



## TAKE A PRIDE IN PERTSHIRE ASSOCIATION

### CONSTITUTION

#### 1. Name

The formal name of the Association shall be the Take a Pride Perthshire Association, to be generally known as the Take a Pride in Perth and Kinross Association, or Take a Pride in P&K.

#### 2. Charitable Purposes

The Association is established for the public benefit, specifically for the following charitable purposes:

- To improve the environment and quality of life throughout the Perth & Kinross Local Authority area, by supporting and enabling voluntary Environment “in Bloom” Groups in their work to protect, care for and enhance their local natural, horticultural, cultural and built environment and heritage.
- To advance the education of the public by supporting and encouraging educational initiatives concerning the local environment and other related issues and by providing lifelong learning about the natural environment through environmental campaigns and sustainable improvement projects.
- To advance community development by fostering community spirit and pride of place by encouraging public participation for the achievement of these and other related purposes

In furtherance of the above charitable purposes the organisation will:

- Enhance local amenities and facilities through environmental campaigns and improvement projects.
- Support community initiatives and social causes through fundraising and charitable work.

#### 3. Powers

In pursuance of the charitable purposes set out in clause 2, the Take a Pride in Perthshire Association shall have the following powers:

- i) To carry out activities which further any of the above charitable purposes
- ii) To effect insurance of all kinds (which may include officers’ liability insurance) for the Association and its member groups

- iii) 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)
- iv) 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 purposes.
- v) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- vi) To accept grants, donations and legacies and to accept any reasonable conditions attaching to them.
- vii) To do anything which may be incidental or conducive to the furtherance of the Association's charitable purposes.

#### **4. General Structure**

The structure of the Association shall consist of:

The MEMBERS – who have the right to attend the Annual General Meeting (and any Special General Meeting) and have powers under the Constitution, in particular, to elect people to serve on the management Committee and take decisions in relation to changes to the Constitution itself.

The COMMITTEE of TRUSTEES – which will hold regular meetings during the period between the Annual General Meetings, and generally control and supervise the activities of the Association. In particular, the Committee is responsible for monitoring the financial position of the Association.

#### **5. Membership**

Membership of the Association shall be open to representatives from all of the "Take a Pride in Perthshire" organisations formed within the Perth and Kinross Local Authority boundaries. A membership fee for each group will be paid to the Association.

Members of the Association agree to be bound by the Constitution and to pay annual subscriptions or dues, if any, which may be fixed by the Association.

Any member group may terminate its membership of the Association at any time by notice in writing to the Secretary of the Association.

Any person may be expelled from membership by way of a resolution passed by majority vote at a General Meeting, provided the following procedures have been observed:

- i) 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.
- ii) the member concerned shall be entitled to be heard on the resolution at the General Meeting at which the resolution is proposed.

## 6. The Committee

The Association shall be governed by a Committee (The Committee) of not fewer than seven and not more than twelve Trustees, elected from the representatives of the constituent groups along with one representative nominated by Perth and Kinross Council. The actual number within these limits shall be determined by the Association at the Annual General Meeting.

The Committee will have the power to co-opt additional management Committee members as required, and each year, following the Annual General Meeting, shall appoint from within its members a Chairperson, Secretary and Treasurer.

In the event of an equality of votes at any meeting the Chairperson of the meeting shall have casting vote as well as a deliberative vote.

The Committee shall meet regularly at a frequency as may be agreed at the Annual General Meeting.

The Committee shall have powers to call additional General Meetings as they may consider necessary. Fourteen days' notice of such meeting shall be sent to all members. A quorum shall be the same as a quorum at the Annual General Meeting.

Vacancies arising on the Committee from time to time may be filled by co-option of a representative from a member organisation.

Nominations for membership of the Committee shall be made in writing before the Annual General Meeting. The member Organisation and the nominee shall require to consent to the nomination in writing. In the event of there being more nominations than vacancies, the voting members of the Association shall elect the new members via a ballot. Members of the Committee shall take office at the close of the Annual General Meeting at which they are appointed.

The Members of the Committee thus appointed shall take office at the end of the Annual General Meeting and shall hold office until the end of the next Annual General Meeting. All Members of the Committee may be re-elected for a further term or terms of office.

Four members shall constitute a quorum of the Committee.

The Committee shall have powers to appoint such sub-committees, to determine their powers and terms of reference and to co-opt such additional person or persons with particular knowledge or expertise from statutory bodies, business sector or general public, as it may consider necessary from time to time.

Members of the Committee shall be obliged to give not less than three months' notice of resignation.

The Secretary shall ensure that Minutes are kept of all General Meetings, Committee and Sub-committee Meetings of the Association.

## **7. Annual General Meetings**

The Association will hold Annual General Meetings which will be held each year, not later than three calendar months after the end of the financial year. These meetings may be held in person or virtually via online meeting platforms.

One representative from each constituent organisation shall be eligible to vote at the Annual General Meeting of the Association.

Fourteen days' notice of such meeting shall be sent to all members.

One-third of the voting members present shall constitute a quorum at the Annual General Meeting. In the event of a quorum not being present within thirty minutes of the appointed time for the meeting, the meeting shall be adjourned to such place, date and time as the Chairperson shall decide and the members present at such adjourned meeting shall constitute a quorum.

The Constitution may be altered by a resolution passed by not less than two thirds of those present and voting at an Annual General Meeting, provided due notice of the meeting, and of the resolution, is given.

The Association's Chairperson shall be elected at the Annual General Meeting.

The Chairperson of the Association shall also be the Chairperson of the Annual General Meeting, whom failing, such other member of the Committee as may be elected by the members present at the Meeting.

In the event of an equality of votes at any meeting the Chairperson of the meeting shall have casting vote as well as a deliberative vote.

## **8. Special General Meetings**

Special General Meetings of the Association may be convened at any reasonable time by Resolution of the Committee of the Association or on the written request of at least four members of the Association. Such meetings shall be held within 21 days of receipt of such request by the Secretary who shall give to the other members of the charity fourteen days' notice of such a meeting. A quorum shall be the same as a quorum at the Annual General Meeting. These meetings may be held in person or virtually via online meeting platforms.

The Association, in Special General Meeting called for the purpose, may, by Resolution passed by not less than two thirds majority of those present and eligible to vote, amend this Constitution providing always that no alterations shall be made to the Charitable Purposes which would cause the Association to cease to be a charity in law.

The Association may at any time be dissolved by a Resolution passed by a three quarters majority of those present and entitled to vote at a Special General Meeting convened for the purpose of which not less than twenty-one days' notice shall have been given to all members of the Association.

The property and assets of the Association shall not be paid to or distributed among the members of the Organisation but shall be applied to such Charitable purposes for the benefit of the inhabitants of Perth and Kinross as the members may decide, whom failing as Inland Revenue FICO (Scotland) or such other authority having jurisdiction over charitable bodies in Scotland may determine.

## 9. Committee Meetings

Committee meetings may be held in person or virtually via online meeting platforms. Any member of the Committee may call a meeting of the Committee or request the Secretary to call a meeting of the Committee.

Questions arising at a meeting of the 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 as well as a deliberative vote.

No business shall be dealt with at a meeting of the Committee unless a quorum is present; the quorum for meetings of the Committee shall be four members.

If at any time the number of Committee members in office falls below the number fixed as the quorum, the remaining Committee member(s) may act only for the purpose of filling vacancies or of calling a General Meeting.

The Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any Meeting of the Committee; for the avoidance of doubt, any such person who is invited to attend a Committee Meeting shall not be entitled to vote.

A Committee Member shall not vote at a Committee Meeting (or at a Meeting of a Sub-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 whilst an item of that nature is being dealt with.

The Committee shall ensure that Minutes are kept of all proceedings.

## 10. Finance

The funds of the Association shall be applied in accordance with the charitable purposes of the Association. All monies raised by or on behalf of the Association shall be applied to further the purposes of the Association and for no other purpose.

The Treasurer shall keep proper accounts of the finances of the Association and shall, at the Annual General Meeting, submit audited accounts of the Income and Expenditure and of the Balance Sheet at the financial year end. These accounts shall be audited by a person approved by the Committee. Alternatively, external examination may be provided by an independent examiner approved by the Committee within the provisions of the Charities Accounts (Scotland) Regulations 2006. The financial year end of the Association shall be 31 March in each year.

A bank account or accounts shall be opened with a bank approved by the Committee in the name of the Association. Transactions to withdraw funds (via cheques or online payments) from the account or accounts shall be authorised by two signatories of the Committee.

The Committee shall have no power to borrow money or to incur bank overdrafts without authority of the Association in General Meeting.

The Committee shall have power to invest in the name of the Association any monies not required for immediate purposes of the Association, in securities in which Trust Monies may by law be invested, with power from time to time to transpose such investments.

## 11. Property

The Committee shall have the power to buy, lease, hire or otherwise acquire any property and maintain it for the purpose of the charitable purposes set out in this Constitution. The title to all and any heritable property or assets which may be acquired by, or for the purpose of the Association shall be taken and shall thereafter stand in the name of the Chairperson and Secretary as Trustees ex officio for the Association and shall be held by them for the purposes as determined by this Constitution.

All transactions shall be conducted in the name of the Association and any property, rights, leases or assets acquired for the use in the furtherance of the objectives of the Association shall be registered in the name of the Association and shall be the responsibility of the Committee for the time being.

The Association shall have powers to accept donations to and bid for funding under existing or future initiatives by Local Authority, Scottish Government, Central Government or European Union as well as from commercial, Trust and private sources.

## 12. Employees

The Committee shall have the power to appoint and dismiss employees of the Association as may be considered necessary to fulfil the charitable purposes of the Association. The terms and conditions of such employees' contracts being determined by the Committee

## 13. Dissolution

If the Committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene a General Meeting of the members; not less than 21 days' notice of the Meeting (stating the terms of the proposed resolution) shall be given.

## 14. Adoption of this Constitution

The Association was established as a Scottish Charity in 1998. The Constitution was previously revised in May 2019.

This Constitution was revised in 2021 and formally adopted at the Annual General Meeting held on 7 June 2021, with amendments made and approved by the Trustees (*insert date*) 2021.

Clause 14 will read as shown above if the proposed amendments are adopted at the AGM on 7 June 2021

Signed by the Chairperson: *Bill Ronald*

Date: 7 June 2021

