

Constitution

1. Name

The club shall be known as PSNYC (Pennypit Special Needs Youth Club)

(Hereinafter referred to as the 'Club')

2. Objects

The objectives of the Club shall be to promote the benefit of young persons in East Lothian with special needs, without distinction of sex, sexuality, political, religious or other opinions by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to advance education and to provide facilities, or assist in the provision of facilities, in the interest of social welfare for recreation and other leisure-time occupation so that their conditions of life may be improved

3. Powers

To further the above objectives, the Club may:-

- 3.1 Employ and pay any person or persons to supervise, organise and carry on the work of the Club;
- 3.1.1 Engage and pay fees to professional and technical advisers/ consultants to assist in the work of the Club;
- 3.1.2 Bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
- 3.1.3 Take out membership of such organisations as are considered to be in the interest of and compatible with the objects of the Club;
- 3.1.4 Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings and training courses
- 3.1.5 Cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
- 3.1.6 Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges considered appropriate for the promotion of the objects, which are considered appropriate for the work of the Club;
- 3.1.7 Make regulations for the management of any property which may be so required;
- 3.1.8 Borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be appropriate;
- 3.1.9 Raise funds and invite and receive contributions from any person or persons by way of subscription or otherwise;

3.1.10 Invest the funds of the Club not immediately required for the objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law and

3.1.11 Do all such other lawful things as are incidental or conducive to the attainment of the objects.

4. Membership

Membership of the Club shall be open to:

4.1 The following individuals (hereinafter referred to later as individual members).

4.1.1 Full membership of the Club shall be open to:-

i. Individuals of 15 years and over who are interested in furthering the work of the Club and;

ii. Equal opportunities to all.

4.1.2 In the case of an unincorporated organisation eligible for membership under clause 4(1), the party admitted to membership shall be the individual nominated from time to time to that organisation; such an organisation may withdraw the nomination of its representative at any time by written notice to the Club to that effect, and on receipt of such a notice by the Club, the individual concerned will automatically cease to be a member

4.1.3 An organisation admitted to membership under clause 4 (1) which is a corporate body may appoint any individual it thinks fit to act as its representative at a general meeting of the Club; the individual so authorised shall be entitled to exercise the same powers on behalf of the corporate body as it could have exercised had it been an individual member.

4.1.4 The management committee as its discretion may appoint honorary members but these members shall not be entitled to vote at general meetings.

4.1.5 An individual applying for membership shall submit a registration form, signed by or on behalf of the applicant. The management committee shall be entitled, at its discretion, to refuse to admit an applicant to membership. If the decision of the management committee is to admit the individual or body to membership, the appropriate entry will be made in the register of members immediately following the management committee meeting at which that decision was made and the applicant will then become a member of the Club.

4.1.6 The management committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the management committee before a final decision is made.

5. Termination of Membership

The Management Committee shall have the right to terminate membership for any good and sufficient reason but provided an individual member or one representative of an associated organisation shall have the right to be heard by the Committee before such a decision is made

6. Management Committee

Subject to the powers of the Club in General Meeting, the Management Committee shall have sole responsibility for the formulation of the policy and the general management of the Club: without prejudice to the foregoing generality:

- 6.1 The Management Committee shall have regard to any guidance and policy on the Council relating to the operation and functioning of Community Centres.
- 6.2 The Management Committee shall have executive control of the Club.
- 6.3 The Management Committee shall be assisted in the administration of the Club by the Community Economic Development Officer appointed by the Council (hereinafter referred to as the 'Assistor').
- 6.4 The Management Committee shall have power to delegate any of their responsibilities and duties to a sub-committee appointed by, and responsible to, the Management Committee.

7. Composition of Management Committee

- 7.1 The Management Committee shall be composed of the following members, persons or representatives who are facto nominate by the respective bodies or organisations to serve on the Management Committee:
 - 7.1.1 Five individual members, comprising of six members elected annually at the Annual General Meeting.
 - 7.1.2 The Assistor
 - 7.1.3 One member of the Council

8. Management Committee Quorum

Four members of the Management Committee present in person shall be a quorum for meetings of the Management Committee

9. Office Bearers

The Club shall elect a Chair, Secretary and Treasurer at the Annual General Meeting of the Club.

10. Minutes

The Secretary shall interalia be responsible for the writing of minutes of the Club in general meeting, the Management Committee and any Sub-Committee thereof. All minutes shall be open to inspection by all members.

11. Annual General Meeting

The Club shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. The Annual General Meeting shall be held in January of each year. Provided that so long as the Club holds its first Annual General Meeting within eighteen months of its formation, it need not hold it in the year of its formation, or in the following year. The Annual General Meeting shall be held at such place and time, as the Management Committee shall appoint.

