

Friends of Hillside and Calton Area Constitution

1. Name of Group

The group shall be known as the Friends of Hillside and Calton Area (referred to hereinafter as 'the Friends' or 'the Group').

2. Objectives

- a) To promote and encourage the enjoyment, conservation and enhancement of Calton Hill, London Road Gardens, Hillside Crescent Gardens, Montgomery Street Gardens and other green spaces in the local area.
- b) To engage and involve the surrounding community in promoting the use of the Parks and green spaces.
- c) To liaise with the relevant departments of Edinburgh City Council to promote the provision of facilities that encourage the enjoyment and responsible use of the parks and green spaces, and to ensure that statutory responsibilities to maintain the Parks and green spaces are met.
- d) To promote, encourage and secure the educational value of the Parks; encouraging interest in their scenic, historical, architectural, landscape and ecological qualities amongst the surrounding community.

3. Powers

To further these objectives, the Friends may from time to time do all such lawful things as are necessary, which may include:

- a) Arrange meetings, exhibitions, talks, surveys and training courses,
- b) Carry out a programme of practical environmental projects,
- c) Raise funds, receive contributions and make grant applications, solely for the purpose of furthering the objectives of the Friends, as the members of the Friends consider appropriate,
- d) Liaise and work in partnership with other organisations and individuals,
- e) Collect, disseminate and exchange relevant information and advice,
- f) Publicise Friends' activities through all appropriate media,
- g) Buy, hire or legitimately borrow any equipment, tools, services or other property required,
- h) Buy, lease or take in exchange any property and to maintain and equip it for use
- i) Subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Friends
- j) Subject to any consents required by law, to borrow money and charge all or any part of the property of the charity with the repayment of the money so borrowed
- k) Employ such staff (who should not be committee members) or contract such services as are necessary.

4. Membership

- a) Membership shall be open to any individual, organisation or business that supports the objectives of the Friends and is willing to take part in its activities.
- b) Any person may apply for membership of the Friends, and his/her name shall be entered in a list of Members, kept by the Secretary.
- c) Details will be stored on computer, under the safeguards of the Data Protection Act. Details will not be released to any other organisation. Access to personal details is restricted to the Management Committee.
- d) There shall be no discrimination on the basis of age, race, religion, disability, sexual orientation, sex or nationality.
- e) The Management Committee shall retain the right for adequate reasons to refuse or terminate membership of any individual or organisation, after giving the member concerned the right to be heard before a final decision is made.

5. Subscriptions

- a) Annual membership subscriptions will be payable each year at rates proposed annually by the Management Committee and agreed at the Annual General Meeting. Membership subscriptions will run from May to April.
- b) Any members not having paid his/her subscription for the current year, within one month of notification of the subscription falling due, shall have his/her name removed from the Register of Members

6. Office Bearers

- a) The Friends shall be directed by a Management Committee of 3 members i.e. Chairperson, Secretary, Treasurer, elected at the Annual General meeting.

- b) No Office Bearer shall serve for more than three years without seeking re-election.
- c) The Management Committee shall have the power to fill any vacancy occurring in the interval between Annual General Meetings.

#### 7. General Meetings

- a) An Annual General Meeting (AGM) shall take place each year, the first being held one year from the inaugural meeting of the Friends (which took place on 2nd May 2007), allowing for one month leeway either side. At the AGM, an annual report and audited financial statement shall be presented, office bearers shall be nominated and elected and other relevant business conducted.
- b) Friends shall be given notification of the location and date of an AGM not less than 30 days prior to the meeting.
- c) 25% of members in attendance shall constitute a quorum at an AGM.
- d) Any member of the Friends may submit items to be placed on the agenda of the AGM. These should be submitted to the Secretary in writing at least 14 days before AGM/general meetings.
- e) At least four General Meetings will take place each calendar year. At General Meetings eight members in attendance shall constitute a quorum. Friends shall be given notification of the location and date of a General Meeting not less than 7 days prior to the meeting.
- f) Sub-Committees may be established by decision of either a General Meeting or the Management Committee. Sub-Committees shall meet as often as is deemed necessary by participants. The Management Committee will be given prior notice of sub-committee meetings. Minutes will be taken of any meeting & be made available to the Management Committee.
- g) An Extraordinary General Meeting (EGM) may be called by the Management Committee, giving at least 14 days notice to the Membership.
- h) On receipt of a written demand from at least 25 per cent of the Membership, the Secretary must call an EGM, which must be held no more than 30 days after receipt of the demand.
- i) The notice calling the EGM shall specify the business to be considered and the motion(s) if any, to be proposed and only these and no other matters shall be discussed.

#### 8. Procedures

- a) The Chair shall preside at an AGM or EGM. Failing this, any member of the Friends nominated and agreed by a majority of members present.
- b) The Secretary shall take notes at AGMs and general meetings and produce minutes for confirmation. Failing this, any member of the Friends nominated and agreed by a majority of members present.
- c) The Officers shall ensure that adequate records are kept of all other meetings, projects and events.
- d) Councillors and council officials shall take an advisory role and shall have no voting rights.
- e) Any decision to amend the Constitution must be supported by the vote of at least two-thirds of the members attending an AGM or EGM (see clause 10b) below). All other Decisions at an AGM shall be carried if supported by a simple majority vote of members present. Decisions at an EGM shall be carried if supported by the vote of at least two thirds of the members present. In the event of a tie, the Chair will cast an (extra) deciding vote. (This implies that the Chair cannot participate in the main vote.)

#### 9. Financial Arrangements

- a) All funds shall be used solely for furthering the objectives of the Friends and paying members' expenses as approved by the Management Committee.
- b) Individuals shall not benefit financially from being a member.
- c) None of the Management Committee shall derive personal benefit, financially or in kind from the activities of the Friends.
- d) The Treasurer shall ensure that financial records are kept and that full statements are produced annually or upon request of the Management Committee.
- e) The accounts shall be audited annually by an independent auditor appointed by the Management Committee at the previous AGM and an audited financial statement will be presented to the AGM.
- f) A bank account shall be opened in the name of the Friends. Two office bearers shall be authorised to sign cheques, with two signatures required on each cheque.
- g) The financial year shall run from 1st April.

#### 10. Amendments to the Constitution

- a) Any amendment to the Constitution can be proposed at an AGM or EGM, following written

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notice, as described in 7d), 7g) and 7h).

b) Any decision to amend the Constitution must be supported by the vote of at least two-thirds of the members attending an AGM or EGM. In the event of a tie, the Chair will cast an (extra) deciding vote. (This implies that the Chair cannot participate in the main vote.)

#### 11. Dissolution and Disposal of Assets

a) The Friends shall be dissolved if two-thirds of members consider it necessary, to be decided at an EGM having given members at least 30 days notice of the meeting.

b) Individuals shall not be liable if the Friends Group is dissolved.

c) In the event of the dissolution of the Friends, any assets remaining after the satisfaction of all debts and liabilities shall be given or transferred to a recognised charitable body or bodies having objects broadly similar to those of the Friends. The relevant charity/ies would be decided at the EGM considering dissolution.

Formally adopted at General Meeting 16th May 2007.