

CONSTITUTION
of
FORT, SEAFIELD AND WALLACETOWN COMMUNITY ASSOCIATION (SCIO)
(Adopted at the AGM on 28th June 2023)

1. NAME

The Association shall be named Fort, Seafield and Wallacetown Community Association (SCIO) and shall be referred to as 'the Association'.

The organisation is a registered Scottish Charitable Incorporated Organisation (Charity Number: SCO51189. See attached registration document)

2. SCOTTISH PRINCIPAL OFFICE

The principal office of the organisation is in Scotland at the main residence of the Association Chair shown in an addendum to this constitution.

3. OBJECTIVES

The Association shall be non-party in politics and non-sectarian. The Association's objects shall be:

(a) The advancement of Community Development within the Community of Fort, Seafield and Wallacetown.

(b) Gathering and articulating the views, the diversity of opinion and the outlooks of the community which it represents and expressing them fairly to South Ayrshire Council and other public/private organisations and individuals.

(c) The provision, maintenance and upgrade of recreational facilities, including the organisation of recreational activities, with the object of improving the conditions of life for the Community.

(d) The advancement of Art, Heritage, Culture, Science and Technology within the Community.

(e) The reduction of the Community's carbon footprint and environmental impact.

(f) Liaising with other community groups and promoting and supporting community and other initiatives within the Association area.

4. POWERS

In pursuance of the objectives set out in Clause 3, the Association shall have the power to do anything to further these objectives or is conducive or incidental to doing so.

(a) To promote the health and wellbeing of the residents of the Community and to work together with residents, irrespective of age, sex, ethnicity, ability, religion or political view;

(b) To advocate campaign and lobby on behalf of the Residents.

(c) To represent the residents of the Fort, Seafield and Wallacetown areas in dealings with other parties and act as a voice for their local area on any matters affecting their community's lives, welfare and environment.

(d) To promote environmental improvement and conservation by educating, encouraging and assisting the Community in environmental practice, working in partnership with similar groups and organisations.

(e) Publicise and promote the work of the Association and organise meetings, training courses, events or seminars, etc.

(f) To express fairly the views, diversity of opinions and outlooks of the community; advocate campaign and lobby on behalf of the Residents in the Association area and to foster community spirit.

(g) To liaise and express fairly the views, diversity of opinions and outlooks of the community to South Ayrshire Council, other local authorities, government departments and agencies, and other bodies in pursuance of its objects.

(h) To raise funds for the Association's activities and accept grants, donations and legacies of all kinds and to carry on any other activities which further any of the above objects and open bank accounts as required; Liaise with other community groups within the Association's local area.

(i) Take any such action in the interests of the community as appears to be practicable.

(j) Promote the well-being of the community.

(k) Employ staff and volunteers (who shall not be members of the Management Committee) as are necessary to conduct activities to meet the objectives.

(l) Take any form of action that is lawful, which is necessary to achieve the objectives of the Association.

5. GENERAL STRUCTURE

The structure of the Association shall consist of:

- (a) The Members, who have the right to attend the Annual General Meeting (and any special general meeting) and have important powers under the constitution and select people to serve on the Management Committee and take decisions in relation to changes to the constitution itself.
- (b) The Management Committee, which holds regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the Association in line with this constitution and its aims and objectives; in particular, the Management Committee is responsible for monitoring the financial position of the Association.

6. QUALIFICATIONS FOR MEMBERSHIP

- a) Membership of the Association shall be open to all residents living on a long term basis in the Fort, Seafield and Wallacetown areas who are interested in helping the Association to achieve its aims and are willing to abide by the rules of the Association. These will include members of Affiliated Groups who are all eligible to become individual Association Members with the attendant rights and obligations laid out in this constitution.
- b) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.
- c) All members should actively seek to represent the various needs of the area and must not discriminate on the grounds of nationality, political opinion, race, religious opinion, gender, age, sexuality or disability.
- d) Members shall at all times conduct themselves in a reasonable manner when attending meetings or any functions linked to the Community Association. On failure to do so they can be removed from the meeting on the vote of a majority of members present.
- e) All members shall be 16 years of age or over.
- f) All members will have an equal vote.

7. APPLICATION FOR MEMBERSHIP

- a) Any person who wishes to become a Association member must sign, and lodge with the Association, a written application for membership.

b) The Management Committee may, at its discretion, refuse to admit any person to membership.

c) The Management Committee shall consider each application for membership at the first Management Committee meeting which is held after receipt of the application and shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

8. MEMBERSHIP SUBSCRIPTION

Members may be invited to pay a subscription as shall be determined at the Annual General Meeting. Membership of the Association shall not be conditional on such payment. Any subscription or other monies raised by or on behalf of the Association shall only be applied in furtherance of the objects of the Association.

