



Constitution

1. **NAME.** The name of the Association shall be the **EMBLETON WAY SCOUT AND COMMUNITY CENTRE ASSOCIATION**, (hereinafter called 'The Association').
2. **OBJECT.** The Object of the Association shall be to promote, manage, maintain and safeguard the use and upkeep, for social welfare, recreation and entertainment purposes, of the Embleton Way Scout and Community Centre (hereinafter called "the Centre") for the benefit of 3rd Buckingham Scout Group and persons or organisations who live, work or study, or employ or carry out charitable activity for such persons (hereinafter called "the Community") in Buckingham or its environs (hereinafter called "the area of benefit"), without distinction of sex, or of political, religious or other opinions.
3. **THE CENTRE:** The Centre is owned by 3rd Buckingham Scout Group on behalf of the Scout Association and managed and maintained on its behalf by The Association
4. **USE OF THE CENTRE:** The Association shall as far as practicable ensure the Centre is fully utilised by the Community in the area of benefit and made available for hire in accordance with the booking conditions agreed by the Association from time to time.
5. **STEERING COMMITTEE.** The initial members of the Association shall be as shown in the attachment 1as amended from time to time. These members shall constitute a Steering Committee which shall have initial responsibility for overseeing and directing the management of the Centre. The Steering Committee shall be empowered, subject to the provisions of clause 20 hereof, to do all things necessary to meet and sustain the Objectives of the Association
6. **MEMBERS:** The Steering Committee shall also be responsible for promoting membership of the Centre. Any person in the Community within the area of benefit shall be eligible to apply for membership. The Steering Committee shall consider and, where thought fit, approve applications for membership of the Association. The Steering Committee at its sole discretion may invite any person who is approved as a member of the Association to become a member of the Steering Committee.
7. **INAUGURAL GENERAL MEETING** The Steering Committee shall convene an Inaugural General Meeting ("IGM") which shall be held at a date and time determined by the Steering Committee such date being not later than eighteen months following the formation of the Steering Committee. The purpose of this IGM is to form a Management Committee to succeed the Steering Committee At the IGM, all members of the Steering Committee shall resign and members of this Management Committee shall be appointed.
8. **MANAGEMENT COMMITTEE:** The Management Committee shall comprise not more than seven persons. Four members of the Management Committee including the Chairman of the Management Committee shall be appointed by the Executive Committee of 3rd Buckingham Scouts ("the appointed members"). The remaining three members of the Management Committee shall be elected at the IGM ("the elected members"). Following the appointment of the Management Committee at an IGM, the Management Committee shall assume the responsibilities and powers of the former Steering Committee in respect of the management



of the Centre, the promotion of the Centre's use, together with the consideration of applications for membership.

- 9. OFFICE BEARERS:** The Steering Committee shall, following its establishment, appoint a Chair and a Secretary, both of whom shall serve until the formation of the Management Committee. At the IGM, all office-bearers in the Steering Committee will retire. At that meeting, the Chairman shall invite the Committee to form a Management Committee and to appoint a Secretary, and such other office-bearers as it determines are appropriate. Retiring office-bearers will be eligible for reappointment. Any casual vacancy arising, whether an office-bearer on the Steering Committee or the Management Committee, shall be filled by election by the members of that Committee.
- 10. LENGTH OF SERVICE:** Elected Members shall be eligible to serve on the Management Committee for a period of three years from their election, whereupon they must stand down from the Committee. Elected members shall be eligible to stand for re-election for not more than three further periods of three years. Nominated members shall be eligible to serve on the Committee until they cease to be nominated by the Executive Committee of 3rd Buckingham Scouts, or upon expiry of a period of twelve years from their appointment to the Management Committee, whichever is earlier.
- 11. CASUAL VACANCIES:** Where an elected member stands down prior to the expiry of their term of office, the Management Committee may invite another member of the Association to fill the casual vacancy. Any person appointed to a casual vacancy shall have all the rights of a member of the Management Committee but must stand down (although they may, if they wish, seek election) at the next following Annual General Meeting ('AGM').
- 12. COOPTEES:** The Management Committee may co-opt up to three persons who may assist the Committee in its deliberations. Any such appointees shall have the right to participate fully in the Committee's deliberations, but shall not have the right to vote. Such cooptees shall serve for a period of three years (or such lesser period as the Management Committee may determine).
- 13. ANNUAL GENERAL MEETINGS:** Once in each year, and not later than six months after the end of each financial year, the Management Committee shall convene an Annual General Meeting of the Association ("AGM") for the purpose of receiving the annual report of the Management Committee and the annual audited statement of accounts. At each AGM, the longest-serving elected member shall retire (in the event of there being an equivalence of length of service, the member to retire shall be drawn by lot).
- 14. SPECIAL GENERAL MEETINGS.** A Special General Meetings("SGM") shall be convened by he the Secretary of the Management Committee:

 - (a) upon the direction of the Management Committee and for a purpose and at a time directed by that Committee



- (b) within 21 days of receiving a written request that an SGM be convened, signed by not less than twenty members (or, where the total membership is less than forty, not less than half the members), specifying the proposed purpose of the meeting.

