



CONSTITUTION

1. Name

The formal name of the Association shall be Beautiful Perth, herein after called the Association.

2. Charitable Objects

The Association is established for the public benefit, specifically for the following charitable purposes:

- To improve the environment and quality of life in the city of Perth, by supporting and enabling voluntary activities that protect, care for and enhance the local natural, horticultural, cultural and built environment and heritage.
- To advance the education of the public by supporting and encouraging educational initiatives concerning the local environment and other related issues and by providing lifelong learning about the natural environment through environmental campaigns and sustainable improvement projects.
- To advance community development by fostering community spirit and pride of place by encouraging public participation for the achievement of these and other related purposes

In furtherance of the above charitable purposes the organisation will:

- Enhance local amenities and facilities through environmental campaigns and improvement projects.
- Support community initiatives and social causes through fundraising and charitable work.

3. Powers

In pursuance of the charitable purposes set out in clause 2, the Association shall have the following powers:

- To carry out activities which further any of the above charitable purposes
- To effect insurance of all kinds (which may include officers' liability insurance) for the Association and its volunteers
- To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments)

- iv) To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering the Association's purposes.
- v) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- vi) To accept grants, donations and legacies and to accept any reasonable conditions attaching to them.
- vii) To do anything which may be incidental or conducive to the furtherance of the Association's charitable purposes.

4. Membership

Membership of the Association shall be open to elected or nominated representatives from the private sector, public sector, charities, social enterprises, community groups and residents of Perth.

Members of the Association agree to be bound by the Constitution and to pay annual subscriptions or dues, if any, which may be fixed by the Association.

Any person may be expelled from membership by way of a resolution passed by majority vote at a General Meeting, provided the following procedures have been observed:

- i) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
- ii) the member concerned shall be entitled to be heard on the resolution at the General Meeting at which the resolution is proposed.

5. The Committee

The Association shall be governed by a Committee (the Committee) of not fewer than seven and not more than twelve Trustees, elected from its members. The actual number within these limits shall be determined by the Association at the Annual General Meeting.

The Members of the Committee thus appointed shall take office at the end of the Annual General Meeting and shall hold office until the end of the next Annual General Meeting. All Members of the Committee may be re-elected for further terms of office.

The Committee will have the power to co-opt additional management Committee members until the next Annual General Meeting.

The Committee shall appoint from within its members a Chairperson, Secretary and Treasurer whose terms of office shall not be more than three years, but who may be appointed by the Committee for further periods of three years.

Four members shall constitute a quorum for all Committee meetings. In the event of an equality of votes at any meeting the Chairperson of the meeting shall have casting vote as well as a deliberative vote.

The Committee shall have powers to appoint such sub-committees, to determine their powers and terms of reference and to co-opt such additional person or persons with particular knowledge or expertise from statutory bodies, business sector or general public, as it may consider necessary from time to time.

6. Annual General Meetings

The Association will hold Annual General Meetings which will be held not later than three calendar months after the end of each financial year (31 March). Fourteen days' notice of such meetings shall be sent to all members.

The purpose of the AGM is to receive the Chairman's Annual Report, the Treasurer's Report and the Annual Accounts; to elect members of the Committee, to appoint an auditor and transact any other appropriate business.

One-third of the voting members shall constitute a quorum at the Annual General Meeting. In the event of a quorum not being present within thirty minutes of the appointed time for the meeting, the meeting shall be adjourned to such place, date and time as the Chairperson shall decide and the members present at such adjourned meeting shall constitute a quorum.

The Constitution may be altered by a resolution passed by not less than two thirds of those present and voting at an Annual General Meeting, provided due notice of the meeting, and of the resolution, is given. No alterations to the Constitution shall be made to the Charitable Objects that would cause the Association to cease to be a Charity in law.

The Association's Chairperson shall be elected at the Annual General Meeting. The Chairperson of the Association shall also be the Chairperson of the Annual General Meeting, whom failing, such other member of the Committee as may be elected by the members present at the Meeting.

In the event of an equality of votes at any meeting the Chairperson of the meeting shall have casting vote as well as a deliberative vote.

The Secretary shall ensure that Minutes are kept of Annual General Meetings.

7. Special General Meetings

Special General Meetings of the Association may be convened at any reasonable time by Resolution of the Committee of the Association or on the written request of at least four members of the Association. Such meetings shall be held within 21 days of receipt of such request by the Secretary who shall give to the other members of the charity fourteen days' notice of such a meeting. A quorum shall be the same as a quorum at the Annual General Meeting.

