

CONSTITUTION OF THE BALLOGIE COMMUNITY ASSOCIATION

NAME

1. The name of the Association is the Ballogie Community Association ("the Association").

OBJECTS

2. (a) The objects of the Association are to be undertaken in the area covered by the Association ("the Area"), being (a) that part of the former civil parish of Birse known as Ballogie and (b) that part of the former civil parish of Aboyne which lies to the south of the River Dee and to the north of Ballogie, as shown on the attached Plan signed and dated as part of this constitution.

(b) The objects of the Association are:

- b.1. to promote the benefit of the inhabitants of the Area without distinction of political, religious, sexual or other opinions, by associating with voluntary organisations and inhabitants in a common effort to advance the education, well-being and development of the Area's community.
- b.2. To provide recreational facilities and organise recreational activities in the Area, with the object of improving the conditions of life for whom the facilities or activities are primarily intended.

POWERS

- b.3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers:

- b.3.i. To provide and manage a public hall in the Area
- b.3.ii. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities
- b.3.iii. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
- b.3.iv. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
- b.3.v. To borrow money or give security in support of any such borrowings by the Association.
- b.3.vi. 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.
- b.3.vii. To engage such consultants and advisers as are considered appropriate.
- b.3.viii. To effect insurance of all kinds (which may include officers' liability insurance).
- b.3.ix. 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).
- b.3.x. Where appropriate to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies.
- b.3.xi. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
- b.3.xii. To form any charitable company with similar objects to the Association, and, if 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 undertakings.
- b.3.xiii. To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities, including accepting grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- b.3.xiv. To carry on any other activities or to do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

MEMBERSHIP

b.4. Every person who is of voting age and is on the Electoral Registers for the Area shall be a member of the Association.

EXECUTIVE COMMITTEE

b.5. The management of the Association shall be vested in an executive committee which will comprise up to five "community members" (in terms of Clause 6), a number of "representative members" (in terms of Clause 7) and up to two "co-opted members" (in terms of Clause 9).

b.6. The community members must be members of the Association and shall be elected by and at the annual general meeting. All community members shall retire from office at each AGM, but shall be eligible for re-election.

b.7. One different representative member shall be nominated by each of the organisations listed in Schedule 1 attached (which does not form part of this constitution). Organisations may select their representative by any means they determine and may change their representative at any time by intimation to the executive committee. These representative members may not necessarily be members of the Association.

b.8. No person may simultaneously be a community member and a representative member.

b.9. The executive committee shall have power to co-opt not more than two additional members who do not require to be members of the Association. All co-opted members of the executive committee shall hold office until the annual general meeting following their co-option.

b.10. A member of the executive committee will cease to be a member if:

- 1) He/she becomes debarred under any statutory provision from being a charity trustee.
- 2) He/she becomes an employee of the Association.
- 3) He/she resigns by notice to the Association.
- 4) If he/she is a community member of the executive committee and ceases to be a member of the Association.

b.11. The executive committee shall maintain a register of executive committee members, setting out the full name and address of each member of the executive committee, the date on which each such person became an executive committee member, and the date on which any person ceased to hold office as an executive committee member.

b.12. The executive committee shall be the Committee of Management for the purposes of the Deed of Trust entered into by the Trustees of Ballogie Hall in August 1964 and shall have the power to appoint (a) new trustees as specified in clause 16th of the Deed and (b) such sub-committees of the Association as it may from time to time decide, recruited from the membership of the Association, and shall determine their powers, terms of reference and reporting requirements.

CONDUCT OF MEMBERS OF THE EXECUTIVE COMMITTEE

b.13. Each member of the executive committee shall, in exercising his/her functions as a member of the committee, act in the interests of the Association; and, in particular, must

- 1) Seek in good faith to ensure that the Association acts in a manner which is in accordance with its objects.
- 2) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- 3) Ensure that the Association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005
- 4) In circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:
 - a) put the interests of the Association before that of the other party, in taking decisions as a member of the executive committee
 - b) disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other members of the executive committee with regard to the matter in question

OFFICE BEARERS

b.14. The executive committee, at its first meeting each year after the annual general meeting, shall elect from its members:

- 1) A chairman
- 2) Such other office bearers as it shall determine.

b.15. These officials shall continue in office until their respective successors are elected. If the chairman is absent from any meeting the members present shall, before any other business is transacted choose one of their number to preside at the meeting.