9. REGISTER OF MEMBERS

The Management Committee shall maintain a register of Members, setting out the full name and address of each Member, contact information, date on which each person was admitted to membership, and the date on which any person ceased to be a Member.

10. WITHDRAWAL OF MEMBERSHIP

Any person who wishes to withdraw from membership shall sign and lodge with the Management Committee a written notice to that effect. On receipt of the notice by the Management Committee, such person shall cease to be a Member.

11. EXPULSION FROM MEMBERSHIP

a) All Members must at all times, conduct themselves in a reasonable manner at meetings or when conducting Association business. Any Member may be excluded from meetings for breach of this condition, or for any other conduct contravening the objects of the Association, by a majority of those present.

b) Where it is considered membership would be detrimental to the aims and activities of the Association, the Management Committee shall have the power to refuse membership, or may terminate or suspend the membership of any member by resolution passed at a meeting. Members shall have the right to appeal via an independent adjudicator determined by mutual agreement of the Management Committee. At least 21 days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed expulsion.

12. AFFILIATES

Community Groups who share and adhere to the aims and objectives of the Association, and whose members are all resident in the Association area, can apply for affiliation to the Association.

(a) Affiliates must have a formal constitution and be formally mandated by their members to represent them.

(b) All community groups wishing affiliation must apply to the Association in writing and this application will be voted on by Members at an AGM or general meeting.

(c) Each group will nominate a primary contact, who must be a Member of the Association, to represent them in the Association and, subject to para 15 (b) 17 and 18, below will be eligible for membership of the Management Committee.

(d) Affiliation is renewable on an annual basis at the Association AGM.

(e) All Residents represented by Affiliates who wish to be individual Members of the Association and enjoy the rights and obligations outlined in this constitution must apply for membership in writing and will be subject to the rights and obligations outlined in paras 4 to 11 inclusive above.

(f) The Management Committee shall maintain a register of Affiliated Groups setting out the full name and address of the group representative, contact information, the date on which each such group became an Affiliate and the date on which any group ceased to be affiliated.

13. MANAGEMENT COMMITTEE

The Association shall be administered by a Management Committee of no less than six (6) people and no more than nine (9), who must be at least 16 years of age members of the Association and live within the Community. Members will be elected for a period of up to three years but may be re-elected at the Group's AGM.

(a) The maximum number of Members of the Management Committee shall be 9 with a quorum being 5 members present or represented by a proxy. A minimum of 1 and a maximum of 3 Members will be representatives of Affiliates.

(b) The Management Committee may, as required, co-opt additional Members where their expertise or professional qualification are required to assist in promoting any of the Association's objectives.

14. ELECTION, RE-ELECTION AND RETIRAL

(a) At each Annual General Meeting, the Members of the Association may elect any Member to be a Member of the Management Committee.

(b) To fill vacancies the Management Committee may at any time co-opt any Member of the Association to be a member of the Management Committee.

(c) At every AGM one third of the members of the Management Committee, and the auditor (if any), shall stand down and may offer themselves for election along with any new candidates at that meeting. Should the numbers of nominations exceed the number of places available a vote will be taken.

(d) If the AGM is not quorate and is adjourned the members of the management committee will remain in post until the AGM is held.

15. TERMINATION OF OFFICE

A member of the Management Committee shall automatically vacate office if:

(a) They cease to be a Member of the Association.

(b) They resign office by notice to the Association.

(c) They are absent without apology from more than three consecutive meetings of the Management Committee, and the Management Committee resolves to remove them from office.

16. REGISTER OF MEMBERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall maintain a register of members of the Management Committee, setting out the full name and address of each member of the Management Committee, contact information, the date on which each such person became a Management Committee member, and the date on which any person ceased to hold office as a Management Committee member.

17. OFFICE BEARERS

(a) The members of the Management Committee shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers as they consider appropriate.

(b) The duties of the Chairperson are to: chair meetings of the Committee and the Association; represent and act on behalf of the Association at functions/ meetings that the Association has been invited to; act as spokesperson for the Association when necessary.

(c) The duties of the Secretary are to: take and keep minutes of meetings; prepare the agenda for meetings of the Committee and the Association in consultation with the Chairperson; maintain the membership list; deal with correspondence; collect and circulate any relevant information within the Group.

(d) The duties of the Treasurer are to: supervise the financial affairs of the Association ; keep proper accounts that show all monies collected and paid out by the Group; prepare annual accounts for the AGM.

(e) All office bearers shall cease to hold office at each Annual General Meeting, but shall then be eligible for re-election as a Management Committee member.

