



CONSTITUTION

Biggar Community Action Group (adopted on 20th May 2020)

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Name

- The name of the association is Biggar Community Action Group**

Objects

- The association's objects are:**

To make Biggar into a more vibrant, dynamic community which is resilient, caring and kind, and everyone's needs are catered for; and to inform, respond to and empower residents, in order to improve the quality of life for all, but especially the vulnerable.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
- (a) In pursuance of the objects outlined in Clause 2, to carry out the following activities:
 - Plan and take action on behalf of our community
 - Respond quickly and flexibly to the expressed needs of the community as they arise
 - Protect what we already have and improve or acquire what we don't have
 - Identify vulnerable people and develop ways to support them
 - Promote healthy living and good mental health amongst residents of the town
 - Fight inequality in our community
 - Fight for protected green spaces for our community
 - Support financial and commercial well being
 - Support education for all ages
 - Be a reliable source of information for our community about matters that have an impact on it, using social media, a website, newsletters and any other communication channels considered appropriate.
 - Develop and carry out plans to promote community resilience which encourage speed of response, and calm, rational responses, liaising with other community groups as appropriate
 - (b) To carry on any other activities which further any of the objects in Clause 2
 - (c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.
 - (f) To borrow money, and to give security in support of any such borrowings by the association.
 - (g) 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.
 - (h) To engage such consultants and advisers as are considered appropriate from time to time.
 - (i) To effect insurance of all kinds (which may include officers' liability insurance).

- (j) 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).
- (k) 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.
- (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association's objects.
- (m) To form a SCIO with similar objects to those of the association, and, if considered appropriate, to transfer to any such SCIO (without any payment being required from the company) the whole or any part of the association's assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (o) To accept grants, donations, and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) 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 MEMBERS who will act collectively.

Qualifications for membership

- 5. Membership will be by invitation only
- 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.

Membership subscription

- 7. No membership subscription shall be payable.

Register of members

- 8. The association will maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

- 9. 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, they shall cease to be a member.

Expulsion from membership

10. 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)

11. The Association will 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.
12. The business of each annual general meeting shall include:-
 - (a) a report on the activities of the association
 - (b) consideration of the annual accounts of the association
13. The members may convene a special general meeting at any time.

Notice of general meetings

14. At least 14 clear days' notice must be given of any annual general meeting or special general meeting; the 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.
15. The reference to "clear days" in clause 14 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.
16. Notice of every general meeting shall be given to all the members of the association.

Procedure at general meetings

17. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 4 members, present in person.
18. 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.
19. 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 association present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

20. 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.
21. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally, physically, or online.
22. 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.

Maximum number of management committee members

23. The maximum number of members of the Association shall be 8. Members shall be automatically part of the management committee.

Personal interests

24. A member of the Association 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 Association; they will be debarred from voting on the question of whether or not the association should enter into that arrangement.
25. For the purposes of clause 24, a person shall be deemed to have a personal interest in an arrangement if:
 - a) 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.
 - b) there is a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.
26. a member of the Association 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 clause 25) and may retain any personal benefit which they gain from their participation in that arrangement.

Provided

- (a) they have declared their interest and
 - (b) they have not voted on the question of whether or not the association should enter into the relevant arrangement
27. No member of the Association may serve as an employee (full time or part time) of the association, and no member of the Association may be given any remuneration by the association for carrying out their duties as a member.
28. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general

meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Association meetings

29. Any member of the Association may call a meeting.
30. Questions arising at a meeting of the Association shall be decided by consensus. Failing that, by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
31. No business shall be dealt with at a meeting of the Association unless a quorum is present; the quorum for meetings of the Association shall be 4.
32. If at any time the number of members of the Association falls below the number fixed as the quorum, the remaining Association member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
33. The Association may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Association; for the avoidance of doubt, any such person who is invited to attend an Association meeting shall not be entitled to vote.

Conduct of members of the Association

34. Each of the members of the Association shall, in exercising their functions as a member of the of the association, act in the interests of the association; and, in particular, must
 - (a) 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)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

Delegation to sub-committees

35. The Association may delegate any of their powers to any sub-committee consisting of one or more Association members and such other persons (if any) as the Association 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.
36. Any delegation of powers under clause 35 may be made subject to such conditions as the Association may impose and may be revoked or altered.

Operation of accounts and holding of property

37. The signatures of two out of three signatories appointed by the Association shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association. Two out of the three signatories must authorise any cash or online banking transactions.

38. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments, shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the Association.

Minutes

39. The Association shall ensure that minutes are made of all proceedings at general meetings and formal members' meetings. Minutes of any meeting shall include the names of those present.

Accounting records and annual accounts

40. The Association shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
41. The Association 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. **Accounts can be checked by an independent examiner if income is under a certain amount.**

Notices

42. 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 or be sent by post or email.

Dissolution

43. If the members determine 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.
44. If a proposal by the members to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 43, the members shall have 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 shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
45. 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 purposes) 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

46. 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.

Initial members of the Association

47. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on 20th May 2020

Signature	Name	Address	Position
	J Sumpster	113A High St, ML12 6DL	Chair
	G Dunn	4 Manse Drive, ML12 6BD	Treasurer
	J Currie	7 Viewpark Road, ML12 6BG	Secretary