At any SGM, the sole business to be discussed shall be that given in the notice of the meeting, and no other business will be considered.

- 15. RIGHT OF MEMBERS:** All members accepted into membership not less than one month prior to the date of any AGM or SGM shall be entitled to attend and vote at that AGM or SGM, as applicable. Members may also stand for election to any vacancy on the Management Committee to be filled at an AGM, subject to giving at least three clear days' notice to the Secretary of the Management Committee of their intention to do so.
- 16. QUORUM AT GENERAL MEETINGS:** Fifteen members (or, where the total membership is less than forty-five, one-third of the total number of members) shall constitute a quorum. If, fifteen minutes after the start of a general meeting, no quorum is present, then the Chair shall adjourn the meeting to another date within six weeks of the date of the meeting. At the reconvened meeting, those members present shall constitute a quorum.
- 17. PROCEEDINGS AT GENERAL MEETINGS:** The Chair of the Management Committee, or in his or her absence another Management Committee member, shall act as chair at any AGM or SGM. A person chairing an AGM and SGM shall have full discretion to conduct the business before the meeting, and members attending such meetings shall abide by the direction of the chair. All matters voted upon (save those matters set out in clause 22 and 23 below) shall be decided by simple majority vote, and in the event of an equality of votes the chair shall have the casting vote
- 18. PROCEEDINGS OF THE STEERING COMMITTEE AND MANAGEMENT COMMITTEE**
- (a) **Quorum:** three Committee members shall constitute a quorum of the Steering Committee. Three Committee members, of whom two must be nominated members, shall form a quorum of the Management Committee
- (b) **Standing Orders:** the Steering Committee and Management Committee shall have the power to adopt Standing Orders for the conduct of the business of the Committee. The Committee may also adopt standing orders for the conduct of General Meetings, but such standing orders will be subject to approval of a General Meeting at which notice has been given that such approval will be sought.
- 19. MINUTES.** Minutes shall be kept by the Secretary of all General Meetings, Steering Committee meetings and Management Committee meetings. The draft Minutes of the preceding AGM (and any SGMs) will be submitted for approval to the next AGM. The draft minutes of any Committee meeting will be submitted for approval at the next Committee meeting.
- 20. FINANCIAL ACCOUNTS and ACCOUNTING YEAR:** The financial year of the Association will end on 31 August of each year. **{more here about the need to produce accounts and relationship re accounting with 3rd Buckingham Scouts}**



- 21. RESTRICTION ON THE POWERS OF THE ASSOCIATION:** the Centre shall, for the duration of the lease period, remain the property of **3rd Buckingham Scout Group on behalf of the Scout Association (the Leaseholder)**. The Association shall not have authority to:
- Make alterations to the internal and external fabric of the Centre including any outbuildings and Car Park
 - Construct new or remove existing buildings/ facilities at the Centre
 - Make any changes to the heating system, solar power system.
 - Make any changes that would be contrary to the Leasehold agreement between the Scout Association and the Aylesbury Vale District Council (Land owner)
 - Make any changes to the operation, maintenance and management of the Centre that would materially affect the Plan and or Outcome for the year without prior consultation with and agreement from the 3rd Buckingham Scout Group.
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- 22. MANAGEMENT ACCOUNTS:** At the end of April each year the Management Committee shall meet and agree its financial Plan (the Plan) for the forthcoming year and the most likely financial outcome for the current year (the Outcome) in terms of revenue and expenditure. The key objective of the Management Committee is to ensure that the Association generates a surplus of revenue over expenditure in each year, having full regard to its obligations to manage and maintain the Centre in good condition at all times. The agreed Plan and Outcome will be presented to the 3rd Buckingham Scout Group Executive Committee within one month and not later than the end of May each year for review and approval. If the 3rd Buckingham Scout Group does not agree the Plan or the Outcome then a meeting will be convened immediately between the parties to agree a revised Plan and/or Outcome.
- 23. REMOVAL OF MEMBERSHIP:** Where it appears to the Committee that a member is disruptive or acting against the interests of the Association, the Committee may resolve that the Secretary give oral notice to the member of the behaviour that is causing concern. If the behaviour is thereafter repeated, then the Secretary shall seek written assurance from the member regarding their future conduct. If no such assurance is forthcoming, or the assurance is subsequently breached by the member's actions, then the Committee may consider a motion to remove that person from membership of the Association. Any motion to remove a person from membership will not be given effect unless two thirds of the Committee members present vote in favour of removal.
- 24. AMENDMENT OF THE CONSTITUTION OF THE ASSOCIATION:** This constitution may be amended by a vote at an AGM or SGM where due notice has been given of the proposed amendment in giving notice to members of the meeting. A motion to amend the constitution shall only be approved where not less than three-quarters of the members present vote for the motion AND the approval of the Leaseholder (3rd Buckingham Scouts Executive Committee).
- 25. DISSOLUTION OF THE ASSOCIATION.** If the Management Committee, by a simple majority, decides at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a SGM meeting giving notice of its intention to propose dissolution, and details of the rationale for such dissolution. A dissolution of the Association shall only be approved where not less than three-quarters of the members present at the SGM vote for the motion. Upon such dissolution the Management of the Centre shall revert to the Leaseholder