

**Dalgety Bay Day Care Association –
Constitution**

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Name

1. The name of the association is "Dalgety Bay Day care Association" (hereinafter called the association)

The Objects

2. The association's objects are:

- a) To relieve the needs and promote the welfare of elderly, frail and infirm persons living in the Dalgety Bay area and its environs by the provision of day-care facilities in the interests of social welfare for recreation and leisure time occupation with the objects of improving the conditions of life of the aforementioned persons and generally do all such things as are charitable in Law for the benefit of elderly persons.
- b) To advance education through the supervision of training in the skills associated with the care and supervision of the elderly and infirm.

Powers

3. In the pursuance of the objectives set out in clause 2 (but not otherwise), the association shall have the following powers: -

- a) To provide a voluntary service for older people which offers a safe stimulating creative and caring environment.
- b) To carry on any other activities which further any of the associations 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 or hire out, licence, or otherwise dispose of all or any part of the property and rights of the association.
- f) To borrow money, and give security in support of any such borrowings by the association.
- g) 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 of pension and / or other benefits for members of staff, ex-members of staff and their dependants.
- h) To engage such consultants and advisers as are considered appropriate from time to time.
- i) To effect insurance of all kinds (which may include officers liability insurance).
- j) 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).
- k) 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 associations objectives.

- l) To establish and or support any other charitable body, and to make donations for any charitable body, and to make donations for any charitable purpose falling within the associations objects.
- m) To form any charitable company 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.
- n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- o) To accept grants donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

General

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), to vote to elect people to serve on the management committee, to take decisions in relation to changes in the constitution itself.
- b) The Management Committee – who hold regular meetings between annual general meeting's, generally control and supervise the associations activities and in particular are responsible for monitoring the financial position of the association.

Membership

5. Membership shall be open to all persons aged 18 and over living in Fife.

6. Employees of the association are not eligible for membership and any member who subsequently becomes an employee shall automatically cease to be a member.

7. Application for membership – Any person wishing to become a member of the association must lodge a written application with the association.

8. Refusal of membership – The management committee may, at its discretion, refuse to admit any person to membership

9. Applications for membership of the association shall be consideration at the following management committee meeting.

10. Membership Subscription – the management committee reserve the right to introduce a subscription fee at any future date.

11. The management committee shall maintain a register of all members. This will contain name, full address, dates of admission to membership and the date he/she shall cease to a member.

12. Any member wishing to withdraw from membership of the association shall sign and lodge written notification, with the association to this effect.

13. Any person may be expelled from membership by way of a resolution, passed by majority vote at a general meeting, providing that the following procedures have been observed: -

- a) At least 14 days notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for expulsion.
- b) The member concerned has the right to be heard on the resolution at the general meeting at which the resolution is proposed.

General Meetings (meetings of members)

14. The management Committee shall convene an annual general meeting in each year and not more than 15 months shall elapse between meetings.

15. The business of each annual general meeting shall include: -

- a) Chairman's report on the activities of the association
- b) Consideration of the annual accounts of the association
- c) The election and re-election of members to the management committee in accordance with clause 30.

16. The management committee may convene a special general meeting at any time.

Notice of General Meetings

17. At least 14 clear days notice must be given (in accordance with clause 61) of any annual general meeting or special general meeting. 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.

18. The reference to "14 clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the date of the meeting shall be excluded.

19. Notice of every general meeting shall be given (in accordance with clause 61) to all the members of the association and the management committee.

Procedures at General Meetings

20. No business shall be dealt with at any general meeting unless a quorum is present. The quorum for a General Meeting shall be 6 members, present in person.

21. If a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as may be fixed by the chairperson.

22. The Chair of the association shall preside as chairperson of each General Meeting. If the chair is not present and willing to act as chairperson then 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.

23. The chairperson of the General Meeting may, with the agreement of those at the meeting, adjourn the meeting until such time and place as the chairperson may determine.

24. Every member shall have one vote (secret ballot or show of hands)
25. If there are an equal amount of votes the chairperson shall have the casting vote.
26. A resolution put to the vote at a General Meeting shall be decided on a show of hands, unless the chairperson (or at least two members present at the meeting) demands a secret ballot. This may occur either before a show of hands or directly after the show of hands is declared.
27. If a secret ballot is demanded, it shall be taken at the same meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the same meeting.

Management Committee

28. The maximum number of committee members shall be 6

Eligibility

29. A person shall not be eligible for election/appointment to the Management Committee unless he/she is a member of the association.

29A A person who has served on the management committee for a period of two years shall automatically vacate office on expiry of that period and shall then be eligible for re-election.

Election, retiral, re-election

30. At each Annual General Meeting, the members may (subject to clause 28) elect any member to be a member of the Management Committee.

