



CONSTITUTION

PART ONE:

Purposes of the u3a – Use of money and property – Powers to change the Constitution – Process for dissolution of the organisation.

The provisions in PART ONE can only be changed by a 2/3rds majority of members present and voting at a general meeting.

1. ADOPTION OF THE CONSTITUTION

This Constitution was adopted at the AGM on 25th April 2023. The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. NAME

The association's name is Granttown-on-Spey u3a (University of the Third Age) and in this document it is called the association. It is a member of the Third Age Trust, herein after referred to as 'The Trust' (Registered Charity Number 88007).

3. OBJECT

The association's object ('the object') is the advancement of education, and in particular the education of older people and those retired from full time work, by all means including associated activities conducive to learning and personal development in Granttown-on-Spey and its surrounding locality.

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the organisation shall be applied solely towards the promotion of the objects.

- a) a committee member is entitled to be reimbursed from the property of the organisation or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the organisation.
- b) a committee member may benefit from trustee indemnity insurance cover purchased at The Trust's expense.

4.2 None of the income or property of the organisation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the organisation. This does not prevent a member who is not also a committee member from receiving:

- a) a benefit from the organisation in the capacity of a beneficiary of the organisation;
- b) reasonable and proper remuneration for any goods or services supplied to the organisation.

5. BENEFITS AND PAYMENTS TO COMMITTEE MEMBERS AND CONNECTED PERSONS

- 5.1 General Provisions. No committee member or connected person may:
- a) buy or receive any goods or services from the organisation on terms preferential to those applicable to members of the public;
 - b) sell goods, services or any interest in land to the organisation;
 - c) be employed by, or receive any remuneration from, the organisation;
 - d) receive any other financial benefit from the organisation. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- 5.2 Scope and Powers permitting committee members or connected persons' benefits
- a) A committee member or connected person may receive a benefit from the organisation in the capacity of a beneficiary or the organisation provided that it is available generally to the members of the organisation.
 - b) A committee member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services.
 - c) A committee member or connected person may receive interest on money lent to the organisation at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - d) A committee member or connected person may receive rent for premises let by the committee member or connected person to the organisation. The amount of the rent and the other terms of the lease must be reasonable and proper. The committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6. DISSOLUTION

- 6.1 If the members resolve to dissolve the organisation the committee members will remain in office and be responsible for winding up the affairs of the organisation in accordance with this clause.
- 6.2 Committee members must collect in all the assets of the organisation and must pay or make provision for all the liabilities of the organisation.
- 6.3 The committee members must apply any remaining property or money:
- a) directly for the object
 - b) by transfer to any other University of the Third Age ('u3a') or u3as or The Trust or charities for purposes the same as or similar to the organisation.
- 6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the organisation specifying the manner in which the committee members are to apply the remaining property or assets of the organisation and the committee members must comply with the resolution if it is consistent with paragraphs a) – b) inclusive in sub-clause 6.3 above.
- 6.5 In NO circumstances shall the net assets of the organisation be paid to or distributed among the members of the organisation.
- 6.6 The committee members must notify The Trust promptly that the organisation has been dissolved.
- 6.7 The organisation cannot continue to include the words or phrase University of the Third Age or u3a or any other similar configuration of words in its title or elsewhere if it ceases to be a

member of The Trust.

7. AMENDMENT OF CONSTITUTION

7.1 The organisation may amend any provision contained in *Part One* of this constitution provided that:

- a) the prior written consent of The Trust has been obtained;
- b) no amendment may be made to alter the object if the change would undermine or work against the previous objects of the organisation;
- c) no amendment may be made to clause 3 (Object) without the prior consent in writing of The Trust;
- d) no amendment may be made to clause 4 (Application of income and property), clause 5 (Benefits and payments to committee members and connected persons), clause 6 (Dissolution) or this clause without the prior consent in writing of The Trust;
- e) any resolution to amend a provision of *Part One* of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

7.2 Any provision contained in *Part Two* of this constitution may be amended, provided that:

- a) the prior written consent of The Trust has been obtained;
- b) any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting;
- c) a copy of any resolution amending this constitution shall be sent to The Trust within three months of it being passed.

