

Penicuik Community Development Trust

Draft Constitution

1 *Name*

1.1 The name of the organisation shall be the Penicuik Community Development Trust (“the Trust”)

2 *Objects*

The objects of the Trust shall be to promote the benefit of the people of Penicuik and its environs (being defined as all those who live within the town and its environs as well as any others who participate as active members of community organisations based in Penicuik) without distinction of sex, sexuality, political, religious or other opinions by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities, or assist in the provision of facilities, in the interest of social welfare for recreation and other leisure-time occupation so that their conditions of life may be improved.

In furtherance thereof, but not otherwise, the Trust shall seek:

2.1 to promote the Cowan Institute as a particular sustainable focus for such improvement and restore local responsibility for its management; and

2.2 in the event that the Cowan Institute is acquired by the Trust (by gift, purchase or long-term lease) to preserve and maintain the same for the benefit of the public.

3 *Membership*

3.1 Membership shall be open to all those who live within the town of Penicuik and its immediate surroundings and any others who participate as active members of community organisations based in Penicuik. Annual membership shall be granted on payment of such a sum of money as is determined at the Annual General Meeting of the Trust.

4 *General meetings*

4.1 The Trust shall hold an Annual General Meeting (AGM) at which all members of the Penicuik Community may participate but proposals and voting rights shall be restricted to those who are currently in possession of annual membership.

4.2 On receipt of a petition by a minimum of two thirds of the membership, an Extraordinary General Meeting (EGM) of the Trust shall be called by the Secretary.

4.3 An EGM may also be called by the decision of a two thirds majority of the Steering Committee.

4.4 The quorum for an AGM or EGM shall be thirty members of the Trust.

4.5 All General Meetings, and any proposed changes to the Constitution, shall be publicised to the members and the wider Penicuik Community, giving at least 28 days notice.

5 *The Steering Committee*

5.1 The business of the Trust shall be run by a Steering Committee.

5.2 Proposals for membership of the Steering Committee must be by nomination supported by a simple majority at a General Meeting.

5.3 The Steering Committee will elect a Chair, Vice Chair, Secretary and Treasurer by a simple majority of its current members. Any of these office bearers may be removed by a two thirds majority of current members of the Steering Committee.

5.4 The quorum for the meetings of the Steering Committee shall be ten members including at least two of the office bearers.

5.5 The Steering Committee may co-opt as many other, non-voting members as it considers appropriate.

5.6 The Steering Committee may set up sub-groups for specific tasks. Sub-groups may co-opt other non-voting members to assist with such tasks.

5.7 All proposals about substantial policy or action by the Steering Committee, or any of its sub-groups, must be endorsed by a simple majority of all current Steering Committee

members. This endorsement may be given at meetings or communicated by writing, electronically or by witnessed word-of-mouth.

5.8 A member may resign from the Steering Committee by giving written notice to the Secretary.

5.9 A Steering Committee member who fails to participate in any of the Trust activities for six months, or engages in activities inconsistent with the aims of the Trust, may be removed from membership of the Steering Committee by a vote achieving a two thirds majority of the Steering Committee.

6 ***Role of the Secretary***

6.1 The Secretary shall keep a proper minute of the Trust's business and transactions, conduct correspondence and have custody and responsibility for the documents of the Trust.

6.2 The Secretary may devolve tasks relating to specific actions to others at his or her discretion.

6.3 All matters of substance sent out and received shall be available for scrutiny and comment by all Steering Committee members.

6.4 The Secretary shall prepare an Annual Report and shall present it to the Annual General Meeting.

7 ***Finance***

7.1 All moneys or other assets of the Trust shall be used solely to further the aims of the Trust.

7.2 The financial year of the Trust shall begin on April 1st.

7.3 The Treasurer shall keep financial accounts relating to the Trust's activities.

7.4 The Treasurer shall prepare and present to the AGM accounts that have been examined and certified by a capable independent examiner or audited if required by charity law or other statutory requirement.

7.5 Withdrawals from the Trust's bank must be authorised by the signatures of the Treasurer and one other office bearer.

8 ***Role of the Chair***

8.1 The Chair shall be in charge of the conduct of General Meetings and meetings of the Steering Committee.

8.2 The Chair is empowered to represent the policy of the Trust and act on its behalf.

8.3 The Vice-Chair assumes the powers of the Chair in his absence.

9 ***Changing the Constitution***

9.1 A proposal to adopt or change the constitution may be brought to an AGM or EGM by the Steering Committee or proposed from the floor by a member of the Trust, having satisfied the conditions of 4.5. Such a proposal, suitably seconded, shall be accepted if it receives a two thirds majority of those present.

10 ***Dissolution***

10.1 After the same conditions of publicity as required for a constitutional change by 4.5, the Trust may be dissolved at an AGM or EGM. The proposal may have been brought to the meeting by the Steering Committee or proposed by a member of the Trust from the floor. It must be duly seconded and receive a two thirds majority of those present.

10.2 In the event of the dissolution of the Trust, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to a recognised charitable organisation(s) having objects similar to those of the Trust.

Approved at the AGM on April 27th 2006