

# STONEHOUSE HERITAGE GROUP CONSTITUTION

(AS AGREED AT AGM ON 2<sup>ND</sup> DECEMBER 2019)



**SHG CONSTITUTION  
(AGREED 02-12-2019)**

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**1. NAME**

The name of the group will be the “Stonehouse Heritage Group” hereinafter known as “SHG”.

**2. OBJECTIVES / AIMS**

The objectives and aims of the SHG shall be:

1. To research, collect and collate, transcribe and document all areas of the heritage and family history of Stonehouse (Lanarkshire) and to make the information available to Members and the public via its website and other publications.
2. The aims of the Group shall be for charitable purposes only and in particular to promote the advancement of education by providing access to informal learning opportunities in the study and protection of the local heritage in and around Stonehouse. In furtherance thereof the Group will;
  - i. Monitor current developments within the local community and, by its research, communication and education, provide a safeguard for the heritage of Stonehouse.
  - ii. Engage with the community to investigate / celebrate the areas of hidden past.
  - iii. Provide assistance to anyone researching family history of anyone previously from Stonehouse.
  - iv. To promote, support, develop and represent the interests of the “SHG” members.
  - v. To provide training for SHG members where finances permit.
  - vi. Work with former residents or families with links to Stonehouse and other likeminded groups.
  - vii. Not to discriminate by age, gender, ethnicity, disability, sexual orientation and religion.

**3 GENERAL STRUCTURE AND POWERS**

**3.1 Structure**

The structure of the organisation consists of:-

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- i) The **Members** - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the committee / board and take decisions on changes to the constitution itself;
- ii) The **Committee/ Board** - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- iii) The people elected to serve on the committee or board are referred to in this constitution as CHARITY TRUSTEES

### 3.2 Power

- i) The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- ii) No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

## 4 AREA OF MEMBERSHIP

The geographical area of the SHG shall not be restricted.

## 5 MEMBERSHIP

5.1 Membership shall be open to any persons wishing to join and who have an interest in Stonehouse Heritage.

5.2 Organisations seeking membership should initially apply to the Treasurer or via the generic email address [info@stonehouseheritage.co.uk](mailto:info@stonehouseheritage.co.uk).

5.3 Membership will be either on application via the "SHG" website ([www.stonehouseheritage.co.uk](http://www.stonehouseheritage.co.uk)) or on application to the group at its regular meetings.

5.4 The annual subscription and types thereof will be set by the committee and agreed at the preceding Annual General Meeting. If not discussed at the AGM then the preceding year's subscription and type will apply.

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5.5 The types of membership available shall be follows:

- a) Individual membership
- b) Organisational membership
- c) Life membership
- d) Junior membership

The above list is not exhaustive.

5.6 Membership will commence on payment of subscription and will expire 12 months from date of commencement.

5.7 The renewal date will be 12months from the date of commencement.

5.8 SHG members not having paid their subscription by three months following the due date shall be deemed to be lapsed from membership. No SHG member shall be entitled to vote on the business of any meeting until such time as their annual subscription has been paid.

5.9 The committee / board may by unanimous vote and for good reason terminate membership of any member, provided that the member concerned shall have the right to be heard by the committee, accompanied by a colleague if required, before a final decision is made.

5.10Any member who has had membership terminated shall have the right to appeal the decision at the Annual General meeting provided two month's notice is provided.

5.11An up to date list of all member's shall be retained by the SHG Secretary or Treasurer.

5.12Should a member or Charity trustee of the SHG request a copy of the register of members, the committee/ board will provide this within 28 days however any personal information will be removed prior to providing the list.

5.13Membership of the organisation may not be transferred by a member.

5.14The committee/ board may at any time write to members asking them to confirm they wish to remain members or to re-join.

5.15Any person or organisation who wishes to withdraw its membership immediately must give written notice of withdrawal to the committee or board and must be signed by them. Membership will cease from receipt of this written request.

## 6. OBSERVERS

6.1 The committee-Board may invite or co-opt others interested in the heritage / family history of the SHG to attend meetings on a regular basis. In addition, invitations may be extended to individuals with specialist knowledge to be present at specified meetings.

