

ROOTS OF MOVEMENT

Constitution

Name

The name of this organisation is 'Roots of Movement C.I.C' (hereafter known as ROM).

Community Interest Company

The Organisation is to be a community interest company.

Not for profit

The Company is not established or conducted for private gain: any profits or assets are used principally for the benefit of the community.

Objects

The organisation's objects are:

- a) To bring together the existing Parkour community to share ideas and to create a safe and welcoming environment for new practitioners to be introduced to the training methods and ideals of Parkour, through large scale seminars and workshops.
- b) Encourage participation in physical activity, exploration of environment and the human bodies' potential by exploring every aspect of natural movement.
- c) To hold large-scale events that will bring together people and communities to share and inherit knowledge from one another.
- d) To advance public knowledge and understanding of Parkour, Freerunning and L'art du déplacement.
- e) To collaborate and build links with other Parkour, Arts and Movement discipline/Performance organisations across Scotland, the UK and Europe.
- f) To promote participation in physical exercise through physically skilled activities.
- g) To create a diverse and knowledgeable Parkour community within Scotland and the UK by providing knowledge, training and insight at our events from the most experienced practitioners in the world.
- h) To use the tools of tuition, creativity and performance as a catalyst for individual and community development.
- i) To make Parkour more accessible to the public by promoting participation, diversity and equality within the discipline
- j) To demonstrate the diversity of Parkour and the opportunity for cross collaboration with other art forms such as acrobatics, climbing, tricking, dance and circus.
- k) To advance physical and mental health through Parkour, physical training and natural movement.
- l) To offer participatory opportunities to young people and volunteers.
- n) To promote inter-generational activities within our events.
- o) Nothing in this constitution shall authorise an application of the property of the organisation for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005.

Powers

In pursuance of the objects set out above, the organisation shall have the following powers:

- a) To create, develop and deliver all activities and actions as part of ROM.
- b) To carry on any other activities which further any of the above objects.
- c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the organisation's activities.
- d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the organisation.
- e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the organisation.
- f) To borrow money, and to give security in support of any such borrowings by the organisation.
- g) To employ such staff as are considered appropriate for the proper conduct of the organisation's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- h) To engage such consultants and advisers as are considered appropriate from time to time.
- i) To effect insurance of all kinds.
- j) To invest any funds which are not immediately required for the organisation's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the organisation's objects.
- l) To establish and/or support any charitable body, and to make donations for any charitable purpose falling within the organisation's objects.
- m) To form any charitable company with similar objects to those of the organisation, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the organisation's assets and undertaking.
- n) To take such steps as may be deemed appropriate for the purpose of raising funds for the organisation's activities.
- o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- p) To do anything which may be incidental or conducive to the furtherance of any of the organisation's objects.

General structure

The structure of the organisation shall consist of:

- a) The MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members may elect people to serve on the management committee.
- b) The MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the organisation; in particular, the management committee is responsible for monitoring the financial position of the organisation.

Qualifications for membership

Membership shall be open to anyone involved with ROM as a participant, volunteer, member of staff or representative of a partner organisation, upon approval by the management committee.

Application for membership

- a) Any person who wishes to become a member must sign, and lodge with the organisation, a written application for membership.
- b) The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.
- c) Membership is open to all and membership shall not be refused by the management committee unless there is a good and sufficient reason.

Membership subscription

No membership subscription shall be payable.

Register of members

The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

Any person who wishes to withdraw from membership shall sign, and lodge with the organisation, a written notice to that effect; on receipt of the notice by the organisation, they shall cease to be a member.

Expulsion from membership

Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:

- a) At least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion.
- b) The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

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.

The business of each annual general meeting shall include:

- a) Report by the chair on the activities of the organisation.
- b) Consideration of the annual accounts of the organisation.
- c) The election/re-election of members of the management committee.

The management committee may convene a special general meeting at any time.

