CONSTITUTION

OF

MELVICH VILLAGE HALL ASSOCIATION

2009

CONSTITUTION

1 NAME

Melvich Village Hall Association

The association shall be know as MELVICH VILLAGE HALL ASSOCIATION.

2 OBJECTS

To provide, or assist in the provision of, facilities for recreation or other leisure-time occupation, in the interest of social welfare in an effort to improve the conditions of life of the inhabitants of the district of Bighouse, Melvich, Portskerra, Golval and Kirkton, all in the Parish of Farr.

3 POWERS

To further the above objects, the Association may:-

(1) employ and pay any person or persons to supervise, organise and carry on the work of the Association;

(2) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Association;

(3) bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;

(4) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars, training courses, functions, leisure and social events;

(5) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and construct, maintain and alter any buildings considered appropriate for the work of the Association;

(6) make regulations for the management of any property which may be so acquired;

(7) borrow or raise money for the objects, invite and receive contributions and accept gifts on such terms as shall be deemed to be appropriate;

(8) do all such other lawful things as are incidental or conducive to the attainment of the objects.

4 MEMBERSHIP

(1) Full membership of the Association shall be open to:-

(i) Individuals of 18 years and over who are interested in furthering the work of the Association and who are resident in the districts of Bighouse, Melvich, Portskerra, Golval and Kirkton, all in the Parish of Farr.

(ii) (subject to clause 4(2)) local voluntary organisations, whether corporate or unincorporated, which are interested in furthering the work of the Association.

(2) In the case of an unincorporated organisation eligible for membership under clause 4(1), the party admitted to membership shall be the individual nominated from time to time by that organisation; such an organisation may withdraw the nomination of it's representative at any time by written notice to the Association to that effect, and on receipt of such notice by the Association, the individual concerned will automatically cease to be a member.

(3) An organisation admitted to membership under clause 4(1) which is a corporate body may appoint any individual it thinks fit to act as it's representative at a general meeting of the Association; the individual so authorised shall be entitled to exercise the same powers on behalf of the corporate body as it could have exercised had it been an individual member.

(4) Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association, Junior members shall not be entitled to vote.

(5) Honorary members may be appointed by the management committee at it's discretion but these members may not be entitled to vote at general meetings.

(6) An individual or corporate body applying for membership shall submit an application form, signed by or on behalf of the applicant and (in the case of an individual nominated by an unincorporated body) signed on behalf of the nominating body. The management committee shall be entitled, at it's discretion, to refuse to admit an applicant to membership. If the decision of the management committee meeting at which that decision was made and the applicant will then become a member of the Association.

(7) The management committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the management committee before a final decision is made.

5 HONORARY OFFICERS

(1) At the annual general meeting, the Association shall elect a convener, a vice-convener, a secretary and a treasurer and such other honorary officers as the Association shall from time to time decide.

(2) The convener and the other honorary officers of the Association shall hold office until the conclusion of the next annual general meeting of the Association after their election but shall be eligible for re-election for the following year.

(3) The convener and the honorary officers shall be ex officio members of the management committee and any other committee.

(4) The Association shall appoint one or more independent examiners and determine their remuneration (if any).

6 MANAGEMENT COMMITTEE

(1) With the exception of those powers which are specifically stated in this constitution to be exercisable by the members, the policy and management of the affairs of the Association shall be directed by a management committee (which shall meet not less than 3 times a year) and shall consist of not less than 5 or more than 12 members.

(2) The members of the management committee shall (subject to clause 6 (4)) be elected at the annual general meeting of the Association in accordance with clause 7.

(3) Election to the management committee shall be for one year.

(4) In addition to the members so elected and to those service by virtue of clause 5(3), the management committee may co-opt up to four further members who, after co-opting, shall serve until the conclusion of the next annual general meeting provided that the number of co-opted members shall not exceed one-third of the total membership of the management committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the committee.

(5) Any casual vacancy on the management committee (including a vacancy in any honorary office) may be filled by the committee and nay person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting of the Association and shall be eligible for election at that meeting.

(6) The proceedings of the management committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(7) The management committee shall have power to appoint and dismiss and fix the remuneration of a secretary (where an honorary secretary is not elected) and the remuneration of all such other staff as may in their opinion be appropriate. Paid staff, including a secretary where so employed, shall not be members of the management committee.

(8) The management committee may appoint such special or standing committees or sub-committees as may be considered appropriate and shall determine their respective terms of reference, powers, duration and composition. All acts and proceedings of such special of standing committees or sub-committees shall be reported back to the management committee as soon as possible.

(9) The Committee shall require the co-operation of all Hall users in measures for the appropriate protection of any child involved in activities on the premises, and shall also be mindful of the needs of any such child.

