

## **CONSTITUTION**

### **DENNY AND DUNIPACE HERITAGE SOCIETY**

Mission: To promote the heritage of Denny and Dunipace
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#### **1. Name**

Denny and Dunipace Heritage Society

#### **2. Objectives**

- a. To preserve and promote understanding of the history and environment of Denny and Dunipace.
- b. To promote awareness of cultural, economic, social and environmental heritage.
- c. To provide a centre to be recognised as “Denny and Dunipace Heritage Centre”.
- d. To promote sponsorship of approved projects and link with all associate groups to encourage participation.
- e. To continually extend and improve information and advice services.
- f. To work with heritage groups in surrounding areas.
- g. To make this heritage meaningful, accessible and enjoyable for everyone.
- i. To encourage the goodwill and involvement of the wider community;
- j. To foster community spirit and encourage civic pride.

#### **3. Management**

- a. The management of the Society will be governed by a Committee of not more than ten who will have the power to co-opt additional members as required. There will be an elected Chairperson, Vice-Chairperson Honorary Secretary and Honorary Treasurer (For honorary posts there may be joint participation). The Office-Bearers will be elected annually, from current membership, at the Annual General Meeting. Incumbent Office-Bearers will be eligible for re-election.
- b. Members of the Committee may be re-elected for a further term in office, but can not hold the same post designation for more than three consecutive

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years, unless by unanimous vote by all members attending the Annual General Meeting.

NOTE: Holders of posts other than those mentioned in section 3 a. will not have a limit on the number of consecutive years they may serve.

- c. A Quorum at a Management Committee Meeting will be four members.
- d. The Management Committee will meet as often as is deemed necessary.
- e. The Secretary will send out notices convening the Annual General Meeting (AGM) together with the audited accounts and nominations for office-bearers and committee at least 14 days before the date of the AGM. Written nominations will be accepted prior to and at the AGM.
- f. The Treasurer will keep proper accounts for the Society and operate funds lodged with an appropriate bank. The Treasurer will be authorised to sign cheques and other documents so long as they are countersigned by the Chairman, Vice-Chairman or Secretary. An annual Statement of Accounts will be prepared and audited by an independent auditor elected at the Annual General Meeting. The accounts will be made available to all members of the Society, for approval. The financial year to end **DECEMBER** each year.
- g. The Secretary shall, within 21 days of receiving a written request to do so (signed by no less than 8 members), call an Extraordinary General Meeting at which a Quorum will be 5 Members.
- h. The AGM shall be in **APRIL** the date to be decided at the March meeting.
  - i This to be in writing or in the form of e-mail notification to the Chairman or Secretary at least 14 days in advance of the date of the Meeting
- j A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself.
  - k i) The instrument appointing the proxy should be given to the Chairman or Secretary not less than 14 days before the commencement of the meeting. Authorizing their representative(s) to attend and vote at the Extraordinary General Meeting.
  - (k.ii) must give to the organisation a proxy form (in such terms as the board requires), signed by an appropriate officer of the member;
- (l) A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

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### **4. Membership**

1 Membership of the Society is open to all to become Members. Membership is established by payment of the Annual Subscription, and by signing the Membership Form, which requires compliance with the Society Constitution and other Rules and Regulations established by the Society Management Committee and the motions passed at the Society meetings.

2 The Management Committee shall make such Rules and Regulations as they deem necessary in relation to the admission of Members and the level of activity expected from them.

3 An annual subscription for Membership will be decided annually at the AGM. The annual subscription will be due on 1<sup>st</sup> January and paid no later than the second Monday of March. This is to ensure all subscriptions are paid 28 days before the AGM in April. Failure to receive payment within that time will result in an existing Member having no voting right at any AGM, EGM, or use of a Proxy Vote, or input at a monthly meeting.

4 No individual Member shall presume to represent the Society in any discussion, negotiation, or activity with an outside agency or organization without the prior approval of the Management Committee, specifically anything which would involve any monetary or other commitment on behalf of the Society. If permission is granted to represent the Society, it will be incumbent on that Member to give a monthly situation report on the current progress.

5. Where it is considered Membership would be detrimental to the aims and activities of the Society, the Management Committee shall have the power to refuse Membership, or suspend or terminate the Membership of an existing Member, by a resolution passed at a Membership meeting. In this event, a Member shall have the right of appeal against this decision via an independent adjudicator, acceptable to the Management Committee, by a resolution passed at a Membership meeting.

6. A Member may resign Membership by providing the Secretary with written notice at least 28 days before the resignation date.

### **5. Property**

The Title of all heritable property which may be acquired by, or for the purposes of the Society, shall be taken and thereafter stand in the name of Chairman and Secretary as Trustees (ex officio) For the Society, and shall be held by them and their successors for the purposes of the Society as determined by this constitution. The property will be shown as an asset on the Balance Sheet. None of the Society's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

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### 6. Dissolution

In the event of the Society becoming defunct, an Extraordinary General Meeting will be convened. If such a decision is confirmed, the Committee will have the power to dispose of any assets held by or in the name of the Society. The assets or proceeds from the sale of the assets (if applicable) will be donated to charitable purposes for the benefit of the people of Denny and Dunipace.

### 7. Alteration to the Constitution

Any proposal to alter the constitution must be delivered in writing to the Secretary of the Management Committee not less than 14 days prior to the date of the Annual General Meeting, or an Extraordinary General Meeting (EGM). Any such proposal will require the approval of a two-thirds majority of the attending members at that meeting.

### 8. Amendment Record

Date Changed	Changed by	Description of Change
12/02/04	A Gavin	Original version
02/10/04	S Johnston	<ol style="list-style-type: none"><li>1. Format changes: header and footer, and new Section 8 Amendment Record added</li><li>2. Paragraph 3 c): quorum reduced from five to four members for monthly meetings.</li></ol>
13/02/06	S Johnston	Committee Members may serve in a specific office more than three consecutive years – see Section 3 b.
09/04/07	S Johnston	<ul style="list-style-type: none"><li>▪ Changes prompted by letter from Office of the Scottish Charity Regulator dated 19<sup>th</sup> February 2007: Section 5 Property: a sentence added to end of paragraph to forbid the distribution use of Society assets for non-charitable purposes, as suggested by the Regulator</li><li>▪ Section 5 Property: duplicated wording deleted</li><li>▪ Section 5 Property replaced to amend formatting due to other changes</li></ul> Section 7: allow changes to Constitution at an EGM.

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08/10/12	J Young	<p align="center"><b>1. Paragraph 3f): Delete March, insert <b>DECEMBER</b></b></p> <p>Insert new Paragraph 3h): The AGM shall be in April the date to be decided at the March meeting.</p>
12/05/14	<p>V Johnston</p> <p>S Johnston</p>	<p>1 Section 3 Management - Inclusion of Proxy Vote provision for AGM and EGMs – (i) to (l)</p> <p>2 Section 2 Objectives - Widen objectives by adding 2 further objectives – (i) and (j)</p> <p>3 Section 4 Membership – to include 2 further paragraphs on entry, right of appeal and resignation (i) to (vi)</p>
10/04/17	<p>V Johnston</p> <p>S Johnston</p>	<p>1. Section 4 Membership amended to include:</p> <ul style="list-style-type: none"> <li>• Establishment of Membership by Subscription and completion of Membership Form</li> <li>• Conditions for representing the Society to external agencies</li> <li>• Management Committee power to deny, suspend, or terminate Membership</li> </ul>

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