

Constitution
of
Cambusbarron Community Centre
Management Committee

18 May 2001

Constitution of: CAMBUSBARRON COMMUNITY CENTRE MANAGEMENT
COMMITTEE.

Adopted: At the Annual General Meeting of Cambusbarron Community Centre
Management Committee on Monday 21st May, 2001 at the Community
Centre, St.Ninians Road, Cambusbarron.

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Name

1. The name of the Association is “Cambusbarron Community Centre Management Committee” hereafter referred to as the “Association”.

Objects

2. The Association’s objects shall be to promote the benefit of the inhabitants of Cambusbarron and its environs without distinction of sex, sexuality, political, religious or other opinions by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities, or assist in the provision of facilities, in the interest of social welfare for recreation and other leisure-time occupation so that their conditions of life may be improved and in furtherance thereof.

Also:

- a) To encourage individuals and groups of all ages in Cambusbarron to make maximum use of the Centre for social, sporting, recreational and cultural activities.
- b) By a working with local individuals and groups, the local authorities and Cambusbarron Community Council, to encourage the development of a social, cultural, educational and leisure program for the benefit of the whole community.
- c) To work towards the building of a strong and mutually supportive spirit among the people of Cambusbarron on a non-racist, non-sexist, non-sectarian, non-party political and equal opportunity basis.

Powers

3. In pursuance of the objects set out in clause 2 but not otherwise, the Association shall have the following powers:-
 - a) To be accountable for the organisation, development and promotion of the Centre as a local Community resource.
 - b) To make regulations and determine the level of charges, for the use of the centre.
 - c) To carry on any other activities which further any of the above objects.
 - d) To purchase, take on lease, hire, or otherwise acquire, any property or rights, which are suitable for the Association’s activities.
 - e) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
 - f) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.

- g) Where a group or individual leases or hires a room or hall, ensure that the appropriate vetting procedure has been carried out.
- h) Where a group or individual leases a room or hall, obtain proof of qualifications and insurance as appropriate.
- i) To borrow money, and to give security in support of any such borrowing by the Association.
- j) To employ such staff as is considered appropriate for the proper conduct of the Association's activities.
- k) To engage such consultants and advisers as are considered appropriate from time to time.
- l) To effect insurance of all kinds (which may include officers' liability insurance).
- m) 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).
- n) 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.
- o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
- p) To form any charitable company with similar objects to those of the Association, and, if considered 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.
- q) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- r) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- s) 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 USER GROUPS – who have the right to appoint a representative who can attend Management Committee meetings and who has one vote on behalf of their group.
 - (b) 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.
 - (c) 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 User Groups

5. Is a group or individual, who has regularly used the centre for a period in excess of 8 weeks, and intends to continue regular use. A group or individual can also be deemed a user group at the discretion of the management committee.

Qualifications for Members

6. Members shall include any individual within a User Group or individual who uses the Centre and who has attained the age of eighteen years.
7. An employee of the Association shall not be eligible as a member; a person who becomes an employee of the Association after admission as a member shall automatically cease to be a member.

Application for User Group status

8. Any group or individual who wishes to obtain User Group status must sign, and lodge with the management committee, a written application for User Group status.
9. The management committee may, at its discretion, refuse to admit any group or individual as a User Group.
10. Each User Group shall be responsible for nominating its own representative and may change this representative on giving written notice to the secretary.
11. If a group disbands or ceases to use the centre it shall lose its right to representation on the Management Committee.

12. The management committee shall consider each application for User Group status 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.

Register of User Groups

13. The management committee shall maintain a register of User Groups, setting out contact details, and the date on which the 'group' was obtained User Group status.

Expulsion of members

14. Any person may be expelled from use of the centre by way of a resolution passed by majority vote at a Management Committee Meeting, 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 Management Committee Meeting at which the resolution is proposed.

General meetings (meetings of members)

15. The management committee shall convene an annual general meeting in each year not more than 15 months shall elapse between one annual general meeting and the next.
16. 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.
17. The management committee may convene a special general meeting at any time.

