

# CONSTITUTION

of

## Glencaple & Lowther Development Group

(Adopted on 26.01.2011

Amended on 23.11.2011)

CONTENTS		
<b>GENERAL</b>	name, objects, powers, general structure	clauses 1-4
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion	clauses 5-13
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, procedure	clauses 14-27
<b>COMMITTEE</b>	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	clauses 28-45
<b>COMMITTEE MEETINGS</b>	procedure	clauses 46-54
<b>ADMINISTRATION</b>	Sub committees, operation of bank accounts etc., minutes, accounting records and annual accounts, notices	clauses 55-63
<b>MISCELLANEOUS</b>	dissolution, alterations to the constitution, interpretation, initial committee members	clauses 64-70

### Name

1. The name of the association is the "Glencaple and Lowther Development Group".

### Objects

2. The association's objects are:
  - a) To take forward the Glencaple & Lowther Community Led Plan.
  - b) To encourage the residents of Glencaple and Lowther to work together.

- c) To liaise with the Community Councils, with elected representatives, with other local groups and with the wider community to ensure joined up working and good communication.

### **Powers**

3. In pursuance of the objects set out above (but not otherwise), the association shall have the following powers:-

- (b) To carry on any other activities which further any of the above objects.
- (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
- (f) To borrow money, and to give security in support of any such borrowings by the association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
- (l) To establish and/or support any charity, and to make donations for any charitable purpose falling within the association's objects.
- (m) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.

- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

#### **General structure**

4. The structure of the association shall consist of:-
  - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the committee and take decisions in relation to changes to the constitution itself.
  - (b) the COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the committee is responsible for monitoring the financial position of the association.

#### **Qualifications for membership**

5. Membership shall be open to all people living or working in the Glencaple and Lowther area and any other interested parties.
6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

#### **Application for membership**

7. Any persons living or working in the Glencaple and Lowther area shall be considered to be members unless they request to be opted out.
8. Any other person from out with the area, who wishes to become a member, must sign, and lodge with the association, a written application for membership. The committee cannot refuse membership without good cause or reason. Anyone refused membership will have the right of appeal.
9. The committee shall consider each application for membership at the first committee meeting which is held after receipt of the application; the committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

#### **Membership subscription**

10. No membership subscription shall be payable.

#### **Register of members**

11. The committee shall maintain a register of applications for membership.

### **Withdrawal from membership**

12. Any person who wishes to withdraw from membership should contact the secretary by letter, email or phone.

### **Expulsion from membership**

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
  - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **General meetings (meetings of members)**

14. The committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the association
  - (b) consideration of the annual accounts of the association
  - (c) the selection of members of the committee, as referred to in clause 30.
16. The committee may convene a special general meeting at any time.

### **Notice of general meetings**

17. At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be made publicly available. All members of the committee shall be notified in writing.

### **Procedure at general meetings**

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members, present in person.

21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
22. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
25. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

#### **Maximum number of committee members**

28. There is no maximum number of members for the committee.

#### **Eligibility**

29. A person shall not be eligible for election/appointment to the committee unless he/she is a member.

#### **Election, retiral, re-election**

30. At each annual general meeting, the members may select / elect any member to be on committee. The committee should comprise representatives from across the area.
31. The committee may at any time welcome any member to be a member of the committee.
32. At each annual general meeting, all of the members of the committee shall retire from office - but shall then be eligible for re-election.

#### **Termination of office**

33. A member of the committee shall automatically vacate office if:-

- (a) he/she becomes debarred under any statutory provision from being a charity trustee
- (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (c) he/she ceases to be a member of the association
- (d) he/she becomes an employee of the association
- (e) he/she resigns office by notice to the association

### **Register of committee members**

34. The committee shall maintain a register of current committee members.

### **Office bearers**

- 35. The committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
- 36. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the committee or if he/she resigns from that office by written notice to that effect.

### **Powers of Committee**

- 38. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the committee, who may exercise all the powers of the association.
- 39. A meeting of the committee at which a quorum is present may exercise all powers exercisable by the committee.

### **Personal interests**

- 40. A member of the committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the committee; he/she will be debarred (in terms of clause 52) from voting on the question of whether or not the association should enter into that arrangement.
- 41. For the purposes of clause 40, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
- 42. Provided
  - (a) he/she has declared his/her interest
  - (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and

- (c) the requirements of clause 44 are complied with, a member of the committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
43. No member of the committee may serve as an employee (full time or part time) of the association, and no member of the committee may be given any remuneration by the association for carrying out his/her duties as a member of the committee.
44. Where a committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
- (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
  - (b) the committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
  - (c) less than half of the committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
45. The members of the committee may be paid reasonable expenses incurred whilst carrying out their duties.

#### **Procedure at committee meetings**

46. Any member of the committee may call a meeting of the committee or request the secretary to call a meeting of the committee.
47. Questions arising at a meeting of the committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
48. No business shall be dealt with at a meeting of the committee unless a quorum is present; the quorum for meetings of the committee shall be 4.
49. If at any time the number of committee members in office falls below the number fixed as the quorum, the remaining committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
50. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

51. The committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the committee; for the avoidance of doubt, any such person who is invited to attend a committee meeting shall not be entitled to vote.
52. A committee member shall not vote at a committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
53. For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

### **Conduct of members of the committee**

54. Each of the members of the committee shall, in exercising his/her functions as a member of the committee of the association, act in the interests of the association; and, in particular, must
  - (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
  - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party
    - (i) put the interests of the association before that of the other party, in taking decisions as a member of the committee
    - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the committee with regard to the matter in question
  - (d) ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

### **Delegation to sub-committees**

55. The committee may delegate any of their powers to any sub-committee consisting of one or more committee members and such other persons (if any) as the committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
56. Any delegation of powers under clause 55 may be made subject to such conditions as the committee may impose and may be revoked or altered.

57. The rules of procedure for any sub-committee shall be as prescribed by the committee.

### **Operation of accounts and holding of property**

58. The signatures of two out of three signatories appointed by the committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the committee.
59. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the committee.

### **Minutes**

60. The committee shall ensure that minutes are made of all proceedings at general meetings, committee meetings and meetings of sub committees; a minute of any meeting shall include the names of those present, and shall be adopted at the subsequent meeting.

### **Accounting records and annual accounts**

61. The committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
62. The committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

### **Notices**

63. Any notice which requires to be given to a member under this constitution shall be in writing, via letter or email.

### **Dissolution**

64. If the committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
65. If a proposal by the committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 64, the committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the

body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

66. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

#### **Alterations to the constitution**

67. Subject to clause 68, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
68. No amendment to clauses 3, 43, 65 or 66 of the constitution may be made if the effect would be that the association would cease to be a charity.

#### **Interpretation**

69. For the purposes of this constitution,
- (a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993
  - (b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
70. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

#### **Initial members of the committee**

71. The initial members of the committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 26.01.2011 & amended at the A.G.M. on Wednesday 23.11.2011.

<b>Signature</b>	<b>Name</b>	<b>Address</b>	<b>Position</b>
	Fiona Cameron,	82 Carlisle Rd, Crawford	Chair
	Wendy Johnstone,	4, The Loaning, Crawfordjohn	Secretary
	Lynn Cochrane	Campshead, Crawford	Treasurer