



# PERTH CIVIC TRUST

## CONSTITUTION

Perth Civic Trust was founded on 21st April 1967. The first Constitution was adopted on 16th October 1967. The Constitution has been amended on a number of occasions. This version was adopted by Members at the Annual General Meeting on 16th May 2017

Perth Civic Trust was registered as a charity on 20th February 1968.

Registered Scottish Charity No. SC001531

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## **Name**

1. The name of the association is “Perth Civic Trust”. It is referred to in this Constitution as “the Trust”.

## **Objects**

2. The Trust’s objects are to promote and encourage by charitable means but not otherwise the following aims:
  - a) The conservation of the character of the City of Perth and its surrounding area. The City of Perth and its surrounding area is referred to, in this Constitution, as “Perth”;
  - b) The promotion and encouragement of high standards of architecture in Perth;
  - c) The promotion and encouragement of high standards of town planning in Perth;
  - d) The conservation of the environment of Perth, including the conservation of buildings, monuments, townscape and landscape of architectural, historical or scenic merit or of high amenity value in Perth;
  - e) The preservation of the integrity of public rights of access in Perth, including, but not limited to, the Core Path Network, Rights of Way and vennels.

## **Powers**

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Trust shall have the following powers:
  - a) to take out membership of such organisations as are considered to be in the interests of, or compatible with, the purpose and objects of the Trust, or to have representation on the governing bodies of such organisations;
  - b) to promote and carry out, or to assist in promoting and carrying out, research, surveys and investigations, and, where considered appropriate, to publish the results;
  - c) to arrange and provide for, or to join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
  - d) to collect and disseminate information on all matters affecting the objects of the Trust and to exchange such information with other bodies having similar objects;
  - e) to cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other

documents or films or recorded tapes (whether audio or visual or both) as will further the objects of the Trust;

- f) to raise funds and invite and receive contributions from any person or organisation by way of subscription or otherwise, provided that the Trust will not undertake permanent trading activities in raising funds for the objects of the Trust except by means of a limited company established for that purpose;
- g) to accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- h) to register and maintain the Trust as a charity with OSCR, the Scottish Charity Regulator, or its successor body;
- i) to purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Trust's activities;
- j) to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Trust;
- k) to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Trust;
- l) to borrow money, and to give security in support of any such borrowings by the Trust;
- m) to employ such staff as are considered appropriate for the proper conduct of the Trust's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- n) to engage such consultants and advisers as are considered appropriate from time to time;
- o) to effect insurance of all kinds (which may include officers' liability insurance);
- p) to invest any funds which are not immediately required for the Trust's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- q) 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 Trust's objects;
- r) to establish and/or support any other charity, and to make donations for any charitable purpose falling within the Trust's objects;
- s) to form any company which is a charity with similar objects to those of the Trust, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Trust's assets and undertaking;
- t) to do anything which may be incidental or conducive to the furtherance of any of the Trust's objects.

## **General structure**

4. The structure of the Trust shall consist of:
  - a) the Members - who have the right to attend the Annual General Meeting (and any Special General Meeting) and have important powers under the constitution; in particular, the Members elect people to serve on the Executive Committee and take decisions in relation to changes to the constitution itself;
  - b) the Executive Committee - who hold regular meetings to promote the objects of the Trust during the period between Annual General Meetings, and generally control and supervise the activities of the Trust; in particular, the Executive Committee is responsible for monitoring the financial position of the Trust.

## **Qualifications for membership**

5. Membership of the Trust is open to individuals, of 16 years and over, and organisations, who or which are in sympathy with the purpose of the Trust and who or which have paid such subscription, if any, as may be determined from time to time by the Trust in General Meeting.

Junior membership is open to individuals under the age of 16, who are in sympathy with the purpose of the Trust, and who have paid such subscription, if any, as may be determined from time to time by the Trust in General Meeting. Junior Members are not entitled to vote.

The Executive Committee has the power to confer honorary membership of the Trust on such individuals and organisations, and for such periods, as it may decide.

6. An employee of the Trust shall not be eligible for membership; a person who becomes an employee of the Trust after admission to membership shall automatically cease to be a Member.

## **Application for membership**

7. Any person who wishes to become a Member must sign, and lodge with the Trust, a written application for membership.
8. The Executive Committee may, at its discretion, refuse to admit any person to membership.

## **Register of Members**

9. The Executive Committee shall maintain a register of Members, setting out the full name and address of each Member.

### **Withdrawal from membership**

10. Any person who wishes to withdraw from membership shall sign, and lodge with the Trust, a written notice to that effect; on receipt of the notice by the Trust, he/she shall cease to be a Member.

### **Expulsion from membership**

11. If the Executive Committee decides at any time in its sole opinion, for good and sufficient reasons, to terminate the membership of any individual or organisation, the Executive Committee has the power, by a two-thirds majority of those present, to terminate the membership of that individual or organisation provided that the individual or organisation will have the right to be heard by the Executive Committee before a final decision is made.

