

ASTLEY AINSLIE COMMUNITY TRUST

CONSTITUTION

Adopted 15 June 2019
Amended 3 December 2020

1. NAME

The name of the organisation shall be the **Astley Ainslie Community Trust** (hereinafter referred to as 'the organisation').

2. Objects

The organisation has been formed to benefit the Community within the Edinburgh South postcode sectors EH9-1; EH9-2; EH9-3; EH10-4; EH10-5; and EH10-6 ('the Community') with the following objects;

- (a) to promote the pursuit of community ownership of the Astley Ainslie Hospital site for the common good of the Community;
- (b) to provide a forum for all individuals who wish to engage in that promotion;
- (c) to provide or advance the accessibility of recreational facilities which will be available to members of the Community and the public at large and to protect and advance the interest of nature on the site all designed to improve the conditions of life of the Community;
- (d) to advance the provision of health, rehabilitation and well-being in the Community;
- (e) to advance the provision of educational opportunities in the community relating to environment, culture, heritage and history;
- (f) to further the achievement of sustainable development on the site.

3. POWERS

To further these objects the organisation shall have power to:

- (a) obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful method.
- (b) engage with the Scottish Government, the local authority, companies, partnerships, trusts, voluntary organisations and residents of Edinburgh in a common effort to carry out the objects of the organisation.
- (c) engage with appropriate support agencies.
- (d) establish an executive committee and any sub-committee in pursuit of the objectives of the organisation.
- (e) convene meetings and events.

(f) undertake any other lawful activities.

4. MEMBERSHIP

(i) Membership will be open to any individual aged 16 years and over who is a member of the Community.

(ii) Associateship is open to any individual who is not a member of the Community but supports the objects of the organisation.

(iii) There will be no discrimination on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.

(iv) Membership and associateship will begin as soon as the application form for membership or associateship has been submitted completed, received and accepted by the organisation. The initial fee for membership will be one pound (£1.00). No initial fee is payable for associateship of the organisation.

(v) The Executive Committee of the organisation shall have power to approve or reject applications for membership or associateship and to terminate the membership of any member or associate on cause shown but the prospective member or associate shall have the right to be heard before a final decision is made.

(vi) The minimum number of members shall be 100. If the number of members falls below 100 the Executive Committee shall act to ensure the admission of sufficient members to achieve the minimum number.

(vii) A list of members and associates and their details will be kept by the membership secretary. The organisation shall adhere to the Principles of Data Protection, as detailed in the Data Protection Act 2018. Personal data will be safeguarded and will not be used without the consent of the member or associate. A member or associate can request amendment or deletion of data and can withdraw consent for use of personal data.

(viii) All members are entitled to attend and vote at the Annual General Meeting (AGM) of the organisation. Associates do not have the right to attend meetings, elect members of the Executive Committee or take decisions.

(ix) A member or associate may resign at any time in writing to the secretary of the organisation. On receipt of the written notice s/he will cease to be a member or associate.

5. MANAGEMENT

An Executive Committee nominated and elected annually at the AGM shall manage the organisation.

(a) The Executive Committee shall consist of not more than 7 elected members of the organisation.

(b) The Executive Committee may co-opt onto the Executive Committee up to a further 2 4 members people, who shall resign at the next AGM.

(c) The Executive Committee shall meet as and when required on at least 48 hours notice being given by the convener or the secretary. The committee will meet not less than 6 times in each year.

(d) 4 committee members will require to be present to form a quorum which will include at least two elected members of the committee.

(e) In the event of a vote being necessary for decision making, each committee member will have one vote, but in the event of a tie, the chair (convener) will have a casting vote.

(f) The Executive Committee may form and delegate any of its powers to any sub-committee consisting of one or more members of the Executive Committee and such other members as the Executive Committee may determine. Any decision taken by any sub-committee created or appointed by the Executive Committee in pursuit of the objects of the organisation will require to be approved by the Executive Committee. The decision of a sub-committee may be altered or revoked by the Executive Committee.

(g) An accurate record of all transactions and meetings shall be kept in minute books.

