

CONSTITUTION
of
GRAMPIAN CYCLE PARTNERSHIP

(adopted on Monday 28th January 2019)

NAME

- (1) The association shall be known as Grampian Cycle Partnership (GCP). In this document it is called “the Organisation”.

OBJECTIVES

- (2) The objectives of the Organisation are to help make cycling safer and easier for everyone in the North East of Scotland:
 - i. Through improving the quality of life of those who live here as a result of the improved health and environmental benefits from increased levels of cycling;
 - ii. By securing the best possible outcomes from all available funding and resources;
 - iii. By developing a working relationship with local authorities and local and national organisations; and,
 - iv. By making Aberdeen City, Aberdeenshire and Moray better places to live, work in and visit, and travel safer for vulnerable road users, irrespective of their mode of travel.

POWERS

To achieve the above objectives as set out in Clause 2, the Organisation shall have the following powers:

- (3) To help develop and publicise policy and make submissions on planning and transport matters;
- (4) To promote cycling research, training and education;
- (5) To liaise with other voluntary sector bodies, local authorities, UK or Scottish departments and agencies, and other bodies, all with a view to furthering the Organisation’s objectives;
- (6) To accept grants, donations and legacies (and to accept the reasonable conditions attached to them); and,
- (7) To carry out any other activities, which further the Organisation’s objectives.

MEMBERSHIP

- (8) Membership of the Organisation is open to:
 - i. Individual members; and
 - ii. Associations which support the objectives of the Organisation and are approved by management committee as partners.
- (9) The following membership guidelines shall apply for the Organisation:
 - i. Any person or association who wishes to become a member must sign, and lodge with the Organisation, a written application for membership;
 - ii. A minimum annual subscription may be determined by annual general meeting;
 - iii. Members have the right to attend the annual general meeting and any general meetings; and,

- iv. Members have the power to elect people to serve on the management committee of the Organisation and to propose and make amendments to the constitution via general meeting or annual general meeting.
- (10) Refusal of membership:
- i. The management 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;
 - ii. The management committee must inform the applicant in writing of the reasons for the refusal within 21 calendar days of the decision;
 - iii. The management committee must consider any written response the applicant may make about the decision; and,
 - iv. The management committee's final decision following any written response must be notified to the applicant in writing.

MANAGEMENT COMMITTEE

- (11) The Organisation's management committee shall be elected from within the members of the Organisation at annual general meeting and shall include:
- I. Chair
 - II. Vice-Chair
 - III. Secretary
 - IV. Treasurer
- (12) A management committee member must be a member of the Organisation or a nominated representative of an association that is a member of the Organisation.
- (13) The number of management committee members shall be no less than three and a maximum of 11 members.
- (14) The first management committee members shall be those persons elected as members of the management committee at the meeting at which this constitution is adopted.
- (15) At each annual general meeting, all of the members of the management committee shall retire from office – but shall then be eligible for re-election.
- (16) The management committee may at any time appoint any member to be a member of the management committee (subject to Clause 13).
- (17) The management committee shall maintain a register of management committee members in line with the General Data Protection Regulation, setting out the full name and address of each member of the management committee, the date on which each person became a management committee member, and the date on which any person ceased to hold office as a management committee member.
- (18) A person elected to any management committee role shall cease to hold that office if they cease to be a member of the management committee or the Organisation, or if they resign from that office by written notice to that effect.

WORKING GROUPS AND REPRESENTATION

- (19) The work of the Organisation shall be carried out by the management committee and working groups, which will be formed by the general meeting as the occasion arises. Working groups may also be dissolved at the general meeting when this is deemed appropriate. Each working group shall include a member of the management committee.

- (20) Individual members of the Organisation shall also have the power to act on behalf of the Organisation, where this is done at the request of or with the agreement of the general meeting.

AFFILIATIONS

- (21) The Organisation may affiliate to any other organisation having aims similar to the objectives of the Organisation, save that the Organisation may not affiliate to any political party or religious group.

ANNUAL GENERAL MEETINGS

- (22) The management committee shall convene an annual general meeting in each year (but excluding the year in which the Organisation is formed); not more than 15 months shall elapse between one annual general meeting and the next.
- (23) The business of each annual general meeting shall include:
- i. A report by the chair on the activities of the Organisation;
 - ii. Consideration of the annual accounts of the Organisation; and,
 - iii. The election/re-election of members of the management committee, as referred to in Clauses 11-18.
- (24) Procedures of annual general meetings:
- i. The minimum period of notice required to hold an annual general meeting of the Organisation is 14 calendar days;
 - ii. No business shall be dealt with at any annual general meeting unless a quorum is present, where quorum is defined as at least six members of the management committee;
 - iii. The chair of the Organisation (if present and willing to act as chairperson) presides as chairperson of each annual general meeting; if the chair is not present and willing to act as chairperson the members of the management committee present at the meeting shall elect among themselves the person who will act as chairperson of that meeting;
 - iv. Each individual member shall have one individual vote, which (whether by a show of hands or on a secret ballot) must be given personally;
 - v. A representative member of the associations affiliated with the Organisation shall act and vote on behalf of their association; and,
 - vi. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

GENERAL MEETINGS

- (25) General meetings of the organisation shall be held approximately every four weeks, or as the occasion arises. The quorum shall be 6 members of the management committee.
- (26) The time and place of all general meetings shall be advertised to members of the Organisation at least 14 calendar days prior to the meeting.
- (27) General meetings will be open to all, save that anyone who is not a member of the Organisation shall not be entitled to vote.
- (28) Decisions at a general meeting shall be taken by a simple majority vote of those present and eligible to vote according to proceedings set out in (24) iv-vi.

- (29) The chair of the Organisation (if present and willing to act as chairperson) presides as chairperson of each general meeting; if the chair is not present and willing to act as chairperson the members of the management committee present at the meeting shall elect among themselves the person who will act as chairperson of that meeting.

MINUTES

- (30) The management committee shall ensure that minutes are made of all proceedings at annual general meetings, general meetings, management committee meetings and meetings of working groups; a minute shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting. The minutes shall be made available online (on the Organisation's website) within 7 calendar days.

FINANCE

- (31) The signature of at least two authorised signatories from the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Organisation.
- (32) The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- (33) The Organisation may, in furtherance of its objects:
- i. Obtain, collect and receive money or goods by way of contributions, donations, legacies, grants, fundraising and any other ethical and lawful method; and,
 - ii. Engage in lawful trading activities provided that such transactions shall be recorded in the accounts to be presented to the annual general meeting.
 - iii. The Treasurer's responsibility is to ensure the Organisation remains solvent at all times.

DISSOLUTION

- (34) If the management committee determines that it is necessary or appropriate that the Organisation be dissolved, it shall convene a special general meeting of the members stating the intention to dissolve the Organisation, with no less than 21 calendar days' notice of the meeting.
- (35) If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of the management committee and voting at the special general meeting, the management committee shall have power to dispose of any assets held by or on behalf of the Organisation - and any assets remaining after satisfaction of the debts and liabilities of the Organisation shall be transferred to another association having objectives similar to those of the Organisation and agreed by a simple majority of those voting at the meeting.

ALTERATIONS TO THE CONSTITUTION

- (36) This constitution may be changed through the consent of two-thirds of the management committee who are present and voting at an annual general meeting or special general meeting.

