

PENICUIK COMMUNITY ARTS ASSOCIATION CONSTITUTION

1st AUGUST 2022

1. TITLE

The association shall be known as "Penicuik Community Arts Association" (hereinafter called the "Association")

2. OBJECTS

The purpose of the Association shall be to promote and encourage the study, practice and knowledge of the Arts and seek to enhance Personal and Community Wellbeing in Penicuik and the surrounding district.

3. POLICY

In order to achieve the objectives as stated in (2), the Association will:-

- a) Co-operate with local authorities and local dramatic, musical, cultural, artistic and educational societies and organisations and interested individuals for the promotion and establishment of an Arts Centre in Penicuik.
- b) Make arrangements, plans and programmes either in conjunction with local dramatic, musical, cultural and educational societies and organisations or on its own initiative.
- c) Assist in organising, managing, promoting and producing stage plays, concerts, art exhibitions and other presentations of an educational and cultural nature.
- d) Operate and manage premises entering into such purchase, leasing or other arrangements as are prudent either on its own initiative or in conjunction with a local authority or a dramatic, musical artistic or cultural society, organisation or institution.
- e) Make arrangements for the employment of such staff as are considered necessary for the efficient management of the programme, premises or resources.
- f) Do all the other acts as are incidental to the attainment of the objectives.

4. MEMBERSHIP

- a) Any person may apply to the Executive Committee for membership and, on agreement of the Executive Committee and payment of the appropriate subscription shall become a member of the Association.
- b) In the event of any member allowing his/her subscription to be in arrears for more than two months, he/she shall cease to be a member. The Executive Committee is empowered to expel from membership any member whose behaviour is likely to discredit the Association.
- d) The Executive Committee shall maintain a Register of Members.
- e) Corporate membership shall carry such duties, rights and privileges for the company or body as are accorded to individual members.

5. SUBSCRIPTION

- a) The annual subscription for individual members will be such sums or sums as the Executive Committee shall fix from time to time.
- b) Corporate membership subscription will be calculated on the basis of the number of individuals forming the applicant company or body, subscribing per capita a percentage of the individual membership applicable at the time, such percentage to be fixed by the Executive Committee from time to time.
- c) The subscription year shall start on 1st April

6. EXECUTIVE COMMITTEE

- a) The Executive Committee shall be responsible for the administration, management and control of the affairs and property of the Association.
- b) The Executive Committee shall consist of between 4 and 10 members over the age of 16, appointed by members at the Annual General Meeting. If the executive committee falls below 4 members, the Association will be dissolved.
- c) The elected members of the Executive Committee shall be appointed by the members of the Association at the Annual General Meeting. The Executive Committee may co-opt additional members as they deem necessary to further the aims of the Association. In any event, the co-option will last only until the subsequent AGM. The number of co-opted members at any one time shall not exceed 50% of the elected members. One half of the elected members of the Executive Committee shall retire each year but shall be eligible for re-election.
- d) The Executive Committee shall establish such sub-committees as it thinks fit, and shall specify the terms of reference and purposes of such sub-committees which will not be inconsistent with the objects of the Association.
- e) Corporate member groups will nominate a representative to become a member of the Executive.
- f) **FOUR** elected members of the Executive Committee or such number as determined by the Executive Committee shall form a quorum.

7. OFFICERS

- a) The following officers shall be elected by and from the Executive Committee:-
 - 1) The Chairman
 - 2) The Treasurer
 - 3) The Secretary
 - 4) Such other officers as the Association may appoint
- b) The officers shall be responsible for such duties as the Executive Committee and shall decide from time to time
- c) Officers shall be elected for a term of three years. They will be eligible to stand for additional terms of office but should serve for no more than 9 years in total.

8. HONORARY PRESIDENT

The members of the Association may from time to time at an AGM appoint any person to be an Honorary President of the Association and may regulate the terms and conditions of such appointments.

9. INDEPENDENT EXAMINER

a) An Independent examiner shall be appointed by the members of the Association at the AGM

b) The Independent Examiner shall be responsible for examining the accounts of the Association and shall report to the Annual General meeting via the Treasurer.

9. MEETINGS OF THE ASSOCIATION

- a) The Association shall hold an AGM in the month of May at such a time and place as the Executive Committee shall determine.
- b) A Special meeting of the Association shall be called by the Secretary on the written request of at least 10 members or on a unanimous written request of the officers or on the written request of a majority of the Executive Committee. The Secretary must act within 28 days of such notice being given.
- c) Seven clear days notice in writing shall be given by the Secretary for all meetings of the Association; the notice shall state the reason for calling the meeting and in case of a special meeting the terms of the resolutions to be put before the Association shall be annexed to the notice.
- d) Ten members of the Association, or such greater number as the Association at an AGM might determine, shall form a quorum.
- e) In the case of an Annual or Special General Meeting, the quorum for consideration of items under section 12(f) of the Constitution shall be 30.
- f) Members Meetings and Executive Committee meetings may take place in any suitable location or by participants linking remotely using internet platforms, telephone or social media.

10. ANNUAL GENERAL MEETING

- a) The business of the AGM shall include the election of the Executive Committee and the consideration of an annual report, which shall be prepared by the Executive Committee of the work done by the Association and of the report of the Independent Examiner and the accounts of the Association.
- b) The Agenda and the Accounts shall be circulated to all members together with the notice of the meeting.
- c) Any member may have a motion placed on the Agenda by submitting it to the Secretary not less than one calendar month before the AGM.
- d) The Chairman may, at his/her discretion, accept motions at the AGM.

11. FINANCE

- a) The funds of the Association shall be applied solely towards the promotion of the Association as stated in (2) hereof.
- b) The Treasurer shall keep books showing all the Income and Expenditure of the Association.
- c) There shall be prepared and presented to the AGM of the Association Inspected accounts of the Association.
- d) No officer or member of the Executive Committee shall receive any remuneration or other financial benefit from the Association or its activities directly relating to their duties as an executive of the Association other than the reimbursement of expenses properly incurred on behalf of the Association.
- e) The Executive Committee may incur indebtedness on behalf of the Association through loan or overdraft facilities to a capital sum not exceeding £1000, in respect of the maintenance, repair or improvement of property owned, leased, or otherwise held by the Association, or for the acquisition or lease of property whether solely or in conjunction with a local authority or a dramatic, musical, cultural, artistic or educational society or organisation, but only on the approval of a two-thirds majority of the Executive Committee who must register their vote at a meeting or in writing to the secretary prior to a meeting.
- f) In furtherance of the aims and objectives of the Association, the Association may purchase, lease, sell or otherwise acquire or dispose of property, or repair or improve property, either solely or in conjunction with a local authority or a dramatic, musical, cultural, artistic or educational society or organisation, but where this incurs an indebtedness on behalf of the Association of a capital sum in excess of £1000 or the disposal of an asset with an independent valuation in excess of £1000 this shall only be on the approval of a resolution passed at an Annual or Special General Meeting of the Association by a two-thirds majority of those present and voting at such meeting, providing always that due notice of the proposed resolution shall have been given to all members.

12. CHANGES TO CONSTITUTION

Any changes to the constitution shall require a two-thirds majority of those present and eligible to vote. Any proposal to change the constitution should be signed by two voting members and submitted to the secretary in writing at least 21 days before the meeting.

13. DISSOLUTION

In the event of dissolution of the Association any assets thereof shall be dispersed to a voluntary organisation supporting the arts in Midlothian in a manner approved by the regulator.

Susan Owen (chairperson)

Susan Owen
2/8/2022

Carol Mann (Treasurer)

Carol Mann
2/8/2022