PART TWO

*Administrative provisions, including membership – The appointment of the committee – Members' and committee meetings – The powers available to the committee in running the organisation.
The provisions in PART TWO only require a simple majority at an AGM or SGM for changes to be made.*

8. MEMBERSHIP

8.1 Membership is open to individuals as described in clause 3.

8.2 Applications for membership

- a) The committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the organisation to refuse the application. The committee should consult The Trust for guidance in any case where refusal of membership is being considered.
- b) The committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- c) The committee must consider any written representations the application may make about the decision. The committee decision following any written representations must be notified to the applicant in writing but shall be final.

8.3 Membership is not transferable to anyone else

8.4 The committee must keep a register of names and addresses of the members. The register of members must be kept up to date. The committee must ensure that they handle personal data in accordance with Data Protection legislation.

9. TERMINATION OF MEMBERSHIP

Membership is terminated if:

- 9.1 the member dies;
- 9.2 the member resigns by written notice to the association unless, after the resignation, there would be fewer than two members;
- 9.3 any sum due from the member to the organisation is not paid in full within a stipulated time span of it falling due which is advised to the member in advance;
- 9.4 the member is removed from membership by a resolution of the committee that is in the best interests of the organisation that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - a) annual membership or other fees are unpaid for an agreed stipulated time after the due date; or
 - b) by way of expulsion at the end of a disciplinary procedure for breach of any membership condition or for breach of any disciplinary code of the association; and
 - c) the appropriate steps have been taken according to the organisation's or The Trust's procedures.

10. GENERAL MEETINGS

- 10.1 The organisation must hold a general meeting within twelve months of the date of the adoption of this constitution, unless this constitution replaces an earlier constitution in which case sub-clause 10.2 applies.
- 10.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 10.3 A general meeting (whether an annual general meeting or a special general meeting) may be held in person or by suitable electronic means agreed by the committee members in which each participant may communicate with all the other participants.
 - a) A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that a general meeting is to be held using electronic means pursuant to this clause 10.3, such determination shall be set out in the notice of general meeting sent members together with details of how a member may participate.
 - b) Where the committee determines that a general meeting is to be held by electronic means only, such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.
 - c) For the purposes of this clause 'exceptional circumstances' means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.
 - d) Where a general meeting is to be held in person, the trustees may, if they deem it appropriate, set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically

present in person or by proxy and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

- e) If the meeting is to be held solely by electronic means pursuant to clause 10.3 the place of the meeting shall be deemed to be the charity's registered office address.
- f) Proceedings at a general meeting held by electronic means pursuant to clause 10.3 b), or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 10.3 a), will not be invalidated due to the technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clause 12 is able to join the meeting successfully.
- g) All general meetings other than annual meetings shall be called special general meetings.
- h) The committee may call a special general meeting at any time for the consideration of non-recurring business that requires approval by the members between AGMs.

11. NOTICE

- 11.1 If elections to the committee are required under this constitution, all members must be notified at least 28 clear days (i.e. excluding the day of sending the message and the day of the meeting) ahead of the election that nominations are requested and the closing date for the receipt of such nominations shall be at least 21 clear days after this notice is given.
- 11.2 If a resolution requiring the consent of two-thirds of the members will be proposed at the general meeting, then all members must be notified at least 21 clear days (defined as above) ahead of that meeting.
- 11.3 The minimum period of notice required to hold any general meeting of the organisation (other than to consider a resolution for which a two-thirds majority of the members is needed) is fourteen clear days (as defined above) from the date on which the notice is deemed to have been given.
- 11.4 A general meeting may be called by a shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 11.5 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 11.6 The notice must be given to all the members and to the committee at those addresses held in the association records. However, in the case of committee members living abroad no notice is required.

12. QUORUM

- 12.1 No item of business shall be transacted at any general meeting unless a quorum is present for that part of the business.
- 12.2 A quorum is:
 - a) 5 members entitled to vote upon the business to be conducted at the meeting; or
 - b) one tenth of the total membership at the time, whichever is the greater.
 - c) the quorum may be changed by vote at an AGM where the current rule applies.

- 12.3 If
- a) a quorum is not present with half an hour from the time appointed for the meeting; or
 - b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the committee shall determine.
- 12.4 The committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- 12.5 If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. THE CHAIR

- 13.1 General meetings shall be chaired by the person who has been elected as Chair.
- 13.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a committee member nominated by the committee shall chair the meeting.
- 13.3 If there is only one committee member present and willing to act, he or she shall chair the meeting.
- 13.4 If no committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. ADJOURNMENTS

A discretionary power, which could be used if insufficient information was available for a vote to be taken, or where a disruptive event occurs.

