

CONSTITUTION OF THE FINZEAN COMMUNITY ASSOCIATION

Draft 02 May

NAME

1. The name of the Association shall be the Finzean Community Association ("the Association").

OBJECTS

2. The objects of the Association shall be to:
 1. Promote the benefit of the inhabitants of Finzean and environs without distinction of political, religious or other opinions, by associating voluntary organisations and inhabitants in a common effort to advance the development of the community.
 2. Provide recreational facilities and organise recreational activities, with the object of improving the conditions of life for whom the facilities or activities are primarily intended.

POWERS

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers:
 - i. To provide and manage a public hall in Finzean
 - ii. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Association's activities
 - iii. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
 - iv. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
 - v. To borrow money or give security in support of any such borrowings by the Association.
 - 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.
 - vii. To engage such consultants and advisers as are considered appropriate.
 - viii. To effect insurance of all kinds (which may include officers' liability insurance).
 - 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).
 - x. Where appropriate to liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies.
 - xi. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
 - 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 undertaking.
 - 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).

- 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

4. Every person who is of voting age and lives in the area covered by the electoral roll for Finzean shall be a member of the Association.

EXECUTIVE COMMITTEE

5. The management of the Association shall be vested in an executive committee which will comprise five "community members" and a number of "representative members".
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.
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.
8. No person may simultaneously be a community member and a representative member.
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. The executive committee may appoint from the membership of the Association such sub-committees as it may from time to time decide and shall determine their powers and terms of reference.
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 an elected member and ceases to be a member of the Association.
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.

CONDUCT OF MEMBERS OF THE EXECUTIVE COMMITTEE

12. Each of the members 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

13. The committee, at its first meeting each year after the annual general meeting, shall elect from its members:
- 1) A chairman
 - 2) A secretary
 - 3) A treasurer
 - 4) And such other office bearers as it shall determine.
14. 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

15. **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 or casting vote.
16. **QUORUM** Four shall form a quorum at committee meetings. Sixteen shall form a quorum at an annual general meeting or extraordinary general meeting.
17. **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

18. 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 auditor or auditors if required.
19. At least fourteen days notice of the AGM and its agenda shall be given to all members of the Association.
20. The annual general meeting should also consider whether the names of any organisations should be added to or deleted from schedule 1.

EXTRA-ORDINARY GENERAL MEETING

21. An extra-ordinary 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 fifteen members 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 members and organisations.

FINANCE

22. All moneys 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 audit is required under any statutory provisions or if the committee otherwise thinks fit, it shall ensure that an audit of such accounts is carried out by a qualified auditor.

23. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgment 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 executive committee.

ALTERATIONS TO THE CONSTITUTION

24. This constitution shall only be altered by resolution passed by not less than a two-thirds majority of those present at a general meeting of the Association.

DISSOLUTION OF ASSOCIATION

25. The Association may be dissolved by a resolution by two-thirds of those present at an extra-ordinary general meeting of the Association. Following a decision to dissolve the Association the executive committee shall have power to decide how any assets remaining after the satisfaction of any proper debts and liabilities shall be disposed, provide that such assets are applied towards charitable purposes for the benefit of the inhabitants of Finzean.

26. 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.

This constitution was adopted on xxx at xxxxxx

Signed Name

Address

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Position

SCHEDULE 1

LIST OF FINZEAN BASED ORGANISATIONS

Eligible to provide representative members of Finzean Community Association's Executive Committee (as at 31 May 2008)

Birse and Feughside Church of Scotland.

Finzean School Parent Teachers' Association

Feughside Football Club

Friendship Club (Over 50s)

Finzean Dance Class

Finzean Youth Group

Finzean Under Fives group

Badminton Club

Indoor Bowling Club

Finzean SWRI