



# Edinburgh Old Town Association

## CONSTITUTION

- 1 **Name:** The Name of the Association shall be The Edinburgh Old Town Association.
- 2 **Object:** The object of the Association shall be to promote and encourage by charitable and educational means and not otherwise the growth of public interest in the care of the beauty, history and character of the Old Town of Edinburgh and its surroundings, and with that end in view to:
  - a encourage the preservation, development and improvement of features of historic interest, local community associations, which are themselves charitable, and general public amenity
  - b stimulate public interest in, and care for, the history and character of the area
  - c encourage high standards of architecture and planning in the Old Town
  - d hold and promote informative and educational meetings, exhibitions, lectures, publications, conferences, publicity and schemes of a charitable nature.
- 3 **Membership:** Membership shall be open to all interested in the objects of the Association. Membership shall lapse if the subscription is unpaid six months after notification that it is due. Members shall have no financial liability beyond annual subscription.
- 4 **Subscription:** The subscription shall be decided at the Annual General Meeting by a simple majority of members and shall be paid by March 31st or such other time as fixed by the Executive Committee. Members shall be ordinary members, concession members and corporate members.
- 5 **Meetings:** An Annual General Meeting shall be held each year; the gap between one AGM and the next shall not exceed 15 months. The Annual General Meeting shall receive the Executive Committee's report and accounts certified by a capable independent examiner, and elect Officers and members of the Committee. The Committee shall decide when ordinary meetings of the Association shall be held and shall give at least 14 days notice of such meetings to all members. Special General Meetings of the Association shall be held at the written request of one third of the Association members and shall have at least 14 days notice. A quorum for meetings of the Association shall be twenty members or 5% of the membership, whichever is the lesser.
- 6 **Officers:** Nominations for the election of Officers shall be made at or before the Annual General Meetings. Such nominations shall be in writing supported by a seconder and the consent of the proposed nominee must first have been obtained. The election of Officers shall be completed prior to the election of further Committee members. The Officers of the Association shall consist of:
  - Chairman
  - Vice-Chairman
  - Honorary Secretary
  - Honorary Treasurerall of whom shall relinquish their office every year and shall be eligible for re-election at the Annual General Meeting of the Association.

- 7 Committee:** The Executive Committee shall consist of the Officers and not more than 15 further members. It may include ex officio representatives from other local societies. Nominations for the election of Committee members shall be made at or before the Annual General Meeting. Such nominations shall be made in writing and the consent of the proposed nominee must first have been obtained. The Committee shall have the right to co-opt to make up the necessary numbers. The Committee shall also have the right to co-opt further members who shall attend in an advisory and non-voting capacity. The Committee shall have the power to appoint up to 6 honorary patrons and may also appoint such sub-committees as are required. The Executive Committee shall be responsible for running the affairs of the Association and may take decisions on its behalf. A quorum for meetings of the Executive Committee shall be five members or one third of the committee, whichever is the lesser.
- 8 Declaration of interest:** Nominees for election as Officers or Committee members shall declare at the Annual General Meeting at which their election is to be considered any financial or professional interest known or likely to be of concern to the Association. It shall be the duty of every Officer and member of the Executive Committee or sub-committee who is in any way directly or indirectly interested financially in any item discussed at any Committee meeting at which he/she is present to declare such interest and he/she shall not discuss such items or vote thereon.
- 9 Appeals:** The Executive Committee shall have the power to make appeals, solicit donations and canvass monies for carrying out the objects of the Association.
- 10 Expenses of Administration:** The Executive Committee shall, out of the monies received by the Association, pay all proper expenses of administration and management of the Association, and shall use the residue of the monies as sees fit or towards the objects of the Association. The finances of the Association shall close on August 31st annually.
- 11 Investment:** Any monies at any time belonging to the Association and not required for immediate application for its objects shall be invested by the Executive Committee upon such investments, securities or properties, as it may think fit. The property and funds of the Association, both heritable and movable, shall be vested in the names of the Chairman, Honorary Secretary and Honorary Treasurer and their successors in office as trustees ex officio Officers of the Association.
- 12 Borrowing:** The Executive Committee may borrow for the objects of the Association such monies at such rate of interest and in such manner as it may think fit.
- 13 Amendments:** The Constitution shall be amended by a two-thirds majority of members present at an Annual General Meeting or Special General Meeting, provided that ten days notice of the proposed amendment has been sent to all members, and provided that nothing herein contained shall authorise any amendment permitting the expenditure of the funds on any object that is not charitable.
- 14 Winding up:** In the event of the winding up of the Association the available funds of the Association shall be transferred to such one or more charitable bodies having objects similar to those herein declared as may be chosen by the Executive Committee.