Notice of general meetings

18. At least 14 clear days' notice must be given (in accordance with clause 61) 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.
19. The reference to "clear days" in clause 17 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.

20. Notice of every general meeting shall be given (in accordance with clause 61) to all User Groups of the Association, and to all the members of the management committee.

Procedure at general meetings

21. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 members, present in person.
22. 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.
23. 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.
24. 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.
25. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
26. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
27. 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.
28. 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

29. The maximum number of members of the management committee shall be 7.

Election, retiral, re-election

30. At each annual general meeting, the members may (subject to clause 29) elect any member to be a member of the management committee.
31. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 29).

32. 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

33. A member of the management committee shall automatically vacate office if: -
- (a) He/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
 - (b) He/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (c) He/she ceases to be a member of the Association
 - (d) He/she becomes an employee of the Association
 - (e) He/she resigns office by notice to the Association
 - (f) He/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

34. 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

35. The management committee members shall consist of a chair, a vice-chair, a treasurer a secretary, a booking secretary and such other office bearers (if any) as elected at a general meeting.
36. 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.
37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

38. 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.

39. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

40. 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 51) from voting on the question of whether or not the Association should enter into that arrangement.
41. For the purposes of clause 40, 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.
42. Provided he/she has declared his/her interest and has not voted on the question of 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 he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
43. 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 (except as stated in clause 44) by the Association for carrying out his/her duties as a member of the management committee.
44. The members of the Management Committee, will be paid at the discretion of the Management Committee, 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 management committee meetings

45. 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.
46. 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.
47. 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 five voting members to include at least three office-bearing members.
48. 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.

49. 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.
50. 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.
51. 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.
52. For the purposes of clause 51, 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.

Delegation to sub-committees

53. 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 sub-committee (or the holder of any other post) such of their powers as they may consider appropriate.
54. Any delegation of powers under clause 53 may be made subject to such condition as the management committee may impose and may be revoked or altered.
55. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Minutes

56. The management committee shall ensure that minutes are made of all proceeding at general meetings, management committee meetings and meetings of sub-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.

Operation of accounts and holding of property

57. 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.
58. 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 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 management committee.

Accounting records and annual accounts

59. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
60. The management committee 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 a qualified auditor carries out an audit of such accounts.

Notices

61. Any notice which requires to be given to a member or User Group under this constitution shall be in writing; such a notice may either be given personally to the member or the contact of a User Group or be sent by post in a pre-paid envelope addressed to the member or the User Group contact at the address last intimated by him/her to the Association.

Dissolution

62. 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 21 days notice of the meeting (stating the terms of the proposed resolution) shall be given.
63. 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 62 the management committee shall dispose of any assets held by or on behalf of the Association, after satisfaction of the debts and liabilities of the Association, to Cambusbarron Community Council to be held in trust for exclusively charitable purposes, for the benefit of users of the centre. Management of the centre will then pass to Stirling Council (or its successor).

64. 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.

Alterations to the constitution

65. Subject to clause 66, 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 18, 19 and 20.
66. No amendment to clauses 3, 43, 63 or 64 of the constitution may be made if the effect would be that the Association would cease to be a charity.

Interpretation

67. For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section) "charity" shall be interpreted accordingly.
68. "Cambusbarron" means the areas of Cambusbarron Community Council.

Initial members of the management committee

69. The members of the management committee, and the positions held by each, at the adoption of this constitution shall be as set out below.

This constitution was adopted on Monday 21st May 2001.

Signature	Name	Address	Position
	Alistair Maclean	Burnbank Cottage 2 Northend Cambusbarron Stirling FK7 9LJ	Chairperson
	John Neilson	Vice-chairperson 25 Gillies Hill Cambusbarron Stirling FK7 9PG	Vice Chair
	Richard Norman	58 Gillieshill Cambusbarron Stirling FK7 9PQ	Secretary
	Ann Stewart	7 Barony Court Cambusbarron Stirling FK7 9NG	Treasurer
	Phyllis Allan	17 Parkdyke Cambusbarron Stirling FK7 9LR	Booking secretary