### **General Meetings (meetings of Members)**

12. The Executive Committee shall convene an Annual General Meeting in each year; not more than 15 months shall elapse between one Annual General Meeting and the next.
13. The business of each Annual General Meeting shall include:-
  - a) a report by the Chairman on the activities of the Trust;
  - b) consideration of the annual accounts of the Trust;
  - c) the election/re-election of members of the Executive Committee, as referred to in clauses 29 to 32.
14. The Executive Committee may convene a Special General Meeting at any time.

The Secretary will convene a Special General Meeting of the Trust to be held within 40 days after receiving a written request to do so signed by not less than 15 Members and giving reasons for the request.

### **Notice of General Meetings**

15. At least 14 clear days' notice must be given (in accordance with clause 64) of any Annual General Meeting or Special General Meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
16. The reference to "clear days" in clause 15 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
17. Notice of every General Meeting shall be given (in accordance with clause 64) to all the Members of the Trust, and to all the members of the Executive Committee.

## **Procedure at General Meetings**

18. No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a General Meeting shall be 12 Members, present in person.
19. If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
20. The Chairman of the Trust shall (if present and willing to act as chair) preside as chair of each General Meeting; if the Chairman is not present and willing to act as chair within 15 minutes after the time at which the meeting was due to commence, the members of the Executive Committee present at the meeting shall elect from among themselves the person who will act as chair of that meeting.
21. The chair of a General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
22. Every Member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
23. If there is an equal number of votes for and against any resolution, the chair of the meeting shall be entitled to a casting vote.
24. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair (or by at least two Members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
25. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

## **Maximum number of Executive Committee members**

26. The maximum number of members of the Executive Committee shall be 15.

## **Eligibility**

27. The Executive Committee consists of:
  - a) a Chairman, a Vice Chairman, a Treasurer and a Secretary elected by the Trust in Annual General Meeting;
  - b) up to 9 further Members elected to serve on the Executive Committee by the Trust in Annual General Meeting;
  - c) 2 councillors nominated by Perth and Kinross Council.
28. A person shall not be eligible for election/appointment to the Executive Committee unless he/she is a Member of the Trust.

### **Election, retiral, re-election**

29. At each Annual General Meeting, the Members may (subject to clause 28) elect any Member to be a member of the Executive Committee. A nomination for election to the executive committee is to be in writing, accompanied by the written consent of the Member so proposed, and is to be in the hands of the Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, there is to be an election.
30. The Chairman shall be elected for a period of three years, and is not eligible for re-election as Chairman.
31. The Vice Chairman, Treasurer and Secretary shall be elected for a period of one year but are eligible for re-election.
32. Members of the Executive Committee shall be elected for a period of three years and shall be eligible for re-election for one further period of three years after which they are not eligible for immediate re-election.
33. The Executive Committee may at any time co-opt any Member to fill a vacancy on the Executive Committee until the next Annual General Meeting.

### **Honorary Presidents**

34. Up to two Honorary Presidents may be appointed by the Executive Committee. The appointment is to be for five years, and on expiry of that period an Honorary President may be re-appointed for a like period.
35. An Honorary President may attend meetings of the Executive Committee and is entitled to speak but not to vote.

### **Termination of office**

36. A member of the Executive Committee shall automatically vacate office if:
  - a) he/she becomes debarred under any statutory provision from being a charity trustee;
  - b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
  - c) he/she ceases to be a Member of the Trust;
  - d) he/she becomes an employee of the Trust;
  - e) he/she resigns office by notice to the Trust;
  - f) he/she is absent (without permission of the Executive Committee ) from more than three consecutive meetings of the Executive Committee, and the Executive Committee resolve to remove him/her from office.

## **Register of Executive Committee members**

37. The Executive Committee shall maintain a register of Executive Committee members, setting out the full name and address of each member of the Executive Committee, the date on which each such person became an Executive Committee member, and the date on which any person ceased to hold office as an Executive Committee member.

## **Office bearers**

38. A person elected to any office shall cease to hold that office if he/she resigns from that office by written notice to that effect.

## **Powers of Executive Committee**

39. Except as otherwise provided in this constitution, the Trust and its assets and undertaking shall be managed by the Executive Committee, who may exercise all the powers of the Trust.
40. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

## **Personal interests**

41. A member of the Executive Committee, who has a personal interest in any transaction or other arrangement which the Trust is proposing to enter into, must declare that interest at a meeting of the Executive Committee; he/she will be debarred from voting on the question of whether or not the Trust should enter into that arrangement.
42. For the purposes of clause 41, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
43. Provided
  - a) he/she has declared his/her interest,
  - b) he/she has not voted on the question of whether or not the Trust should enter into the relevant arrangement and
  - c) the requirements of clause 45 are complied with,a member of the Executive Committee will not be debarred from entering into an arrangement with the Trust in which he/she has a personal interest (or is deemed to have a personal interest under clause 42) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
44. No member of the Executive Committee may serve as an employee (full time or part time) of the Trust, and no member of the Executive Committee may be given any remuneration by the Trust for carrying out his/her duties as a member of the Executive Committee .