(h) The Executive Committee members shall elect from among themselves a chair and a treasurer, and they shall also appoint a secretary.

6. MEETINGS

6.1 ANNUAL GENERAL MEETING

(a) An AGM will be held within 18 months of the date of the AGM held in 2020, and once each year thereafter.

(b) The secretary shall give written notice of not less than 30 days before the AGM, giving the venue, date, time, time limit for any proposals and the agenda. Notice shall be published on the organisation website and circulated to members by email or post.

(c) Nominations for members of the Executive Committee shall be submitted in writing to the secretary, signed by two members and the nominee, not later than 14 clear days before the AGM. Only members shall be eligible for election or appointment to the Executive Committee. All office bearers are eligible for re-election.

(d) Proposed alterations to the constitution and notice of any other proposal must be received in writing by the secretary not later than 14 clear days before the AGM.

(e) Having received all nominations and proposed alterations, the secretary shall arrange for this information to be displayed on the organisation website at least 7 days before the AGM.

(f) A quorum for the AGM will be 10% of the membership.

(g) The business for the AGM shall include:-

(i) apologies for absence

(ii) approval of minutes of any previous AGM and matters arising

- (iii) a report of the work of the organisation over the year.
- (iv) the treasurer will present a statement of accounts of the organisation over the year for approval.
- (v) any annual subscription fee.
- (v) proposed changes to the constitution.
- (vi) election of members of the Executive Committee.
- (v) any other competent business including any proposals lodged timeously.

6.2. SPECIAL GENERAL MEETING

- (a) The secretary will call a special general meeting at the request of a majority of the Executive Committee or at least 10% of the members giving a written request to the secretary stating the reason for the request.
- (b) The secretary shall give written notice of not less than 30 days before the special general meeting, giving the venue, date, time, time limit for any proposals and the agenda. Notice shall be published on the organisation website and circulated to members by email or post.
- (c) No business shall be transacted at a special general meeting other than business of which due notice has been given.
- (d) Notice of any proposals must be received in writing by the secretary not later than 14 clear days before the SGM.
- (e) Having received all proposals, the secretary shall arrange for this information to be displayed on the organisation website at least 7 days before the special general meeting.
- (f) A quorum for a special general meeting will be 10% of the membership.

7. RULES OF PROCEDURE

- (a) All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement.
- (b) If a consensus cannot be reached a vote will be taken and a decision will be made by simple majority of members present. If the numbers of votes cast on each side is equal, the chair of the meeting shall have an additional casting vote.
- (c) A member is deemed to be in attendance when that Person is in a position to communicate to all those attending the meeting. The Executive Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it including by Electronic Means. In determining attendance at a general meeting, it is immaterial whether any two or more members attending are in the same place as each other.
- (d) The chairperson of a meeting, including the AGM and SGM, may permit other persons who are not members to attend and speak at the meeting, without granting any voting rights.

8. FINANCE

- (a) The funds of the organisation will be paid into an account nominated and operated by the Executive Committee.
- (b) All funds of the organisation shall be applied only to further the aims of the organisation.
- (c) Two cheque signatories will be nominated by the Executive Committee
- (d) All other payments will be signed by two signatories. For BACS payments, cash withdrawals, debit card payments or cash payments, a requisition will be approved by the two signatories and held by the treasurer.
- (e) Records of income and expenditure will be maintained by the treasurer and a financial summary will be provided at each Executive Committee meeting.
- (f) The treasurer shall prepare a statement of account for the financial year for approval at the AGM.

9. AMENDMENTS TO THE CONSTITUTION

- (i) Amendments to the constitution may only be made at the AGM.
- (ii) Any proposal to amend the constitution will require a two thirds majority of those present and voting.

10. DISSOLUTION

- (a) The organisation may be dissolved by a resolution passed by a simple majority of those present and voting at a special general meeting.
- (b) If confirmed, the Executive Committee shall distribute any assets remaining, after all outstanding liabilities have been settled, to another organisation or organisations with similar aims. The recipient or recipients will be agreed at the special general meeting approving dissolution.

Adoption

This constitution was adopted on 15th June 2019.