7 GENERAL MEETINGS

(1) The first annual general meeting of the Association shall be held not later than the 26th April 2000 notwithstanding the date or dates hereof, and once in each year thereafter an annual general meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding annual general meeting) and at such place as the management committee shall determine. At least 21 day clear days' notice of the meeting shall be given in writing by the secretary, which shall be satisfied by display of public notice at an appropriate public place or places. At each annual general meeting the business shall include the

consideration of the annual report on the work of the Association, the approval of the independently examined accounts, the election of the honorary officers, the election of other members to serve on the management committee, the appointment of an independent examiner or independent examiners, motions submitted by the management committee or by members and the transaction of such other matters as may from time to time be appropriate.

(2) The convenor of the management committee may at any time at his/her discretion call a special general meeting of the Association. The secretary shall call a special general meeting of the Association within 21 days of receiving a written request so to do signed by not less than 6 full members whether individual or representative and giving reasons for the request.

8 NOMINATIONS OF HONORARY OFFICERS AND MANAGEMENT COMMITTEE MEMBERS

Only full members of the Association shall be eligible to serve as honorary officers or members of the management committee. Nominations for honorary officers or members of the management committee must be made by full members of the Association. A member may not nominate himself/herself. Should nominations exceed vacancies, election shall be by a majority of those present and entitled to vote at the annual general meeting.

9 RULES OF PROCEDURE AT ALL METTINGS

(1) QUORUM The quorum at a meeting of the management committee or of any committee appointed under clause 6(8) shall be one-third (present in person) of the total actual membership of the committee or such other number as the Association may in general meeting from time to time determine. Five members shall form a quorum at general meetings of the Association.

(2) VOTING - Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of the votes cast.

(3) MINUTES - The management committee shall ensure that minutes are kept of all general meetings and of all meetings of the management committee and committees and sub-committees of the kind referred to in clause 6(8) containing in each case, a note of those present, those attending, and the chair and a record of all proceedings, resolutions and decisions.

(4) STANDING ORDERS - The management committee shall have power to adopt standing orders for the association and its committees. Such standing orders, which will be consistent with and complementary to the terms of the constitution, shall come into operation immediately but may be amended by the Association in the general meeting. The Association in general meeting may issue policy directions in relation to the content of standing orders for the Association and its committees, and the management committee shall in that event be bound to follow such directions in formulating such standing orders.

10 FINANCE

(1) All funds raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose; the preceding provision shall not, however, prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association and fees to professional and technical advisers or the repayment of members of the management committee or of any committee or sub-committee appointed under clause 6(8) of reasonable out-of-pocket expenses.

(2) The honorary treasurer shall keep proper accounting records and shall prepare proper accounts annually and at such intervals as the management committee may direct.

(3) The accounts shall be audited at least once a year by the independent examiner or independent examiners.

(4) If the independent examiner appointed at the annual general meeting (or, if more than one independent examiner was appointed, all of the independent examiners) cease to hold that appointment during the period between annual general meetings, the management committee shall have power to appoint a replacement independent examiner or independent examiners, to hold office until the annual general meeting which next follows.

(5) An Independently Examined statement of the accounts for the last financial year shall be submitted by the management committee to the annual general meeting.

(6) A bank account shall be opened in the name of the Association with such banks and/or building societies as the management committee from time to time shall decide. The management committee shall authorise in writing four members of the management committee (one of whom shall be the treasurer) to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.

11 PROPERTY

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Association shall be vested in the names of the convener, vice-convener (where appointed, the secretary and the treasurer for the time being ex-officio or in the names of trustees of a trust established for that purpose.

12 ALTERATIONS TO THE CONSITUTION

A resolution to alter this constitution shall not be valid unless:

(a) two thirds of the votes cast in relation to the resolution at a general meeting of the Association (whether annual or special) are in favour and

(b) notice (setting out the terms of the proposed alteration) shall have been given to the members not less than 21 clear days before the meeting at which the alteration was proposed.

No alteration shall be made which would have the effect of causing the Association to cease to be recognised by FICO as a charity.

13 DISOLUTION

If the management committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary to advisable to dissolve the Association, it shall call a special general meeting of the Association, of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given by posting in a conspicuous place or places in the neighbourhood and advertising in a newspaper circulating in the neighbourhood. If such decision is confirmed by a two-thirds majority of the votes cast in relation to the resolution at such meeting, the management committee shall sell such of the moveable assets of the Association as they may consider appropriate for the best price reasonably obtainable and settle the debts and liabilities of the Association. Any assets remaining after the satisfaction of such debts and liabilities shall be given or transferred to such other charitable organisation or organisations in the foregoing districts having objects similar to the objects of the Association as the management committee may determine on provision that any heritable property shall be used to provide a village hall for the benefit of the residents of the foregoing districts.

Melvich, 15th January 2009

This revised Constitution was adopted as the Constitution of the Melvich Village Hall Association at a public meeting duly convened at Melvich Village Hall on the Twenty Fifth Day of November Two Thousand and Eight.

Mrs Vera Mowat
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Convener

Mr Iain Rankine
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Vice Convener