(f) A person elected to any office shall cease to hold that office if they cease to be a member of the Management Committee, or the Association or if they resign from that office by written notice to that effect.

18. POWERS OF THE MANAGEMENT COMMITTEE

(a) Except as otherwise provided in this constitution, the Association and its assets and undertaking shall be managed by the Management Committee, who may exercise all the powers of the Association in line with this constitution.

(b) A meeting of the Management Committee at which a quorum is present may exercise all powers exercisable by the Management Committee.

19. PERSONAL INTERESTS AND EXPENSES

(a) A member of the Management Committee who has a personal interest of any kind in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at any meeting of the Management Committee or General meeting of the Association. They will be debarred from voting on the question of whether or not the Association should enter into that transaction or arrangement on the majority vote of the members present.

(b) For the purposes of clause 19(a), a person shall be deemed to have a personal interest in a transaction or other arrangement if they or any partner or other close relative of such person or any firm of which such person is a partner or any limited company of which such person is a shareholder or director, has a personal interest in that arrangement.

(c) No member of the Management Committee may be given any remuneration by the Association for carrying out their duties as a member of the Management Committee, members of the Management Committee however, at the discretion of that committee, may be paid travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the

Management Committee, General meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

20. PROCEDURE AT MANAGEMENT COMMITTEE MEETINGS

(a) The Management Committee will meet at least 6 times per year, including the AGM or any General meeting and shall enable the Association to discuss actions and monitor progress to date, and to consider future developments.

(b) At least 14 days notice must be given to members. Questions arising at a meeting of the Management Committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

(c) No business shall be dealt with at a meeting of the Management Committee unless a quorum is present; the quorum for meetings of the Management Committee shall be 5 members or their proxies.

(d) If at any time the number of members of the Management Committee in office falls below the number fixed as the quorum, the remaining Management Committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

(e) The chair of the Association shall preside as chairperson of each general meeting. If not present the members of the Management Committee present at the meeting shall elect from among themselves the person who will act as chairperson.

(f) The Management Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Management Committee; for the avoidance of doubt, any such person who is invited to attend a Management Committee meeting shall not be entitled to vote.

21. CONDUCT OF MEMBERS OF THE MANAGEMENT COMMITTEE

Each of the members of the Management Committee shall, in exercising their functions as a member of the Management Committee of the Association, act in the interests of the Association; and, in particular, must seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its objects and constitution.

22. DELEGATION TO SUB-COMMITTEES

The Management Committee may delegate any of their powers to any sub-committee consisting of one or more members of the Management Committee and such other persons (if any) as the Management Committee may determine; they may also delegate to the chair of the Association (or the holder of any other post) such of their powers as they may consider appropriate. Any delegation may be made subject to such conditions as the Management Committee may impose and may be revoked or altered.

23. MINUTES

The Management Committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting. All minutes shall be adopted as an accurate minute when proposed and seconded at the next meeting of that group or as soon as is reasonable thereafter.

24. FINANCE, RECORDS AND OPERATION OF ACCOUNTS

(a) The signatures of two out of three signatories appointed by the Management Committee shall be required in relation to all operations (other than lodgement of funds) on any bank and building society accounts held by the Association; at least one out of the two signatures must be the signature of a member of the Management Committee.

(b) Any money acquired by the Association, including donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Association. All funds must be applied to the objectives of the Association and for no other purpose.

(c) Bank accounts shall only be opened in the name of the Association. Any deeds, cheques etc relating to the Association's bank account shall be signed by at least two (2) of the following Committee members: Chairperson; Treasurer; Secretary.

(d) Any income/expenditure shall be the responsibility of the Treasurer, who will be accountable to ensure funds are utilised effectively and that the Association stays within budget. Official accounts shall be maintained and will be examined annually by an independent accountant who is not a member of the Association. An annual financial report shall be presented at the AGM. The Association's accounting year shall run from 01 September until 31st August.

25. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

(a) The Management Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

(b) The Management Committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

26. GENERAL MEETINGS (MEETING OF MEMBERS)

The Management Committee shall convene an Annual General Meeting in each year. Not more than 15 months shall elapse between one annual general meeting and the next. All members are entitled to vote at the AGM.

The business of each Annual General Meeting shall include:

(a) A report by the chair on the activities of the Association;

(b) Consideration of the annual accounts of the Association;

(c) Matters arising from the last AGM.

(d) The election/re-election of Members of the Management Committee, as referred to in Clause 14 above.

(d) Details of any other items for discussion must be submitted to the chairman of the committee not less than 7 days prior to the AGM.

