



BONNYRIGG & LASSWADE LOCAL HISTORY SOCIETY

CONSTITUTION

Of

[Bonnyrigg & Lasswade Local History Society]

[Adopted at a Public Meeting on Wednesday 17th October 2018]

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Name

1. The name of the association is Bonnyrigg & Lasswade Local History Society.

Objects

2. The association's objects are:
 - (a) To foster interest in the history and archaeology of Bonnyrigg & Lasswade.
 - (b) To hold regular meetings for members to which speakers may be invited.
 - (c) To organise outings to places of historical interest in the locality and further afield.
 - (d) To collect and hold on behalf of the local community, significant items of local interest such as photographs, books, artefacts and written records.
 - (e) To hold occasional exhibitions.
 - (f) To make our collection of resources available for consultation.
 - (g) To encourage the furtherance of oral history and record this where possible.
 - (h) To encourage the appreciation and preservation of buildings, archaeological sites and other places of interest within the locality.
 - (i) To publish leaflets where appropriate on the history of the local area.



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Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers: -
- (a) To establish a group of likeminded people to support its objects.
 - (b) To carry on any other activities which further any of the above objects.
 - (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 engage consultants and advisers as are considered appropriate from time to time.
 - (i) To effect public 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 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.



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General structure

4. The structure of the association shall consist of: -
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself.
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

Qualifications for membership

5. Membership shall be open to any person interested in the promotion and development of local history in Bonnyrigg & Lasswade and the surrounding area.

Application for membership

6. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.
7. The management committee may, at its discretion, refuse to admit any person to membership.
8. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.



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Membership subscription

9. Members shall pay an annual membership subscription of £7.00 per person. This will be renewable in October each year. The subscription shall be subject to annual revision at the annual general meeting.

Register of members

10. The management committee shall 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

11. 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

12. 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)

13. The management committee shall 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.
14. The business of each annual general meeting shall include: -
 - (a) A report by the chair on the activities of the association
 - (b) Consideration of the annual accounts of the association
 - (c) The election/re-election of members of the management committee, as referred to in clause 30.



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15. The management committee may convene a special general meeting at any time.

Notice of general meetings

16. At least 14 clear days' notice must be given (in accordance with clause 63) 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.
17. The reference to "clear days" in clause 16 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.
18. Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the association, and to all the members of the management committee.

Procedure at general meetings

19. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 per cent, present in person.
20. 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.
21. 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 management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
22. 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.
23. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
24. 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.



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25. A resolution put to the vote at a general meeting shall 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); 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.
26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

27. The maximum number of members of the management committee shall be nine.

Eligibility

28. A person shall not be eligible for election/appointment to the management committee unless they are a member of the association.

Election, retiral, re-election

29. At each annual general meeting, the members may (subject to clause 27) elect any member to be a member of the management committee.
30. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 27).
31. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of office

32. A member of the management committee shall automatically vacate office if: -
 - (a) They become debarred under any statutory provision from being involved in the administration or management of a charity.
 - (b) They become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
 - (c) They cease to be a member of the association
 - (d) They resign office by notice to the association



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- (e) They are absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove them from office.

Register of management committee members

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

Office bearers

- 34. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
- 35. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
- 36. A person elected to any office shall cease to hold that office if they cease to be a member of the management committee or if they resign from that office by written notice to that effect.

Powers of management committee

- 37. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
- 38. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.



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Personal interests

39. A member of the management committee 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 management committee; he/she will be debarred (in terms of clause 49) from voting on the question of whether or not the association should enter into that arrangement.
40. For the purposes of clause 39, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
41. Provided he/she has declared his/her interest - and has not voted on the question whether or not the association should enter into the relevant arrangement – 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 clause 40) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
42. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with the carrying out of their duties.

Procedure at management committee meetings

43. 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.
44. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
45. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 50 per cent.
46. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.



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47. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; 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 shall elect from among themselves the person who will act as chairperson of the meeting.
48. 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 shall not be entitled to vote.
49. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
50. For the purposes of clause 49, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.



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Conduct of members of the management committee

51. Each of the members of the management committee shall, 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
- (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
 - (c) In circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party
 - (i) Put the interests of the association before that of the other party, in taking decisions as a member of the management committee
 - (ii) 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 members of the management committee with regard to the matter in question
 - (d) Ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

52. 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; 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.
53. Any delegation of powers under clause 52 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
54. The rules of procedure for any sub-committee shall be as prescribed by the management committee.



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Operation of accounts

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

Minutes

56. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

57. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
58. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an examination is required under any statutory provisions or if they otherwise think fit, they shall ensure that an examination of such accounts is carried out by an independent examiner.

Notices

59. 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 in a pre-paid envelope addressed to the member at the address last intimated by them to the association or by e-mail, if the said member has intimated a preference to be contacted in this way.

Dissolution

60. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 28 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.



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61. 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 general meeting convened under clause 60, the management committee 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.
62. 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

63. Subject to clause 64, 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 16, 17 and 18.
64. The initial members of the management committee and the positions held by each shall be as set out in clause 67 below.

Interpretation

65. For the purposes of this constitution,
 - (a) The expression "charity" shall mean 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 96 of the Charities Act 1993
 - (b) The expression "charitable purpose" shall mean 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;
66. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.



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Initial members of the management committee

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

This Constitution was adopted on Wednesday 17th October 2018.

Initial members of the Management Committee:

Lesley Campbell [Secretary]

Herbert Dryden [Interim Treasurer]

Marion Ewing [Committee Member]

Helen Pinkman [Committee Member]

Andrew Renwick [Chairman & Trustee]

Gillian Renwick [Committee Member]

Catherine Ross [Vice Chairman]

Helen Stewart [Committee Member]

Neil Stewart [Honorary President & Trustee]