

HARBURN VILLAGE HALL

Constitution

November 1998

1. NAME

The Association shall be known as Harburn Village Hall.

2. OBJECTS

The objects of the Association shall be to promote the benefit of the inhabitants of the village of Harburn and the surrounding district by advancing education and providing facilities, in the interests of social welfare, for recreation and other leisure time occupation so that the conditions of life of the aforementioned inhabitants may be improved.

In furtherance of the above Objects the association shall seek:-

- (a) To operate and manage Harburn Village Hall for activities promoted by the association in furtherance of the above objects.
- (b) To provide training programmes and opportunities for the benefit of the residents of the area.
- (c) To promote, establish and operate schemes of a charitable nature for the benefit of the residents of Harburn and surrounding district.

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) make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- (3) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Association;
- (4) bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
- (5) take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the Association;
- (6) promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results;
- (7) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

- (8) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (9) cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
- (10) 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;
- (11) make regulations for the management of any property which may be so acquired;
- (12) sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of the Association;
- (13) borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate;
- (14) raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise;
- (15) invest the funds of the Association not immediately required for the objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law and
- (16) do all such other lawful things as are incidental or conducive to the attainment of the objects.

4. MEMBERSHIP

- (1) All residents of Harburn shall be considered to be members of the Association and shall be entitled to attend the Annual General Meeting.

5. HONORARY OFFICERS

- (1) At its first meeting after the annual general meeting each year, the Management Committee of the Association shall elect a convener, a vice-convener, a secretary and a treasurer and such other honorary officers as the committee 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.
- (3) The Association shall appoint one or more auditors and determine their remuneration (if any).

6. MANAGEMENT COMMITTEE

- (1) The policy and management of the affairs of the Association shall be directed by a management committee which shall meet not less than two times a year and shall consist of not less than four or more than thirteen members.
- (2) Six members of the management committee shall (subject to clauses 6(4) and 6(5)) be elected at the annual general meeting of the Association in accordance with clause 7.
- (3) Election to the management committee shall be for six years. One elected member shall retire annually. On the expiration of their period in office two years must elapse before any person shall be eligible for re-election.
- (4) Up to five members of the management committee shall be representatives nominated by local organisations who use the village hall on a regular basis, the nominating organisations to be determined by the management committee.
- (5) In addition to the members elected and to those serving by virtue of clause 6(4), the management committee may co-opt up to two further members who, after co-option, shall serve until the conclusion of the next annual general meeting. Co-opted members shall be entitled to vote at meetings of the committee.
- (6) Any casual vacancy on the management committee (including a vacancy in any honorary office) may be filled by the committee and any person appointed to fill 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.
- (7) 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.
- (8) The management committee shall appoint 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.
- (9) The management committee may appoint such special or standing committees or sub-committee as may be considered appropriate and shall determine their respective terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub-committee shall be reported back to the management committee as soon as possible.

7. GENERAL MEETINGS

- (1) The annual general meeting of the Association shall be held each year during the months of October to December at such place as the management committee shall determine. At least 21 clear days' notice of the meeting shall be given by advertisement in the Harburn community newspaper and on a poster prominently displayed in the village hall. 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 audited accounts, the election of members to serve on the management committee, the appointment of an auditor or auditors, 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 convener 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 ten members and giving reasons for the request.

8. RULES OF PROCEDURE AT ALL MEETINGS

- (1) **QUORUM** The quorum at a meeting of the Association or of the management committee shall be four members present in person, and for any committee appointed under clause 6(9) two members present in person, or such other numbers as the Association may in general meeting from time to time determine.
- (2) **VOTING** All questions arising at any meeting shall be decided by a simple majority of the votes cast. There shall be no arrangements for proxy voting. In the case of an equality of votes, the person taking the chair at the meeting shall have a second or casting vote.
- (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(9) 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 this constitution, shall come into operation immediately but may be amended by the Association in 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.

9. 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 to members of the management committee or of any committee or sub-committee appointed under clause 6(9) of reasonable out-of-pocket expenses.
- (2) The honorary treasurer shall keep proper accounting records and shall prepare proper accounts annually and at such other intervals as the management committee may direct.
- (3) The accounts shall be audited at least once a year by the auditor or auditors.
- (4) If the auditor appointed at the annual general meeting (or, if more than one auditor was appointed, all of the auditors) cease to hold that appointment during the period between annual general meetings, the management committee shall have the power to appoint a replacement auditor or auditors, to hold office until the annual general meeting which next follows.
- (5) An audited 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 shall from time to time 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 CONSTITUTION

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 that 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. DISSOLUTION

If the management committee by a simple majority decided at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a special general meeting of the Association, of which meeting not less that 21 days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given. 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 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 having objects similar to the objects of the Association as the management committee may determine.

Adopted at Harburn on 4 November 1998

Chairman

Secretary