

CONSTITUTION OF
FRIENDS OF INNERPEFFRAY LIBRARY (FOIL)
Scottish Charity Number SC023545
As agreed on date, Month, 2024

1. AIM

The aim of FRIENDS OF INNERPEFFRAY LIBRARY (FOIL), a Voluntary Association, is to support the continuation of Innerpeffray Library, maintained by the Innerpeffray Mortification, in its present historic location.

2. OBJECTS

The objects of FOIL are the education of the public by promotion, support, assistance and the enhancement of Innerpeffray Library through the activities of a group of Friends.

2.1 To seek supplementary finance for the Innerpeffray Mortification, all such funds to be distributed at the discretion of the FOIL Committee and in consultation with the Members.

2.2 To arrange and promote meetings, social activities and fund-raising appropriate to the objects of the Association.

2.3 To foster and extend knowledge of, interest in and support for the Library

2.4 To engage in other lawful activities in furtherance of FOIL's objects.

3. MEMBERSHIP AND SUBSCRIPTION

Membership is open to all on receipt of a subscription. Honorary Membership may be granted at the discretion of the committee in recognition of an outstanding contribution to FOIL. In addition Patrons of the Library are given Honorary Membership of FOIL during the period of their patronage.

3.1 Categories of Membership

- Life Member
- Joint Life Member
- Annual Membership
- Joint Annual Membership
- Family Annual membership – 2 Adults and all children under the age of 16
- Honorary Membership

3.2 Rates of subscription are determined by the Committee from time to time.

3.3 All annual subscriptions must be paid to the Treasurer within three months of the date of renewal and are held in FOIL's General Account. Members whose annual subscription remains unpaid for more than six months from the date of renewal are deemed to have terminated their membership.

4. ACCOUNTING PERIOD

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The financial year ends on 31 December.

5. ANNUAL GENERAL MEETING

A General Meeting of the Members is held annually not later than 31 May to receive the Financial Statement for the previous year and to elect Office Bearers and Committee members for the ensuing year.

5.1 In exceptional circumstances the General Meeting can be held at a later date agreed by the Committee.

5.2 The Committee may convene and hold General and Extraordinary Meetings by virtual electronic means, provided all those entitled to attend have prior notification of the opportunity to participate.

5.3 At least fourteen days' notice of the business to be transacted at the General Meeting is required and will, at the discretion of the Committee be posted on the Innerpeffray Library website or sent to Members by email.

6. SPECIAL GENERAL MEETING

6.1 A Special General Meeting of the Members may be convened by the Committee from time to time. Twenty-one days' notice of the business to be transacted is required and will be conveyed through the Innerpeffray Library website or sent to Members by email.

6.2 Such a meeting may also be convened through a written or electronic request to the Secretary, supported by at least ten Members, which must specify the proposed business of the meeting.

6.3 Should the Committee fail to convene a Special General Meeting within twenty-eight days from the receipt of the request, the petitioners, or a two-third majority of them may themselves convene a meeting which must be held within a three-month period of that date.

7. QUORUM

At any General Meeting, fifteen of the Members, including any Committee Members, constitute a quorum.

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8. VOTING

8.1 Voting at General Meetings is by show of hands, to which the Secretary adds the votes cast by proxy. Unless the Constitution requires otherwise, issues are decided by a majority of the votes cast.

8.2 The option of confidential voting will be available provided a request is made in writing or by electronic means to the Secretary no later than 7 days before the date of the General Meeting.

8.3 To be eligible to vote, Members must have held membership since the previous 31 December and have paid their subscription to date.

8.4 The appointment of a proxy must have been made in writing or sent by electronic means to the Secretary no later than 7 days before the date of the meeting.

8.5 In the event of an equal number of votes being cast for or against any question, the Convenor exercises a casting vote.

8.6 The decision of the Convenor at a General Meeting on any point or on the interpretation of the Constitution is final.

9. COMMITTEE

9.1 The government of FOIL and of its business and funds is vested in the Committee.

9.2 The Committee consists of the Convenor, Secretary and Treasurer and up to eight other members who must be members of FOIL.