12. Extraordinary General Meetings

- 12.1 All general meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- 12.2 The Management Committee may whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened by the Management Committee on the requisition of six full members in writing.

13. Rules of Procedure at all meetings

- 1) **QUORUM** The quorum at a meeting of the Club or the management committee or of any committee appointed under clause 6(6) shall be one-third (present in person) of the total actual membership of the Club for the time being, the management committee or the committee (as the case may be) or such other number as the Club may in general meeting from time to time determine.
- 2) **VOTING** Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of the votes cast. In the case of an equality of votes, the person taking the chair at the meeting shall have a second or casting vote.
- 3) **MINUTES** The management committee shall ensure that minutes are kept of all general meetings and of all meetings of the management committee and committees and sub committees of the kind referred to in clause 6 (6) containing in each case, a note of those present, those attending and the chair and a record of all proceedings, resolutions and decisions.
- 4) **STANDING ORDERS** The management committee shall have power to adopt standing orders for the Club and its committees. Such standing orders, which will be consistent with and complementary to the terms of the constitution, shall come into operation immediately but must

be amended by the Club in general meeting. The Club in general meeting may issue policy directions in relation to the content of standing orders for the Club and its committees, and the management committee shall in that event be bound to follow such directions in formulating such standing orders.

14. Notice of Meetings

Written notice of general meetings shall be given two weeks prior to such general meeting.

15. Chairman

At general meetings, the Chairman shall be the Chairman of the Management Committee, whom failing a full member who is also a member of the Management Committee, duly elected at the general meeting as Chairman of that general meeting.

16. Agenda

At the Annual General Meeting the Agenda shall be in the following form or as thereto as circumstances permit:

- 16.1 Reports by Office Bearers
- 16.2 Report by the Management Committee
- 16.3 Election of members of the Management Committee
- 16.4 Election of Office Bearers
- 16.5 Any other competent business
- 16.6 Report by the Auditors
- 16.7 Election of Auditors

17. Voting

At general meetings, all full members present will be entitled to vote. No other person shall be entitled to vote. Voting shall be by show of hands or by ballot at the discretion of the Chairman.

18. Subscriptions

- 18.1 All individual members shall pay such subscriptions, annual or otherwise, as the Management Committee from time to time may determine.

19. Property

The title to all property, heritable and moveable, which may be acquired by or on behalf of the organisation shall be vested in the names of the convenor, the secretary and the treasurer for the time being or in the name of trustees of a trust established for that purpose

20. Finance

All monies raised by or on behalf of the Club shall be applied to further the objects of the Club and for no other purpose. Without prejudice to the foregoing generality, no Office Bearer or other member shall be paid or given any sum of money or honorarium except insofar as the payment is for reimbursement of outlays actually incurred for the benefit of the Club. For the purposes of this Clause, it is deemed that interalia travel expenses, payments for time occupied and ex gratia payments are not for the benefit of the Club.

21. Bank Accounts

All bank accounts shall be operative on any two signatures of two nominated Office Bearers of the Club and the Assistor.

22. Accounts

The Assistor will be responsible for the day-to-day financial intrusions and will assist the Treasurer in the preparation of financial reports and accounts. A financial report will be given to each meeting of the Management Committee. The financial year will be from 1 December to 30 November. A copy of the audited accounts shall be sent to the Director of Education of the Council not later than the 16th day in February in each year.

23. Auditors

A professionally qualified accountant shall audit the accounts of the Club. The Club shall pay all fees due to the auditor for his professional services.

24. Amendments

Any resolution to alter this Constitution will be submitted to the Club in general meeting. Any such resolution must be passed by a two-thirds majority of those present and entitled to vote. Proposed alterations to Articles 3, 4, 19, 23 or 24 of this Constitution shall be notified to HM Inland Revenue to ascertain whether or not such proposed alterations would affect the charitable status of the Club and in the event that such alterations do affect the said status, they shall not be entertained.

Such resolution shall not become effective until the Education Committee of the Council has approved it.

25. Dissolution of Committee

If the Committee decide that dissolution is necessary or advisable, the Management Committee shall call a meeting of all members and also inhabitants of the area of benefit who are aged at least eighteen years.

Twenty-eight days notice of such a meeting shall:

- 25.1 Be given to all members
- 25.2 Be posted in conspicuous place or places in the area of benefit.
- 25.3 Be published in a newspaper circulating in the area of benefit
- 25.4 Be given in writing to the Council

If such a decision to dissolve be confirmed by at least a two thirds majority of those present and voting at the meeting, then after the satisfaction of all debts and liabilities, including the return of those items advanced or on loan from the Council, the assets shall not be paid or distributed to the members but shall be given to such other charitable organisations with objects similar to those of the Club as the Club may decide. The Club shall then be declared dissolved.