

# The Windsor Street, Elm Row, Leopold Place and Montgomery Street West (WELM) Association

## Constitution

### 1. Name

The name of the group shall be The Windsor Street, Elm Row, Leopold Place and Montgomery Street West Association (i.e. The WELM Association)

### 2. Aim

Its aim is to help improve and sustain the area surrounding Windsor Street, Elm Row, Leopold Place and Montgomery Street West

### 3. Objectives

The Association will do this by:

Influencing local environmental issues such as air quality, noise pollution, traffic, parking, litter, waste management, street condition and cleanliness, and communal trees and shrubs through working with statutory and non-statutory agencies (including the City of Edinburgh Council, Leith Central Community Council, etc.)

Promoting the health and well-being of the residents and local business owners of the area, and working together as residents and local business owners regardless of age, ethnic origin, ability, gender, sexual orientation, religious belief or political affiliation

Opposing poor developments or initiatives which, in the informed view of the Association, would result in adversely affecting the quality of the lives of residents and local business owners, their health, well-being, safety and general integrity of their properties

Liaising with local residents, our MSP, ward councillors, community council, local businesses

Working with similar groups, exchanging information and advice with them

Organising meetings

Influencing issues to ensure protection of the architectural and historical importance of the area

Campaigning on matters of importance relating to the well-being of residents and taking any action that is lawful, which would help the Association to fulfil its aim

Commissioning or undertaking research and publishing or disseminating the findings of research or other information in support of the objectives provided that in so doing the Association shall not undertake political campaigning

#### **4. Membership**

Membership shall be open to anyone aged sixteen and over who is interested in helping and supporting the Association to achieve its aim, and willing to abide by the terms of this constitution

Every member shall have one vote at General Meetings.

Membership is not transferable

A Register of Members will be kept by the Secretary of the Management Committee and shall include the full name and address of each member of the Association and the date in which they were admitted to membership. The Management Committee may take steps to maintain an accurate Register including requesting members to affirm their willingness to continue to be members at reasonable intervals

#### **5. Membership Subscriptions**

The Association may, in a general meeting, agree to introduce a subscription charge for membership and to vary or revoke any charge.

The fee will help cover the running costs and administration of the Association

The annual fee will be reviewed at each Annual General Meeting

Membership will begin as soon as the membership form and first annual payment has been received

#### **6. Ceasing to be a member**

Members may resign at any time in writing to the Secretary

Any member who has not paid their membership fee for one year will be deemed to have resigned

The Management Committee shall have the power to refuse or cancel the membership of any person where it believes there is good reason for doing so, provided that any person has the right to be heard by the Management Committee and thereafter a right of appeal to a general meeting of the Association before a final decision is taken.

#### **7. Management Committee**

The business of the Association will be carried out by a Management Committee comprising at least three people and not more than eight members drawn from the membership and elected at the Association's Inaugural Meeting and subsequent Annual General Meetings.

Office bearers shall be appointed by the Management Committee and will serve for one term.

Office bearers:

The Chairperson (and Vice-chairperson) — responsible for chairing meetings of the Management Committee and of general meetings of the Association. In their absence the Vice-chairperson shall chair such meetings

The Treasurer (and Vice-treasurer) — responsible, on behalf of the Management Committee, for ensuring that financial records are kept, and accounts are prepared and financial reports given to the Management Committee and to general meetings of the Association

The Secretary (and Vice-secretary) — responsible for keeping minutes of general meetings of the Association and of the Management Committee, for giving notice of meetings and for the administration of all matters relating to the appointment and retirement of members of the Management Committee - and any other office bearers deemed necessary at the AGM.

The Management Committee may create additional office bearers if the need arises e.g. Membership Secretary

The Management Committee may, from time to time, make and alter any rules for the conduct of its meetings provided that no rule is made which is inconsistent with this constitution.

## **8. Management Committee: Nomination, Appointment and Retirement of Elected Members**

At the Annual General Meeting each of the Elected Members shall retire from office but they will be eligible to be re-appointed for a further term, without limit to the number of consecutive terms they may serve, provided they continue to be a member of the Association

The notice of an Annual General Meeting shall be accompanied by an invitation to all members of the Association to nominate themselves or another member for appointment as an Elected Member

In the case of a nomination made on behalf of another member, an indication of the willingness of the member nominated to be appointed as an Elected Member should be included

If more nominations are received than the number of vacancies, a secret ballot shall be held at the Annual General Meeting

Those nominees receiving the greatest number of votes in favour of their appointment, up to but not exceeding the maximum number of places available, shall be appointed as Elected Members.

## **9. Management Committee Meetings**

Committee meetings may be called by the Chair or Secretary. Committee Members must receive notice of meetings at least seven days before the meeting.

The quorum for Committee meetings is three Committee Members.

The Management Committee shall meet at least three times a year

Decisions at Management Committee meetings shall be either by agreement or by show of hands on a majority basis. If there is a tied vote then the Chairperson shall have a second vote

The Management Committee may set up any sub-committee for carrying out tasks or duties on its behalf, agree its membership (including at least one Management Committee Member), and may also agree to amend or dissolve any sub-committee it has set up. All acts and decisions by a sub-committee must be reported fully and promptly to the Management Committee

The Management Committee may invite or request the attendance at any of its meetings of any person or representative of any body for the purpose of giving advice, submitting information or evidence or otherwise assisting it in the conduct of its business. The attendance of such persons shall be in a non-voting capacity at the discretion of the Management Committee and may be for the whole or any part of any meeting

## **10. Management Committee: Vacancies**

The Management Committee may appoint any member of the Association to fill any vacancy among the Elected Members that arises between one Annual General Meeting and the next

Such an Elected Member appointed shall only hold office until the conclusion of the next AGM at which time they will retire

## **11. Co-opted Members**

The Management Committee may at any time co-opt any person (who need not be a member of the Association) as Co-opted Member in cases where it considers the person in question has knowledge, skills or experience which would be of assistance to the Management Committee in the performance of its duties

The number of Co-opted Members should not exceed the maximum of three and no person is co-opted who is disqualified from acting in such a capacity

No employee of the Association may be co-opted

Co-opted Members shall hold office only until the conclusion of the next AGM at which time they shall retire but may, at the discretion of Management Committee, be co-opted for a further term without limit to the number of consecutive terms they may be co-opted.