- 14.1 The members present at a meeting may resolve that the meeting shall be adjourned.
- 14.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 14.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 14.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15. VOTES

- 15.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15.2 Voting

- a) by proxy – a member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 15.3.
 - b) electronic balloting – where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.
- 15.3 Proxies – Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:
- a) states the name and address of the member appointing the proxy;
 - b) identified the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - c) is signed by the member appointing the proxy, or is authenticated in such a manner as the trustees may determine; and
 - d) is delivered to the charity in accordance with clause 30.1.
- 15.4 The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.
- 15.5 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. OFFICERS AND COMMITTEE MEMBERS

- 16.1 The organisation and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution.
- 16.2 The organisation should have the following officers:
- a) a chair,
 - b) a vice chair,
 - c) a secretary,
 - d) a treasurer.
- 16.3 Every committee member must be a paid-up member of the organisation.
- 16.4 No-one may be appointed a committee member if he or she would be disqualified from acting under the provision of clause 19.
- 16.5 The number of committee members shall not be less than 5 and not more than 15.
- 16.6 At any time, should the opportunity arise, the existing committee members may co-opt additional committee members up to the maximum number specified in sub-clause 16.5. These co-opted members will serve until the next annual general meeting when they will be eligible for nomination and subsequent election to complete their two-year term.
- 16.7 No-one may hold any specific officer position or be a non-officer for a continuous period in excess of 4 years without an interval of at least 1 year between the periods of service.
- 16.8 The maximum total period of service of any officer or non-officer shall be 6 years in any

combination of roles whether or not the periods of service are contiguous without an interval of at least 1 year between periods of service (i.e. committee members can serve on the committee for up to 6 years but must change roles after 4 years. A committee member cannot serve in the same role (either officer or non-officer) for over 4 years without taking a year off in-between).

16.9 Officer and non-officer members of the Executive Committee have a fixed two-year term of office and may be re-appointed at the end of that term subject to the provisions in 16.7 and 16.8.

16.10 A committee member may not appoint anyone to act on his or her behalf at meetings of the committee.

17. APPOINTMENT OF THE COMMITTEE

17.1 The organisation, at each annual general meeting, shall elect up to 12 committee members (including officers)

17.2 The elected committee may, at any time, co-opt up to 3 members until the next annual general meeting and may reappoint such co-opted committee members for one additional period which may not extend beyond the following annual general meeting or be excluded by clauses 16.7 to 16.8 whichever is the sooner.

17.3 The officers will normally be elected directly at the annual general meeting.

17.4 No-one may be elected to the committee at any annual general meeting unless prior to the meeting the organisation is given notice that the candidates election form:

- a) is signed by a member proposing a candidate for a specified role who is entitled to vote at the meeting;
- b) is signed by an unconnected member seconding the same candidate for the same specified role who is entitled to vote at the meeting;
- c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

17.5 In the event of a casual vacancy among elected or co-opted committee members, the organisation may appoint a person who is willing to act as a committee member. A member so appointed shall hold office only until the next annual general meeting.

17.6 Additional provisions:

- a) the appointment of a committee member, whether by the organisation in a general meeting, or by the other committee members, must not cause the number of the committee to exceed the number fixed in accordance with clause 16.5 of this constitution.
- b) the committee may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

18. POWERS OF THE COMMITTEE

18.1 The committee must manage the business of the organisation and have the following powers in order to further the objects (but not for any other purpose):

- a) to raise funds for the organisation or for a charity with the same or similar purposes. In doing so, the committee must not undertake any taxable permanent trading activity and

- must comply with any relevant statutory regulations;
- b) to buy, take on lease or in exchange, hire or otherwise acquire any property to maintain and equip it for use;
- c) with the agreement of The Trust – to sell, lease or otherwise dispose of all or any part of the property belonging to the organisation;
- d) with the agreement of The Trust – to borrow money and to charge any part or the whole of the property belonging to the organisation as security for repayment;
- e) to co-operate and liaise with other charities, voluntary bodies, statutory authorities and UK or Scottish government departments and agencies and to exchange information and advice with them with a view to furthering the association's objects and, in particular, with other u3a's, clusters of u3a's and The Trust;
- f) to establish or support any charitable trusts, associations or institutions formed for, and to make donations for any charitable purpose, falling within the object;
- g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects or with any other u3a;
- h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i) to obtain and pay for such goods and services as are necessary for carrying out the work of the organisation;
- j) to open and operate such bank and other accounts as the committee consider necessary;
- k) to do all such other lawful things as are necessary for the achievement of the objects.

