

**Constitution
of
Communities along the Carron Association
(Adopted on 22/03/2010)**

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Name

1. Communities along the Carron Association (hereinafter referred to as “the association”)

Objects

2. The association’s objects are:
 - (a) To work in partnership with groups, individuals, council services, businesses and agencies who wish to conserve, enhance, clean up and promote the heritage and sustainable development of the natural environment of the sixteen communities along the River Carron (“the Community”) for the benefit of the community.
 - (b) The specific areas of the Community include: Carron Valley, Stoneywood, Fankerton, Dunipace, Denny, Larbert, Stenhousemuir, Camelon, Carron, Carronshore, Grangemouth, Langlees, Bainsford, Mungal, Bothkennar, Skinflats, including the River Carron, its tributaries, immediate natural surrounds, undeveloped green spaces and surrounding developed areas including residential and commercial.
 - (c) To involve those who live and work in the Community and its districts.
 - (d) To raise levels of community awareness of the amenity value of the River Carron, its natural heritage, green areas, footpaths and rural surroundings (Herein after referred to as “the green space and open space”) of the Community to local people and visitors.
 - (e) To encourage the involvement of local people, agencies and stakeholders and to bring community sectors together in the conservation, enhancement, clean up, promotion of heritage and sustainable development of the natural environment of the Community.
 - (f) To proactively address, influence and seek action at the Local and/or National Government levels, and with other relevant agencies and stakeholders, on issues concerning the conservation, enhancement, clean-up, promotion of heritage and sustainable development of the green space and open space.
 - (g) To serve as an information centre, clearing house and task force which fosters social inclusion, working with volunteers and agencies to accomplish litter clean-ups, removal of fly-tipping, dog-fouling, graffiti and vandalism in the Community which are detrimental to its natural environment

- (h) To encourage and promote to our schools and youth of our Community the educational value, usage of and access to the green space and open space of the Community and its environs, and their involvement in such conservation, clean up, enhancement, promotion of heritage and sustainable development projects.
- (i) To take such actions and to raise such funds as are deemed necessary to pursue these objects
- (j) To pursue these objects in partnership with Falkirk Council and other relevant Councils, agencies and stakeholders

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
 - a. To carry on the sustainable development of the Carron River and surrounding area.
 - b. To carry on any other 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 employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment thereof.
 - g. To engage such consultants and advisers as are considered appropriate from time to time.
 - h. To effect insurance of all kinds (which may include officers' liability insurance).
 - i. 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).
 - j. 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.
 - k. To form any company limited by guarantee 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.
 - l. To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
 - m. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - n. 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. THE 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
 - b. 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. a) In working with the association and representing its objects to the Community and beyond, members must not discriminate on the grounds of nationality, political opinion, race, religious opinion, age, gender, sexuality or disability.
 - (b) Members shall at all times conduct themselves in a reasonable manner when attending meetings or any other function in connection with the group.
6. Membership shall be open to anyone over 18 years of age who lives in Falkirk District and the surrounding area and/or to anyone who lives in the Community as defined in Objects 2(b). People co-opted onto the management committee shall hold membership during their period of co-option
7. Associate Membership shall also be open to any voluntary group, incorporated organisation, agency or business operating in the community as defined in Objects 2(b). or any young people under 18 years of age who live within the Falkirk Council area or within the community as defined in Objects 2(b). Associate members will have no voting rights.
8. 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

9. Any person who wishes to become a member or associate member must sign, and lodge with the association, a written application for membership.
10. The management committee may, as its discretion, refuse to admit any person to membership.

11. The management committee shall consider each application for membership at first management committee meeting which is held after receipt of the application; the management committee shall, within reasonable time after the meeting, notify the applicant in writing of its decision on the application.

Membership subscription

12. No membership subscription shall be payable.

Register of members

13. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

14. Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association; s/he shall cease to be a member.

Removal from membership

15. Any person may be removed from membership by the way of a resolution passed by majority vote at a committee meeting of members, providing the following procedures have been observed
 - a. at least 21 days' written notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds of the proposed removal.
 - b. the member concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed.

General meeting (meeting of members)

16. 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.
17. The business of each annual general meeting shall include:-
 - a) a report by the chair on the activities of the association
 - b) review [consideration] of the annual accounts of the association OR annual accounts of the association must be tabled
 - c) the election/re-election of members of the management committee, as referred to in clause 32.

