

# **Constitution of Freedom To Choose Scotland**

## **1) Name**

The name of the Association is: **Freedom To Choose Scotland** (“the Association”).

## **2) Administration**

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 6 of this constitution (“The Executive Committee”).

## **3) Objects**

The Objects of the Association are:

To educate the general public, and particularly the general public in Scotland, on all matters where freedom of choice is under threat and in particular on all matters pertaining to tobacco and smoking and the development of policies for rational tobacco control.

## **4) Powers**

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (1) The power to fundraise and to invite and receive grants, donations and other contributions;
- (2) The power to buy or hire and to maintain any equipment or materials necessary for the achievement of the Objects;
- (3) The power to buy, rent, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (4) The power to sell, lease or dispose of all or any part of the assets of the Association;
- (5) The power to borrow money and to charge all or any part of the assets of the Association with repayment of the money so borrowed;
- (6) The power to employ such paid workers (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and, if applicable, to make all reasonable and necessary provision for the payment of pensions and superannuation for paid workers and their dependents;

- (7) The power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, and to hold intellectual property rights in any such material;
- (8) The power to organise conferences, debates, seminars and such other special events as the Executive Committee may determine;
- (9) The power to co-operate with other organisations in furtherance of any of the Objects or of similar purposes;
- (10) The power to do all such other lawful things as are necessary for the achievement of the Objects.

## **5) Membership**

- (1) The Executive Committee may admit to membership of the Association any person aged 18 years and over interested in furthering the Objects and who has paid any annual subscription as may be laid down from time to time by the Executive Committee.
- (2) The Association may have a junior membership section (for those aged 16 and 17 years) who shall be known as “junior members”, although this group shall not be permitted to vote on any matters pertaining to the business of the Association or to the election of members of the Executive Committee. The junior members shall, however, have the power to elect two of their number to represent their views at meetings of the Executive Committee, *but these representatives shall **not be** members of the Executive Committee and shall not be permitted to vote on any matters pertaining to the business of the Association or to the election of members of the Executive Committee.*
- (3) Every member aged 18 years and over shall have one vote on any question to be decided at a *general meeting* of the Association.
- (4) No-one shall be accepted as a member of the Association who has not first completed a membership application form. Membership shall be renewable yearly.
- (5) The Executive Committee may by a majority vote and for good reason terminate the membership of any member: provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before the final decision is made.

## **6) The Executive Committee**

- (1) The members shall elect from among themselves an Executive Committee to manage the Association which shall be elected by those voting (in person or by proxy) at the annual general meeting.
- (2) The Executive Committee shall consist of not less than 3 members and not more than 12 members.

- (3) The Executive Committee may by and from their number and from time to time elect such honorary officers (i.e. chairperson, secretary, treasurer etc.) as they see fit.
- (4) If vacancies occur among the members of the Executive Committee between annual general meetings, the Executive Committee shall have the power to co-opt from the general membership to make up the numbers.
- (5) Members of the Executive Committee shall not financially benefit from the activities of the Association and are entitled to receive reasonable and permissible out of pocket expenses only.

## **7) Meetings and Proceedings of the Executive Committee**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairperson (if any) or by any two members of the Executive Committee upon not less than 48 hours' notice being given to other members of the Executive Committee of the matters to be discussed. But if the matters include the appointment of a co-opted member not less than 7 days' notice must be given.
- (2) There shall be a quorum when 3 members of the Executive Committee *are present at a meeting*.
- (3) All members of the Executive Committee shall retire from office at the end of the second annual general meeting after the date on which they came into office but they may be re-elected or re-appointed.
- (4) Every member of the Executive Committee shall have one vote on any question to be decided at a meeting of the Executive Committee and an Executive Committee member's vote may be cast by any means approved by the Executive Committee if a member is unable to attend in person.
- (5) Every matter shall be determined by a majority of votes of the members of the Executive Committee voting on any question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- (6) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (7) The Executive Committee may delegate its powers to one or more sub-committees consisting of any two or more members of the Association for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee: *provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Executive Committee.*

## **8) Property**

- (1) All or any part of the property of the Association may be vested in not less than two holding trustees (or in a corporation entitled to act as custodian trustee) appointed

by the Executive Committee, and such holding trustees shall hold such property and deal with it in a manner which is consistent with the objectives of the Association as the Executive Committee may from time to time direct. The powers, rights and duties of holding trustees so appointed shall be embodied in a trust deed to be approved by the Executive Committee and to be executed by the holding trustees. Provided they act only in accordance with the lawful directions of the Executive Committee, holding trustees shall not be liable for the acts and defaults of its members.

- (2) The Executive Committee may at any time remove or replace any holding trustee and may appoint a holding trustee in place of any holding trustee who has retired, dies, refuses to act or has become incapable of acting.
- (3) *Any property, assets or contracts, including contracts of employment, held in the name of the Association and not vested in named holding trustees shall be deemed to be held jointly by the members of the Executive Committee for the time being.*

### **9) Annual General Meeting**

The Executive Committee shall arrange an annual general meeting to take place within the first six months of each financial year. The purpose shall be:

- (1) To receive the annual report and statement of accounts;
- (2) To accept any resignations of members of the Executive Committee;
- (3) To elect new Executive Committee members and to vote, if necessary, on proposals.

At least 21 days notice of the annual general meeting is to be given to all members.

### **10) Special General Meetings**

The Executive Committee may call a special general meeting of the Association at any time. If at least 3 members of the Executive Committee request such a meeting in writing, stating the business to be considered, the secretary or other person specially appointed by the Executive Committee shall call a meeting. At least 7 day's notice must be given. The notice must state the business to be discussed.

### **11) Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) There shall be a quorum when six members of the Association for the time being are present at any general meeting.
- (3) Any question to be decided at a general meeting shall require a simple majority of those voting (in person or by proxy) on the issue.

- (4) General meetings shall be open to all members. Junior members shall also be entitled to attend and speak but not to vote.
- (5) A member who cannot attend a general meeting may appoint whoever is chairperson of that meeting to act as proxy for him or her and shall provide written authorisation for the said chairperson so to act which must be received by the secretary *before the commencement of the meeting* stating whether the proxy is:
  - (1) To vote this way or that on any particular resolution; or
  - (2) Permitted to vote in accordance with her or his own judgement.

## **12) Finance**

- (1) All monies raised by the Association shall be applied to further the Objects of the Association and for no other purpose.
- (2) The Executive Committee shall keep proper account of the finances of the Association and shall open a bank account in its name. All cheques drawn on that account must be signed by at least two members of the Executive Committee.
- (3) The accounts shall be independently examined annually.

## **13) Amendments to the Constitution**

The constitution may be altered by a resolution passed by a simple majority of the members voting (in person or by proxy) at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

## **14) Rules or Bylaws**

The Executive Committee may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the Association.

The bylaws may regulate the following matters but are not restricted to them:

- (1) The admission of members of the Association and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;
- (2) The conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
- (3) The setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

- (4) the procedure at general meetings and meetings of the Executive Committee and sub-committees in so far as such procedure is not regulated by this constitution;
- (5) generally all such matters as are commonly the subject matter of organisational rules.

The Executive Committee or the members of the Association in general meeting shall have power to alter, add to or repeal the rules or bylaws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of the members of the Association all such rules or bylaws which shall be binding on all members of the Association: *provided that no rule or bylaw shall be inconsistent with, or shall affect anything contained in, this constitution.*

**15) Dissolution**

If at any time a majority of the Executive Committee decides it is advisable to dissolve the Association, it shall call a meeting of all members of the Association of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. A simple majority of those voting (in person or by proxy) at such a meeting shall confirm such a decision. Any equipment and/or monies left after the settlement of any proper debts and liabilities shall be donated to an organisation with similar aims and objectives, or, failing that, may be donated to such charitable organisation or organisations as the members shall decide.

**16) Adoption of Constitution**

This constitution was adopted on the date mentioned below by the persons whose signatures appear at the bottom of this document.

**Signed**

<i>M. Carroll</i>	M. CARROLL	08/08/07
<i>M. Davidson</i>	M. DAVIDSON	08/08/07
<i>B. Cunningham</i>	B. CUNNINGHAM	8/8/7
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This constitution was adopted on the 13 day of August 2007 20 07