31. The management committee may at anytime appoint any member to be a member of the management committee (subject to clause 28).

32. At each annual general meeting (other than the first) at least half the members of the management committee shall retire, but shall be eligible for re-election. The question of which of them is to retire shall be determined by the management committee or in accordance with 32AA sub paragraph b.

32 AA. At each annual general meeting (other than the first)

- a) any management committee members appointed under clause 31 during the period since the preceding annual general meeting shall retire from office
- b) Members of the management committee who have served two years shall retire from office.

32 AB. A member of the management committee who retires from office under clause 32AA shall be eligible for re-election.

Termination of Office

33. A member of the management committee shall automatically vacate office if: -

- a) He/she is debarred under any statutory provision from management or administration of a 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 to the association
- f) He/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of Management Committee Members

34. The management committee shall maintain a register of committee members containing all relevant details and dates.

Office Bearers

35. The management committee members shall elect from themselves a chair, treasurer and a secretary, and such other office bearers, as they consider necessary.

36. In accordance with clause 32, office bearers who have served 2 years, shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

37. 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

38. Except as otherwise provided in this constitution, the association and its assets and undertakings, shall be managed by the management committee, who may exercise all powers of the association

39. A meeting of the management committee at which a quorum is present may exercise all powers excisable by the management committee

Personal Interests

40. Any member of the management committee who has a personal interest in any transaction or other arrangement, into which the association is proposing to enter, must declare this interest at a meeting of the management committee. He/she will be debarred (in terms of clause 51) from voting on the question as to whether the association should enter into that transaction or arrangement.

41. For the purposes of clause 40, 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.

42. Provided he/she has declared his/her interest and has not voted on the question alluded to in clause 41– 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 and may retain any personal benefit which he/she gains from the arrangement

43. No member of the management committee may serve as an employee of the association and no member of the management committee may be given remuneration by the association for carrying out his/her duties.

44. Members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings or in connection with any other business in connection with their duties.

Management Committee Meetings

45. Any member of the management committee may request that the secretary call a meeting of the management committee.

46. Questions arising at a management committee meeting shall be decided by majority vote. The chairperson has casting vote.

47. No business shall be conducted at a management committee meeting unless a quorum is present. The quorum for management committee meetings shall be three.

48. If the number of the management committee members 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.

49. The chair of association shall act as the chair of management committee unless he/she is unable or unwilling to do so. If the chair is unwilling, or unable, to chair the management committee, the members can elect from their number a suitable chairperson.

50. 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. To avoid any doubt, any person who is invited to attend a management committee meeting is not entitled to vote.

51. Management committee members shall not participate in any vote on a resolution in which they have a personal interest, which conflicts with the interests of the association.

52. For the purposes of clause 51, a person shall be deemed to have a personal interest in a particular matter, if any partner or 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 matter.

Administration

53. The management committee may delegate any of its powers to a sub-committee consisting of one or more Management Committee members and such other persons as the management committee should determine. They may also delegate to the chair of the association such of their powers, as they may consider appropriate.

54. Any delegation of powers under clause 53 may be made subject to such conditions as the management committee may impose and may be revoked or altered.

55. The management committee shall prescribe the rules of procedure for any sub-committee.

Operation of bank accounts and holding of property

56. The signatures of two out of the three signatories appointed by the management committee shall be required in relation to all operations of bank / building society

accounts held by the association. At least one signatory must be a member of the management committee.

57. The title to all property, investments etc shall be held either in the names of the chair, treasurer and secretary of the association or in the name of a nominee company holding such property in trust for the association. Any person or body in whose name the association is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

58. The Management Committee shall ensure that minutes are made of all proceedings at general meetings, Management Committee meetings and meetings of committees; a minute of any meeting 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

59. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements

60. The management committee shall prepare annual accounts, complying with all 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.

Notices

61. 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 contained in the members register.

Dissolution

62. 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 14 days notice of the meeting (stating the terms of the proposed resolution) shall be given.

63. If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present voting at the general meeting convened under clause 62, the management committee shall have the power to dispose of any assets held by or on behalf of the association - and any assets remaining after the satisfaction of the debts and liabilities of the association shall be transferred to some other charitable body or bodies having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

64. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in the pursuance of the association's charitable 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

65. Subject to clause 66, 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 17, 18 and 19.

66. No amendment to clause 3,43,63 or 64 of the constitution may be made if the effect would be that the association would cease to be a charity.

Interpretation

67. For the purposes of this constitution, “charitable” shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); “charity” shall be interpreted accordingly.

Initial management committee members

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

- _____ Chairperson
- _____ Treasurer
- _____ Secretary
- _____ Member
- _____ Member
- _____ Member

This Constitution was adopted on: - _____

[Signed] _____

[Name] _____

[Position] _____

[Address] _____