Notice of general meetings

At least 14 clear days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

The reference to 'clear days' shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

Notice of every general meeting shall be given to all the members of the organisation, and to all the members of the management committee.

Procedure at general meetings

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No business shall be dealt with at any general meeting unless at least five of members are present in person.

If the minimum number is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, the minimum number ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

The chair of the organisation shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

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.

A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Management committee members

The management committee shall consist of core members of staff and up to 4 voluntary elected members.

Eligibility

A person shall not be eligible for election/appointment to the management committee's unless he/she is a member of the organisation.

Election, retiral, re-election

At each annual general meeting, the general members may elect a member of the management committee.

The management committee may at any time appoint any member or person to be a member of the management committee.

At each annual general meeting, all of the voluntary members of the youth and management committee's shall retire from office (with the exception of those in positions as members of staff within the organisation) - but shall then be eligible for re-election.

Termination of office

A member of the management committee shall automatically vacate office if:

- a) He/she becomes debarred under any statutory provision from being a charity trustee
- b) He/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- c) He/she ceases to be a member of the organisation
- d) He/she resigns office by notice to the organisation
- e) He/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

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Officebearers

The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

Except as otherwise provided in this constitution, the organisation and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the organisation.

A member of the management committee who has a personal interest in any transaction or other arrangement which the organisation is proposing to enter into, must declare that interest at a meeting of the management committee.

Application of the income and property

a) The income and property of the organisation shall be applied solely towards the promotion of the Objects.

b) A member of the management committee may pay out of, or be reimbursed from, the property of the organisation reasonable expenses properly incurred by him or her when acting on behalf of the organisation.

c) None of the income or property of the organisation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the organisation.

This does not prevent a member of the Management Committee from:

a) Receiving reasonable and proper remuneration for any goods or services supplied to the organisation;

b) Buying goods or services from the organisation upon the same terms as other members or members of the public;

c) Receiving a benefit from the organisation in the capacity of a beneficiary of the organisation or as a member of the organisation and upon the same terms as other members.

A member of the management committee may:

a) Sell goods, services or any interest in land to the organisation.

b) Be employed by or receive any remuneration from the organisation as deemed suitable by a majority of the management committee members.

Procedure at management committee meetings

Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 3.

If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

Unless he/she is unwilling to do so, the chair of the organisation shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence,

the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the objects of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

A person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the organisation, act in the interests of the organisation; and, in particular, must

- a) Seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its objects (as set out in this constitution).
- b) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
- c) In circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party
 - (i) put the interests of the organisation before that of the other party, in taking decisions as a member of the management committee.
 - (ii) Where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question.

Delegation to sub-committees

The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

Any delegation of powers may be made subject to such conditions as the management committee may impose and may be revoked or altered.

The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

The signatures of two signatories appointed by 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; at least one out of the two signatures must be the signature of a member of the management committee.

The title to all property (including any land or buildings, the tenant's interest under any lease and any investments) shall be held either in the names of the chair, treasurer and secretary of the organisation (and their successors in office) or in name of a nominee company holding such property in trust for the organisation; any person or body in whose name the organisation's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting records and annual accounts

The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the organisation.

Dissolution

If the management committee determines that it is necessary or appropriate that the organisation be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

If a proposal by the management committee to dissolve the organisation is confirmed by a two-thirds majority of those present and voting at the general meeting convened, 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 some other charitable body or bodies having objects similar to those of the organisation; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the organisation at, or prior to, the time of dissolution.

For the avoidance of doubt, no part of the income or property of the organisation shall (otherwise than in pursuance of the organisation's objects) be paid or transferred (directly or indirectly) to the members, either in the course of the organisation's existence or on dissolution.

Alterations to the constitution

The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a management committee meeting, providing due notice of the meeting, and of the resolution, is given.

*This constitution was last updated and adopted on 1 April 2011

Name: Chris Grant

Position: Director

Date:

Sign:

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