RULES OF PROCEDURE AT ALL MEETINGS

b.16. VOTING Subject to the provision of clauses 24 and 25, all questions arising at any meeting shall be decided by a majority of those present and entitled to vote. In the case of equality of votes the chairman shall have a second (if a member of the Association) or casting vote.

b.17. QUORUM Four members of the executive committee shall form a quorum at executive committee meetings. Sixteen members of the Association shall form a quorum at an annual general meeting or extraordinary general meeting.

b.18. MINUTES Minute Books shall be kept by the Association and the secretary shall enter therein a record of all proceedings and resolutions.

ANNUAL GENERAL MEETING

b.19. Once in each year the committee shall convene an annual general meeting of the Association. Not more than 15 months shall elapse between one annual general meeting and the next. All members of the Association shall be entitled to attend annual general meetings. The business of each annual general meeting shall include:

- 1) Receiving the annual report and accounts,
- 2) Confirming appointment of representative members,
- 3) Electing community members,
- 4) Appointing an independent financial examiner if required.

b.20. At least fourteen days notice of the AGM and its agenda shall be given to all members of the Association.

b.21. The annual general meeting may also consider whether the names of any organisations should be added to or deleted from Schedule 1.

EXTRAORDINARY GENERAL MEETING

b.22. An extraordinary general meeting of the Association shall be called either following the receipt by the secretary of the Association of a requisition to that effect signed by at least fifteen members of the Association or following a majority decision of the executive committee to that effect. In the former case the meeting must be held within twenty one days of the receipt of the requisition, and the secretary of the Association must make arrangements accordingly. In all cases the secretary must give at least 14 days clear notice of such a meeting and its agenda to all Association members and to the organisations entitled to nominate representative members of the executive committee.

FINANCE

b.23. All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose. The executive committee shall ensure that proper accounting records are maintained and annual accounts prepared in accordance with all applicable statutory requirements. If an independent financial examination is required under any statutory provisions or if the committee otherwise thinks fit, it shall ensure that an independent financial examination of such accounts is carried out by an appropriate independent financial examiner.

b.24. The signatures of two members of the executive committee, as appointed by the executive committee from time to time, shall be required in relation to all operations (other than lodgment of funds) on the bank and building society accounts held by the Association.

ALTERATIONS TO THE CONSTITUTION

b.25. This constitution shall be altered only by special resolution passed by not less than a two-thirds majority of the Association members who are present and voting at a general meeting of the Association.

DISSOLUTION OF ASSOCIATION

b.26. The Association may be dissolved by a special resolution by not less than a two-thirds majority of the Association members present at a general meeting of the Association. Following a decision to dissolve the Association the members of the Association, whom failing the members of the executive committee, shall have power by a simple majority to decide to which charity or charities any assets remaining after the satisfaction of any proper debts and liabilities, shall be transferred, provide that such assets are applied towards similar charitable purposes as the objects of the Association.

b.27. 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, or to the members of the executive committee, either in the course of the Association’s existence or on dissolution.

This constitution was adopted on ----- 2012.

Signed Name

Address
.....

Position Chairman, Ballogie Community Association

Witness Name

Address
.....

Position Secretary, Ballogie Community Association

SCHEDULE 1

LIST OF ORGANISATIONS

The following organisations are Eligible to provide representative members of Ballogie Community Association’s Executive Committee (as at 1st July 2011):-

- Birse and Ballogie Community Council
- Birse Community Trust
- Birse and Feughside Church of Scotland.
- Finzean School Parents Forum

Ballogie Community Association

- Ballogie Community Association Boundary
- Birse Parish Boundary

Scale 1:50 000 28/12/2011

