

# Mapa Scotland - Restoration of the Great Polish Map of Scotland

## Constitution

### 1 Name

1.1 The name of the restoration group shall be "Mapa Scotland - Restoration of the Great Polish Map of Scotland" (short name: Mapa Scotland)

### 2 Objectives

The objectives of Mapa Scotland shall be:

1. To restore and promote the historic three-dimensional model of the Scottish landscape in the grounds of Barony Castle Hotel, Eddleston, Scottish Borders, for the benefit of the local community and as a national historic structure commemorating the contribution of the Polish nation to the defence of Scotland during World War II.
2. Operate without distinction of sex, sexuality, political, race, religious or other opinions by associating the local statutory authorities, voluntary organisations and inhabitants in a common effort to
  - 2.1 promote related education opportunities related to the geographical and historical value of the model.
  - 2.2 encourage local involvement and responsibility for its management.
  - 2.3 promote public awareness, access to and benefit from the model.
  - 2.4 preserve free access to the model.
3. To operate as an Unincorporated Association on a strict not-for-profit basis; all income shall be used in furtherance of restoration and preservation of the model.
4. To recognise the wartime contribution of the Polish services to the defence of Scotland, and the hospitality of the Scottish people to the Poles.
5. In the event that the land on which the model stands is ever acquired by Mapa Scotland (by gift, purchase or long term lease) a further object would be to preserve and maintain the same for the benefit of the public.

### 3 Membership

- 3.1 Membership shall be open to anyone who has an active interest in the restoration or eventual public amenity value of the model.
- 3.2 Annual membership shall be granted on payment of such a sum of money as is determined at the Annual General Meeting of Mapa Scotland.

### 4 General meetings

- 4.1 Mapa Scotland shall hold an Annual General Meeting (AGM) at which all members of Mapa Scotland may participate.
- 4.2 Proposals and voting rights shall be restricted to those who are currently in possession of annual membership.
- 4.3 On receipt of a petition by a minimum of two thirds of the membership, an Extraordinary General Meeting (EGM) of Mapa Scotland shall be called by the Secretary.
- 4.4 An EGM may also be called by the decision of a two thirds majority of the Steering Committee.

4.5 The quorum for an AGM or EGM shall be twelve members of Mapa Scotland.

4.6 All General Meetings, and any proposed changes to the Constitution, shall be publicised to the members and the local community, giving at least 28 days notice.

## **5 Steering Committee**

5.1 The business of Mapa Scotland shall be run by a Steering Committee.

5.2 Proposals for membership of the Steering Committee must be by nomination supported by a simple majority at a General Meeting.

5.3 The Steering Committee will elect a Chair, Vice Chair, Secretary and Treasurer by a simple majority of its current members. Any of these office bearers may be removed by a two thirds majority of current members of the Steering Committee.

5.4 The quorum for the meetings of the Steering Committee shall be four members including at least two of the office bearers.

5.5 The Steering Committee may co-opt as many other, non-voting members as it considers appropriate.

5.6 The Steering Committee may set up sub-groups for specific tasks. Sub-groups may co-opt other non-voting members to assist with such tasks.

5.7 All proposals about substantial policy or action by the Steering Committee, or any of its sub-groups, must be endorsed by a simple majority of all current voting members of the Steering Committee. This endorsement may be given at meetings or communicated by writing, electronically or by witnessed word-of-mouth.

5.8 A member may resign from the Steering Committee by giving written notice to the Secretary.

5.9 A Steering Committee member who fails to participate in any of Mapa Scotland activities for six months, or engages in activities inconsistent with the aims of Mapa Scotland, may be removed from membership of the Steering Committee by a vote achieving a two thirds majority of the Steering Committee.

## **6 Secretary**

6.1 The Secretary shall keep minutes of Mapa Scotland's business and transactions, conduct correspondence and have custody and responsibility for the documents of Mapa Scotland.

6.2 The Secretary may devolve tasks relating to specific actions to others, at his or her discretion.

6.3 All matters of substance sent out and received shall be available for scrutiny and comment by all Steering Committee members.

6.4 The Secretary shall prepare an Annual Report and shall present it to the Annual General Meeting.

## **7 Finance and Treasurer**

7.1 All moneys or other assets of Mapa Scotland shall be used solely to further the aims of Mapa Scotland.

7.2 The Treasurer shall keep proper financial accounts of Mapa Scotland's business and transactions, conduct correspondence on finance issues in conjunction with Secretary and Chair and have custody and responsibility for the financial accounts of Mapa Scotland.

7.3 The financial year of Mapa Scotland shall begin on April 1st.

7.4 The Treasurer shall keep financial accounts relating to Mapa Scotland's activities.

7.5 The Treasurer shall prepare and present to the AGM accounts that have been examined and certified by a capable independent examiner or audited if required by charity law or other statutory requirement.

7.6 Withdrawals from Mapa Scotland's bank must be authorised by the signatures of the Treasurer and one other office bearer.

7.7 Claims for personal expenses by members shall not extend to travelling to and from the site of the model or other sites related to the aims of Mapa Scotland.

7.8 The Secretary is empowered to represent the policy of Mapa Scotland and act on its behalf with the consent of the Chair.

## **8 Chair**

8.1 The Chair shall be in charge of the conduct of General Meetings and meetings of the Steering Committee.

8.2 The Chair is empowered to represent the policy of Mapa Scotland and act on its behalf.

8.3 The Vice-Chair assumes the powers of the Chair in his absence.

## **9 Changing the Constitution**

9.1 A proposal to adopt or change the constitution may be brought to an AGM or EGM by the Steering Committee or proposed from the floor by a member of Mapa Scotland, having satisfied the conditions of 4.5. Such a proposal, suitably seconded, shall be accepted if it receives a two thirds majority of those present.

## **10 Dissolution**

10.1 After the same conditions of publicity as required for a constitutional change by 4.5, Mapa Scotland may be dissolved at an AGM or EGM. The proposal may have been brought to the meeting by the Steering Committee or proposed by a member of Mapa Scotland from the floor. It must be duly seconded and receive a two thirds majority of those present.

10.2 In the event of the dissolution of Mapa Scotland, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of Mapa Scotland, but shall be given to, or transferred to (in priority order):

- a) A successor body with similar aims and constitution.
- b) a recognised local charitable organisation(s) having similar to those of Mapa Scotland.

The suitability of the proposed organisation(s) shall be determined by Mapa Scotland's independent examiner of accounts.

Approved after the inaugural meeting on April 25<sup>th</sup> 2010 following comments received on the draft.

Keith Burns, Secretary                      4th May 2010

Nick Macdonald, Chair                      4th May 2010