

# **THE SOUTHSIDE ASSOCIATION**

## **CONSTITUTION**

### **1 Name**

The name of the Association is The Southside Association, hereinafter referred to as 'the Association'.

### **2 Area of Operation**

The area of land delineated on the attached map shall, for the purpose of this Constitution, be deemed to be the Southside Area and any reference in this Constitution to the Southside Area shall be construed accordingly.

### **3 Objects**

The objects of the Association are:

- 1 To improve the amenity, community spirit and education of the inhabitants of the Southside area of Edinburgh;
- 2 To encourage the development of local groups for the above purpose and to aid and assist communication between such groups, inhabitants and the Association;
- 3 To do all things as will properly attain those purposes as consistent with the charitable status of the Association.

### **4 Membership**

Membership of the Association shall be open to:

- 1 Any person living, working, or having an interest in the Southside area;
- 2 Any voluntary organisations operating in the Southside area which satisfy the Management Committee that they are organisations whose objects are similar to the Objects of the Association, and that membership by the said organisation would be of benefit to the Association, hereinafter referred to as 'affiliated organisations.'

### **5 Termination of Membership**

The Management Committee shall have the right to terminate any membership for repeated breaching of the Code of Conduct (6, below), but provided that an individual member, or one representative of an affiliated organisation shall have the right to be heard by the Management Committee before such a decision is made.

### **6 Code of Conduct**

Members are expected to behave in a positive, respectful, and non-discriminatory manner, be willing to listen to one another, and to speak one at a time. The authority of the Chair must always be recognised.

### **7 Management Committee**

Subject to the powers of the Association in General Meeting, the Management Committee shall have sole responsibility for the general management of the Association: without prejudice to the foregoing generality the Management Committee shall:

- 1 have power to delegate any of their responsibilities and duties to a sub-committee appointed by and responsible to the Management Committee
- 2 be responsible for the day-to-day running, administration, and financial affairs of the Association. It shall also be responsible for policy decisions involved in the running of the Association, in particular for the issue of public statements and for the holding of public meetings.

### **8 Composition of the Management Committee**

The Management Committee shall be composed of the following members who shall be elected annually at the Association's Annual General Meeting:

1 Chair, 2 Vice-Chair, 3 Secretary/Minutes Secretary, 4 Treasurer, 5 Membership Secretary

In addition, four ordinary members shall be elected to the Committee at the Annual General Meeting.

The Management Committee shall have the power to co-opt members onto the Management Committee to fill places as they fall vacant and as might otherwise be deemed expedient by the Management Committee.

The quorum of Management Committee meetings shall be five (5) members.

### **9 Election of Office Bearers**

The Office Bearers of the Association shall be those members holding the positions numbered 1 to 4 in clause 7. The Chair and Vice-Chair shall not hold their respective offices for more than three years.

## **10 Minutes**

The Minutes of all meetings of the Association and its Management Committee shall be taken by the Minutes Secretary. All Minutes will be open to inspection by the members of the Association.

## **11 Annual General Meeting**

The Association shall, in each year, hold a general meeting as its Annual General Meeting in addition to other meetings in that year, and shall specify the meeting as such in all notices calling it. The AGM shall be held in May of each year at such place and time as the Management Committee shall appoint.

## **12 Extraordinary General Meetings**

The Management Committee may, whenever they think fit, call Extraordinary General Meetings. They may also be called on a written request by twelve (12) members to the Management Committee.

## **13 Quorum of General Meetings**

The quorum of a General Meeting shall be 12 members.

## **14 Notice of General Meetings**

Notice of all General Meetings shall be by letter or e-mail to members, and a leaflet placed in the two local community centres, and the St Patrick Square notice board, except that such notice shall not require to be given where a General Meeting is called in emergency, in which case the committee shall take all reasonable steps to adequately advertise that meeting.

## **15 Chair**

All meetings of the Association shall be chaired by the elected Chair or Vice-Chair or as circumstances allow.

## **16 Agenda**

At the Annual General Meeting the agenda shall be in the following form, or as near thereto as the circumstances shall permit:

- a) Reports by the Chair, Secretary, and Treasurer
- b) Election of members of the Management Committee
- c) Any Other Competent Business
- d) Report by the Auditors
- e) Election of Auditors
- f) Fixing of subscription rates.

## **17 Voting Rights**

All paid up members present at General Meetings shall be entitled to vote. Voting shall be by show of hands or by ballot, at the discretion of the Chair.

## **18 Subscriptions**

All members and affiliated organisations shall pay such subscriptions, annual or otherwise, as the members of the Association shall determine at the AGM.

## **19 Finance**

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. Without prejudice to the foregoing generality, no office bearer or other member shall be paid or given any sum of money or honorarium, except in so far as the payment is for reimbursement of outlays actually incurred for the benefit of the Association. For the purpose of this clause it is deemed that *inter alia* travel expenses, payments for time occupied and *ex-gratia* payments are not for the benefit of the Association.

## **20 Bank Accounts**

All bank accounts shall be operative on any two signatures of two nominated office bearers of the Association.

## **21 Accounts**

The Treasurer of the Association will be responsible for the day-to-day financial intrusions, financial reports, and accounts. A financial report will be given to each meeting of the Executive Committee. The financial year shall be 1 May to 30 April. A copy of the audited accounts will be submitted to OSCR (the Office of the Scottish Charity Regulator) as part of the annual return to that organisation.

**22 Auditors**

The accounts of the Association shall be audited by a suitable person. The Association shall pay all fees due to the Auditor for their services.

**23 Amendments**

Any resolution to amend this constitution will be submitted to the Association. Any such resolution must be passed by a two-thirds majority of those present and entitled to vote. Proposed alterations to clauses 3, 4, and 21 of this constitution shall be notified to OSCR (the Office of the Scottish Charity Regulator) to ascertain whether such proposed alterations would affect the charitable status of the Association, and in the event that such alterations do affect the said status they shall not be adopted.

**24 Dissolution of the Association**

If the Management Committee decides that the dissolution of the Association is necessary or advisable, the Committee shall call a meeting of all members and also inhabitants of the Southside area. Twenty-eight days notice of such meeting shall

- a) be given to all members
- b) be posted in a conspicuous place or places in the Southside area

If such a decision to dissolve be confirmed by at least two thirds majority of those present and voting at the meeting then after the satisfaction of all debts and liabilities the assets shall not be paid or distributed to the members but shall be given to such other charitable organisations with objects similar to those of the Association as the meeting shall decide. The Association shall then be declared dissolved.

*Amended at Annual General Meeting Tuesday 7 May 2013*

Lisa Sibbald, Chair.....

Colin Christison, Secretary.....