

**CONSTITUTION  
OF  
FRIENDS OF GEILSTON**

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**CONSTITUTION**  
**OF**  
**FRIENDS OF GEILSTON**

**Name**

1. The organisation shall be known as Friends of Geilston. The organisation will be referred to as the Association in this document.

**Objectives**

2. The objectives of the Association are the advancement of the arts, heritage, culture and science and the advancement of environmental protection or improvement in particular through the support, preservation and conservation of Geilston Estate, Cardross, its house and garden and in furtherance thereof:-
  - 2.1 To carry on any other activities which further any of the above objects.
  - 2.2 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
  - 2.3 To engages such consultants and advisers as are considered appropriate from time to time.
  - 2.4 To effect insurance of all kinds (which may include officers' liability insurance).
  - 2.5 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).
  - 2.6 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 Associations objects.
  - 2.7 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
  - 2.8 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.
  - 2.9 To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
  - 2.10 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attached to them).
  - 2.11 To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

**General Structure**

3. The structure of the Association shall consist of:-
  - 3.1 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.
  - 3.2 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**

4. Membership shall be open to any individual aged 16 or over who supports the objectives of

the Association, upon payment of the appropriate subscription as set by the management committee

5. An employee of the Association shall not be eligible for membership

#### **Application for membership**

6. Any person who wishes to become a member must lodge with the Association, an 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 as soon as practicable 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.

#### **Membership subscription**

9. The management committee may determine from time to time the level of any annual subscription for membership and may provide for different rates of annual subscription. Any member ceasing to be a member for any reason shall not be entitled to any refund of annual subscription.

#### **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 he/she was admitted to membership, and the date on which any person ceased to be a member.

#### **Withdrawal from membership**

11. Any person who wished 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; he/she shall cease to be a member.

#### **Expulsion from membership**

12. Any person who may be expelled from membership by way of a resolution passed by a majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-
  - 12.1 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.
  - 12.2 The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution at the general meeting at which the resolution is proposed.
  - 12.3 Any person may be expelled from membership by way of resolution of the management committee passed by two thirds of those management committee members present and voting.

#### **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 and the next.
14. The business of each annual general meeting shall include:-
  - 14.1 A report by the chair on the activities of the Association

- 14.2 Receipt of the annual accounts of the Association
- 14.3 Appointment/reappointment of a qualified independent examiner;
- 14.4 The election/re-election of members of the management committee, as referred to in clauses 28 to 32.

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 60) to the members of the Association and to members of the management committee 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 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.

#### **Procedure at general meetings**

- 18. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be ten members, present in person.
- 19. 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.
- 20. The Chairperson of the Association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Chairperson 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 members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
- 21. 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.
- 22. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
- 23. 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.
- 24. 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.
- 25. 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 and minimum number of management committee members**

- 26. The maximum number of members of the management committee shall be twelve; the minimum number of members of the management committee shall be six.

### **Eligibility**

27. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the Association.

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

28. At each annual general meeting, the members may (subject to clause 26) elect any member to be a member of the management committee.
29. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 26).
30. At each annual general meeting (subject to clause 26).
- 30.1 any management committee members appointed under clause 29 during the period since the preceding annual general meeting shall retire from office; and
- 30.2 Out of the remaining members of the management committee, one third (to the nearest round number, shall retire from office.
31. The members of the management committee to retire under paragraph (b) of clause 29 shall be those who have been the longest in office since they were last elected or re-elected; as between persons who were elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
32. A member of the management committee who retires from office under clause 30 shall be eligible for re-election.

### **Termination of office**

33. A member of the management committee shall automatically vacate office if:-
- 33.1 He/she becomes debarred under any statutory provision from being involved in the management or control of a charity.
- 33.2 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
- 33.3 He/she ceased to be a member of the Association
- 33.4 He/she becomes an employee of the Association
- 33.5 He/she resigns office by notice to the Association
- 33.6 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 elect from among themselves a Chairperson and such other office bearers (if any) as they consider appropriate.
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 for carrying out his/her duties as a member of the management committee.
44. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their duties.

#### **Procedures at management committee meetings**

45. Any member of the management committee may 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 four.
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 Chairperson of the Association shall preside as chairperson at every management committee meeting at which he/she is present; if the Chairperson of the Association 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. The 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 in 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 Association (or the holder of any other post) such of their powers as they may consider appropriate.
54. 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.
55. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

#### **Operation of accounts and holding of assets**

56. 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.
57. The assets shall be held in the names of the Chairperson, and other office bearers of the Association (and their successors in office) who shall act in accordance with the directions issued from time to time by the management committee. The Association will not hold title to any heritable property (including any land or buildings, or any interest under any lease).

#### **Minutes**

58. The management committee shall ensure that minutes are kept of all proceedings at general meetings, management committee meetings and meetings of committees.

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

59. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements and shall prepare annual accounts complying with all relevant statutory requirements.

#### **Notice**

60. Any notice which required to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member sent by email to a member's

email address provided for that purpose or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the Association.

### **Dissolution**

61. 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.
62. 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 61, 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 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 shall be determined by the members of the Association at, or prior to, the time of dissolution.
63. 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**

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.