

## CONSTITUTION OF THE FRIENDS OF KINNEIL

Adopted at a Public Meeting on Tuesday, May 16, 2006

Amended at AGMs on May 31, 2007; June 3, 2008; June 17, 2012; and June 19, 2019

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### **Name**

1. The name of the association is "The Friends of Kinneil".

### **Objects**

2. The association's objects are to:

- (a) support and promote the development of Kinneil House, Kinneil Museum in Bo'ness and the surrounding estate and area; and
- (b) to enhance and protect the heritage of that area.

### **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 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 borrow money, and to give security in support of any such borrowings by the association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' 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 charitable body, and to make donations for any charitable purpose falling within the association's objects.
- (m) 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.
- (n) 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.

## **General structure**

4. The structure of the association shall consist of:-

(a) ORDINARY 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. Ordinary members can be individuals, concessions or couples/families. Different rates will apply for each.

(b) CORPORATE/GROUP MEMBERS – who have the same rights to attend meetings as listed in (a). However, each corporate member will only have one vote at any meeting/election. Corporate members should elect a person to represent them.

(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 membership**

5. Membership shall be open to any person or body interested in the promotion and development of Kinneil House, Museum and Estate in Bo'ness and the surrounding area.

6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

## **Application for membership**

7. Any person who wishes to become a member must complete, and lodge with the association, a written or electronic application for membership.

8. The management committee may, at its discretion, refuse to admit any person or body to membership.

9. 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.

## **Membership subscription**

10. Members will pay an annual subscription renewable on May 1st each year. Subscription rates, not exceeding £10 per person or £25 in the case of corporate/group membership, shall be determined by the management committee.

## **Register of members**

11. The management committee shall maintain a register of members, setting out the full name and address and telephone number/email (if applicable) of each member, and the date on which s/he was admitted to membership.

## **Withdrawal from membership**

12. Any person who wishes to withdraw from membership shall complete, and lodge with the association, a written or electronic notice to that effect; on receipt of the notice by the association, s/he shall cease to be a member. Non-renewal of a subscription will also be deemed, following a reasonable period, to constitute such withdrawal.

## **Expulsion from membership**

13. 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)**

14. 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.

15. 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.

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

### **Notice of general meetings**

17. 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.
18. 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.
19. Notice of every general meeting shall be given (in accordance with clause 61) to all the members of the association, and to all the members of the management committee.

### **Procedure at general meetings**

20. 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 members, present in person.
21. 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.
22. 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 vice-chair will chair the meeting – or 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.
23. 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.
24. Every member/corporate member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
25. 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.
26. 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.
27. 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**

28. The maximum elected number of members of the management committee shall be 12.

### **Eligibility**

29. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association. However, at the inaugural meeting, all those applying for membership shall be entitled to elect the management committee.

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

30. At each annual general meeting, the members may (subject to clause 28) 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 28).
32. At each annual general meeting (a) any management committee members appointed under clause 31 during the period since the preceding annual general meeting shall retire from office (b) out of the remaining members of the management committee, one third shall retire from office (c) management committee members are elected to serve on the committee for a maximum period of 3 years after which time they shall retire from office (d) a member of the management committee who retires from office under clause 32(a) or 32(b) or (c) shall 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 elect from among themselves a chair, vice-chair, a treasurer, an ordinary secretary and a membership secretary 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, and no member of the management committee may be given any remuneration by 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 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 a third of the management committee 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 vice-chair will chair the meeting – or 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 association (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 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 property**

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 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 company 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.

#### **Minutes**

58. 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**

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 an audit of such accounts is carried out by a qualified auditor.

#### **Notices**

61. 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 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 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 body or bodies having charitable 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.

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 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 17, 18 and 19.

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

Initial members of the Management Committee:

- Mark Bauer
- David Broughton
- William Bundy
- Jacquie Bundy
- Maria Ford (Membership Secretary/Treasurer) – 16 Craigallan Park, Bo'ness
- Bruce Henderson
- Juliaann McCormack (Minute Secretary) – 47 St. John's Way, Bo'ness
- Adrian Mahoney (Chairman) – 5 Craigallan Park, Bo'ness
- Anne Mahoney (Secretary) – 63 Grahamsdyke Road, Bo'ness
- Lynn Munro (Vice-Chair) – Hollywood House, Grahamsdyke Road, Bo'ness
- Tommy Timms
- Frances Shaw.

**This constitution was adopted on May 16, 2006. It was updated with an update to include clause 63 in May 2007. Clause 32 was updated in June 2008. Clause 10 was updated in June 2012. Clauses 7, 10, 11 and 12 were updated in June 2019.**