**CONSTITUTION OF**

**YETHOLM COMMUNITY SHOP STEERING GROUP**

1. **Name**

The name of the Group is Yetholm Community Shop Steering Group (“**the Group**”).

1. **Objects**

The Group is a non-profit-distributing voluntary group, which aims to carry out an initial viability study for the acquisition of the business and assets of the Yetholm Village Shop (”**the Shop**”) as a Community Shop project for the sustainability and wellbeing of the local community in Yetholm and surrounding areas.

1. **Powers**
   1. To develop a viability study for the Community Shop project in Yetholm.
   2. To accept grants, donations and legacies of all kinds in pursuance of the Group’s objects.
   3. To pay bona fide expenses and running costs incurred in pursuance of the objects.
   4. To engage such consultants as may be required by the Group from time to time.
   5. To liaise with other voluntary sector bodies, local authorities, government departments and agencies with a view to furthering the Group’s objects.
   6. To open a bank account.
   7. To do anything which may be incidental or conducive to the furtherance of the Group's objects.

**PROVIDED THAT** nothing herein shall authorise any of the following activities (“**the Excluded Activities**”)

1. the legal acquisition of the undertaking and assets of the Shop;
2. the borrowing of any monies for that purpose;
3. the issue of any securities for that purpose; or
4. the making of any contracts or commitments for any of the foregoing Excluded Activities.
5. **Membership**
   1. Membership of the Group is open to anyone who supports its aims and signs an application in the form approved by the Management Committee.
   2. The Management Committee may, with just cause, refuse to admit any person to membership; any appeal against such a decision shall be considered at a General Meeting of the membership.
   3. The Secretary shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.
   4. If the Management Committee after consultation with the membership considers that an annual membership fee (“**the Membership Fee**”) is necessary then the Membership Fee will be set by the Management Committee and agreed at the AGM.
6. **General Meetings**
   1. A General Meeting (“**AGM**”) will be held annually to receive an annual report by the chairperson, to consider the annual accounts and appoint an independent examiner, and to elect the Management Committee.
   2. A Special General Meeting may be called at any time by the Management Committee, or at the request of ten members of the Group.
   3. The quorum for General Meetings shall be one quarter of the membership.
   4. At least fourteen days' notice of General Meetings must be given to members unless otherwise specified by this constitution.
   5. If there is an equal number of votes for or against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
7. **Management Committee and Office Holders**
   1. Except as otherwise provided in this constitution, the Group and its assets and undertaking shall be managed by the Management Committee collectively, who may exercise all the powers of the Group. No individual member of the Management Committee shall be entitled to exercise any powers of the Group except where properly delegated by resolution of the Management Committee.
   2. A meeting of the Management Committee duly convened and at which a quorum is present may exercise all powers exercisable by the Management Committee.
   3. The Management Committee will consist of a minimum of 4, maximum of 10 members who will manage the affairs of the Group.
   4. The quorum for meetings of the Management Committee shall be four persons.

At the first meeting after the AGM the Management Committee shall elect from among themselves the following office holders: Chairperson, Vice-Chairperson, Secretary, and Treasurer.

* 1. In the event of casual vacancies, the Management Committee may co-opt up to one third of the maximum number of Committee members to serve until the next Annual General Meeting.
  2. The Management Committee will meet at least eight times a year.
  3. At least seven days' notice of Committee meetings shall be given, or at shorter notice if the Chairman should deem it necessary.
  4. Minutes will be taken of proceedings at all meetings, including the names of those present.
  5. The Minutes of any Meeting will be proposed, seconded and approved for acceptance at the subsequent meeting and signed by the Chairperson.
  6. All Management Committee members shall retire from office at the Annual General Meeting but will be eligible for re-election.
  7. Members of staff may not be members of the Management Committee.
  8. A member of the Management Committee who has a personal interest in any transaction or other arrangement that the Group is proposing to enter into, must declare that interest at a meeting of the Committee and may not vote in that respect. 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.

1. **Finances**
   1. A bank account in the name of the Group shall be kept. The signatures of two persons out of three appointed from the Management Committee shall be required for its operation; signatories shall not be related.
   2. A statement of accounts shall be made up to 31 March in each year and shall be independently examined in accordance with any current legislation.
2. **Dissolution**
   1. If the Group's Management Committee determines that, for any reason, it is appropriate for the Group to be dissolved, it shall convene a Special General Meeting giving at least 21 days' notice and stating the terms of the proposed resolution.
   2. If the proposal to dissolve the Group is confirmed by a two-thirds majority of those members present and voting, the Management Committee shall have the power to dispose of any assets remaining after satisfaction of debts to another voluntary Group with similar aims and objectives in the Scottish Borders, as identified by those present and voting.
3. **Amendments to constitution**

This constitution may be amended by a resolution passed by not less than two thirds of those Members present and voting at a General Meeting, providing that due notice has been given including the terms of the resolution. No amendments may be made if their effect would be to change the not-for-profit status of the Group.

This constitution was adopted by the founders of the Yetholm Community Shop Steering Group as witnessed below:

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| **Founder name** | **Signature** | **Date** |
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