

CONSTITUTION

of

YOGA SCOTLAND

(Incorporating the Scottish Yoga Teachers' Association)

March 2007

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Name

1. The name of the Association is “Yoga Scotland incorporating the Scottish Yoga Teachers’ Association”, (hereinafter called “the Association”).

Objects

2. The Association’s objects are:

- (a) To promote yoga in all its aspects throughout Scotland
- (b) To provide courses, lectures, seminars and other such forms of instruction as may be deemed necessary for the training of teachers of yoga
- (c) To provide such further training as may be deemed necessary for existing teachers of yoga.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers:-

- (a) To provide courses, lectures, seminars and other such forms of instruction as may be deemed necessary for the training of teachers of yoga and to provide such further training as may be deemed necessary for existing teachers of yoga
- (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 Association's activities
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association
- (f) To borrow money, and to give security in support of any such borrowings by the Association
- (g) To employ such staff as are considered appropriate for the proper conduct of the Association'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 (which may include officers' liability insurance)
- (j) To invest any funds which are not immediately required for the Association'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 Association's objects
- (l) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Association's objects
- (m) To form any charitable company with similar objects to those of the Association, 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 Association's assets and undertaking
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association'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 Association's objects.

General structure

4. The structure of the Association 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 elect people to serve on the Executive Committee and take decisions in relation to changes to the constitution itself
- (b) the EXECUTIVE COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Association; in particular, the Executive Committee is responsible for monitoring the financial position of the Association.

Qualifications for membership

5. There shall be three categories of membership

- (a) TEACHER MEMBERSHIP - this will be open to all teachers of yoga who satisfy the requirements of the Association for teacher membership as may be determined from time to time by the Executive Committee.
- (b) MEMBERSHIP - this will be open to any person who applies for such membership.
- (c) ASSOCIATE GROUP MEMBERSHIP (non-voting) - this will be open to any group or organisation concerned with the promotion or practice of yoga which applies for such membership.

6. An employee of the Association shall not be eligible for membership; a person who becomes an employee of the Association after admission to membership shall automatically cease to be a member.

Application for membership

7. Any person who wishes to become a member must sign, and lodge with the Association, a written application for membership which must be accompanied by a remittance to meet the annual membership subscription.

8. The Executive Committee may, at its discretion, refuse to admit any person to membership.

9. The Executive Committee shall consider each application for membership at the first Executive Committee meeting which is held after receipt of the application and shall, within a reasonable time after the meeting, notify the applicant of its decision on the application. If the decision was to refuse admission, the Executive Committee shall return to the applicant the remittance lodged by him/her under clause 10.

Membership subscription

10. Members shall require to pay an annual membership subscription at the rate appropriate to their category of membership (clause 5).

11. The annual membership subscriptions shall be payable on or before 30th September in each year. Failure to make payment by this date will mean that teacher members are no longer insured.

12. The Executive Committee may vary the amount of the annual membership subscriptions and/or the date on which they fall due in each year, by way of a resolution to that effect passed at an annual general meeting.

13. If the membership subscription payable by any member remains outstanding at 31st October (and providing he/she has been given at least one written reminder) the Executive Committee may, at the first Executive Committee meeting following this period, consider his/her entitlement to membership of the Association to have lapsed.

14. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

15. The Executive Committee shall maintain a register of members, setting out the full name and address of each member, category of membership, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

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

General meetings (meetings of members)

17. The Executive Committee shall convene an Annual General Meeting within the first six months of each calendar year. All members shall be entitled to attend and, if eligible, to vote. The purpose of the Annual General Meeting will be

- to receive the annual report of the Executive Committee
- to approve the accounts for the preceding year
- to elect the Executive Committee for the following two years
- to elect a Chairperson for the next two years
- to appoint an Independent Examiner or Examiners
- to consider any resolution pertaining to the objects of the Association.

The Annual General Meeting may, if deemed appropriate, appoint one or more Honorary Presidents of the Association, who shall not be entitled to membership of the Executive Committee.

18. The Executive Committee may convene a special general meeting at any time.

Notice of general meetings

19. At least 21 clear days' notice must be given (in accordance with clause 62) 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.

20. The reference to "clear days" in clause 19 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.

21. Notice of every general meeting shall be given (in accordance with clause 61) to all the members of the Association, and to all the members of the Executive Committee.

Procedure at general meetings

22. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 individual members, present in person.

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

24. The chair of the Association 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 Executive Committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

25. 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.

26. All individual members are eligible to vote and shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

27. If there is an equal number of votes for and against any resolution, the chairperson of any meeting will have a deliberate, as well as an additional casting, vote.

28. 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.

29. 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.

Number of Executive Committee members

30. The Executive Committee shall consist of no fewer than 5, and no more than 15 members, of

whom up to 4 may be co-opted at any one time. Co-opted members may serve until the conclusion of the next annual general meeting, but will be eligible to stand for election thereafter. At any one time no less than 2/3 of the committee members shall be teacher members.

Election, retiral, re-election

31. At each Annual General Meeting, it is recommended that all Executive Committee members who hold Offices, other than that of Chairperson, step down after a maximum of four years in that Office for a minimum of one year before being eligible for re-election to that same office.

Termination of office

32. A member of the Executive Committee shall automatically vacate office if:-

- (a) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity
- (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 Association
- (d) he/she becomes an employee of the Association
- (e) he/she resigns office by notice to the Association
- (f) he/she is absent (without permission of the Executive Committee) from more than three consecutive meetings of the Executive Committee, and the Executive Committee resolve to remove him/her from office.

Register of Executive Committee members

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

Office bearers

34. At the first Executive Committee following the Annual General Meeting, the Committee shall elect from among themselves a Vice-Chairperson, Secretary and Treasurer. They may further elect a Minutes Secretary and other such office bearers, assistants and convenors as they may from time to time require. One member of the Committee may hold up to two offices, but not more (one of which may only be in an acting capacity). In addition, one member of the Committee shall be responsible for liaison with and between associate group members.

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

Powers of Executive Committee

36. Except as otherwise provided in this constitution, the Association and its assets and undertaking shall be managed by the Executive Committee, who may exercise all the powers of the Association.

37. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.

Personal interests

38. A member of the Executive Committee who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into, must declare that interest at a meeting of the Executive Committee; he/she will be debarred (in terms of clause 49) from voting on the question of whether or not the Association should enter into that arrangement.

39. For the purposes of clause 38, a person shall be deemed to have a personal interest in an arrangement 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 arrangement.

40. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Association should enter into the relevant arrangement - a member of the Executive Committee will not be debarred from entering into an arrangement with the Association in which he/she has a personal interest (or is deemed to have a personal interest under clause 41) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

41. No member of the Executive Committee may serve as an employee (full time or part time) of the Association, and no member of the Executive Committee may be given any remuneration by the Association for carrying out his/her duties as a member of the Executive Committee.

42. The members of the Executive Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Executive Committee, general meetings, or meetings of sub-committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Executive Committee meetings

43. No fewer than four meetings of the full Executive Committee will be held in one calendar year. In addition, any member of the Executive Committee may call a meeting of the Executive Committee or request the secretary to call a meeting of the Executive Committee.

44. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a deliberate, as well as an additional casting vote.

45. No business shall be dealt with at a meeting of the Executive Committee unless a quorum is present; the quorum for meetings of the Executive Committee shall be one third of the Executive Committee members.

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

47. Unless he/she is unwilling to do so, the chair of the Association shall preside as chairperson at every Executive 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 Executive Committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

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

49. An Executive Committee member shall not vote at an Executive 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 interests of the Association; he/she must withdraw from the meeting while an item of that nature is being dealt with.

50. For the purposes of clause 49, 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.

Delegation to sub-committees

51. The Executive Committee may form from members of the Association such subcommittees and short life working groups as from time to time it considers necessary, appoint convenors thereof, and delegate powers as appropriate. For such subcommittees and working groups to be valid they are required to include a minimum of two members of the Executive Committee.

52. Any delegation of powers under clause 51 may be made subject to such conditions as the Executive Committee may impose and may be revoked or altered.

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

Operation of accounts and holding of property

54. The signatures of two out of a minimum of three signatories appointed by the Executive Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Association; at least one out of the two signatures must be the signature of a member of the Executive Committee.

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

Minutes

56. The Executive Committee shall ensure that minutes are made of all proceedings at general meetings, Executive 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

57. The Executive Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

58. (a) All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- (b) The Treasurer shall keep proper books of account of the finances of the Association and shall pay all money not immediately required into an account in the name of the Association at such bank as shall be determined by the Committee.
- (c) The accounts shall be examined at least once a year by an Independent Examiner or Examiners who shall be appointed at the Annual General Meeting.

Notices

59. 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 Association.

Dissolution

60. If the Executive Committee by a majority vote decides at any time that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association, of which not less than 21 days' written notice (stating the terms of resolution to be proposed thereat) shall have been given. If such decision shall be confirmed by a majority of those present and eligible to vote at such a meeting, the Executive Committee shall have the power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be passed to another charitable organisation with aims the same as, or similar to, the Association.

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

Alterations to the constitution



62. Subject to clause 63, the constitution may be altered by a resolution passed by a simple majority vote of members present and eligible to vote at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 18,19 and 20.

63. No amendment to clauses 2, 41, 60 or 61 of the constitution may be made if the effect would be that the Association would cease to be a charity.

Interpretation

64. For the purposes of this constitution, "charitable" shall be interpreted as charitable within the meaning of section 505 of the Income and Corporation Taxes Act 1988 (including any statutory amendment or re-enactment of the provisions of that section); "charity" shall be interpreted accordingly.

This Constitution was adopted at the Annual General Meeting of Yoga Scotland held on 25th March 2007 at Carmichael Hall, Glasgow.

<u>Signature</u>	<u>Name</u>	<u>Address</u>	<u>Position</u>
	Fiona McOwan	26 Brucehaven Road Limekilns, KY11 3HZ	Chairperson
	Jill Travers	26 Dovecot Park Aberdour, KY3 0TD	Secretary