

Constitution for Friends of the Meadows and Bruntsfield Links

1. Name of Group

The group shall be known as Friends of the Meadows and Bruntsfield Links, (hereinafter referred to as 'the Friends').

2. Objectives

The objectives of the Friends shall be:

Conservation

- To conserve, enhance and improve the landscape, biodiversity and sustainable use of the area for the benefit of people and wildlife.

Enjoyment

- To promote the area's facilities, so as to encourage sustainable use by the general public for their leisure and recreation, while endeavouring to reduce the impact of conflicting interests on the social and natural environment

Community Involvement

To engage and involve the local community in environmental issues and action, through information exchange, educational and practical activities, leading to the improvement and development of community spirit within the Meadows and Bruntsfield Links area.

Education

- To promote, encourage and secure the educational value of the area, its scenic, historical, architectural, landscape and ecological qualities and the provision of facilities in the interests of the physical, social and spiritual welfare of the population for education, recreation and leisure pursuits.

3. Powers

To further these objectives, the Friends may :

- Arrange meetings, exhibitions, talks, and training courses;
- Carry out a programme of practical environmental projects;
- Raise funds, receive contributions and make grant applications;
- Liaise and work in partnership with other organisations and individuals such as voluntary organisations, local authorities, government departments and individuals;
- Establish and support any associations and institutions formed to further the objectives of the Friends;
- Collect, disseminate and exchange relevant information;
- Undertake research or surveys, which directly or indirectly promote any of the objectives of the Friends;
Publicise the Friends' activities through leaflets, posters, newsletters, articles, photographs and videos;
- Buy, hire or legitimately borrow any equipment, tools or other property required to fulfil the Friends' objectives;
- Buy, lease or take in exchange any property necessary for the achievements of the objectives of the Friends and to maintain and equip it for use;

- Subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Friends;
- Subject to any consents required by law, to borrow money and charge all or any part of the property of the Friends with the repayment of the money so borrowed;
- Employ such staff, who should not be committee members, as are necessary for the proper pursuit of the objectives;
- To do all such lawful things as are necessary for the achievement of the Friends' objectives.

4. Membership.

Eligibility

- Membership shall be open to anyone who supports the objectives of the Friends and is willing to take part in its activities;
- Any person may, upon payment of their subscription, apply for membership of the Friends;
- There shall be no discrimination on the basis of age, race, religion, sexual orientation, gender or nationality.
- 'Honorary Life Membership' will be offered to any individuals whom the Friends, on the recommendation of the Management Committee, or by proposal, consider has made an outstanding contribution to the Objectives of the Friends' (amendment June 7th 2004)

Refusal or termination

- The management committee shall retain the right for adequate reasons to refuse or terminate membership of any individual, after giving the individual concerned the right to be heard by the Management Committee before a final decision is made.

5. Subscriptions

- An annual membership subscription will be payable in May of each year at a rate or rates fixed annually by the Management Committee, and agreed at the Annual General Meeting (AGM).
- Any member not having paid their subscription for the current year by the January in the following year, shall have their name removed from the Register of Members, at the discretion of the committee.

6. Office Bearers and Committees

- The Friends shall be directed by a Management Committee of up to eleven members that shall meet at least four times a year.
- At the Annual General Meeting (AGM), the members shall elect a Convener, Secretary, Treasurer and three other members of the Management Committee, of whom there shall be at least one representative from each of the Tollcross, Marchmont and Sciennes, and Southside Community Councils, or their successors.
The Management Committee shall have the right to coopt up to five voting members, who shall serve for up to a maximum of two years.
- Office bearers and members of the Management Committee shall normally serve for a period of three years.
- One third of the number shall retire each year by rotation; Retiring office bearers and committee members may be re-elected.

- If any vacancies arise, the Management Committee shall have the power to co-opt a replacement until the next AGM.
- The Management Committee shall have the power to remove from office any office bearer after a motion of no confidence has been passed by a majority of the Committee.
- Sub-committees may be set up by the Management Committee for specific purposes.

7. Annual and other General Meetings

Annual General Meeting

- The AGM shall be held in June of each year after giving due notice, of at least 15 days, to every member;
- At the AGM, the Annual Report and audited financial statement shall be presented, office bearers and Management Committee shall be nominated and elected and other relevant business conducted;
- Notices of Motion, duly proposed and seconded by members of the Friends should be submitted to the Secretary in writing at least 30 days before the AGM.
- The Secretary shall notify members of the agenda at least 15 days before the AGM or general meetings.

General meetings

- At least two general meetings, including the AGM, shall be held in each calendar year, one being in each half of the year.
- A General Meeting may be called by the Management Committee giving at least 15 days notice to the membership.
- On receipt of a written demand from at least a quarter of the membership, the Secretary must call a special General Meeting, which must be held no more than 30 days after receipt of the demand.

8. Procedures

Records

- The Management Committee shall keep adequate records of all meetings, projects and events.
- The Secretary shall take a record of all committee and general meetings and produce minutes for confirmation.

Quora and attendance

- A quorum at Committee meetings shall be three of those eligible to be present, and at the AGM it shall be ten per cent (10%) of the membership.

Frequency of meeting

- The Management Committee shall meet at least four times a year.

Voting

Councillors and council officials shall take an advisory role and shall have no voting rights.

- Decisions shall be made by a simple majority of those present and eligible to vote. All paid-up members of the Friends shall be eligible to vote at a general meeting. The Convener shall have an additional vote if required in the event of a tie.
- Questions for decision at any general meeting shall normally be determined by a show of hands. The decision of the Committee on any matter not provided for in these rules shall be final and binding.

9. Financial Arrangements

Disposal of funds

- All funds raised shall be used solely for furthering the objectives of the Friends, and paying members' expenses as approved by the Management Committee.
- Individuals shall not benefit financially from being a Member of the Friends.
- None of the Management Committee shall derive personal benefit, financially or in kind, from the activities of the Friends.

Financial records

- The Treasurer shall ensure that full financial records are kept and that financial statements are produced annually and on request of the Management Committee.

Annual Audit

- The accounts shall be audited annually by an auditor or independent examiner, appointed by the Management Committee at the previous AGM, and an audited financial statement shall be presented at the AGM.

Bank account and authorisation of payment

- A bank account shall be opened in the name of the Friends of the Meadows and Bruntsfield Links, and three Office Bearers shall be authorised to sign cheques, with two signatures required on each cheque;
- The financial year shall be from 1st April to 31 March.

10. Amendments to the Constitution

- The constitution can only be amended at the AGM or at a Special General Meeting called specifically for the purpose.

11. Dissolution and Disposal of Assets

- The Friends shall be dissolved if two-thirds of members consider it necessary, to be decided at a Special General Meeting having given members at least 15 days notice of the meeting.

In the event of the dissolution of the Friends, any assets remaining after the satisfaction of all debts and liabilities shall **not** be paid to or distributed among the members of the Friends, but shall be given or transferred to a recognised charitable body or bodies having objects similar to those of the Friends, the relevant charity/organisation to be decided at the General Meeting considering dissolution.