

# CONSTITUTION of DONSIDE COMMUNITY ASSOCIATION

Adopted: 27<sup>th</sup> June 2013

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## **GENERAL**

### **Type of organisation**

1. This organisation will, upon adoption of this constitution, be an Unincorporated Association.

### **Name**

2. The name of the association is “Donside Community Association”.

### **Objects**

3. The association’s objects are:
  - 3.1. fulfilment of the philosophy of Donside Village in Aberdeen as a thriving sustainable mixed community, through the:
    - 3.1.1. advancement of community development;
    - 3.1.2. organisation of recreational activities; and
    - 3.1.3. advancement of environmental protection and improvement.
4. In furtherance of the above objects by:
  - 4.1. promoting for benefit of the residents of Donside Village, and the wider public benefit, any schemes to protect and improve:
    - 4.1.1. living conditions;
    - 4.1.2. community services and activities;
    - 4.1.3. community wellbeing, cohesion and safety; and
    - 4.1.4. community facilities and amenities, including the natural riverside setting and public open space in Donside Village; and
  - 4.2. working in partnership with other bodies to promote the objects.

### **Powers**

5. The association has power to do anything that is calculated to further its objects or is conducive or incidental to doing so.
6. No part of the income or property of the association may be paid or transferred (directly or indirectly) to the members - either in the course of the association’s existence or on dissolution - except where this is done in direct furtherance of the association’s charitable objects.

### **Liability of members**

7. An unincorporated association is not a legal entity and is not recognised by law. As such, the full members and management committee have a personal liability for any contractual obligations and to pay any sums to help to meet the debts (or other liabilities) of the association if it is wound

up; accordingly, if the association is unable to meet its debts, the members will be held responsible.

### **General structure**

8. The structure of the association consists of:
  - 8.1. the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions on changes to the constitution itself; and
  - 8.2. the MANAGEMENT COMMITTEE - who hold regular meetings, and generally control the activities of the association; for example, the management committee is responsible for monitoring and controlling the financial position of the association.

## **MEMBERS**

### **Qualifications for membership**

9. The association will operate on an equal opportunities and non-discriminatory basis. Membership of the association will be open to anyone, irrespective of whether any of the following apply to them or anyone they are associated with:
  - 9.1. age;
  - 9.2. sex, including gender identity or transsexual;
  - 9.3. marital status, including civil partnership;
  - 9.4. parenthood, including being pregnant or having a child;
  - 9.5. disability;
  - 9.6. race, including colour, nationality, ethnic or national origin;
  - 9.7. religion, belief or none thereof;
  - 9.8. sexual orientation; and
  - 9.9. political opinion.
10. Full membership will be open to any person over the age of 16 who resides in Donside Village – the boundary of which will be identified in a map attached to this constitution.
11. Full membership will cease immediately upon a person no longer residing in Donside Village, whereupon a member will have the option to convert their membership to Associate membership.
12. Associate membership will be open to any person that wishes to further the objects of the association. For the avoidance of doubt, those under the age of 16 will not be entitled to serve on the management committee. Associate members may not vote at members' meetings of the association.
13. An employee of the association will not be eligible for membership; a person who becomes an employee of the association after admission to membership will automatically cease to be a member.

### **Application for membership**

14. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership; the application will then be considered by the association at its next management meeting.
15. The management committee may, at its discretion, refuse to admit any person to membership.
16. The management committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

### **Membership subscription**

17. Membership subscription fees (if any) will be set by members in a members' meeting.

### **Register of members**

18. The management committee must maintain a register of members, setting out the:
  - 18.1. full name and address of each member;
  - 18.2. date on which they were admitted to membership;
  - 18.3. category of membership; and
  - 18.4. date on which any person ceased to be a member.

### **Duration of membership**

19. Membership of the Association will be on going, until otherwise agreed by the Members at a General Meeting.

### **Withdrawal from membership**

20. Any person who wishes to withdraw from membership must sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, they will cease to be a member.

