



Friends of Montgomery Street Park Constitution

1. Name of Group

The group shall be known as the "Friends of Montgomery Street Park" (referred to hereafter as "the Friends" or "FoMSP").

2. Montgomery Street Park

Montgomery Street Park is located at the east end of Montgomery Street, Edinburgh (referred to hereafter as "the park").

3. Objectives

- a) To promote and encourage the conservation and enhancement of the park.
- b) To actively seek the involvement of the relevant departments of the City of Edinburgh Council (referred hereafter as "the Council") so that it performs its statutory responsibility to maintain the park.
- c) To engage and involve the surrounding community in the use and development of the park.
- d) To promote and encourage the educational value of the park; encouraging interest in its scenic, historical, architectural, landscape and ecological qualities amongst the surrounding community.

4. Powers

To further these objectives the Friends may from time to time do all such lawful things as are necessary which may include:

- a) Arrange meetings, exhibitions, talks, surveys and training courses.
- b) Carry out a programme of practical environmental projects.
- c) Raise funds, receive contributions and make grant applications solely for the purpose of furthering the objectives of the Friends, as the Management Committee members of the Friends consider appropriate.
- d) Liaise and work in partnership with other organisations and individuals.
- e) Collect, disseminate and exchange relevant information and advice.
- f) Publicise the Friends activities through all appropriate media.

- g) Buy, hire or legitimately borrow any equipment, tools, services or other property required.
- h) Subject to any consents required by law; sell, lease or dispose of all or any part of the equipment, tools, services or other property of the Friends.
- i) Employ such staff or contract such services as are necessary.

5. Membership

- a) Membership shall be open to individuals, organisations and businesses which support the objectives of the Friends and are willing to take part in the Friends' activities.
- b) There shall be no discrimination on the basis of age, race, religion, disability, sexual orientation, sex or nationality in regard to becoming a member of the Friends.
- c) Members will be added to our circulation list which will be considered our Register of Members.

6. Office Bearers and Committees

- a) The Friends shall be directed by a Management Committee of not less than 3 and not more than 15 members that shall meet at least 4 times a year. These quarterly meetings shall be open to all members.
- b) The Management Committee shall retain the right for adequate reasons to refuse or terminate membership of any individual, organisation or business after giving said individual, organisation or business concerned the right to be heard by the Management Committee before a final decision is made.
- c) At the AGM the members shall elect Office Bearers: namely a Chair, Secretary, Treasurer, and any other posts deemed necessary.
- d) The Office Bearers shall be members of the Management Committee and any other committees the Friends set up.
- e) Office Bearers shall be elected annually.
- f) In the event of a post of Office Bearer becoming vacant, the Management Committee may nominate one or more of their numbers to assume the post.
- g) The Management Committee shall have the power to remove from office any Office Bearer or ordinary member after a motion of no confidence has been passed by a majority of the committee.

7. Annual and Other General Meetings

- a) An AGM shall take place, the first one being held one year following the inaugural meeting of the Friends on 16th April 2008, and thereafter annually. The Management Committee shall have the discretion to vary the date within 2 months of 16th April each year. Members shall be given notification of the date not less than 28 days prior to the AGM.
- b) Ten members of the Friends shall constitute a quorum at an AGM.

- c) At each AGM, the Annual Report and financial statement shall be presented, Office Bearers shall be nominated and elected and other relevant business conducted.
- d) Any member of the Friends may submit items to be placed on the agenda of the AGM. These should be submitted to the Secretary in writing at least 14 days before the AGM.
- e) An Extraordinary General Meeting (EGM) may be called by the Management Committee at any time by giving at least 14 days' notice to the members.
- f) On receipt of a written demand from at least 20 per cent of the membership, the Secretary must call an EGM, which must be held no more than 28 days after receipt of said demand.
- g) The notice calling an EGM shall specify the business to be considered and the motion(s) if any, to be proposed, and only these and no other matters shall be discussed.
- h) A number equal to two-thirds of the Management Committee shall constitute a quorum for an EGM. If a quorum is not reached, decisions taken at the meeting shall be circulated to the members who have the right to object in writing within 28 days.