The Association, in Special General Meeting called for the purpose, may, by Resolution passed by not less than two thirds majority of those present and eligible to vote, amend this Constitution providing always that no alterations shall be made to the Charitable Purposes which would cause the Association to cease to be a charity in law.

The Association may at any time be dissolved by a Resolution passed by a three quarters majority of those present and entitled to vote at a Special General Meeting convened for the purpose of which not less than twenty-one days' notice shall have been given to all members of the Association.

The property and assets of the Association shall not be paid to or distributed among the members of the Organisation but shall be applied to such Charitable purposes for the benefit of the inhabitants of Perth as the members may decide, whom failing as Inland Revenue FICO (Scotland) or such other authority having jurisdiction over charitable bodies in Scotland may determine.

The Secretary shall ensure that Minutes are kept of Special General Meetings.

8. Committee Meetings

The Committee shall meet regularly at a frequency as may be agreed at the Annual General Meeting.

The Committee shall have powers to call additional General Meetings as they may consider necessary. Fourteen days' notice of such meetings shall be sent to all members. A quorum shall be the same as a quorum at the Annual General Meeting.

Any member of the Committee may call a meeting of the Committee or request the Secretary to call a meeting of the Committee.

Questions arising at a meeting of the Committee shall be decided by a majority of votes; if an equality of votes arises, the Chairperson of the Meeting shall have a casting vote as well as a deliberative vote.

No business shall be dealt with at a meeting of the Committee unless a quorum is present; the quorum for meetings of the Committee shall be four members.

The Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any Meeting of the Committee; for the avoidance of doubt, any such person who is invited to attend a Committee Meeting shall not be entitled to vote.

A Committee Member shall not vote at a Committee Meeting (or at a Meeting of a Sub-committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Association; he/she must withdraw from the Meeting whilst an item of that nature is being dealt with.

The Secretary shall ensure that Minutes are kept of all proceedings.

9. Finance

The funds of the Association shall be applied in accordance with the Charitable Objects of the Association and shall be used to further those Objects and for no other purpose.

The Treasurer shall keep proper accounts of the finances of the Association and shall, at the Annual General Meeting, submit audited accounts of the Income and Expenditure and of the Balance Sheet at the financial year end. These accounts shall be audited by a person approved by the Committee. Alternatively, external examination may be provided by an independent examiner approved by the Committee within the provisions of the Charities Accounts (Scotland) Regulations 2006.

The financial year end of the Association shall be 31 March in each year.

A bank account or accounts shall be opened with a bank approved by the Committee in the name of the Association. The Treasurer's Account is currently held with Bank of Scotland. Transactions to withdraw funds (via cheques, debit cards or online payments) from the account shall be authorised by two signatories of the Committee.

The Committee shall have power to accept donations and to bid for funding under existing or future initiatives by Local Authority, Scottish Government or UK Government, as well as relevant European or international initiatives and those of legitimate commercial, Trust, and other charitable funds.

The Committee shall have power to invest in the name of the Association any monies not required for immediate purposes of the Association, in securities in which Trust Monies may by law be invested, with power from time to time to transpose such investments.

The Committee shall have no power to borrow money or to incur bank overdrafts without authority of the Association in General Meeting.

10. Property

The Committee shall have the power to buy, lease, hire or otherwise acquire any property and maintain it for the purpose of the charitable purposes set out in this Constitution. The title to all and any heritable property or assets which may be acquired by, or for the purpose of the Association shall be taken and shall thereafter stand in the name of the Chairperson and Secretary as Trustees ex officio for the Association and shall be held by them for the purposes as determined by this Constitution.

11. Employees

The Committee shall have the power to appoint and dismiss employees of the Association as may be considered necessary to fulfil the charitable purposes of the Association. The terms and conditions of such employees' contracts being determined by the Committee

12. Adoption of this Constitution

This Constitution was adopted as the constitution of the 'Perth in Bloom' Association in 2001. The Association's name was amended to 'Beautiful Perth, and this Constitution was revised accordingly in 2007.

This Constitution was revised in 2019 and formally adopted at the Annual General Meeting held on 20 May 2019.

Signed by the Chairperson: **John Summers OBE**

Date: 20 May 2019

