



## **The Berwickshire Federation of Village Halls**

### **Constitution**

**(as adopted at the Annual General Meeting (AGM) on 21/09/10, and with minor amendment as agreed at the AGM on 21/09/13 and amendment as agreed at the AGM 9/11/24)**

#### **1. Name:**

The name of the organisation is the Berwickshire Federation of Village Halls (hereinafter referred to as the 'Federation').

#### **2. Aims:**

The aims of the Federation shall be to provide support to village halls situated within the former county of Berwickshire, now forming part of Scottish Borders, and which are members of the Federation, in whatever form whatsoever, permitting always it is within the laws of the United Kingdom, including, but not limited to,

- receiving of grants from external and statutory organisations
- making of grants, both capital and revenue, to full members
- providing and disseminating information, guidance and advice to members
- representing members in their relations with local authorities, statutory bodies and other organisations
- providing education and training to members and their committees
- promoting the work and role of members
- encouraging good practice on the part of members and other organisations or agencies working or involved with members
- publishing codes of recommended practice, guidance manuals and other educational and training material as the Federation may determine
- providing a regional forum for members, organisations and agencies working with communities
- support the work of other agencies involved with working for, with or in communities in the Scottish Borders and elsewhere in Scotland

In addition and for the purpose of carrying out the above and subject to legal restrictions the Federation shall have the following powers:

- a) to invest the money of the Federation not immediately required for the aims of the Federation at interest in a bank or other financial institution.
- b) subject to d) below, to employ any persons, firms or companies to administer or assist in administering the Federation

c) to do all other such lawful things as are necessary for the achievement of the Aims

d) the income and property of the Federation shall be applied solely towards the promotion of the Aims and no part shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to Members of the Federation and no person being an officer of the Federation shall be appointed to any paid office of the Federation or receive any remuneration or other benefit in money or money's worth from the Federation.

### **3. Membership:**

Membership is open to Village Halls situated in the former County of Berwickshire which have paid any subscriptions due under clause 4 below. A Village Hall is any hall for use by the local community.

Halls which are primarily supported or maintained by the Scottish Borders Council via Live Borders are not eligible for Membership.

Members have voting rights at general meetings and are eligible to apply for federation funding.

All applications for membership must be approved by the Board of Management (the 'Board').

The Board may permit any member of the Federation to resign, provided that after any such resignation the number of members is not less than two.

### **4. Subscriptions:**

All Members shall pay such annual subscription as may from time to time be determined at a General Meeting.

Those Members having paid a 'life' membership subscription are exempt from paying any annual subscription, or similar annual sum attributed to membership, as may be determined at a General Meeting, whilst retaining full membership rights.

Annual subscriptions are due to be paid in advance for the membership year from 1 April in any one year to 31st March in the following year. If a Member fails to pay its annual subscription within 3 months of the beginning of the membership year it shall cease to be a Member. In such a case the Member can reapply for membership.

### **5. Independence of Member organisations:**

The Federation shall claim no authority over the internal affairs of any Member.

### **6. Management:**

The number of members of the Board of Management (the 'Board') shall be not less than three but (unless otherwise determined by members in general meeting) and not more than nine.

Of the members of the Board a majority shall always be appointed from committees or trustees of Members of the Federation. The offices of secretary and treasurer may be appointed from other than committees or trustees of Members of the Federation. The offices of secretary and treasurer shall each have a vote at any meeting. However, where one person holds both offices, that person shall have only one vote at any meeting.

The Board has all powers to manage the business of the Federation, within the terms of the constitution, and acts undertaken by the Board before any alteration of the constitution will not be invalidated.

In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of the powers under the Constitution, the Board shall have the following powers, namely:

- to expend the funds of the Federation in such manner as they shall consider beneficial for the achievement of the Aims and to invest, in the name of the Federation, such part of the funds as they may see fit
- to enter into contracts on behalf of the Federation.

At each Annual General Meeting one third of the Board, excepting those holding the offices of Secretary and Treasurer shall retire from office.

The Board member or members to retire by rotation shall be the member or members who have been longest in office since their appointment or reappointment. If members were appointed or reappointed on the same day those to retire shall be determined by agreement or, failing that, by lot.

If the Federation does not, at the meeting at which a member retires by rotation, fill the vacancy, the retiring member shall be deemed to have been reappointed, provided that member would have served for a consecutive period of no more than 3 years at the time of his / her reappointment, unless it is resolved not to fill the vacancy or he / she is not willing to act, or a resolution for his / her reappointment is put to the meeting and lost. Members who have served a full term are re-eligible after a lapse of one year.

No person, other than a Board member retiring by rotation, shall be appointed or reappointed at any general meeting unless he/she is recommended by the Board and at least 18 years of age.

The Board may appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member provided that the appointment does not cause the number of Board members to exceed nine. A Board member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he/she shall vacate office at its conclusion.

