

# Constitution of Fraserburgh Community Web

## 1. NAME

The group shall be known as Fraserburgh Community Web (referred to as "the Group").

## 2. OBJECTS

The Group's objects are:

- a) To develop and maintain an Internet World Wide Web site promoting Fraserburgh, it's institutions, community groups and businesses;
- b) Establish links to other similar sites;
- c) Develop and author web pages for non-profit making organisations;
- d) Develop and author web pages for business;

## 3. POWERS

To further the above objects, the Group may:

- a) Employ and pay any person or persons to supervise, organise and carry on the work of the Group;
- b) Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents;
- c) Engage and pay fees to professional and technical advisers/consultants to assist in the work of the Group;
- d) Establish local branches when and were considered to be necessary with such powers as may be considered by the Group to be appropriate;
- e) Bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
- f) Take out membership of such organisations as is considered to be in the interests of and compatible with the objects of the Group;
- g) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results;
- h) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- i) Collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- j) Cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
- k) Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects and construct, maintain and alter any buildings considered appropriate for the work of the Group;
- l) Make regulations for the management of any property, which may be so acquired;
- m) Sell, let, grant securities over, dispose of or turn to account all or any of the property or assets of the Group;
- n) Borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate;
- o) Raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise;
- p) Invest the funds of the Group not immediately required for the objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law
- q) Do all such other lawful things as are incidental or conducive to the attainment of the objects.

#### **4. MEMBERSHIP**

- a) Full membership of the Group shall be open to:
  - i) Individuals of 18 years and over who are interested in furthering the work of the Group and;
  - ii) (Subject to clause 4.b)) national, international and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the work of the Group.
- b) In the case of an unincorporated organisation eligible for membership under clause 4.a), the party admitted to membership shall be the individual nominated from time to time by that organisation; such an organisation may withdraw the nomination of its representative at any time by written notice to the Group to that effect, and on receipt of such a notice by the Group, the individual concerned will automatically cease to be a member.
- c) An organisation admitted to membership under clause 4.a) which is a corporate body may appoint any individual it thinks fit to act as its representative at a general meeting of the Group; the individual so authorised shall be entitled to exercise the same powers on behalf of the corporate body as it could have exercised had it been an individual member.
- d) Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Group. Junior members shall not be entitled to vote.
- e) Honorary members may be appointed by the management committee at its discretion but these members shall not be entitled to vote at general meetings.
- f) An individual or corporate body applying for membership shall submit an application form, signed by or on behalf of the applicant and (in the case of an individual nominated by an unincorporated body) signed on behalf of the nominating body. The management committee shall be entitled, at its discretion, to refuse to admit an applicant to membership. If the decision of the management committee is to admit the individual or body to membership, the appropriate entry will be made in the register of members immediately following the management committee meeting at which that decision was made and the applicant will then become a member of the Group.
- g) The management committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the management committee before a final decision is made.

#### **5. HONORARY OFFICERS**

- a) At the annual general meeting, the Group shall elect a chairperson, a vice-chairperson, a secretary and a treasurer and such other honorary officers, as the Group shall from time to time decide.
- b) The chairperson and the other honorary officers of the Group shall hold office until the conclusion of the next annual general meeting of the Group after their election but shall be eligible for re-election provided that no honorary officer shall hold office for no more than 2 consecutive years. On the expiry of such period, 2 further years must elapse before any former honorary officer shall be eligible for re-election to the post from which he or she has demitted office.
- c) The chairperson and other honorary officers shall be ex officio members of the management committee and of any other committee.
- d) The Group shall appoint one or more auditors and determine their remuneration (if any).

#### **6. MANAGEMENT COMMITTEE**

- a) With the exception of those powers which are specifically stated in this constitution to be exercisable by the members, the policy and management of the affairs of the Group shall be directed by a management committee which shall meet not less than 6 times a year and shall consist of not less than 4 or more than 12 members.
- b) The members of the management committee shall (subject to clause 6.d)) be elected at the annual general meeting of the Group in accordance with clause 7.
- c) Election of the management committee shall be for one year. One third of the membership (with the exception of ex officio members elected and appointed in accordance with clauses 5.b) and 5.c)) shall retire annually, the members to retire being those who have been longest in office since they were last elected/re-elected.
- d) In addition to the members so elected and to those serving by virtue clause 5.c), the management committee may co-opt up to 2 further members who, after co-option, shall serve until the conclusion of the next annual general meeting provided that the number of co-opted members shall not exceed one-third of the total membership of the management committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the committee.

- e) Any casual vacancy on the management committee (including a vacancy in any honorary office) may be filled by the committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting of the Group and shall be eligible for election at that meeting.
- f) The proceedings of the management committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- g) The management committee shall appoint and fix the remuneration of a secretary (where an honorary secretary is not elected) and the remuneration of all such other staff as may in their opinion be appropriate. Paid staff, including a secretary where so employed, shall not be members of the management committee.
- h) The management committee may appoint such special or standing committees or sub-committees as may be considered appropriate and shall determine their respective terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub-committees shall be reported back to the management committee as soon as possible.