18.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee.

18.3 Any properly constituted meeting of the committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee.

19. DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS

A committee member shall cease to hold office if he or she:

- 19.1 is disqualified from acting as a committee member by virtue of any relevant legislation;
- 19.2 ceases to be a member of the association;
- 19.3 in the written opinion, given to the association, of a registered medical practitioner treating that person, that he or she has become physically or mentally incapable of acting as a committee member and may remain so for more than three months;
- 19.4 resigns as a committee member by notice to the association (but only if at least two committee members will remain in office when the notice of resignation is to take effect);
- 19.5 is absent without the permission of the committee from all their meetings held within a period of six consecutive months and the committee resolve that his or her office be vacated.

20. PROCEEDINGS OF THE COMMITTEE

20.1 The committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.

20.2 Online committee members meetings – a committee meeting may be held in person or by suitable electronic means agreed by the committee members in which each participant may communicate with all the other participants.

- 20.3 Any committee member may call a meeting of the committee provided reasonable notice is given.
- 20.4 The secretary must call a meeting of the committee if requested to do so by a committee member.
- 20.5 Questions arising at a meeting must be decided by a majority of votes.
- 20.6 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 20.7 No decision may be made by a meeting of the committee unless a quorum is present at the time the decision is purported to have been made.
- 20.8 The quorum shall be two or the number nearest to two-thirds of the total number of committee members whichever is the greater or such larger number as may be decided from time to time by the committee.
- 20.9 A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that committee member is not entitled to vote.
- 20.10 If the number of committee members is less than the number fixed as the quorum, the continuing committee members may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.11 The person elected as the Chair shall chair meetings of the committee.
- 20.12 If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the committee members present may appoint one of their number to chair that meeting.

21. FURTHER PROVISION FOR COMMITTEE PROCEEDINGS

- 21.1 No person may be proposed for appointment or to serve as an Officer or as a non-Officer member of the Executive Committee if they are currently serving as an Officer or non-Officer member of the Executive Committee or any other local u3a.
- 21.2 A person appointed to chair meetings of the committee (i.e. other than the Chair) shall have no functions or powers except those conferred by this constitution or delegated in writing by the committee.
- 21.3 A resolution in writing signed by all the committee members entitled to receive notice of a meeting of committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the committee duly convened and held.
- 21.4 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more committee member.

22. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

- 22.1 A committee member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any

transaction or arrangement entered into by the association which has not been previously declared.

22.2 A committee member must absent himself or herself from any discussions of the committee members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including, but not limited to, any personal financial interest).

22.3 Any committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the committee on the matter.

23. SAVING PROVISIONS

23.1 Subject to sub-clause 23.2 of this clause, all decisions of the committee or sub-committee of the association, shall be valid notwithstanding the participation in any vote of a committee member:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- d) if, without the vote of that committee member and that committee member counted in the quorum, the decision has been made by a majority of the committee at a quorate meeting.

23.2 Sub-clause 23.1 of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee or of a sub-committee of the association if, but for sub-clause 23.1, the resolution would have been void, or if the committee member has not complied with clause 22 (conflicts of interests and conflicts of loyalties).

24. DELEGATION

24.1 The committee may delegate any of their powers or functions to a sub-committee of two or more but the terms of any such delegation must be recorded in the minute book. Such a sub-committee may have additional members who are not also committee.

24.2 The committee may impose conditions when delegating, including the conditions that:

- a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate;
- b) no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the committee.

24.3 The committee may revoke or alter a delegation.

24.4 All acts and proceedings of any sub-committee must be fully and promptly reported to the committee.

25. IRREGULARITIES IN THE PROCEEDINGS

25.1 Subject to sub-clause 25.2 all acts done by a meeting of the committee, or of a sub-committee of the association, shall be valid notwithstanding the participation in any vote of a

committee member:

- a) who was disqualified from holding office;
- b) who had previously retired or who had been obliged by the constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if, without:

- I. the vote of that committee member and
- II. that committee member being counted in the quorum, the decision has been made by a majority of the committee members at a quorate meeting.

25.2 Sub-clause 25.1 does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee or of a sub-committee if the resolution would otherwise have been void.