### **Transfer of membership**

21. Membership of the association may not be transferred by a member.

### **Expulsion from membership**

22. The management committee has the power to expel a member in extreme circumstances. The management committee can delegate to four or more of its members the authority to suspend a member of the association. The following procedures must be observed:
  - 22.1. the management committee must meet within three months to consider the matter and receive representation from the member;
  - 22.2. at least 14 days notice of the meeting must be provided to a member;
  - 22.3. a member who is to be expelled is entitled to be accompanied by a friend or advisor at any meeting at which the matter is to be considered; and
  - 22.4. expelled members have the right of appeal to a members' meeting, where two thirds of those voting will be required to pass any such resolution.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

23. The management committee must convene a members' meeting in each year (an annual general meeting or AGM) (but excluding the year in which the association is formed).
24. Not more than 15 months will elapse between one AGM and the next.
25. The business of each AGM must include:
  - 25.1. a report by the chair on the activities of the association;
  - 25.2. consideration of the annual accounts of the association; and
  - 25.3. the election / re-election of management committee members, as referred to in paragraphs 52 to 55.
26. The management committee may convene a special members' meeting at any time.

### **Power to request a special members' meeting**

27. The management committee must arrange a special members' meeting if they are requested to do so by a signed written notice by members who amount to 5% or more of the total membership of the association at the time, providing:
  - 27.1. the notice states the purposes for which the meeting is to be held; and
  - 27.2. those purposes are not inconsistent with the terms of this constitution.
28. If the management committee receive a notice under paragraph 27, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

29. At least 14 clear days' notice must be given (in accordance with paragraph 96) of any AGM or special members' meeting.
30. The notice must indicate the general nature of any business to be dealt with at the meeting, and:
  - 30.1. in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration; or
  - 30.2. in the case of any other resolution falling within paragraph 40 (requirement for two-thirds majority) must set out the exact terms of the resolution.
31. The reference to "clear days" in paragraph 29 will 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.

32. Notice of every members' meeting must be given (in accordance with paragraph 96) to all the members of the association, and to all the management committee members; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

### **Procedure at members' meetings**

33. No valid decisions can be taken at any members' meeting unless a quorum is present, in person;
34. the quorum for a members' meeting is 10% of all Full members, present in person or 10, whichever number is greater.
35. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to commence - or if, during a members' meeting, a quorum ceases to be present - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
36. The chair of the association will (if present and willing to act as chairperson) preside as chairperson of each members' meeting.
37. If the chair of the association is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the management committee members present at the meeting must elect from among themselves the person who will act as chairperson of that meeting.

### **Voting at members' meetings**

38. Every Full member has one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
39. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in paragraph 40.
40. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under paragraphs 45 to 47):
  - 40.1. a resolution amending the constitution;
  - 40.2. a resolution directing the management committee to take any particular step (or directing the management committee not to take any particular step);
  - 40.3. a resolution approving the amalgamation of the association with another organisation;
  - 40.4. a resolution to the effect that all of the association's property, rights and liabilities should be transferred to another organisation (or agreeing to the transfer from another organisation of all of its property, rights and liabilities); or
  - 40.5. a resolution for the winding up or dissolution of the association.

41. If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
42. A resolution put to the vote at a members' meeting will 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);
43. 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.
44. If a secret ballot is demanded, it must be taken at the meeting and will be conducted in such a manner as the chairperson may direct; the result of the ballot must be declared at the meeting at which the ballot was demanded.

#### **Written resolutions by members**

45. A resolution agreed to in writing (or by e-mail) by the members will be as valid as if it had been passed at a members' meeting.
46. Voting for written resolutions must follow the same rules and ratios as those for members' meetings, notwithstanding that the votes will not required to be given in person.
47. The date of the resolution will be taken to be the date on which the last member agreed to it.

## **MANAGEMENT COMMITTEE**

### **Number of management committee members**

48. The maximum number of management committee members will be 15
49. The minimum number of management committee members will be 3.

### **Eligibility**

50. A person will not be eligible for election or appointment to the management committee unless they are a (full or associate) member of the association.
51. A person will not be eligible for election or appointment to the management committee if they are:
  - 51.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 51.2. an employee of the association.

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

52. At each AGM, the Full members may (unless they are debarred from membership under paragraph 51) elect any member (Full or Associate) to be a member of the management committee.
53. The management committee may at any time appoint any member (Full or Associate) to be a member of the management committee (unless they are debarred from membership under paragraph 51).
54. At each AGM meeting, all of the management committee members must retire from office - but will then be eligible for re-election.
55. A management committee member retiring at an AGM will be deemed to have been re-elected unless:
  - 55.1. they advise the management committee prior to the conclusion of the AGM that they do not wish to be re-appointed; or
  - 55.2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 55.3. a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

### **Termination of office**

56. A member of the management committee will cease to hold office if:
  - 56.1. they cease to be a member of the association
  - 56.2. they become an employee of the association
  - 56.3. they give the association a notice of resignation, signed by them;
  - 56.4. they are absent (without good reason, in the opinion of the management committee) from more than three consecutive

meetings of the management committee, and the management committee resolve to remove them from office.

