

## **CONSTITUTION COMMUNITY GREEN INITIATIVE**

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### **Name**

1. The name of the association is "Community Green Initiative".

### **Aims and Areas of the Association**

2. The association's objects are:

- (a) To serve as an umbrella organization for groups and individuals who wish to conserve and enhance the natural environment of Denny and Dunipace ("the Community") and its environs and waterways.
- (b) To raise levels of community awareness of the amenity value of the green areas, footpaths, waterways and rural surroundings (Herein "the Green Areas") of the Community to local people and visitors.
- (c) To encourage the involvement of local people, agencies and stakeholders and to bring community sectors together in the conservation and enhancement of the natural environment of the Community.
- (d) To proactively address, influence and seek action at the Local and/or National Government levels, and with other relevant agencies and stakeholders, on issues concerning the conservation, enhancement and clean-up of the Green Areas.
- (e) To serve as an information centre, clearing house and task force which fosters social inclusion, working with volunteers and agencies to accomplish litter clean-ups, removal of fly-tipping, dog-fouling, graffiti and vandalism in the Community which are detrimental to its natural environment
- (f) To promote sustainable lifestyles and truly clean up the Community in a dramatic, recognizable way, so it becomes a model litter-free community.
- (g) To encourage and promote to our schools and the youth of our Community the educational value, usage of and access to the Green Areas of the Community and its environs, and their involvement in such conservation and enhancement projects.
- (h) To engage with disaffected youth in order to actively involve them in the conservation and enhancement of their environment.
- (i) To actively engage in and work with the Falkirk Council Litter Strategy on the four aspects of community conservation: Clean Ups, Maintenance, Education and Enforcement.

- (j) To perform such actions and raise such funds as are deemed necessary to pursue these objects
- (k) To pursue these objects in partnership with Falkirk Council and other relevant agencies and stakeholders

### **Powers**

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

- (a) Community Green Initiative (CGI) (Herein “the Association”) have the power to manage, develop and operate such facilities, and to publish and distribute such material as may be from time to time deemed necessary and appropriate by its membership.
- (b) To carry on any other activities which further any of the above 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 hire out, license all or any part of the property and rights of the Association.
- (f) To engage such consultants and advisers as are considered appropriate from time to time.
- (g) To effect insurance of all kinds (which may include officers' liability insurance).
- (h) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, local schools, and other bodies, all with a view to furthering the Association's objects.
- (i) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects.
- (j) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- (k) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (l) To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

### **General structure**

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) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself.
- (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular, the management committee is responsible for monitoring the financial position of the association.

### **Qualifications for membership**

5.

(a) Membership shall be open to any individual over the age of 16 who subscribes to the objects of the group and

(i) who makes use of the Community Green Areas recreationally or educationally.

(ii) whose membership is accepted by the management committee on account of their interest in the conservation and enhancement of the natural environment of the Community.

(b) Membership shall be open to any corporate entity which subscribes to the objects of the group, and assists the group through either help in kind or cash donations. Each corporate entity shall have only one representative (voting) member. Corporate membership does not guarantee a place on the management committee, and this can only be enacted via the full process of electing management Committee at either AGM or EGM.

(c) Membership shall be open to any employee of Falkirk Council whose membership is accepted by the management committee on account of their interest in the conservation and enhancement of the natural environment of the Community. The membership may elect, if they so desire, one (1) employee of Falkirk Council to serve on the management committee. If a Council employee serves on the committee, that employee may be empowered to make decisions on behalf of the Council if the management committee, Council and employee of the Council all deem that appropriate.

(d) Membership shall be open to any Group or Organisation which subscribes to the objects of the group, and assists the group through either help in kind or cash donations. Each such Group or Organisation shall have only one representative (voting) member. Group or Organisation membership does not guarantee a place on the management committee, and this can only be enacted via the full process of electing management committee at either AGM or EGM.

### **Conditions of Membership**

6.

- (a) In working with the Association and representing its objects to the Community and beyond, members must not discriminate on the grounds of nationality, political opinion, race, religious opinion, gender, sexuality or disability.

- (b) Members shall at all times conduct themselves in a reasonable manner when attending meetings or any other function in connection with the group.

### **Application for membership**

7. Any person who wishes to become a member must sign, and lodge with the Association, a written application for membership. In the case of a corporate body the application must be signed by an appropriate officer of that organisation.

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

9. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

### **Membership subscription**

10. No membership subscription will be payable.

### **Register of members**

11. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

### **Withdrawal from membership**

12. Any person who wishes to withdraw from membership shall sign, and lodge with the Association, a written notice to that effect; on receipt of the notice by the Association, he/she/it shall cease to be a member.

### **Expulsion from membership**

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

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled 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 (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.

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

(a) a report by the chair on the activities of the Association

(b) consideration of the annual accounts of the Association

(c) the election/re-election of members of the management committee, as referred to in clause 32.

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

### **Notice of general meetings**

17. General meetings will be held monthly, on a regular time, date and location to be determined by the membership at the AGM. Once the regular venue has been determined, no notice will be required other than informal email reminders to the members and regular posting in the New Leaf News of the dates and times.

18. At least 21 clear days' notice must be given (in accordance with clause 68) of any annual general meeting or special general meeting; the 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.

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

20. Notice of every general meeting shall be given (in accordance with clause 68) to all the members of the association, and to all the members of the management committee.

### **Procedure at general meetings**

21. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 members of which 3 must be members of the management committee, present in person or (in the case of members which are corporate bodies) present via their duly authorised representatives.

22. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the general meeting shall stand adjourned until the next monthly meeting. However, as long as 3 management committee members are present, the management committee meeting may continue so that business can be discussed.

23. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, 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.

24. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

25. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally or (in the case of a member which is a corporate body) given via its duly authorised representative present at the meeting.

26. A member which is a corporate body shall be entitled to authorise an individual to attend and vote at general meetings; he/she will then be entitled to exercise the same

powers on behalf of the body which he/she represents as that body could have exercised if it had been an individual member of the Association.

27. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

28. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

29. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Maximum number of management committee members**

30. The maximum number of members of the management committee shall be 15: out of that, no more than 2 shall be members of the Management Committee who were co-opted under the provisions of clauses 34(a) and 34(b).

### **Eligibility**

31. A person shall not be eligible for election/appointment to the management committee under clauses 32, 33 & 34 unless he/she is a member of the Association or has been nominated for election/appointment to the management committee by a member which is a corporate body. A person appointed to the management committee as a co-optee need not however be a member of the group.

### **Election, Retiral, Re-election**

32. At each annual general meeting, the members may (subject to clause 30) elect any member to be a member of the management committee.

33. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 30).

(a) A member which is a corporate body may (subject to clause 33(b)) nominate any individual for election/appointment to the management committee; he/she will then be deemed to be a member of the Association for the purposes of clauses 32 and 33.

(b) No more than one individual nominated under clause 33(a) by each corporate member may serve as a member of the management committee at any given time.

34. At each annual general meeting, all of the members of the management committee elected/appointed under clauses 32/33, shall retire from office - but shall then be eligible for re-election.

Appointment/re-appointment of co-opted management committee members

- (a) In addition to their powers under clause 33, the management committee may at any time appoint any non-member of the association to be a member of the management committee (subject to clause 30) either on the basis that he/she has been nominated by a body with which the association has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the management committee.
- (b) At each annual general meeting, all of the members of the management committee appointed under clause 34(a) shall retire from office - but shall then be eligible for re-appointment under clause 34(a).

### **Termination of office**

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

- (a) he/she becomes debarred under any statutory provision from being involved in the management or control 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, or (if he/she was nominated by a corporate body) the corporate body which nominated him/her ceases to be a member of the Group. ( in the case of a member of the management committee elected / appointed under clauses 32, 33 & 34) he/she ceases to be a member of the Association
- (d) he/she resigns office by notice to the Association
- (e) 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**

36. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

### **Office bearers**

37. The management committee members shall elect from among themselves a chair, vice chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

38. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

39. 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.

40. Committee members can be voted off if they have not attended 3 meetings without good reason or if they have permanently moved out of the Community.

### **Powers of management committee**

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

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

### **Personal interests**

43. A member of the management committee who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 53) from voting on the question of whether or not the association should enter into that arrangement.

44. For the purposes of clause 43, 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.

45. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Association should enter into the relevant arrangement - 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 (or is deemed to have a personal interest under clause 44) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

46. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their duties as approved by the management committee.

### **Procedure at management committee meetings**

47. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

48. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

49. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be [3].

50. If at any time the number of management committee members in office 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.

51. Unless he/she is unwilling to do so, the chair of the Association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

52. 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; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

53. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association; he/she must withdraw from the meeting while an item of that nature is being dealt with.

54. For the purposes of clause 53, a person shall be deemed to have a personal interest in a particular matter 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 matter.

#### **Delegation to sub-committees**

55. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the Association (or the holder of any other post) such of their powers as they may consider appropriate.

56. Any delegation of powers under clause 55 may be made subject to such conditions as the management committee may impose and may be revoked or altered.

57. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

#### **Finances**

58. All funds shall be kept in a bank account, which shall be opened in the name of the Association.

59. The Secretary, Treasurer and Chairperson shall be the signatories on the account and all cheques shall require two of these signatures.

60. Accounts shall be kept by the Treasurer, and brought to every Committee meeting where they may be inspected. Failure to bring the books to a meeting on three consecutive occasions will mean the Treasurer will be asked to resign.

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

62. All expenditure shall be agreed and controlled by the Committee.

63. All payments over fifty pounds shall be made by cheque, not cash. Any exception to this rule shall be discussed and agreed by the Committee.

64. No officer shall sign a blank cheque – all cheques to be filled in before signatures are added.

65.

(a) The management committee shall prepare annual accounts, complying with all relevant 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 professionally qualified auditor.

(b) All sums received by the Members of the Association for the Objects of the Association shall be held irrevocably in trust for those purposes.

66. All correspondence of the Association, including the bank statement, shall be addressed to the Secretary.

### **Minutes**

67. 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.

### **Notices**

68. 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 last intimated by him/her/it to the Association. Notices of general meetings and AGM may also be sent by email where the member has indicated acceptance of such.

### **Dissolution**

69. 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 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

70. If a proposal by the management committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 69, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after 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.

71. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in 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**

72. Subject to clause 73, 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, 19 and 20.

73. No amendment to clauses 2, 70 or 71 of the constitution may be made if the effect would be that the association would cease to be a charity.

### **Interpretation**

74. 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 members of the management committee**

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

This constitution was adopted by the general membership on 14<sup>th</sup> June 2008 and signed by the Managing Committee on 26<sup>th</sup> June 2008.

Amendments to items 17, 21, 22, 68 were approved at the first AGM on 28<sup>th</sup> May 2009

## **2009 Amendments to CGI Constitution:**

### **FIRST PROPOSED AMENDMENT:**

1. Item 17 under Notice of General Meetings:

To amend to read: *"General meetings will be held monthly, on a regular time, date and location to be determined by the membership at the AGM. Once the regular venue has been determined, no notice will be required other than informal email reminders to the members and regular posting in the New Leaf News of the dates and times."*

(The reason we wish to make this change from a quarterly meeting schedule to monthly is to simplify the notification process and increase volunteer participation and ongoing awareness of our initiatives. We will be, in essence, inviting the membership to attend the monthly management committee meeting.)

Throughout the Constitution, we propose to reduce all references to quorums or minimal numbers of members and management committee members to be present at meetings. The reason for this is that the number of active volunteers (on paper we have 40; active volunteers are less than 10 except at litter picks where we usually have 40) is currently smaller than wished and if we were hampered by the need to meet these numbers to get anything done, we wouldn't get anything done! We usually have 5, often 4 management members at our copious meetings (which we hope to reduce now to one per month), so we feel that a minimum of 5 members, 3 of which would be management committee members, should suffice for votes, etc. The places where we propose to make these changes are:

### **2ND PROPOSED AMENDMENT:**

21. Change 10 members to 5 members; change 5 management committee members to 3

### **3RD PROPOSED AMENDMENT:**

22. We propose to change the wording to this: "If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the general meeting shall stand adjourned until the next monthly meeting. However, as long as 3 management committee members are present, the management committee meeting may continue so that business can be discussed."

### **4TH PROPOSED AMENDMENT:**

3. Notices: Item 68. We wish to amend to include the option to send meeting notices by email. (This would not apply to any other kinds of notices.) We propose to keep the wording exactly as it is but add this sentence at the end: "Notices of general meetings and AGM may also be sent by email where the member has indicated acceptance of such."

Voted for Unanimously at FIRST AGM ~ 28<sup>TH</sup> MAY, 2009

Signed:

\_\_\_\_\_  
Chairman

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Treasurer