

# CONSTITUTION OF STRUAN COMMUNITY DEVELOPMENT GROUP

## 1. Name

The name of the group is **Struan Community Development Group**. (Throughout this document will be referred to as the 'group').

## 2. Objects

The group's object is to initiate and support the development of sustainable buildings, infrastructure and/or facilities within Struan area (as defined in Section 4 - Membership) for the benefit of all members of the community. The group will aim to:-

- (a) Identify appropriate developments/projects, that can improve the economic, environmental and/or social future of the area and provide opportunities to develop skills and knowledge within the community through the ownership and development of local assets.
- (b) identify potential sources of funding
- (c) make appropriate application(s) to obtain such funding
- (d) initiate, set up and monitor project(s) to deliver the above

## 3. Powers

In furtherance of its objects (as described above), the group shall have the following powers:

- (a) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the group's activities.
- (b) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the group.
- (c) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the group.
- (d) To engage such consultants and advisers as are considered appropriate from time to time.
- (e) To effect insurance of all kinds (which may include officers' liability insurance).
- (f) 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 groups objects.
- (g) To take such steps as may be deemed appropriate for the purpose of raising funds for the group's activities.
- (h) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (i) To carry on any other lawful activities which further the above object.

- (j) To invest any funds which are not immediately required for the group's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) To form any company (which may or may not be a charity) with similar objects to those of the group, and, if considered appropriate, to transfer to such company (without any payment being required from the company) the whole or any part of the group's assets and undertaking.
- (l) To borrow money, and to give security in support of any such borrowings by the group.
- (m) To employ such staff as are considered appropriate for the proper conduct of the group'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.
- (n) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association's objects.
- (o) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

#### **General structure**

- The structure of the group 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 management committee and take decisions in relation to changes to the constitution itself
  - (b) the MANAGEMENT COMMITTEE - (referred to throughout the rest of this document as the committee) who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the group; in particular, the management committee is responsible for monitoring the financial position of the group.

#### **4. Membership**

Full membership of the group shall be open to:

- (a) Individuals of 16 years and over.
- (b) Individuals who are permanent residents of (i.e. whose principal place of residence is in) Struan Community (area defined as from St John's Chapel to Meadle Farm and all areas within).
- (c) No membership subscription shall be payable.

### **Application for membership**

- Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.
- The committee may, at its discretion, refuse to admit any person to membership.
- 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.

### **Withdrawal from membership**

- 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.

### **Expulsion from membership**

- 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:-
- 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
- The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

## **5. Management:**

(a) The group shall be administered by a Management Committee of a maximum of seven people.

- At each annual general meeting, the members may elect any member to be a member of the committee.
- The committee may at any time appoint any member to be a member of the committee

(b) The committee may at any time co-opt members to the committee. The co-opted member/s will have no voting rights.

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

(c) The committee members shall elect from among themselves a Chairperson, a Treasurer and a Secretary, and such other office bearers as they consider appropriate.

(d) A member of the committee must declare a personal interest in any transaction or other arrangement which the group is proposing to enter into; he or she will be debarred from voting on the matter in question.

(e) Members of the committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings, or in connection with the carrying-out of their duties.

(f) Any member of the group may call a committee meeting or request the Secretary to do so. The Secretary shall arrange the meeting within 14 days and shall give five days' notice to all members.

(g) The committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any committee meeting; any such person shall not be entitled to vote.

(h) The committee may delegate any of their powers to any sub-committee consisting of one or more committee members and other persons as it may determine; they may also delegate to the Chairperson of the group (or the holder of any other post) such of their powers as they may consider appropriate.

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

(j) A member of the committee shall automatically vacate office if:-

- (a) He/she becomes debarred under any statutory provision from being a member
- (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 group (e.g. moves away)
- (d) He/she becomes an employee of the group
- (e) He/she resigns office by notice to the group
- (f) He/she is absent (without the agreement of the committee) from more than three consecutive meetings of the committee, and the committee resolve to remove him/her from office.

(l) The committee shall maintain a register of committee and other members of the group, setting out the full name and address of each member of the committee, the date on which each such person became a committee member, and the date on which any person ceased to hold office as a committee member.

## **6. Annual General Meetings**

(a) The committee shall convene an Annual General Meeting (AGM) in each year, not more than six months after the end of the financial year. Not more than 15 months shall elapse between one AGM and the next. The first AGM shall be held not later than 31<sup>st</sup> December 2017.

(b) The business of each AGM shall include: a report by the Chairperson on the activities of the group; consideration of the annual accounts; the election/re-election of members of the committee.

(c) The group may convene a special general meeting at any time, if called for by the Secretary or Chairperson, or if six members submit a request in writing. The Secretary shall arrange the meeting within 14 days and shall give five days notice to all members.

(d) At least 14 clear days' notice must be given of any general meeting in writing by the Secretary to each member.

- (e) No business shall be dealt with at any meeting unless a quorum is present; the quorum for a meeting shall be five members [which will include at least one office bearer], present in person.
- (f) If a quorum is not present within 15 minutes after the meeting start time, or if, during a meeting, a quorum ceases to be present, the meeting shall be adjourned to a time and place as may be fixed by the Chairperson.
- (g) If the Chairperson or Vice-Chair is not present within 15 minutes after the meeting start time, the members of the committee shall elect any office bearer to act as Chairperson of that meeting.
- (h) All questions arising at any meeting shall be decided by a simple majority of the votes cast. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
- (i) If there are an equal number of votes for, and against, any resolution, the Chairperson shall be entitled to a casting vote.
- (j) 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 same meeting.
- (k) The committee shall ensure that minutes are made of all proceedings at all meetings; a minute shall include the names of those present, and (if possible) shall be signed by the Proposer and Seconded; who must have been present at said meeting.
- (l) 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.

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

- Any member of the committee may call a meeting of the committee or request the secretary to call a meeting of the committee.
- 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.
- 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 members.
- 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.
- 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.
- 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.

- 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.
- 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 management committee**

- 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
  - 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)
  - act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party
  - put the interests of the association before that of the other party, in taking decisions as a member of the committee
  - 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

### **7. Finance:**

- (a) A bank account shall be opened in the name of the group. The committee shall authorise in writing three of their members, one of whom shall be the Treasurer, to sign cheques on behalf of the group. All cheques or other transactions must be authorised and/or signed by not less than two of the authorised signatories.
- (b) The committee shall ensure that proper accounting records are kept and maintained in accordance with all applicable statutory requirements. The financial year of the group shall run from 6 April in one year to 5 April in the following year.
- (c) The committee shall prepare annual accounts, complying with all relevant statutory requirements. Where external scrutiny is required under any statutory provisions (or if they otherwise think fit), they shall ensure that externally scrutiny of such accounts is carried out by a suitably qualified person.
- (d) A statement of the suitably prepared (and, where applicable, externally scrutinised) accounts for the last financial year will be submitted by the committee to the group's AGM.

## **8. Property**

The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) which may be acquired by or on behalf of the group shall be held either in the name of the Chairperson, Treasurer and Secretary of the association (and their successors in office) or in the name of a nominee company holding such property in trust for the group. Any person or body in whose name the group's property is held shall act in accordance with the directions issued from time to time by the committee.

## **9. Dissolution**

- (a) If the committee determines that it is necessary or appropriate that the group 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.
- (b) If a proposal by the committee to dissolve the group is confirmed by a two-thirds majority of those present and voting, the committee shall have power to dispose of any assets held by or on behalf of the group. Any assets remaining after satisfaction of the debts and liabilities of the group shall be transferred to some other charitable body or bodies having objects similar to those of the group, to be decided by the members of the group at, or prior to, the time of dissolution.
- (c) No part of the income or property of the group shall (otherwise than in pursuance of the group's charitable objects) be paid or transferred (directly or indirectly) to the members of the group, either in the course of the group's existence or on dissolution.

## **10. Alterations to the Constitution**

- (a) 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.
- (b) Should the group be registered as a Charity in Scotland, the committee will ensure that legal notification/consent according to current charity legislation in Scotland is given to any alterations/amendments made to the constitution.

## 11. Declaration

This constitution was approved and adopted by **Struan Community Development Group** at a general meeting held on .....

The initial members of the Management Committee are:

**Designation:** Chairperson **Signature:**

**Name:**

**Address:**

**Postcode:**

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**Designation:** Vice-Chair **Signature:**

**Name:**

**Address:**

**Postcode:**

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**Designation:** Secretary **Signature:**

**Name:**

**Address:**

**Postcode:**

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**Designation:** Treasurer **Signature:**

**Name:**

**Address:**



**Designation:**      Committee Member      **Signature:**

**Name:**

**Address:**

**Postcode:**

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**Designation:**      Committee Member **Signature:**

**Name:**

**Address:**

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**Designation:**      Committee Member      **Signature:**

**Name:**

**Address:**

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