- 56.5. they are removed from office by resolution of the management committee on the grounds that they are considered to have been in serious or persistent breach of their duties as (as referred to in paragraphs 67 to 71);
  - 56.6. they are removed from office by a resolution of the members passed at a members' meeting.
  - 56.7. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
57. A resolution under paragraphs 56.5, 56.6 or 56.7 will be valid only if:
- 57.1. the management committee member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed; and
  - 57.2. the management committee member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
  - 57.3. at least two thirds (to the nearest round number) of the management committee members then in office vote in favour of the resolution.

### **Register of management committee members**

58. The management committee must keep a register of management committee members, setting out the:
- 58.1. full name and address of each member of the management committee;
  - 58.2. date on which they became a management committee member;
  - 58.3. their office held; and
  - 58.4. date on which any person ceased to hold office as a management committee member.

### **Office bearers**

59. The management committee members must elect from among themselves a chair, a treasurer and a secretary.
60. The management committee members may elect (from among themselves) further office bearers if they consider that appropriate, in addition to those required under paragraph 59.
61. All of the office bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under paragraphs 52 to 55.
62. A person elected to any office will automatically cease to hold that office if:
- 62.1. they cease to be a member of the management committee; or

- 62.2. if they give to the association a notice of resignation from that office, signed by them.

### **Powers of the management committee**

63. The association (and its assets and operations) will be managed by the management committee, except where this constitution states otherwise.
64. The management committee can exercise all the powers of the association.
65. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee
66. The members may, by way of a resolution passed in compliance with paragraph 40 (requirement for two-thirds majority), direct the management committee to:
  - 66.1. take any particular step; or
  - 66.2. direct the management committee not to take any particular step; and
  - 66.3. the management committee must give effect to any such direction accordingly.

### **General duties**

67. Each of the management committee members must, in exercising their functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must:
  - 67.1. 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);
  - 67.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 67.3. in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party:
    - 67.3.1. put the interests of the association before that of the other party, in taking decisions as a member of the management committee;
    - 67.3.2. where any other duty prevents them from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other management committee members with regard to the matter in question;
  - 67.4. ensure that the association complies with any direction, requirement, notice or duty imposed on it by any Act or regulator, including and not exclusive to the Charities and Trustee Investment (Scotland) Act 2005.

68. In addition to the duties outlined in paragraph 67, all of the management committee members must take such steps as are reasonably practicable for the purpose of ensuring:
  - 68.1. that any breach of any of those duties by a management committee member is corrected by the member concerned and not repeated; and
  - 68.2. that any management committee member who has been in serious and persistent breach of those duties is removed as a management committee member.

### **Personal interests**

69. A member of the management committee, who has a personal interest in any transaction or other arrangement that the association is proposing to enter into, must declare that interest at a meeting of the management committee; they will be debarred from voting on the question of whether or not the association should enter into that arrangement.
70. For the purposes of paragraph 69, a person will be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.
71. Provided:
  - 71.1. they have declared their interest;
  - 71.2. they have not voted on the question of whether or not the association should enter into the relevant arrangement; and
  - 71.3. the requirements of paragraph 69 are complied with;
  - 71.4. a member of the management committee will not be debarred from entering into an arrangement with the association in which they have a personal interest (or is deemed to have a personal interest under paragraph 70) and may retain any personal benefit which they gain from their participation in that arrangement.

### **Remuneration**

72. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out their duties as a member of the management committee.
73. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then:
  - 73.1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

- 73.2. the management 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);
  - 73.3. less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
74. The management committee members may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, members' meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

## **DECISION-MAKING BY THE MANAGEMENT COMMITTEE**

### **Notice of management committee meetings**

75. 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.
76. At least 7 days' notice must be given of each management committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency, which makes that inappropriate.