6.2 Observers have no voting powers

## 7. MEMBERSHIP AND APPOINTMENT OF OFFICERS (COMMITTEE / BOARD)

7.1 At the Annual General meeting of the SHG, members present shall elect from amongst themselves a Chair, Vice Chair, Treasurer, Secretary and up to 4 committee members who shall hold office from the conclusion of the meeting and who shall constitute a committee / board responsible for the management of the SHG.

7.2 The Officers (committee / board) of the SHG shall be:

- 7.2.1 **Chairperson** - who shall preside at meetings of the SHG, will have a casting vote. Any member of the SHG shall be entitled to hold the post of Chairperson.
- 7.2.2 **Vice-Chairperson** - who shall preside at meetings in the absence of the Chairman. Any member of the SHG shall be entitled to hold the post of Vice-Chairperson.
- 7.2.3 **Secretary** - Any member of the SHG shall be entitled to hold the post of Secretary. This post may be split to minute / correspondence if required. The secretary shall be responsible for providing administrative support to the chair and has responsibility for dealing with all correspondence.
- 7.2.4 **Treasurer** - any member of the SHG shall be entitled to hold the post of Treasurer. He/she will receive all monies due to the SHG and shall be responsible for the payment of all accounts due by the SHG. The Treasurer will keep proper books of account which will be examined and signed off annually. The Treasurer will submit a financial statement at the Annual General Meeting.
- 7.2.5 **Webmaster**-any member of the SHG shall be entitled to hold the post of Webmaster who will be responsible for the running of any website, social media site organised by the SHG. This post may also be held by another post holder.

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- 7.2.6 Any other post agreed by the committee.
- 7.3 The Chairman, Vice-Chairman, Secretary or Treasurer shall be appointed for one year at the Annual General Meeting and shall be eligible to hold the post as long as they are able or unchallenged.
- 7.4 The committee shall have the power to co-opt extra SHG member's representatives to the committee/ board.
- 7.5 The committee shall have the power to co-opt persons having specialist knowledge or experience as advisers, without the power to vote, onto the committee.

## **8. MEETINGS & PROCEDURES**

### **8.1 Meetings**

- 8.1.1 Any other post agreed by the committee.
- 8.1.2 The SHG shall determine the schedule of meetings and shall hold a members meeting not less than twice a year. The committee officers may call a special meeting to deal with urgent matters.
- 8.1.3 The committee shall meet no less than twice per annum, have the power to meet, deal with matters and report in full at the next available meeting.
- 8.1.4 The Annual General Meeting shall be held in October / November or any other month as may prove to be convenient to the majority of members.
- 8.1.5 The business of each AGM must include:-
- i) A report by the chair on the activities of the SHG;
  - ii) Consideration of the annual accounts of the SHG;
  - iii) The election/re-election of charity trustees, as referred to in section 7.2
- 8.1.6 Five members present shall form a quorum at any members meeting.
- 8.1.7 At committee meetings there shall be a quorum of at least three of the committee/board membership.

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- 8.1.8 The Chairman of any meeting shall have the casting vote whether or not he has already voted on the motion under discussion. Observers will not have voting rights.
- 8.1.9 The secretary or other delegated person shall keep minutes of the proceedings at all meetings of the SHG and committee.
- 8.1.10 All members and committee minutes will record those present including apologies and will be available to members either at the next meeting or will be issued a minimum of one (1) week prior to the meeting.
- 8.1.11 The Annual General meeting of the SHG shall be held October / November of each year unless clause 9.3 is invoked.
- 8.1.12 all fully paid up SHG members have the right to attend the AGM
- 8.1.13 Special or Extraordinary meetings may be called by the committee at any time. If at least five SHG members request such a meeting in writing (to any committee member) stating the business to be conducted. The Secretary / committee shall call such a meeting within 60 days of the request providing a minimum of 14 day's notice. This notice will state the business to be discussed.

**8.2 Procedures**

- 8.2.1 No valid decisions can be taken at any members' meeting or committee meeting unless a quorum is present.
- 8.2.2 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 8.2.3 The chair of the organisation should act as chairperson for each member's meeting. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

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**8.3 Voting at members meetings**

- 8.3.1 Every member has one vote, which must be given personally.
- 8.3.2 All decisions at members' meetings will be made by majority vote—
- 8.3.3 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting
- i) A resolution amending the constitution;
  - ii) A resolution expelling a person from membership under clause;
  - iii) A resolution directing the committee / board to take any particular step (or directing the board not to take any particular step);
  - iv) A resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
  - v) A resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
  - vi) A resolution for the winding up or dissolution of the organisation.
- 8.3.4 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 8.3.6 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 8.3.7 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

**9. SUB-COMMITTEES**

- 9.1 The Committee / board may appoint sub-committees or ad hoc committees to work out the details of any project. Such committees will be responsible to the committee –board.

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- 9.2 The terms of reference of any sub-committee set up shall be determined by the committee / board prior to commencement of the subcommittee.
- 9.3 Any subcommittee set up must have a single member of the committee appointed

**10. FINANCE**

- 10.1 A Bank account shall be opened in the name of the SHG.
- 10.2 All cheques will require a minimum of two signatures from three.
- 10.3 Where it is proposed to use electronic facilities for the operation of the bank account the authorisations must be consistent with 10.2.
- 10.4 It will be in order for the Annual General Meeting to authorise an annual membership fee and type.
- 10.5 The committee / board may also suggest to members that contributions would be appropriate to meet the costs of approved projects.
- 10.6 The Treasurer shall appoint an appropriate external examiner to examine the books of accounts, and shall make a report to the Annual General Meeting.
- 10.7 The committee shall be authorised to spend up to £1000 without prior consultation of members. Any expenditure above £1000 will require to be raised and agreed at a members meeting.
- 10.8 The financial year runs from the 1<sup>st</sup> November to 31<sup>st</sup> October.
- 10.9 Members may incur an expenditure value of up to £25.00 in pursuit of any of the aims and objectives of the organisation. Expenditure above £25.00 must be agreed by the committee.

**11. TERMINATION OF OFFICE**

- 11.1 A committee/board member will automatically cease to hold office if:
  - i) If he or she becomes disqualified from being a charity trustee under the Charities and Trustees Investment (Scotland) Act 2005.
  - ii) He/she becomes incapable for medical reasons of carrying out his /her duties as a charity trustee.

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- iii) He or she ceases to be a member of the organisation
- iv) He or she gives notice of resignation.
- v) He or she is removed from office by resolution of the board on ground that they have been in serious or persistent of their duties under section 66(1) or (52) of the Charities and Trustees Investment (Scotland) Act 2005 or
- vi) He or she is removed from office by a resolution to the members and passed at a members meeting.

**11.2** A resolution shall be valid only if it falls within the process outlined under 8.3.3.

**11.3** A charity trustee or member who is the subject of a resolution will be given reasonable prior written notice of the grounds upon which the resolution is made and is given the opportunity to address the meeting at which it will be discussed prior to the resolution being put to a vote.

## **12. PROPERTY**

12.1 Any property purchased by or obtained by the SHG shall be deemed to be the property of the SHG. The Chairman, Vice Chairman, Treasurer and Secretary shall act as Trustees for the purposes of holding property should this be necessary.

12.2 Any funds or property held by the SHG at the time of its ceasing to exist shall be divided among the members on an equitable basis. In the event of no agreement among the members the matter will be referred to an independent arbiter whose decision will be final and binding in all matters.

## **13. AMENDMENTS AND REVIEW OF CONSTITUTION**

13.1 Amendments to this constitution may be made provided notice in writing has been given at the previous meeting of the SHG. The motion must be passed by at least two thirds of the representatives present and voting.

13.2 The constitution will be reviewed every five-seven years.

**14. DISSOLUTION (WINDING UP)**

- 14.1 If the committee decides that it is necessary or advisable to dissolve the SHG, it shall call a meeting of all members, for which not less than 28 day's notice (stating the terms of the resolution to be proposed) shall be given.
- 14.2 If the proposal is confirmed by a two thirds (2/3) majority of the paid up member representatives present and voting the committee shall have the power to realise any assets held by or on behalf of the SHG.
- 14.3 Any outstanding grant funding or monies ring fenced for specific activities will be returned to funders concerned.
- 14.4 Any surplus assets available to the SHG immediately preceding it's winding up must be used for purposes which are the same or which resemble the objects and aims of the organisation.