## **12. Removal of Management Committee Members**

A member of the Management Committee (whether Elected or Co-opted) shall cease to hold office if they:

- become an employee of the Association
- resign their office by written notice to the Management Committee
- is absent without reasonable grounds, in the opinion of the other members of the Management Committee, for a period of more than three consecutive meetings of the Management Committee and the remaining members agree to remove them from office
- become incapable for any reason of managing their own affairs and such condition is expected to persist for at least six months

If a member holds any confidential documents, data or other information relating to WELM or its membership, or copies or extracts of confidential information in either hard copy or electronic form, then they must make the Management Committee aware of its existence and return any that is requested within 7 calendar days of such a request. Any remaining confidential information must be destroyed (or deleted if in electronic form) without making or keeping any copies, extracts or summaries.

If a member owns or holds access rights to electronic, financial or physical systems and services used exclusively by and for WELM, then they must cooperate fully with the transfer to any other person that the Management Committee might nominate, so as to ensure that those systems and services can continue without interruption or cancellation.

## **13. General Meetings**

General meetings for all members of the Association shall be held regularly to discuss matters and to keep members fully informed of the Association's activities

Members shall be given at least 14 days notice of a General Meeting

The quorum required at General Meetings for business to proceed is one tenth of the membership or ten members, whichever is the greater number. In the event that the number of members of the Association becomes fewer than ten, there shall be a quorum when all members for the time being are present

The Chairperson of the Management Committee or, in their absence, the Vice Chairperson, shall preside over General Meetings. If neither is present another member of the Management Committee shall preside over the meeting

All questions that arise at any meeting will be discussed openly and the meeting will seek to find general agreement to which everyone present can agree

If a consensus cannot be reached a vote will be taken and a decision will be made by a simple majority of members present. If the number of votes cast on each side is equal, the chairperson of the meeting shall have an additional casting vote

The Management Committee may call an Extraordinary General Meeting at any time. If at least one tenth of the membership of the Association request such a meeting in writing, stating the business to be conducted, the Secretary will call an Extraordinary General Meeting and will give at least fourteen days' notice to all members

#### **14. Annual General Meeting**

An Annual General Meeting (AGM) will be held within fifteen months of the previous AGM.

All members will be notified in writing at least three weeks before the date of the meeting giving the venue, date and time.

The quorum for the AGM shall be one third of the membership. All votes shall be decided by a simple majority of the members present

Nominations for the Management Committee may be made to the Secretary before the meeting, or at the meeting.

At the AGM:-

The Management Committee and Office Bearers will present reports of the work of the Association over the year.

The Management Committee will present the accounts of the Association for the previous year for agreement

The Management Committee for the next year will be elected

Any proposals given to the Secretary at least seven days in advance of the meeting will be discussed

The annual rates of membership subscription will be set for the next year

#### **15. Finance**

In furtherance of its aim and objectives the Association is empowered:-

to raise funds by way of subscription, donation or by obtaining grants from other bodies or by fundraising schemes. All money raised by or on behalf of the Association shall be applied to further its aim and objectives

to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, provided that this shall be without prejudice to the ability of the Association to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Association may think fit and provided also that the Association shall conform to all relevant statutory regulations

to charge fees for goods or services produced or supplied by the Association as and when the Association considers it necessary and appropriate to do so in order to assist the financial viability of the Association's operations, provided that the primary purpose is not to make a profit

to operate bank or building society accounts in the name of the Association and to carry out all lawful transactions in respect of accounts

Any bank accounts opened for the Association shall be in the name of the Association

Any money obtained by the Association shall be used only by the Association

The Management Committee will ensure that the Association remains within budget

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 shall mean the Treasurer will resign

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

All expenditure shall be agreed and controlled by the Committee. Receipts are required for all expenditure over £5.

No officer shall sign a blank cheque. All cheques shall be filled in before signatures are added.

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

#### **16. Amendment to this Constitution**

Amendments to the constitution may only be made at the Annual General Meeting or an Extraordinary General Meeting

Any proposal to amend the constitution must be given to the Secretary in writing. The proposal must then be circulated with the notice of meeting

Any proposal to amend the constitution will require a two thirds majority of those present and entitled to vote

#### **17. Dissolution of the Association**

The Association may only be dissolved by an Extraordinary General Meeting called for that purpose. Dissolution of the Association shall only take effect if agreed by two thirds of the members present and voting at the meeting

The notice of the Extraordinary General Meeting shall include notice of the proposed resolution to dissolve the Association and all members shall be informed of such a meeting at least three weeks before the date of the meeting

Any assets remaining after meeting liabilities must be distributed among local charities or other community groups with a similar aim and objectives to the Association and nominated by the meeting

Any money received via funding bodies should be returned to the funders in relation to the funding criteria

On dissolution, any documents belonging to the Association shall be disposed of in a manner agreed by that meeting