

Pride & Passion Linlithgow

Constitution



1. Name

- 1.1. The name of the Association shall be **Pride & Passion Linlithgow** (hereinafter referred to as "The Association").

2. Overall Aim of the Association

- 2.1. The overall aim of the Association is to develop a tourism culture in Linlithgow, inspiring and engaging the community in making more of tourism, to the social and economic benefit of those living and working in the town.

3. Objects of the Association

- 3.1. The objects of the Association shall be to promote tourism and visitor hospitality in the burgh of Linlithgow and the surrounding area and in furtherance thereof:
- 3.1.1. To improve the experience of visitors to Linlithgow and the surrounding area.
 - 3.1.2. To provide information for visitors and the local population on facilities and events in Linlithgow and the surrounding area.
 - 3.1.3. To encourage, advance and campaign for appropriate tourism development and visitor hospitality improvement in Linlithgow and the surrounding area.
 - 3.1.4. To raise community awareness and appreciation of Linlithgow's rich and varied heritage.
 - 3.1.5. To undertake such projects as further these objects.
 - 3.1.6. To encourage and facilitate collaboration and co-operation among businesses, organisations and individuals in order to further these objects.
 - 3.1.7. To promote good practice in visitor hospitality

4. Powers

- 4.1. The Association shall have the power to raise funds, enter leases and contracts, hold property, employ staff and do all such other things as may be necessary in furtherance of its Aims and Objects.

5. Membership

- 5.1. Membership of the Association shall be open to all individuals organisations, businesses, public agencies and private sector bodies based in Linlithgow and the surrounding area, irrespective of political, national, religious opinion, race, colour or disability, and shall be subject to the approval of the Committee. Each paid up Member shall have one vote at meetings of the Association.
- 5.2. Members of the Association shall be required to pay annual membership subscriptions at rates which shall be fixed at the AGM for the following year. The membership year of the Association shall run from 1st April to 31st March following. If a Member has not paid his/her subscription by the end of the following AGM then they shall cease to be a Member.
- 5.3. The Committee shall have powers to expel or suspend any Member of the Association whose conduct is considered to be prejudicial to the welfare and interests of the Association or in conflict with its aims. Members shall have the right to appeal against expulsion or suspension from the Association. An independent arbiter shall hear all appeals.

6. Meetings

- 6.1. An Annual General Meeting (AGM) of the Association shall be held between the 1st April and 30th April of each year to discuss notified business. All Members of the Association shall be eligible to attend the AGM.
- 6.2. All Members shall be given at least 21 days notice of the date, time and venue of the AGM.
- 6.3. Notice shall be given by e-mail or mail sent to the last known e-mail or postal address for each Member.
- 6.4. Members shall be eligible to submit resolutions or other items of business for discussion at the AGM. All such items must be submitted in writing to the Secretary at least 14 days before the date of the AGM.
- 6.5. The quorum for an AGM shall be 10 Members or 20% of the Members of the Association, whichever is the lesser.
- 6.6. Resolutions at the AGM shall be decided by a simple majority of those entitled to vote on a show of hands. In the event of a tie, the Chair shall have a second, or casting, vote.
- 6.7. An Extraordinary General Meeting (EGM) of the Association shall be held on the written requisition of not less than 25% of the paid up Members, setting out the purpose of the meeting. On receipt of a valid requisition, the Committee shall arrange for an EGM to be held within 6 weeks.
- 6.8. In the event of an EGM being called, all Members shall be given at least 14 days notice of the date, time and venue of the meeting.

7. Officers and Committees

- 7.1. At the AGM, the Association shall elect from its own Members a Chair, Vice-chair, Secretary and Treasurer who shall be the Officers of the Association.
- 7.2. At the AGM, the Association shall elect from its own Members up to 8 additional Committee Members.
- 7.3. Members shall be eligible to stand for office and require to be nominated and seconded by paid up Members and to indicate their willingness to stand.
- 7.4. Those elected at the AGM shall take up office immediately on election and shall serve until the following AGM when they shall be eligible to stand for re-election.
- 7.5. The Officers and Committee Members shall together form the Committee.
- 7.6. The Committee shall manage the affairs of the Association, carry out its objects, manage its financial affairs and provide examined accounts and reports to the AGM.
- 7.7. The Committee shall have powers to co-opt additional Members as required up to the maximum set out in clause 7.2 above. Co-opted Committee Members shall serve until the following AGM, when they will be eligible to stand for election.
- 7.8. The Committee shall meet as and when required. At least 14 days notice shall be given, unless all Committee Members agree to a meeting being held at short notice.
- 7.9. Decisions of the Committee shall normally be reached by consensus of the members present. Where consensus cannot be achieved, decisions

shall be reached by a majority vote in which each Committee Member shall have one vote. In the event of a tie, the Chair shall have a second, or casting, vote.

7.10. The Committee shall have powers to form sub-committees as it deems necessary and to define the remit of each sub-committee.

7.11. The quorum for Committee and sub-committee meetings shall be three.

8. Accounts and Records

8.1. The Committee shall have the power to open and administer and operate bank accounts in the name of the Association and to delegate the day to day operation of these accounts to the Treasurer. The Officers shall be the designated signatories for cheques, which shall require to be signed by any two Officers.

8.2. No Officer or Committee Member shall receive payment for their contribution to the Association. For the avoidance of doubt, legitimate out of pocket expenses incurred by Officers and Committee Members on behalf of the Association shall be re-imbursed.

8.3. The financial year of the Association shall run from 1st April to 31st March following.

8.4. The Treasurer shall ensure that proper records are maintained of all financial transactions undertaken on behalf of the Association and that records are backed up by accounts, receipts, bank statements and similar documentation.

8.5. The Accounts shall be examined by an independent examiner, appointed by the preceding AGM, prior to being presented to the AGM for approval by the Members. The AGM may authorize the Committee to appoint the independent examiner.

8.6. The Committee shall ensure that all meetings are minuted and that the minutes, amended if necessary, are subsequently approved as an accurate record of the actions agreed at the meeting and retained for at least 7 years as a record.

9. Dissolution

9.1. The Association shall be dissolved if a resolution to that effect is placed before an AGM or an EGM and receives a vote of three fourths of the members present.

9.2. In the event of the Association being wound up or otherwise dissolved, any sums in respect of expenses due and grants that require to be repaid shall be settled and all remaining funds and assets of the Association shall be used for the benefit of tourism in Linlithgow in a manner to be agreed by a majority of those present at the meeting which dissolves the Association.

10. Alteration

10.1. This Constitution may only be altered or added to at an AGM or EGM of the Association on a majority vote of not less than two-thirds of the Members present at the meeting.