funds shall be held in Pounds Sterling but a local currency may be held as TCL Funds provided:

- Holding the local currency involved is agreed by TCL Members;
- Anticipated TCL costs can be met from TCL Funds if demanded in Pounds Sterling;
- Procuring the services or goods exchangeable for local currency is within the Powers of TCL;
- The goods or services that are exchangeable for local currency are regularly required by TCL;
- The amount held by TCL in local currencies does not exceed an exchangeable value of £100 Sterling or a maximum of 10% of TCL Funds at any time.

Loans and Borrowing

TCL shall not enter into Loans or Borrowing to supplement TCL Funds.

Membership Fees

Any Membership Fees, and associated Membership Period, shall be subject to agreement by the Steering Group.

TCL may charge a Fee when a Member joins TCL or renews Membership of TCL at the end of a Membership Period.

Any Membership Fees for Special Interest Groups shall be determined by the Special Interest Groups.

Grants and Donations to TCL

TCL may seek and accept Grants where these support the Aims, Objectives, Interests and Powers in this Constitution.

Any project originating within TCL which requires funding and management structures which are outwith this Constitution will need to establish itself as a separate enterprise outwith TCL.

6.2 TCL Payments

Use of TCL Funds. Funds shall only be used by TCL to carry out the Aims, Objectives and Interests and Powers of TCL.

Signatures for Bank Accounts

The appointment of signatories to any TCL bank accounts shall be made from among the Steering Group Members.

Awards to Special Interest Groups and Others

TCL Funds Awarded to Special Interest Groups and Others shall be subject to prior approval by the Steering Group and assigned for specific purposes consistent with the Aims, Objectives and Interests of TCL.

Loans and Borrowing

TCL shall not provide loans or allow borrowing from TCL Funds.

Expenses

Reimbursement of all Expenses shall be supervised by the Treasurer.

TCL may only reimburse Expenses that are valid and reasonable.

Expenses shall only be valid where they unavoidably arose from duties agreed with the TCL Steering Group.

Expenses shall only be reasonable where costs were actually incurred and where those costs are not disproportionate.

Steering Group Members and TCL Members shall not be entitled to claim expenses for attending TCL events, TCL activities, TCL Meetings or meetings of Specialist Groups within TCL.

Payments

Responsibility for all payments from TCL Funds shall rest with the Treasurer.

Where the Treasurer has given advice that insufficient TCL Funds exist to make payments attracted by decisions of the Steering Committee, the Members shall be jointly and severally responsible for their decisions.

Training Costs

TCL may fund the cost or part of the cost of relevant training where this has been agreed by the Steering Group.

Relevant training is limited to training courses exactly aligned to the Aims, Objectives and Interests of TCL and shall not include general training courses.

Separation of Special Interest Groups

On Separation of a Special Interest Group, TCL shall have the right to obtain reimbursement of any TCL Funds Awarded by TCL to the Special Interest Group.

However reimbursement of Awards of TCL Funds should only be demanded by TCL in exceptional circumstances where the Aims, Objectives and Interests of the Special Interest Group are significantly different from those of TCL.

6.3 TCL Accounts

TCL Bank Accounts

TCL Funds may be held in a bank account in the sole and exclusive name of Transition City Lancaster (TCL). Responsibility for the operation of the bank account shall rest with the Treasurer.

Preparation of TCL Accounts

The accumulation and expenditure of TCL Funds shall be supervised by the Treasurer and recorded in the TCL Accounts. The Treasurer shall prepare the TCL Accounts and make these available for publication to TCL Members:

- At every Annual General Meeting;
- At any time required by Statute, Regulations, auditing or external bodies;
- After any change of Treasurer;
- When requested to do so by the Steering Group.

Special Interest Group Accounts

The TCL Treasurer shall have the right to obtain accounts from Special Interest Groups within TCL where:

- Required by an Annual General Meeting or Special General Meeting;
- At any time required by Statute, Regulations, auditing or external bodies;
- When requested to do so by the Steering Group.

The payee shall not be a Signatory to the same payment.