18. The management committee may convene a special general meeting at any time. Members also may call an extra ordinary meeting with 21 days notice if they have 12 members or one quarter of members (which ever is lower number)”

Notice of general meetings

19. At least 21 clear days’ notice must be given (in accordance with clause 62) 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.
20. The reference to “clear days” in clause 19 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.
21. Notice of general meeting shall be given (in accordance with clause 63) to all the members of the association, and to all the members of the management committee.

Procedure of general meetings

22. No business shall be dealt with at the general meeting unless a quorum is present; the quorum for a general meeting shall be 12 members, present in person.
23. If the 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 to be present – the meeting shall stand adjourned to such time and place may be fixed by the chairperson of the meeting.
24. 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 members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
25. The chair person of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
26. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
27. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
28. A resolution put to the vote at 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

whether before the show of hands take place, or immediately after the result of the show of hands declared.

29. 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

30. The maximum number of members of the management committee shall be 15. The committee can co-opt up to 2 people onto the management committee who shall voting rights.

Eligibility

31. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association.

Election, retrial, re-election

32. At each annual general meeting, the members may (subject to clause 30) elect any ordinary member to be a member of the management committee.
33. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 30).
34. At each annual general meeting, all of the members of the management committee shall retire from office – but shall then be eligible for re-election.

Termination of office

35. 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 management or control of 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 of the association
 - f. he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee to resolve to remove him/her from office.

- g. he/she moves from the Falkirk District and surrounding area.

Register of management committee members

- 36. 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.
- 37. Information collected by Falkirk Council is registered under the Data Protection Act of 1998. By completing and signing these forms, they consent for the information provided on this form to be stored on a database held by Falkirk Council and to be used for research and presented in future reports / published articles from which they will not be personally identifiable. All personal data stored on the database will be kept strictly confidential and will not be given to any third parties outwith Falkirk Council and the Communities Along the Carron Association.

Office bearers

- 38. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
- 39. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then eligible for re-election.
- 40. 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

- 41. 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.
- 42. A management committee member shall not vote at a management committee meeting (or at a meeting of 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.
- 43. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

44. 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 42) from voting on the question of whether or not the association should enter into the arrangement.
45. For the purposes of clause 42, 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.
46. 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 45) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
47. 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.
48. 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 committees, or otherwise in connection with the carrying-out of their duties. This would have to be receipted and accounted for.

Procedure at management committee meeting

49. Any member of the management committee may call a meeting of management committee to request the secretary to call a meeting of the management committee.
50. Questions arising at the 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.
51. 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 minimum of 5.
52. 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.

53. 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 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 management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
54. 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.

Delegation to sub-committees

55. 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.
56. Any delegation of powers under clause 55 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
57. The rules of procedure for sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

58. 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 two signatures must be signature of a member of the management committee.
59. 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

60. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee 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

61. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
62. The management committee shall prepare 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. Otherwise the financial account would be externally examined prior to being presented at an annual meeting.

Notices

63. 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. Notices of all forms of meetings (management committee, special meetings, Annual General Meetings) may also be sent by email where the member has indicated acceptance of such.

Dissolution

64. 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 if the meeting (stating the terms of the proposed resolution) shall be given.
65. 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 64, the management committee shall have power to dispose of any asset or funds held by or on behalf of the association – and any assets remaining after satisfaction of the funding bodies debts and liabilities of the association shall be transferred to some other body or bodies having objects similar to those of the association at, or prior to, the time of dissolution.
66. 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

67. 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 19, 20 and 21.

Interpretation

68. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

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

Chairperson

Name Ian Howarth

Secretary

Name Vivien Murchison

Treasurer

Name Alex Russell

Ordinary member

Name Peter O'Donnell

Ordinary member

Name Bridget Riddell

Ordinary member

Name Anthony Harris

Ordinary member

Name Valerie Hunter

Ordinary member

Name Violet Kirkwood

Ordinary member

Name Mick McIntosh

Ordinary member

Name Joseph Easton

Ordinary member

Name Stan Antczak

This constitution was formally adopted at the inaugural meeting of the Communities Along the Carron Meeting on 22nd March 2010 and signed by the office bearers and management committee members on 30th March 2010 .