9.3 Committee members retire by rotation after three years' service and are eligible for re-election for a further three year term. After a break of one year such members are eligible for re-election.

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9.4 Nominations for the Committee must be submitted to the Secretary in writing or by electronic means no later than 7 days prior to the Annual General Meeting. The written consent of the nominated members must be obtained.

9.5 If the number of candidates for election exceeds the number of vacancies to be filled, a confidential vote will be taken.

9.6 The Committee has the powers to co-opt (i) to fill a vacancy; (ii) to bring additional expertise and experience; (iii) where specialist input is required. In some circumstances, and at the discretion of the Committee, the person co-opted need not be a member of FOIL.

9.7 A Committee member shall be removed from their position if, in the opinion of the Committee, that member has acted in a manner to bring FOIL into disrepute; has become disqualified under the Charities Act from acting as a charity trustee; or has been absent from Committee meetings for six months without the Convenor's agreement.

10. OFFICE BEARERS

10.1 The appointments of Secretary and Treasurer are made annually at the Annual General Meeting.

10.2 The Convenor is elected for a three-year term and is eligible for re-election for one further three year term. After a break of three years he/she is eligible for re-election.

10.3 A Membership Secretary shall be elected from within the Committee to oversee and maintain accurate records of FOIL Membership, communicate with new Members and oversee Gift Aid declarations.

10.3 An Office Bearer may be removed from their position if, in the opinion of the Committee, that person has acted in a manner to bring FOIL into disrepute; has become disqualified under the Charities Act from acting as a charity trustee; or has been in serious or persistent breach of their duties under section 66 of the Charities Act.

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11. COMMITTEE MEETINGS

11.1 The Committee shall hold meetings on a regular basis, not less than four times every year. The Convenor and any three Committee Members may convene further meetings of the Committee when necessary. Four Members constitute a quorum.

11.2 As required, meetings of the Committee may take place by telephone conference call, video conference call or by any other collective electronic means approved unanimously from time to time.

11.3 The Convenor may delegate powers to Committee Members to set up sub-committees together with the power to co-opt from the Membership of FOIL to such sub-committee.

11.4 In the absence of the Convenor, the Members must elect from their number, an Acting-Convenor with full authority.

11.5 Voting is by show of hands or in certain circumstances by secret ballot. The Convenor holds the casting vote.

12. POWERS OF THE COMMITTEE

12.1 The Committee may impose temporary rules to resolve any questions relating to FOIL's administration.

12.2 The Committee operates all Bank Accounts in FOIL's name and is responsible for the investment of all sums not required for immediate use, with powers to vary or realise such investments as the Committee sees fit. Payments, made by BACs or Internet Banking may be instructed by the Treasurer alone having gained agreement of any two of the Treasurer, Convenor, Secretary and Membership Secretary, all of whom are authorised signatories.

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12.3 The Committee, in consultation with the Library and Keeper of Books, is responsible for the Members' Programme and organisation of events, communications, publicity and website content.

12.4 The Committee authorises the payment of reasonable expenses incurred on FOIL's behalf and the purchase of other items that may be required for operational activities and administration.

12.5 The Committee authorises the payment of accounts or other due debts.

12.6 The Committee may engage professional legal or other assistance if required.

13. INDEPENDENT EXAMINER

At every General Meeting, the Members will appoint an Independent Examiner for the following year. The Independent Examiner may be a Member of FOIL.

14. DIVIDENDS

No dividend, bonus gift or division of profits or other payments will be made to or among Members.

15. AMENDMENTS

The Constitution may be amended by the resolution of the Members at a General Meeting duly convened and held in accordance with Clauses 6 & 7, provided that nothing therein contained authorises an amendment which has the effect of FOIL ceasing to be a Charity. Such a resolution must be passed by two-thirds of the Members voting, whether present or by proxy.

16. DISSOLUTION

FOIL may be dissolved by a resolution to that effect passed by three-quarters of the Members present in person or by proxy, voting at a Special General Meeting. Assets remaining after the payment of all debts will not be divided amongst the Members but will be paid either to the Trustees of the Innerpeffray Mortification, or to any other relevant charitable organisation agreed at the General Meeting.