A Board member shall cease to hold office if he/she:

- becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
- resigns his/her office by notice to the Federation (but only if at least two Board members will remain in office when the notice of resignation is intended to take effect);
- is absent without permission of the Board from three consecutive meetings and the Board resolves that his/her office be vacated.

No Board member may take or hold any interest in property belonging to the Federation nor receive remuneration nor be interested otherwise than as a Board member in any other contract to which the Federation is a party.

The Board may regulate its proceedings as it thinks fit. A Board member may and, at the request of a Board member, the Secretary shall call a meeting of the Board. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes and, in the case of an equality of votes, the Convenor shall have a second or casting vote.

The quorum for the transaction of the business of the Board may be fixed by them, save that it shall not be less than the greater of two or one third of their number.

The Board may act notwithstanding any vacancies in their number, but, if the number of Board is less than three the continuing Board members may act only for the purpose of filling vacancies or of calling a general meeting.

The Convenor will be the Chairperson of their meetings although may be removed from that position at any time.

The Board may appoint one or more sub-committees for the purpose of making any inquiry or supervising any function or duty which the Board considers appropriate. Such sub-committee shall promptly and fully report all its acts and proceedings to the Board.

No act done by a meeting of or by a committee of the Board shall be declared invalid only because it is afterwards discovered that there was a defect in the appointment of any Board member, or that any of them were disqualified from holding office or had vacated office or were not entitled to vote.

A resolution in writing signed by all the Board members entitled to receive notice of a meeting of the Board or of a committee of the Board shall be as valid and effective as if it had been passed at a meeting of the Board or sub-committee. Such a resolution may consist of several documents in the same form each signed by one or more members of the Board.

Minutes shall be kept of all appointments made by the Board and of all proceedings at meetings of the Federation, the Board and committees of the Board and shall record the names of the Board members present at each meeting.

The Board is required to ensure that proper records are kept and books of account maintained so as accurately show the assets and liabilities and income and expenditure of the Federation and to prepare annual financial statements showing the financial position of the Federation and a report of the Federation's activities in that year.

## **7. Finance:**

Any bank account in which any part of the assets of the Federation is deposited shall be maintained in the name of the Federation and all cheques and orders for the payment of money from such account unless such payment is to another account of the Federation within the same bank shall be signed by at least two members of the Board or persons authorised by them.

## **8. Members Meetings:**

The Federation shall hold an annual general meeting in each year in addition to any other meetings in the year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. Annual general meetings shall be held at such times and places as the Board shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

The Board may call general meetings and, on the requisition of Members representing 25% of the Members, shall convene an extraordinary general meeting for a date not later than twenty eight days after receipt of such requisition.

An annual general meeting called for the passing of a special resolution (one requiring a two thirds majority of the members) shall be called by at least twenty-one clear days notice, otherwise annual general meetings and all other extraordinary general meetings shall be called by at least fourteen clear days notice.

A general meeting may be called by shorter notice if so agreed:

- in the case of an annual general meeting, by all the members entitled to attend and vote;
- in the case of any other meeting by a majority entitled to attend and vote.

A member of the Board whether or not a member shall be entitled to attend and speak at any general meeting.

A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is demanded by the Chairperson or two or more members.

A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of or against the resolution.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall be entitled to a casting vote in addition to any other vote which he/she may have.

Only those members who are within the class of Full Members shall be entitled to vote. Each Member entitled to vote shall have one vote.

Any objection raised to the qualification of a voter shall be made only at the meeting or adjourned meeting at which his/her vote is tendered. Such objection shall be referred to the Chairperson whose decision shall be final and conclusive.

Any organisation which is a Member of the Federation may by resolution of its governing body authorise any person to act as its representative at any meeting of the Federation and such person shall be entitled to act on behalf of the organisation as if it were an individual member of the Federation.

## **9. Quorum:**

No business shall be transacted at any meeting unless a quorum is present.

Two persons entitled to vote upon the business to be transacted or one third of the total Membership of the Federation, whichever is the greater, shall constitute a quorum.

If a quorum is not present within half an hour of the time appointed for the meeting or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Board may determine.

**10. Alterations to the Constitution:**

This constitution can be altered only at a General Meeting, properly called, in the notice of which the proposed change has been intimated and only if the change is approved by two-thirds of the Members present and voting.

**11. Dissolution:**

An Extraordinary General meeting will be convened to decide on dissolution.

On dissolution, any assets remaining after payment of all debts shall be shared among the Full Members.

**We, the Convenor and Secretary of the Federation, hereby confirm that this is the approved constitution of the Federation, and accurately reflects the revisions, changes and alterations authorised and approved by Members at the Annual General Meeting held on 21 September 2010, 21 September 2013 and 09 November 2024**

**Convenor:** Jackie Watson

**Secretary:** Beth Landon

**Dated:** 21/11/2024