## **7. GENERAL MEETINGS**

- a) The first annual general meeting of the Group shall be held not later than the 30 October 2001 and once in each year thereafter an annual general meeting of the Group shall be held at such time (not being more than 15 months after the holding of the preceding annual general meeting) and at such place as the management committee shall determine. At least the secretary shall give 21 days' clear notice of the meeting in writing to each member. At each annual general meeting approval of the audited accounts, the election of honorary officers, the election of other members to serve on the management committee, the appointment of an auditor or auditors, motions submitted by the management committee or by members and the transaction of such other matters as may from time to time be appropriate.
- b) The chairperson of the management committee may at any time at his/her discretion call a special general meeting of the Group. The secretary shall call a special general meeting of the Group within 21 days of receiving a written request so to do signed by not less than 3 full members whether individual or representative and giving reasons for the request.

## **8. NOMINATIONS OF HONORARY OFFICERS AND MANAGEMENT COMMITTEE MEMBERS.**

Only full members of the Group shall be eligible to serve as honorary officers or members of the management committee. Nominations for honorary officers or members of the management committee must be made by full members of the Group in writing and must be in the hands of the secretary at least 7 days before the annual general meeting. A member may not nominate himself/herself. Should nominations exceed vacancies, election shall be by ballot.

## **9. RULES OF PROCEDURE AT ALL MEETINGS**

- a) **QUORUM** The quorum at a meeting of the Group or of the management committee or of any committee appointed under clause 6.h) shall be one-third (present in person) of the total actual membership of the Group for the time being, the management committee or the committee (as the case may be) or such other number as the Group may in general meeting from time to time determine.
- b) **VOTING** Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of the votes cast. Arrangements for proxy voting may from time to time be made by the management committee provided that no such arrangements shall be made with regard to any matter of the kind described in clause 12 and 13. In the case of an equality of votes, the person taking the chair at the meeting shall have a second or casting vote.
- c) **MINUTES** The management committee shall ensure that minutes are kept of all general meetings and of all meetings of the management committee and committees and sub committees of the kind referred to in clause 6.h) containing in each case, a note of those present, those attending and the chair and a record of all proceedings, resolutions and decisions.
- d) **STANDING ORDERS** The management committee shall have power to adopt standing orders for the Group and its committees. Such standing orders, which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately but may be amended by the Group in general meeting. The Group in general meeting may issue policy directions in relation to the content of standing orders for the Group and its committees, and the management committee shall in that event be bound to follow such directions in formulating such standing orders.

## **10. FINANCE**

- a) All funds raised by or on behalf of the Group shall be applied to further the objects of the Group and for no other purpose; the preceding provision shall not, however, prevent the payment in good faith of reasonable and proper remuneration to any employee of the Group and fees to professional and technical advisers or the repayment to members of the management committee or of any committee or sub-committee appointed under clause 6.h) of reasonable out-of-pocket expenses.
- b) The honorary treasurer shall keep proper accounting records and shall prepare proper accounts annually and at such other intervals as the management committee may direct.

- c) The accounts shall be audited at least once a year by the auditor or auditors.
- d) If the auditor appointed at the annual general meeting (or, if more than one auditor was appointed, all of the auditors) cease to hold that appointment during the period between annual general meetings, the management committee shall have power to appoint a replacement auditor or auditors, to hold office until the annual general meeting which next follows.
- e) An audited statement of the accounts for the last financial year shall be submitted by the management committee to the annual general meeting.
- f) A bank account shall be opened in the name of the Group with such banks and/or building societies as the management committee shall from time to time decide. The management committee shall authorise in writing four members of the management committee (one of whom shall be the treasurer) to sign cheques on behalf of the Group. All cheques must be signed by not less than two of the four authorised signatories.

## **11. PROPERTY**

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Group shall be vested in the names of the chairperson, vice chairperson (where appointed), the secretary and the treasurer for the time being ex officio or in the names of trustees of a trust established for that purpose.

## **12. ALTERATIONS TO THE CONSTITUTION**

A resolution to alter this constitution shall not be valid unless:

- a) Two thirds of the votes cast in relation to the resolution at a general of the Group (whether annual or special) are in favour and
- b) Notice (setting out the terms of the proposed alteration) shall have been given to the members not less than 21 clear days before the meeting at which the alteration was proposed.

No alteration shall be made which would have the effect of causing the Group to cease to be recognised by FICO as a charity.

## **13. DISSOLUTION**

If the management committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Group, it shall call a special general meeting of the Group, of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed at the meeting) shall be given. If such decision is confirmed by a two-thirds majority of the votes cast in relation to the resolution at such meeting, the management committee shall sell such of the assets of the Group as they may consider appropriate for the best price reasonably obtainable and settle the debts and liabilities of the Group. Any assets remaining after the satisfaction of such debts and liabilities shall be given or transferred to such other charitable organisation or organisations having objects similar to the objects of the Group as the management committee may determine.