

# THE COCKBURN ASSOCIATION

## THE EDINBURGH CIVIC TRUST

### THE COCKBURN ASSOCIATION CONSTITUTION (2012)

#### 1. Name

The name of the Association shall be The Cockburn Association (The Edinburgh Civic Trust).

#### 2. Objects

- a. The objects of the Association are to promote and encourage the following objects by charitable means but not otherwise:
  - i. the maintenance, improvement and promotion of the amenity of the City of Edinburgh and its neighbourhood;
  - ii. the protection, preservation and conservation of the City's landscape and historic and architectural heritage and
- b. And in furtherance of these objectives:
  - i. to cooperate with and assist the local and national authorities concerned with the planning and administration of Edinburgh and its surroundings, and any other organisation, bodies or persons by whom or with whose assistance or interest the objects of the Association can be carried out or furthered;
  - ii. to encourage and stimulate active and well informed public interest in the past, present and future planning and development of the City and its amenity;
  - iii. to coordinate the efforts of local associations and other bodies interested in supporting the objectives of the Cockburn Association;
  - iv. to ensure so far as possible the application of the highest standard of design, planning and construction;
  - v. to promote, assist, support or otherwise encourage the conservation and restoration of streets, buildings or monuments which are considered to be worthy of preservation on account of their historic or architectural interest;

- vi. to raise and hold or contribute to funds which may be used or directed towards any of the Association's objects ; and
- vii. to take such further or other action as the Association may consider conducive to the attainment of these objects or any of them.

### **3. Membership and Subscription**

- a. Membership of the Association shall on payment of the appropriate subscription be open to all persons and bodies that support the objectives of the Association.
- b. There shall be four kinds of membership, namely: Annual, Student, Affiliated (for residents' associations and charitable organisations) and Corporate (for companies and firms). Annual membership shall be available at a reduced rate for two individuals living at the same address (called Joint Members). The rate to be applied to each kind of subscription shall be fixed by the Council from time to time.
- c. Membership shall be deemed to have lapsed in the case of a member whose subscription is more than six months in arrears.

### **4. The Cockburn Council**

- a. The affairs of the Association shall be managed and its functions discharged by the Cockburn Council.
- b. The Cockburn Council shall consist of the following, all of whom shall be members of the Association:
  - i. the Office-bearers who shall, with the exception of the President , be either ordinary, appointed or co-opted members;
  - ii. Ordinary members who shall be elected at an annual meeting of the Association and shall retire at the end of the third annual meeting after their election, but shall be eligible for re-election for a further term but thereafter not eligible to stand for one year;
  - iii. Appointed members, not exceeding *three* in number, who may be appointed by the Cockburn Council to serve for such period, not exceeding three years, as the Council may think fit and shall be eligible for re-appointment and

- iv. Co-opted members who may be co-opted by the Cockburn Council to fill casual vacancies until the next annual general meeting.
- c. The number of ordinary and Co-opted members together with Office-bearers (but excluding Appointed Members) shall not exceed twelve.
- d. The Council shall have power:
  - i. to appoint committees, which will include but not exclusively, Finance, Cases, Transport and Planning and the chairs thereof, to perform executive functions of the Council and to delegate such of its own power to a committee as the Council thinks fit. A committee may include persons who are not members of the Council, provided that at least three members of the committee shall be members of the Council;
  - ii. to appoint members of the Council to discharge specific responsibilities on behalf of the Council;
  - iii. to appoint short term panels of skilled persons (who need not be members of Council) and the Conveners thereof (who shall be members of Council) to make detailed studies of particular matters referred to them by the Council, and make recommendations and reports to the Council thereon and
  - iv. to appoint a minimum of four Council members to be Trustees for the Association's investments with power to determine policy and action in respect of the investments and who shall provide a written report, no less than annually, to the Finance Committee.
- e. Members of committees shall be appointed for a period not exceeding three years and may be re-appointed for a further term but thereafter may be reappointed to the Committee only after a period of one year has elapsed.
- f. In establishing a Committee or panel the Council will approve written terms of reference including the duties, responsibilities and authorities.

## **5. Office-bearers**

- a. The Office-bearers shall be the President, Chair, Vice Chair, Treasurer and holders of such other offices as the Council shall from time to time determine all, bar the President, to be Council members and appointed by the Council.

- b. The Council may elect a President for a period of five years.
- c. The other Office-bearers shall be elected by the Council for periods of *one year*, which shall expire at the end of the Annual General Meeting after their election, subject to earlier termination in the event of their ceasing to be a member of the Cockburn Council.

## **6. Salaried Officers**

The Council may appoint a salaried Director and such other salaried officers and staff to perform such duties and on such terms and conditions as the Council thinks fit.

## **7. Meetings of Council**

- a. The Council shall meet no less than four times per year as necessary. Meetings shall be called by the Director on the instructions of the Chair.
- b. A special meeting shall be called by the Director on the requisition of any five Ordinary members of the Council, provided that the requisition is in writing, signed by the members, and states the business to be submitted to the meeting.
- c. The quorum at any meeting of the Council shall be six of its members
- d. No motion involving what shall be decided by the Chair of the meeting to be a matter of major policy shall be carried unless passed by at least two-thirds of the members of Council present.

## **8. Meetings of the Association**

- a. The Annual General Meeting of the Association shall be held annually at a date to be fixed by the Council for the purpose of receiving a report by the Council for the preceding year, filling vacancies in the Council and considering any other matter requiring attention. At least twenty-one days' notice of the time and place of the Annual General Meeting shall be given to all members.
- b. Nominations for election to Council:
  - i. must be made by a member of the Association;
  - ii. must be seconded by a member of the Association;
  - iii. must have the previous consent of the nominee;
  - iv. must reach the Director at least fourteen days before the Annual General Meeting;

- v. Shall be intimated by the Director (which intimation shall be accompanied by a brief description of each nominee provided by his or her proposer) to all members of the Association not less than seven days before the Annual General Meeting and
  - vi. Each nomination shall be the subject of a vote.
- c. A special meeting of the Association shall be called by the Director either on a resolution of the Council or on the requisition of any twenty-five members of the Association, provided that the requisition is signed by the members and states the business to be submitted to the meeting. At least seven days' notice of the time and place of such a meeting shall be given to all members.
  - d. At any meeting of the Association, twenty five shall be the quorum.

## **9. Modes of Action**

- a. Matters requiring immediate decision or action by the Council may be dealt with by the Chair or Vice Chair and two other members of Council acting together.
- b. The Director shall keep minutes of the business of the Association, and shall conduct all official correspondence, other than that by the President and the Chair, have custody of the books, papers and other properties of the Association, and shall submit an Annual Report of the proceedings of the Association, a copy of which shall be available to all members whose subscriptions are not in arrears.
- c. The Treasurer shall keep the accounts of the Association, receive all monies due, collect subscriptions and pay all debts, and shall submit to the Association Annual Accounts which have been independently examined.

## **10. Amendment of the Constitution**

No alteration shall be made to this Constitution unless passed by two-thirds of the members of the Association who are present and voting at the Annual General Meeting or at a Special Meeting specially called for the purpose of considering any proposed alteration to the Constitution. Notice of any proposed alterations shall be given in writing by the Director to each member of the Association not less than fourteen days before the meeting at which they fall to be considered.

## **11. Winding Up**

In the event of the Association being wound up the available funds of the Association shall be transferred to such one or more charitable bodies having objects similar to those of the Association as may be selected by the Council.