45. Where an Executive Committee member provides services to the Trust or might benefit from any remuneration paid to a connected party for such services, then:
  - a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - b) the Executive Committee members must be satisfied that it would be in the interests of the Trust to enter into the arrangement (taking account of that maximum amount);
  - c) less than half of the Executive Committee members must be receiving remuneration from the Trust (or benefit from remuneration of that nature).
46. The members of the Executive Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Executive Committee, General Meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

### **Procedure at Executive Committee meetings**

47. Any two members of the Executive Committee may call a meeting of the Executive Committee or request the Secretary to call a meeting of the Executive Committee.
48. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes; if an equality of votes arises, the chair of the meeting shall have a casting vote.
49. No business shall be dealt with at a meeting of the Executive Committee unless a quorum is present; the quorum for meetings of the Executive Committee shall be 6.
50. If at any time the number of Executive Committee members in office falls below the number fixed as the quorum, the remaining Executive Committee member(s) may act only for the purpose of filling vacancies or of calling a General Meeting.
51. Unless he/she is unwilling to do so, the Chairman of the Trust shall preside as chair at every Executive Committee meeting at which he/she is present; if the Chairman is unwilling to act as chair or is not present within 15 minutes after the time when the meeting was due to commence, the Executive Committee members present shall elect from among themselves the person who will act as chair of the meeting.
52. The Executive Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the Executive Committee; for the avoidance of doubt, any such person who is invited to attend an Executive Committee meeting shall not be entitled to vote.
53. An Executive Committee member shall not vote at an Executive 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 Trust; he/she must withdraw from the meeting while an item of that nature is being dealt with.
54. For the purposes of clause 53, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

### **Conduct of members of the Executive Committee**

55. Each of the members of the Executive Committee shall, in exercising his/her functions as a member of the Executive Committee of the Trust, act in the interests of the Trust; and, in particular, must:
- a) seek, in good faith, to ensure that the Trust acts in a manner which is in accordance with its objects (as set out in this constitution);
  - b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - c) in circumstances giving rise to the possibility of a conflict of interest between the Trust and any other party:
    - i. put the interests of the Trust before that of the other party, in taking decisions as a member of the Executive Committee;
    - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the Trust and refrain from participating in any discussions or decisions involving the other members of the Executive Committee with regard to the matter in question;
  - d) ensure that the Trust complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

### **Delegation to sub-committees**

56. The Executive Committee may delegate any of their powers to any sub-committee consisting of one or more Executive Committee members and such other persons (if any) as the Executive Committee may determine; they may also delegate to the Chairman of the Trust (or the holder of any other post) such of their powers as they may consider appropriate.
57. Any delegation of powers under clause 56 may be made subject to such conditions as the Executive Committee may impose and may be revoked or altered.
58. The rules of procedure for any sub-committee shall be as prescribed by the Executive Committee.

### **Operation of accounts and holding of property**

59. The authorisation by two out of three signatories appointed by the Executive Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and/or building society accounts held by the Trust; authorisation may be by signature or by an online dual authorisation process approved by the Executive Committee; at least one out of the two signatories authorising an operation must be a member of the Executive Committee.

60. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chairman, Treasurer and Secretary of the Trust (and their successors in office) or in name of a nominee company holding such property in trust for the Trust; any person or body in whose name the Trust's property is held shall act in accordance with the directions issued from time to time by the Executive Committee.

### **Minutes**

61. The Executive Committee shall ensure that minutes are made of all proceedings at General Meetings, Executive Committee meetings and meetings of sub-committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chair of the meeting.

### **Accounting records and annual accounts**

62. The Executive Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
63. The Executive Committee shall ensure annual accounts are prepared for their approval. These accounts shall comply with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

### **Notices**

64. Any notice which is required to be given to a Member under this constitution shall be given by using electronic communication or in writing; such notice may either be given personally to the Member or be sent by electronic means to the email address last intimated by him/her to the Trust or be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by him/her to the Trust.

### **Dissolution**

65. If the Executive Committee determines that it is necessary or appropriate that the Trust be dissolved, it shall convene a General Meeting of the Members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
66. If a proposal by the Executive Committee to dissolve the Trust is confirmed by a two-thirds majority of those present and voting at the General Meeting convened under clause 65, the Executive Committee shall have power to dispose of any assets held by or on behalf of the Trust - and any assets remaining after satisfaction of the debts and liabilities of the Trust shall be transferred to some other charity or charities having objects similar to those of the Trust; the identity of the body or bodies to which such assets are transferred shall be determined by the Members of the Trust at, or prior to, the time of dissolution.

67. For the avoidance of doubt, no part of the income or property of the Trust shall (otherwise than in pursuance of the Trust's charitable purposes) be paid or transferred (directly or indirectly) to the Members, either in the course of the Trust's existence or on dissolution.

### **Alterations to the constitution**

68. Subject to clause 69, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a General Meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 15, 16 and 17.
69. No amendment to clauses 3, 44, 66 or 67 of the constitution may be made if the effect would be that the Trust would cease to be a charity.

### **Interpretation**

70. For the purposes of this constitution,
- a) 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 96 of the Charities Act 1993
  - b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
71. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.