

Constitution

for

Glencairn Memorial Institute

Adopted at the Annual General Meeting held on 28th November 2013

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Name

1 The name of the association is “Glencairn Memorial Institute”

Objects

2. The objects of the association shall be to promote the benefit of the inhabitants of the Glencairn parish and its environs (being the same as served by the Glencairn Community Council which covers the communities of Moniaive, Kirkland and Wallaceston) without distinction of sex, sexuality, political, religious or other opinions by associating the local statutory authorities voluntary organisations and inhabitants in a common effort to advance education and to provide facilities , or assist in the provision of facilities, in the interest of social welfare for recreation and other leisure time occupation so that their conditions of life may be improved . In furtherance thereof, but not otherwise, the Association shall seek to manage, maintain and operate the building known as Glencairn Memorial Institute.

Powers

3 i) Trustees: Three residents of the parish shall be the Trustees of the property on behalf of the local community. These will normally be persons of standing in the local community and can include: the minister, the local GP, elected councillor, head teacher or others of similar standing. In pursuance of the objects set out in clause 2 (but not otherwise), the Trustees (and their successors in office) shall have the following powers:-

- (a) To purchase, take on lease, hire or otherwise acquire any property rights which are suitable for the association’s activities.
- (b) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (c) To sell, let, hire out, license or otherwise dispose of all or any part of the property and rights of the association, subject to clause 67.
- (d) To delegate the day to day management of the Memorial Institute to an elected Management Committee.
- (e) To authorise the Management Committee to borrow money if deemed necessary in exceptional circumstances.

3 ii) The Management Committee will have the following powers in pursuit of the objects set out in clause 2 (but not otherwise):-

- (a) To manage and operate the Memorial Institute as a community centre
- (b) To carry on any other activities which further any of the above objects.
- (c) To borrow money, and to give security in support of any such borrowings by the association, subject to clause 3 i) (e) above.
- (d) To employ such staff as are considered appropriate for the proper conduct of the association’s activities.
- (e) To engage such consultants and advisers as are considered appropriate from time to time.
- (f) To effect insurance of all kinds (which may include officers’ liability insurance).
- (g) 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).
- (h) 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.

- (i) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the association's objects
- (j) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (k) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (l) 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 TRUSTEES – in whom the ownership of the Memorial Institute is vested on behalf of the community.
- (b) 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 the people to serve on the management committee and to take decisions in relation to changes to the constitution itself
- (c) the MANAGEMENT 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 management committee is responsible for monitoring the financial position of the association.

Qualifications for membership

- 5. a) Full Adult membership shall be open to anyone who lives in the parish of Glencairn and who is the age of 16 or over
 - b) Junior membership(non voting) shall be open to anyone who lives in the parish and who is under the age of 16
 - c) Associate (non-voting) membership shall be open to other individuals and organisations which support the aims and objectives of the association.
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 person who wishes to become a member must sign and lodge with the association, a written application for membership.
- 8. The management committee may, at its discretion, refuse to admit any person to membership.
- 9. The management committee shall consider each application; the management committee shall within a reasonable time after the meeting notify the applicant of its decision on the application.

Membership subscription

- 10 The amount of the annual subscription, if any, shall be determined by the Management committee

Register of Members

11. The management committee shall maintain a register of members, setting out full name and address of each member, the date on which s/he was admitted to membership and the date on which any person ceased to be a member.

Withdrawal of membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect: on receipt of the notice by the association, s/he shall cease to be a member. Failure to pay the annual subscription within a reasonable time, will be also deemed to signify withdrawal from membership

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 management 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 election/re-election of members of the management committee, as referred to in clause 30

16 The management committee may convene a special general meeting at any time

Notice of general meetings

17 At least 14 clear day's notice must be given (in accordance with clause 62) of any general meeting or special general meeting: 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 given (in accordance with clause 62) to all the members of the association, and to all the members of the management committee.

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 10 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 management committee present shall elect from among themselves the person who will act as chairperson of that meeting.

23 The chairperson of a general meeting may, at the consent of the meeting, adjourn the meeting to such time and place as the chairman may determine.

24 Every member shall have one vote, which (by a show of hands or 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 take 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 management committee members

28 The maximum number of members of the management committee shall be 12.

Eligibility

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

Election, retirement, re-election

30, At each annual general meeting the members may (subject to clause 28) elect any member to be a member of the management committee.

31 The management committee may at any time appoint any member to be a member of the management committee (subject to clause 28).

32 At each annual general meeting, all members of the management committee shall retire from office – but then shall be eligible for re-election.

Termination of office

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

(a) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity

- (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
- (f) he /she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him or/her from office.

Register of management committee members

34 The management committee shall maintain a register of management committee members, setting out full names and address of each member of the management committee, the date on which each such person became a member, and the date on which any person ceased to hold office as a management committee member.

Office bearers

35 The management committee members shall elect among themselves a chair, a treasurer and a secretary, and such office bearers (if any) as they consider appropriate.