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

77. No valid decisions can be taken at management committee meetings unless a quorum is present, in person.
78. The quorum for management committee meetings is one third of the actual number of management committee members in office at that time, or three, whichever is the higher number.
79. If at any time the number of management committee members in office falls below the number fixed as the quorum in paragraph 78, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a members' meeting.
80. The chair of the association should preside as chairperson at every management committee meeting at which they are present; Unless they are unwilling to do so,
81. 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 present must elect from among themselves the person who will act as chairperson of the meeting.
82. Every management committee member (be they full or associate members of the association) has one vote, which must be given personally.
83. All decisions at management committee meetings will be decided by a majority of votes;
84. If an equality of votes arises, the chairperson of the meeting will have a second (casting) vote.
85. 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 person who is invited to attend a management committee meeting will not be entitled to vote.

## **ADMINISTRATION**

### **Health, Safety & Environment**

86. The members of the association will, to the best of their ability, consider the health, safety and environmental implications of their activities on people and the environment.
87. The management committee members may, if they see fit to do so, adopt the following policies to assist with meeting their responsibilities under paragraph 86:
  - 87.1. a Health & Safety Policy;
  - 87.2. a Child Protection Policy; and
  - 87.3. an Environmental Policy.
88. The management committee may appoint from amongst their own members one or more persons to take responsibility for implementation of the policies identified in paragraph 87.

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

89. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine.
90. 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.
91. Any delegation of powers under paragraph 90 may be made subject to such conditions (which must include an obligation to report to the management committee) as the management committee may impose.
92. Such delegation of powers may be revoked or altered by the management committee at any time.
93. The rules of procedure for any sub-committee must be as prescribed by the management committee.

### **Minutes**

94. The management committee must ensure that minutes are made of all proceedings at members' meetings, management committee meetings and meetings of sub-committees;
95. A minute of any meeting must include the names of those present, and (as far as possible) will be signed by the chairperson of the meeting.

### **Notices**

96. Any notice which requires to be given to a member under this constitution:
  - 96.1. must be in writing; and

- 96.2. must either be given personally to the member; or
- 96.3. be sent by post in a pre-paid envelope, or by email, addressed to the member at the address last intimated by them to the association.

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

- 97. A minimum of three signatories will be required on any bank and building society accounts held by the association.
- 98. All signatories on any bank and building society accounts held by the association must be management committee members.
- 99. The signatures of two of the signatories is be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association.
- 100. Where the association uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in paragraph 99.
- 101. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) must be:
  - 101.1. be held either in the names of the chair, treasurer and secretary of the association (and their successors in office); or
  - 101.2. in name of a nominee company holding such property in trust for the association.
- 102. Any person or body in whose name the association's property is held must act in accordance with the directions issued from time to time by the management committee.

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

- 103. The management committee must ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 104. The management committee must 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 must ensure that an audit of such accounts is carried out by a qualified auditor.

## **MISCELLANEOUS**

### **Dissolution**

105. If the management committee determines that it is necessary or appropriate that the association be dissolved, it must convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) must be given.
106. 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 members' meeting convened under paragraph 105, the management committee will have the 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 must 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 must be determined by the members of the association at, or prior to, the time of dissolution.
107. For the avoidance of doubt, no part of the income or property of the association will (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.

### **Alterations to the constitution**

108. Subject to paragraph 109, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a members' meeting, providing due notice of the meeting, and of the resolution, is given in accordance with paragraphs 29 to 32.
109. No amendment to paragraphs 2, 40, 106 or 107 of the constitution may be made if the effect would be that the association would cease to have charitable purposes.

### **Interpretation**

110. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
  - 110.1. any statutory provision which adds to, modifies or replaces that Act; and
  - 110.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 110.1.
111. In this constitution:
  - 111.1. "charity" means 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 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes;

- 111.2. “charitable purpose” means 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.

Initial management committee members

112. The initial management committee members, and the positions held by each, are as set out below.

<b>Position</b>	<b>Name</b>	<b>Address</b>	<b>Signature</b>
Chair	Jane Fullerton	Addresses and signatures have been removed for public viewing	
Vice Chair	Melanie Andersen		
Secretary (General)	Sinclair Laing		
Minute Secretary	Norma Butler		
Treasurer	Jim Currie		
Community Safety	Douglas Morrison		
Ordinary	Jack Ramsay		
Ordinary	Carrie Holland		
Ordinary	Fiona Martin		
Ordinary	Angela Morrison		
Ordinary	Margaret Galbraith		
Ordinary	Andrea Bryant		
Ordinary	Joey Le-Morrison		
Ordinary	Rachel Thomson		
Ordinary	Kristina Dinersteina		