8. Procedures

- a) The Secretary shall take a record of all committee and general meetings and produce minutes for confirmation. In the absence of the Secretary, any member of the Friends nominated and agreed by a majority of those present shall carry out this role.
- b) The Management Committee shall ensure that adequate records are kept of all other meetings, projects and events.
- c) A quorum at quarterly meetings shall be 3.
- d) Decisions at committee meetings shall be made by a simple majority of those present and eligible to vote. The Chair shall have an additional vote in the event of a tie.
- e) Councillors and Council officials shall take an advisory role and have no voting rights when acting in an official capacity.
- f) The Chair shall preside at an AGM or EGM. In the absence of the Chair, any member of the Friends nominated and agreed by a majority of those present shall preside.
- g) At an AGM or EGM, the Chair or other member presiding shall only have a casting vote.
- h) Decisions at an AGM shall be made by a simple majority vote of members present, and at an EGM by the vote of at least two thirds of the members present.

9. Financial Arrangements

- a) All funds shall be used solely for furthering the objectives of the Friends as approved by the Management Committee.
- b) Individuals shall not benefit financially from being a member.
- c) None of the Management Committee shall derive personal benefit, financially or in kind from the activities of the Friends.

- d) The Treasurer shall ensure that full financial records are kept and that financial statements are produced annually, or on request of the Management Committee.
- e) If the need arises the accounts shall be audited annually by an independent auditor appointed by the Management Committee at the previous AGM and an audited financial statement presented to the AGM.
- f) A bank account shall be opened in the name of the Friends, and up to four Office Bearers shall be authorised to sign cheques. Two signatures will be required on cheques over £500.
- g) The financial year shall be from 1st April to 31st March.

10. ENTRUST Registration

As a group registered with ENTRUST, we agree to the following additional clauses:

- a) our organisation operates on a not-for-profit basis and will not distribute income or profit to its members
- b) at least one of our organisation's aims matches at least one of the Objects of the LCF (Object D: The provision, maintenance or improvement of a public park or another public amenity.)
- c) all LCF money received by our organisation will be spent on activities that are compliant with the Objects of the LCF
- d) when deciding the number of people who constitute a valid quorum, we will ensure that neither a Landfill Operator (LO) nor a Local Authority (LA) can form a majority when only the quorum is present to vote
- e) when voting on any issue relating to the LCF, we will ensure that neither a Landfill Operator (LO) nor a Local Authority (LA) has the casting vote
- f) LCF funds will not be spent in a way which provides a unique benefit to either a LO which has provided LCF funds to our organisation, or to a Third Party who has made a payment to a LO to enable LCF funds to be provided
- g) in the event of dissolution, surplus assets will not be distributed amongst the organisation's members and any remaining LCF money will remain within the LCF

11. Amendments to the Constitution

- a) This constitution may only be altered at an EGM called for the purpose.
- b) Such EGM may be called in conjunction with or immediately preceding an AGM.

12. Dissolution and Disposal of Assets

- a) The Friends shall be dissolved if two thirds of members consider it necessary, to be decided at an EGM, having given members at least 28 days' notice of the EGM.
- b) Individuals shall not be liable if the Friends fold.

- c) In the event of the dissolution of the Friends any assets remaining, after the satisfaction of all debts and liabilities, shall be given to or transferred to a voluntary organisation(s) having objectives broadly similar to those of the Friends, the relevant organisations to be decided at the EGM considering dissolution.

13. Adoption of the constitution

This amended constitution was adopted by the members present at the AGM held on 27 May 2015.

Signed:

Chris Rankin _____ Chair

Rachel Murray _____ Vice Chair

James Salomons _____ Treasurer

Elaine Farrow _____ Secretary

Christine Rigouleau _____ Committee Member

Andrea Manning _____ Committee Member