(f) The Management Committee may convene a Special General Meeting at any time. If a notice signed by ten or more Members requesting a Special General Meeting is received by the Association, the Management Committee must convene a Special General Meeting.

27. NOTICE OF GENERAL MEETINGS

At least 14 clear days' notice must be given to all the Members of the Association of any Annual General Meeting or Special General Meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

28. PROCEDURE AT GENERAL MEETINGS

(a) No business shall be dealt with at any General Meeting unless a quorum of 10% of the Association's registered total membership is present or represented by a proxy.

(b) If a quorum is not present the meeting may be adjourned to such time and place as may be fixed by the chairperson of the meeting.

(c) The chair of the Association shall preside as chairperson of each general meeting. If not present the members of the Management Committee present at the meeting shall elect from among themselves the person who will act as chairperson.

(d) Every Association member shall have one vote, which, whether on a show of hands or on a secret ballot, must be given personally or by a proxy.

(e) If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

(f) A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two Members present in person at the meeting; a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

(g) In the case of a tied vote, the Chairperson or an appointed deputy shall have the casting vote.

(h) If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

29. NOTICES

Any notice which requires to be given to a Member under this constitution shall be in writing; such a notice may either be given personally to the Member or be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by them to the Association.

30. DISSOLUTION

(a) If the Management Committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene a General Meeting of the

Association members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

(b) If a proposal by the Management Committee to dissolve the Association is confirmed by a simple majority of those present and voting at a General Meeting convened under para 30(a) above, the Management Committee shall have the power to dispose of any assets held by or on behalf of the Association in a manner they so decide providing all debts have been paid, any unused funds are returned to their providers and Members do not benefit in any way from that disbursement.

31. ALTERATIONS OF THE CONSTITUTION

(a) The constitution may be altered by a majority vote of those present and voting at a General Meeting, providing due notice of the meeting, and of the resolution, is given in accordance with para 27 above.

(b) Amendments to this Constitution or dissolution of the Association must be conveyed to the Secretary formally in writing. The Secretary and other officers shall then decide on the date of a Special General Meeting to discuss such proposals, giving members at least four weeks' (28 days') notice.

32. INITIAL MEMBERS OF MANAGEMENT COMMITTEE

The initial members of the Management Committee, and the positions held by each, shall be as set out below.

33. ADOPTION OF THE CONSTITUTION

This constitution was adopted on 28th June 2023

MANAGEMENT COMMITTEE AND CHARITY TRUSTEES

Name: John Allan

Signed: 

Address: 

Date: 4/10/23

Name: Eric Armstrong

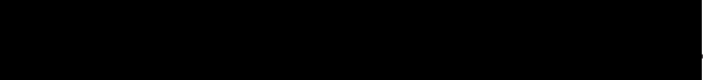
Signed: 

Address: 

Date: 13/10/23

Name: Lynn Carleton

Signed: 

Address: 

Date: 13/10/23

Name: Frances Curran Signed: *F Curran*

Address: [REDACTED] Date: 4/10/2023

Name: Anthony D'Arcy Signed: *AD*

Address: [REDACTED] Date: 13-OCT-23

Name: Iain McKie Signed: *Iain McKie*

Address: [REDACTED] Date: 4/10/2023

Name: Allison Muraru Signed: *Allison Muraru*

Address: [REDACTED] Date: 4/10/23

Name: Alan Roseweir Signed: *A Roseweir*

Address: [REDACTED] Date: 4/10/23

Name: Forbes Watson Signed: *FW*

Address: [REDACTED] Date: 4/10/23

Definitions

1. In this constitution, unless the context requires otherwise:

- (a) 'Association' means 'Fort, Seafield and Wallacetown Community Association'.
- (b) 'Fort, Seafield and Wallacetown' means the area within Ayr bounded by [TBC] and known as Fort, Seafield and Wallacetown
- (c) 'Residents' mean persons who live within the Fort, Seafield and Wallacetown area permanently or on a long-term basis.
- (d) 'Member(s)' means the residents of the Fort, Seafield and Wallacetown who are also members of the Association.
- (e) 'Affiliates' are community groups who are formally mandated by their members to be affiliated to the Association
- (f) 'Management Committee' means the management committee of the Association as appointed from time to time in accordance with the terms of this constitution.

**THIS DOCUMENT IS IMPORTANT
PLEASE RETAIN IT FOR YOUR RECORDS**
Please ensure all charity trustees are aware
of this document

Mr Eric Armstrong
Fort, Seafield and Wallacetown Community Association SCIO

Our Ref: RS/STA/21-0488

11th August 2021

Dear Mr Armstrong,

Decision on your application to become a Scottish Charitable Incorporated Organisation (SCIO)

I am pleased to tell you that your application to become a Scottish Charitable Incorporated Organisation (SCIO) has been successful. The Office of the Scottish Charity Regulator (OSCR) is satisfied that the organisation meets the charity test and the legal requirements for being a SCIO, and has entered it in the Scottish Charity Register. This means it is now is an incorporated body having charitable status under the Charities and Trustee Investment (Scotland) Act 2005.

The details of your charity's entry in the Register are set out below.
Please check these details and let us know of any errors.

Your SCIO's registered name is:	Fort, Seafield and Wallacetown Community Association SCIO
Your charity number is:	SC051189
Your SCIO was registered on:	10th August 2021
Your SCIO's 'known as' name is:	FSWCA
Your principal contact address is	
Your charitable purposes are:	(f) the advancement of citizenship or community development (g) the advancement of the arts, heritage, culture or science (m) the advancement of environmental protection or improvement

Charities you can trust and that provide public benefit
The Scottish Charity Regulator, Quadrant House, 9 Riverside Drive, Dundee DD1 4NY



Telephone:
01382 220446



Fax:
01382 220314



Email:
info@oscr.org.uk



Twitter:
@ScotCharityReg



OSCR Reporter:
Subscribe at
www.oscr.org.uk



Facebook:
ScottishCharityR

Your charitable objects are:	The organisation's purposes are: 4.1 The advancement of Community Development within the Community of Fort, Seafield and Wallacetown. 4.2 The provision, maintenance and upgrade of recreational facilities, including the organisation of recreational activities, with the purpose of improving the conditions of life for the Community. 4.3 The advancement of Art, Heritage, Culture, Science and Technology within the Community. 4.4 The reduction of the Community's carbon footprint and environmental impact.
Your SCIO's accounting reference date is:	31/08

Charity trustees' duties and responsibilities

The charity trustees of **Fort, Seafield and Wallacetown Community Association SCIO** are jointly responsible for running the SCIO and managing its assets. The members of a SCIO also share some of the same duties of the charity trustees. Charity trustees and members should read our publication, SCIOs: A Guide, for full details of their duties and responsibilities.

In summary, a SCIO must by law, do certain things, including:

Publicise its status as a SCIO: you must let people know that **Fort, Seafield and Wallacetown Community Association SCIO** is a SCIO by including its charity name and (if the name does not already say so) the fact that it is a SCIO on its literature, emails and webpage's (where applicable), and also on documents issued by a third party on the SCIO's behalf. As a matter of good practice, you should also state your charity number on these documents. You must comply immediately with the duty to publicise your organisation's status as a SCIO.

- **Provide information to the public:** you must supply a copy of your accounts and constitution to anyone who asks for them.
- **Provide information to OSCR:** every year you must provide information to us about the activities of your charity and by law we must monitor all charities on the Register. Your charity must fill in an Online Annual Return and send this to us along with its accounts.
- **First accounting period for the SCIO:** The first period of accounts for the

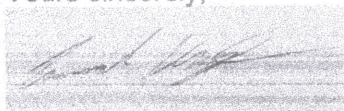
SCIO must start on the day on which the SCIO is registered (which can be found above). It can be for a period of **no less than six months and no longer than 18 months**. If there was a body in existence prior to the SCIO being registered then assets transferred to the SCIO must be shown as a donation in the first period of accounts. You can find out more about preparing your accounts and reporting to us on our website www.oscr.org.uk.

- **Get consent:** you need to get our consent before taking certain actions, and must tell us about certain decisions you have taken. You can find out when and how to do this on the 'Making changes to your charity' section on our website and in our publication, [SCIOs: A Guide](#).
- **Keep registers of charity trustees and of members:** you must keep a register of your current and former charity trustees and, if applicable, a register of your current and former members. We have attached a template (Appendix 1) which can be used to maintain your register of trustees. In certain circumstances, you must also supply a copy of these registers if you are asked for them. You can find out more about the registers of charity trustees and members in our publication, [SCIOs: A Guide](#).

We have sent a copy of this letter and the introductory leaflet '**Being a charity in Scotland**' to all those trustees who have provided OSCR with an **email address**. Please distribute this letter and the introductory leaflet to any trustee who have not provided OSCR with this information.

You can contact us at info@oscr.org.uk or on 01382 220446 if you have any questions.

Yours sincerely,



Gerry Hodge
Caseworker

Gerard.hodge@oscr.org.uk
01313763587

28/6/23 Further to paragraph 2 above: 'SCOTTISH PRINCIPAL OFFICE'. The Principal Office is the main residence of the current Chair Alan Roseweir at:

