

# CONSTITUTION

Adopted on the 13<sup>th</sup> July 2006

## 1. Adoption of the Constitution.

The association and its property will be administered and managed in accordance with the provisions of this constitution.

## 2. The Name.

The association's name is "The Borders Talking Newspaper Association" (and in this document it is called the Association)

## 3. The Objects.

The Association's objects (the Objects) are:

To relieve the blind and/or the partially sighted, or those labouring under some temporary or permanent incapacity or disability which makes reading a strain by the provision of recorded material and to do all other things whether alone or in conjunction with other charitable organisations or Institutions to promote or further the Objects. The Association shall operate principally in the Scottish Borders Region.

## 4. Officers.

(1) The Association shall have the following Officers:

A convenor,

A secretary,

A treasurer.

(2) The Officers may make temporary appointments of office bearers or appoint additional members to the Committee. These appointments must be confirmed at the subsequent Committee meeting.

## 5. The Appointment of Trustees.

(1) The Association shall have the following Trustees who in this constitution are together called "the Trustees" :

- The Officers *ex officio*.

- A minimum of four other members elected at an Annual General Meeting.

(2) A Trustee must be a member of the Association or the nominated representative of an organisation that is a member of the Association.

(3) No one may be appointed a Trustee if he or she is disqualified from acting under the provisions of clause 7.

- (4) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Committee.
- (5) The Trustees may appoint any person who is willing to act as a Trustee. Subject to paragraph 8 of this clause, they may also appoint Trustees to act as officers.
- (6) Trustees shall be elected for a period of five years but shall be eligible for re-election at the following Annual General Meeting.
- (7) No one may be elected as a Trustee at any Annual General Meeting unless prior to the meeting the Association has obtained his or her willingness to be elected.
- (8) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

## **6. Powers of Trustees.**

- (1) The Trustees must manage the business of the Association and they have the following powers in order to further the Objects:
  - (a) to raise funds, invite and receive contributions from any person or persons by way of subscription or otherwise provided that the Association shall not undertake substantial permanent trading activities in raising funds for the objective except by means of a Company established for that purpose;
  - (b) to buy, take on lease or exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Association. In exercising this power, the Trustees must comply as appropriate with current legislation;
  - (d) to borrow or raise money for the Objects and accept gifts on such terms and on such security as shall be deemed to be necessary subject to such consents as may be required by law;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to take out membership of such organisations as are considered to be in the interests of, and compatible with, the Objects of the Association;
  - (g) to set aside income as a reserve against future expenditure in investments, securities or property as may be thought fit subject to such conditions as may be required by law;
  - (h) to obtain and pay for such goods and services as are necessary for carrying out the work of the Association;
  - (i) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by current legislation;
  - (j) to employ and pay any person or persons to supervise, organise and carry on the work of the Association;

- (k) to establish local branches when and where considered to be necessary with such powers as may be considered by the Association to be appropriate;
- (l) to cause to be re-produced and circulated free of charge or for payment such recorded tapes, discs or other material or films as shall further the Objects;
- (m) to delegate management decisions to committee members provided such decisions do not commit expenditure outwith the budgetary limits approved by the Trustees;
- (n) to do such other lawful things as are necessary for the achievement of the Objects.

## **7. Disqualification and Removal of Trustees / Officers**

A Trustee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a Trustee by virtue of section 69 of the Charities and Trustees Investment (Scotland) Act 2005 (or any other statutory re-enactment or modification of that provision).
- (2) Ceases to be a member of the Association.
- (3) Resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect).
- (4) Is absent without the permission of the Trustees from all their meetings held within a period of twelve consecutive months and the trustees resolve that his or her office be vacated.
- (5) Is requested to vacate his or her office by a quorate extraordinary meeting called for that purpose.

## **8. Committee / Meetings of the Committee.**

- (1) The Committee of the Association shall consist of a maximum of nine members elected at the Annual General Meeting of the Association:
  - (a) at least one member should be blind, partially sighted or disabled and in receipt of the Association's recorded material;
- (2) three of the members shall be the Officers holding the posts of Convenor, Secretary and Treasurer.
- (3) The Officers of the Association shall be elected by the Committee, amongst themselves at the first meeting following the Annual General Meeting of the Association and any vacancy of such office shall be filled by resolution of the Committee.
- (4) The Committee shall meet at least twice in each calendar year twenty-eight days minimum notice of which shall be given.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

- (7) No decision may be made at a meeting of the Committee unless a quorum is present at the time the decision is purported to be made.
- (8) Three members of the Committee shall constitute a quorum.
- (9) The Convenor shall chair the meetings of the Committee.
- (10) If the Convenor is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Committee present may appoint one of their number to chair that meeting.

## **9. Minutes.**

The Trustees must keep minutes of all:

- (a) appointments of Officers and Trustees made by the Committee;
- (b) proceedings of the Association;
- (c) meetings of the Committee including:
  - the names of members present at the meetings;
  - the decisions made at the meetings.

## **10. Annual Report and Return and Accounts.**

The Trustees must comply with their obligations under OSCR with regard to:

- (a) the keeping of accounting records of the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the transmission of the statements of account to the Association;
- (d) the preparation of an annual report and its transmission to OSCR;

## **11. Registered particulars.**

The Trustees must notify OSCR promptly of any changes to the Association's entry on their Register of Charities.

## **12. Property**

The Trustees must ensure the title to all property heritable and moveable which may be acquired by or on behalf of the Association is vested in the name of the Convenor, Secretary and Treasurer for the time being being *ex officio*s or in the names of Trustees of a Trust established for that purpose as holding trustees.

## **13. Repair and Insurance.**

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

#### **14. Application of the Income and Property.**

- (1) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (2) A Trustee or volunteer may be paid out of, or reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.
- (3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also a Trustee or volunteer from receiving reasonable and proper remuneration for any goods or services supplied to the Association.
- (4) A Committee member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her personal duty to act solely in the interests of the Association and any personal interest and to take no part in the voting upon the matter.

#### **15. Dissolution.**

- (1) If the members resolve to dissolve the Association the Trustees will remain in office as Association Trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Association and must pay or make provision for all the liabilities of the Association
- (3) The Trustees must apply any of the remaining property or money:
  - a. directly for the Objects;
  - b. by transfer to any charity or charities for purposes similar to the Association.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Trustees are to apply the remaining property or assets of the Association and the Trustees must comply with the resolution if it is consistent with sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association.
- (6) The Trustees must notify the Office of the Scottish Charity Regulator (OSCR) promptly that the Association has been dissolved. If the Trustees are obliged to send the Association's accounts to OSCR for the accounting period which ended before its dissolution, they must send to OSCR the Association's final accounts.

#### **16. Amendments.**

- (1) Any provision contained in this constitution may be amended provided that:
  - (a) no amendment may be made that would have the effect of making the Association cease to be a charity at law;

- (b) no amendment may be made to clause 14 without the prior written permission of OSCR;
  - (c) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) A copy of any resolution amending this constitution must be sent to OSCR within twenty-one days of it being passed.

### **17. Membership.**

Membership of the Association is open to:

- (1) Individuals or relevant organisations who are approved by the Committee.
- (2) Automatic membership to those blind, partially sighted or disabled people in receipt of the Association's recorded or other material.
- (3) By invitation of the Trustees, and subsequently approved by the Committee, to those actively involved in the running of the Association.
- (4) By invitation of the Trustees, and subsequently approved by the Committee, to those who make regular contribution by way of subscription, donation or otherwise to the Association.

### **18. Termination of Membership.**

Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist.
- (2) The member resigns by written notice or by telephone to the Association unless, after the resignation there would be less than two members.
- (3) The member is removed from the membership by a resolution of the Committee that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Committee at which the resolution is proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

### **19. General Meetings.**

- (1) An Annual General Meeting must be held in the month of July each year.
- (2) All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (3) The Trustees may call an Extraordinary General Meeting at any time.

- (4) The Trustees must call an Extraordinary General Meeting if requested to do so in writing by three Trustees or six members of the Association. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-one days of the request, the members may proceed to call an Extraordinary General Meeting but in doing so they must comply with the provisions of this constitution.

## **20. Notice.**

- (1) The minimum period of written notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice was deemed to have been given. However notice may be given by:
  - (a) The Association's recorded material to those members who regularly receive this; or
  - (b) by electronic communication to the member's address.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members of the Association entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.
- (4) The notice must be given to all members and to the Trustees.

## **21. Quorum.**

- (1) No business shall be transacted at any general meeting unless a quorum is
- (2) present
- (3) A quorum is twelve members entitled to vote on the business to be conducted.
- (4) The authorised representative of a member organisation can be counted in the quorum.
- (5) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (6) The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (7) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## **22. Chair.**

- (1) General meetings shall be chaired by the Convenor.
- (2) If the Convenor is unable to chair a meeting or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Convenor or by the Trustees shall chair the meeting.
- (3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **23. Adjournments.**

- (1) The members present at any meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date and time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

## **24. Votes.**

Each member and representative of an approved organisation, excluding the person who is chairing the meeting, shall have one vote but if there is an equality of votes the chair person shall have a casting vote.

## **25. Representatives of Other Bodies.**

- (1) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association.
- (2) The organisation must give notice to the Association of the name of its representative. The nominee shall be not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The nominee may continue to represent the organisation until notice to the contrary is received by the Association.