25.3 No resolution or act of

- a) the committee
- b) any sub-committee of the association
- c) the association in general meeting

shall be invalidated by reason of the failure to give notice to any committee member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the association.

26. MINUTES

The committee must keep minutes of all the following:

- 26.1 appointments of officers and other committee members made by the committee;
- 26.2 proceedings at formal meetings of the association;
- 26.3 formal meetings of the committee and sub-committee including:
 - a) the names of the committee present at the meeting;
 - b) the decisions made at meetings;
 - c) where appropriate the reasons for the decisions.

27. ACCOUNTS, ANNUAL REPORTS AND ANNUAL RETURN

- 27.1 The committee must comply with their obligations to:
 - a) the keeping of accounting records for the association;
 - b) the preparation of annual statements of account for the association.
- 27.2 The association must supply to The Trust such information about its membership as The Trust may require for the purposes of the association being a member of The Trust.

N.B. The regulation of Grantown-on-Spey u3a's financial affairs is detailed in its Finance Policy 01/08/2022 which has been agreed by the trustees (committee members) and is available for inspection on the website www.grantownu3a.org

28. PROPERTY

Should the association lease or own property it should contact The Trust for advice. The ownership of the land cannot rest with the association directly as it has no separate legal identity. The

committee will, therefore, need to ensure that title to the association's land is held in the name of individuals ('holding committee members') or a company, in trust, on behalf of the association.

28.1 The association must ensure the title to:

- a) all land held by or in trust for the association; and
- b) all investments held by, or on behalf of the association, are vested either in a nominee company or in not less than three individuals appointed by the association.

28.2 The terms of the appointment of any holding committee members must provide that they may act only in accordance with lawful directions of the committee and that if they do so they will not be liable for the acts and defaults of the committee or of the members of the association.

28.3 The committee may remove the holding committee members at any time.

29. REPAIR AND INSURANCE

The committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

30. NOTICES

30.1 Any notice required by this constitution to be given to or by any person must be in one of the following ways:

- a) in writing;
- b) given using electronic communications.

30.2 The association may give any notice to a member in one of the following ways:

- a) personally;
- b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
- c) by leaving it at the address of the member;
- d) by giving it using electronic communications to the member's address.

30.3 A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom, the Isle of Man or the Channel Islands shall not be entitled to receive any notice from the association.

30.4 A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

30.5 The following also apply to all notices:

- a) proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given;
- b) proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given;
- c) a notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

31. RULES

- 31.1 The committee may from time to time make rules or bye-laws for the conduct of their business.
- 31.2 The bye-laws may regulate the following matters but are not restricted to them:
- a) the admission of members of the association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) the conduct of members of the association in relation to one another, and to the association's employees and volunteers;
 - c) the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this constitution;
 - e) the keeping and authenticating of records (if regulations made under this clause permit records of the association to be kept in electronic form and requires a committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated);
 - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 31.3 The association in general meeting has the power to alter, add or to repeal the rules or bye-laws.
- 31.4 The committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the association.
- 31.5 The rules or bye-laws shall be binding on all members of the association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained, in this constitution.

32. DISPUTES

If a dispute arises between members of the association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

33. INTERPRETATION

- 33.1 In this constitution the following persons are 'connected' with a committee member:
- a) any person
 - I. to whom the committee member is married;
 - II. who is the civil partner of the committee member;
 - III. with whom the committee member is living as husband and wife or, where the committee member and the other person are of the same sex, in an equivalent relationship.
 - b) any child, parent, grandchild, grandparent, brother or sister of the committee member (and any spouse of any such person);
 - c) any institution which is controlled (whether directly or through one or more nominees) by:
 - I. the committee member;

- II. any persons with whom the committee member is connected by virtue of the above;
 - III. two or more persons falling within sub-paragraphs (I) or (II), when taken together have a substantial interest.
- d) a body corporate in which:
- I. the committee member has a substantial interest;
 - II. any person with whom the committee member is connected by virtue of the above or has a substantial interest;
 - III. two or more persons falling within the sub-paragraphs above who, when taken together, have a substantial interest.
- e) a Scottish partnership in which one or more of the partners is:
- I. a committee member;
 - II. a person to whom the committee member is, by virtue of paragraphs a) or b) connected.

33. The expression 'charity' shall mean a body which is either a 'Scottish charity' within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a 'charity' within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes.