

# Central Scotland Smallholders' Association: Constitution (Proposed February 2012)

## 1. Title

- 1.1. The Organisation shall be called Central Scotland Smallholders Association, thereafter to be referred to as "the Organisation".

## 2. Objects

- 2.1. To serve the needs and interests of existing and aspiring smallholders, whether smallholding is pursued as a lifestyle or as a business.
- 2.2. To promote and support sustainable land use
- 2.3. To promote and support high standards of animal welfare
- 2.4. To contribute to relevant local and national consultations, representing the views of members and promoting their interests.

## 3. Membership

- 3.1. Membership of the Organisation shall be open to any person, regardless of race, age, gender, sexual orientation or ability, who completes a membership application form and pays the relevant subscription/joining fee as determined by the Annual General Meeting of the Organisation Members.
- 3.2. There shall be one class of membership available. This is Full membership.
- 3.3. The membership year runs from 1<sup>st</sup> January to 31<sup>st</sup> December. The membership fee for the coming year shall be decided at the Annual General Meeting, held before end of February. All membership fees must be paid by the end of January.
- ~~3.4. Any person joining the Association after 30<sup>th</sup> June will be liable for a membership fee, in that year only, of 50% of the full annual fee.~~

## 4. Officers

- 4.1. The Executive Officers of the Organisation shall be as follows:
  - Chair
  - ~~• Vice Chair~~
  - Secretary
  - Treasurer

- ~~4.2. The Vice Chair will succeed the Chair (where appropriate) at the AGM following his / her election and will serve as Chair for one year.~~

## 5. Election of officers

- 5.1. All Officers shall be elected at the Annual General Meeting of the Organisation from, and by, the Members of the Organisation.
- ~~5.2.~~ Elections to the post of ~~Vice~~ Chair, Secretary and Treasurer will be held annually. Those members elected to these posts ~~of Secretary or Treasurer~~ may be re-elected to the same office or another office the following year. ~~The retiring Chair may be elected to any other office.~~
- 5.3. In the event of an Executive Officer resigning during the year, the General Committee may invite another of its members or co-opt another Full Member to undertake the duties for the remainder of the year.

## 6. General Committee

- 6.1. A General Committee comprising the ~~four~~ ~~three~~ Executive Officers of the Organisation and three other Full Members shall manage the affairs of the Organisation. The General Committee shall meet not less than four times per year.
- 6.2. The duties of the General Committee shall be:
- To manage the affairs of the Organisation on behalf of the Members.
  - To keep accurate accounts of the finances of the Organisation through the Treasurer. These should be available for reasonable inspection by Members and should be audited before every Annual General Meeting. The Organisation shall maintain a bank current account and the following Officers shall be authorised to sign Organisation cheques: two from the Chairperson, ~~Vice-Chairperson,~~ Treasurer and Secretary ~~and where necessary an approved committee member.~~
  - To make decisions on the basis of a simple majority vote (by show of hands), where a consensus cannot be reached. A quorum for a meeting of the General Committee will be four members including two Executive Officers. In the case of equal votes, the Chairperson shall be entitled to an additional casting vote.
- 6.3. General Committee Members shall be elected at the Annual General Meeting of the Organisation from, and by, the Members of the Organisation.
- Members of the General Committee are elected for a period of one year, but may be re-elected to the same office or another office the following year.
- 6.4. In the event of a General Committee member resigning during the year, the General Committee may co-opt a replacement from the Full Members for the remainder of the year. ~~Co-opted members will not have a vote at General Committee Meetings.~~
- 6.5. The General Committee may co-opt Full Members to undertake specific tasks and for a specific period of time.

## 7. Annual and Special General Meetings

- 7.1. The Annual General Meeting shall be held not later than the end of February each year. Twenty-one (21) clear days' written notice shall be given to Members of the Annual General Meeting by the Secretary circulating a copy of the notice to every member and posting the notice on the Organisation website. Members must advise the Secretary in writing of any business to be moved at the Annual General Meeting not less than 14 days before a meeting. The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than 10 days before the meeting.
- 7.2. The business of the Annual General Meeting shall be to:
- Confirm the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting.
  - Receive the audited accounts for the year from the Treasurer.
  - Receive the annual report of the Committee from the Secretary.
  - Elect an auditor.
  - Elect the Officers of the Club i.e. Vice Chairperson; Secretary; Treasurer and other General Committee Members.
  - Review subscription rates and agree them for the forthcoming year.
  - Transact such other business received in writing by the Secretary from Members 14 days prior to the meeting and included on the agenda.
- 7.3. Special General Meetings may be convened on receipt by the Secretary of a request in writing from not fewer than five Full Members of the Organisation. At least 21 days' notice of the meeting shall be given.
- 7.4. Nomination of candidates for election of Officers shall be made in writing to the Secretary at least 14 days in advance of the Annual General Meeting date. A nomination can only be made by a Full Member and must be seconded by another Full Member.
- 7.5. In the event of no nominations for any position on the General Committee being received prior to the Annual General Meeting, nominations may be made at the AGM ~~in accordance with 7.4. by a member and seconded by another member.~~
- 7.6. At Annual and Special General Meetings, the chair will be taken by the Chairperson or, in his / her absence, ~~the Vice Chair. In the absence of the Vice Chair,~~ a Full Member appointed by other Full Members attending the meeting will take the chair.
- 7.7. Decisions made at an Annual or Special General Meeting shall be by a simple majority of votes (by show of hands) from those Full Members attending the meeting. In the event of equal votes, the Chairperson shall be entitled to an additional casting vote.
- 7.8. A quorum for an Annual or Special General Meeting shall be six Full Members including two Executive Officers.

- ~~7.9.~~ Each Full Member of the Organisation shall be entitled to one vote at Annual and Special General Meetings. ~~Add to 7.7~~

## 8. General Committee Meetings

- 8.1. General Committee Meetings shall be held not less than four times each year. The date, time and venue of each meeting will be posted on the Organisation website ~~not less than 21 days~~ before the meeting is to take place. General Committee Members must advise the Secretary ~~in writing~~ of any business to be moved not less than 10 days before a meeting. The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than 7 days before the meeting.
- 8.2. At General Committee Meetings, the chair will be taken by the Chairperson or, in his / her absence, ~~the Vice Chair. In the absence of the Vice Chair,~~ a deputy selected from, and by, the General Committee ~~will take the chair.~~
- 8.3. Decisions made at a General Committee Meeting shall be by a simple majority of votes (by show of hands) from those General Committee Members attending the meeting. In the event of equal votes, the Chairperson shall be entitled to an additional casting vote.
- 8.4. A quorum for a General Committee Meeting shall be four members of the General Committee, and including two Executive Officers.
- 8.5. All Full Members of the Organisation are welcome to attend meetings of the General Committee.
- 8.6. The minute of each General Committee Meeting will be ~~posted on the Organisation website within 7 days of the meeting being held.~~ made available on request.

## 9. Alterations to the Constitution

- 9.1. Any proposed alterations to the Organisation's Constitution may only be considered at an Annual or Special General Meeting convened with the required written notice of the proposal. Any alteration or amendment must be proposed by a Full Member of the Organisation and seconded by another Full Member. Such alterations shall be passed if supported by not fewer than two-thirds of those Full Members present at the meeting, assuming that a quorum has been achieved.

## 10. Dissolution

- 10.1. If, at any General Meeting of the Organisation, a resolution be passed calling for the dissolution of the Organisation, the Secretary shall immediately convene a Special General Meeting of the Organisation to be held not less than one month thereafter to discuss and vote on the resolution.
- 10.2. If, at that Special General Meeting, the resolution is carried by at least two-thirds of the Full Members present at the meeting, the General Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Organisation and discharge all debts and liabilities of the Organisation.

- 10.3. After discharging all debts and liabilities of the Organisation, the remaining assets shall not be paid or distributed amongst the Full Members of the Organisation, but shall be given or transferred to some other voluntary organisation having objects similar to those of the Organisation and which also prohibits the distribution of its income and property amongst its members.