36. All of the office bearers shall cease to hold office at 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 management committee or if he/she resigns from that office by written notice to that effect

Powers of management committee

38 Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.

39 A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal Interests

40. A member of the management 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 management committee he/she will be debarred(in terms of clause 51) 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 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 personal interest in that arrangement.

42. Provided he/she has declared his/her interest – and has not voted on the question of whether or not the association should enter into the relevant arrangement – a member of the management committee will not be debarred from entering into the 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

43.No member of the management committee may serve as an employee (full or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee, except for the reimbursement of out of pocket expenses.

Procedure at management committee meetings

44 Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

45 Questions arising at a meeting of the management committee shall be decided by a majority of votes: if an equality arises the chairperson of shall have the casting vote.

46 No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 4.

47 If at any time the number of the management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

48. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management 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 management committee members shall elect from among themselves the person who will act as chairperson of the meeting.

49. The management committee may, at its discretion, allow any person who they reasonably consider appropriate to attend and speak at any meeting of the management committee; for the avoidance of doubt , any such a person who is invited to attend a management committee meeting shall not be entitled to vote.

50 A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on a resolution concerning a matter in which he/she has a personal interest (in terms of clauses 40, 41 and 42) 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.

Delegation of sub committees

51 The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such persons (if any) as the management 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.

52 Any delegation of powers under clause 51 may be subjected to such conditions as the management committee may impose and may be revoked or altered.

53 The rules of procedure for any sub-committee shall be prescribed by the management committee.

Operation of accounts of property

54 The signatures of two out of three signatories, who are not connected as defined in the Charities and Trustee Investment (Scotland) Act 2005, appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on a bank and building society accounts held by the associations; at least one out of the two signatures must be the signature of a member of the management committee.

55 The title to all property (including any land or buildings, the tenants' interest under any lease and (so far as appropriate) any investments) shall be held in the names of the trustees of the association (and their successors in office).

Minutes

56 The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; minutes of any meeting shall include the names of those present, and as far as possible) shall be signed by the chairperson of the meeting.

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Accounting records and annual accounts

57. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
58. The management 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.
- 59 The management committee shall provide the Trustees with sufficient funds to meet all expenditure (if any) in connection with the Trust subjects as the Trustees may be liable for and shall keep the Trustees indemnified against all liability (if any) in respect thereof.
- 60 All monies standing to the credit of the association shall be applied as the management committee shall decide in repairing and insuring the Trust subjects or the furniture and effects therein and in paying rates, taxes, wages and other out goings and in providing furniture, equipment and other means of recreation and otherwise the upkeep and improvement of the trust subjects.
- 61 The management committee shall maintain the Trust subjects and furniture and effects therein in good repair and shall keep them insured for their full replacement value against fire and loss or damage from whatever cause arising.

Notices

62. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member, sent electronically or sent by post in a prepaid envelope addressed to the member at the address last intimated by him/her to the association.

Appointment of new Trustees

- 63 Vacancies in the office of Trustees shall be filled by persons (as specified in clause 3 (i)) appointed by the Committee declaring that the number of Trustees at no time be less than three. In the case any vacancy or vacancies occur in the number of Trustees and the same shall not be filled up by the Committee within three months of its occurrence, the Trustees shall have the power to assume some person or persons to fill the vacancy or vacancies.

Dissolution

- 64 If the management 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 management committee to dissolve the association is confirmed by a two thirds majority of those present and voting at the general meeting convened under clause 62, the management committee shall have the power to dispose of any assets held by or on behalf of the association, with the exception of the Memorial Institute building and land- and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charitable body or bodies having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred be determined by the members of the association at, or prior to, the time of dissolution.

- 66 In the event of dissolution of the Association, the trustees may let or sell the Memorial Institute or any part thereof, And all monies arising from such letting or sale (after satisfaction of any liabilities properly payable there out) shall be applied either in the hire or purchase of other

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subjects approved by the Committee and be held upon trust for the purposes and subject to the provision hereinbefore written or as near thereto as circumstances will permit or towards such other charitable purposes or objects the benefits of the inhabitants of Glencairn as may be approved by the Trustees and in the interval such monies shall be invested in the name of the trustees and any income arising therefrom shall either be accumulated (for such time as may be allowed by law) by investing the same and resulting income thereof in like manner as an addition to and to be applied as the capital of such investments or shall be used for any purpose for which the income of the Trust subjects may properly be applied.

67 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 objects) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alteration of the constitution

68 Subject to clauses 69 and 70 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.

69 No amendment to clauses 2, 43, 66 or 67 of the constitution may be made if the effect would be that the association would cease to be a charity.

70 No amendment to clauses 3 (i) or 67

Interpretation

71 For the purposes of this constitution "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.

Adopted at the Annual General Meeting General Meeting held on 28th November 2013

Certified as a true copy.

Signed

Name J F Hall

Office held: Chairman

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Signed

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