

DENHOLM FEUARS' & HOUSEHOLDERS COUNCIL

CONSTITUTION 2024

1. Name.

The name of the association's committee is the Denholm Feuar's & Householders Council, ("the Council").

2. Aims and Objects

To administer, in the best interests of all people in the community the ownership of the property and rights gifted, by Mrs Mary Douglas Malcolm or Palmer Douglas of Cavers in a Disposition and Deed of Gift dated 1946, ("the property"), to the Trustees for Denholm Feuars' & Householders Council namely the Chairperson, Vice Chairperson and Secretary and their successors in office, and in so doing to promote the conservation of the physical, cultural and historical heritage of Denholm along with the provision of recreational facilities for use by the inhabitants of Denholm.

3. Powers

- a. To maintain and improve the fabric of the property for the public good.
- b. To effect insurance of all kinds (which may include officers' liability insurance).
- c. 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).
- d. To raise funds in pursuance of the association's objects and to accept grants, donations and legacies of all kinds and any reasonable conditions attaching to them.
- e. To do anything, which may be incidental or conducive to the furtherance of the association's objects, including without prejudice to the foregoing generality granting leases of the property or any part thereof.

4. Denholm Dean (Little/lower Dean) – The following be Adopted as a memorandum of Understanding by the Feuars' as Requested by Mr Michael Braithwaite who Gifted this Land.

a. Objectives

- (i) An amenity for the Village of Denholm
- (ii) A Haven for Wildlife

b. An amenity for the Village of Denholm

- (i) Maintenance of a suitable network of paths and bridges for walking, nature study and exercise of dogs.

(ii) Creation of suitable vistas. Bench seating a possibility provided proper safeguards in place.

(iii) Presence of electricity pylons and cables noted.

c. **A Haven for Wildlife**

(i) Preservation of the Flora and Fauna.

(ii) To co-operate with any plan to make the whole of Denholm Dean a wildlife reserve.

d. **Safeguarded by**

(i) No Cycling.

(ii) No Horses.

(iii) No swings or Play Areas.

(iv) No dumping including garden waste.

(v) No Housing or Commercial Development.

e. **Management**

(i) The Borders Forest Trust plan discussed and agreed in principle.

(ii) Elimination of conifers and replacement by native trees and open glades.

(iii) Timber sale proceeds to be properly Ring Fenced for future upkeep of Little Dean.

5. General Meetings and Election of Council

a. Membership of the Association shall be open to persons whose names are entered in the current Valuation Roll as Proprietors or Occupiers (including "Inhabitant Occupiers") of subjects within one of the Special Districts of Denholm or any person holding a written mandate from such a person shall be entitled to vote at a General Meeting. In effect one vote attaches to each property with a legitimate title relating to land, dwelling or business within the Denholm Village boundary as defined by the local planning authority. At the discretion of the Council interested parties with property on the margins of the village boundary may also be granted membership status.

b. Except as provided below, The Council shall consist of twelve members who shall be elected at a General Meeting to be held annually in October.

c. Members shall be entitled to vote at a General Meeting and shall do so in person or by proxy.

d. The Annual General Meeting shall be convened by the Secretary of the Council by one advertisement in the local press and by bills in the Post Office and other shops in the village, giving fourteen days' notice and stating the business of the meeting, which shall be to receive an annual report by the chair, to consider the annual accounts and appoint an auditor, and to elect the Council.

e. A Special General Meeting shall be convened in the same manner at any time on the written request of fifty percent (50%) of the current, remaining, standing, active,

members of the council or any thirty members of the association; the business of the meeting shall be stated on the notice.

- f. The quorum required for the General Meeting shall be ten members.
- g. The Chairperson of the Council shall take the Chair at a General Meeting; he/she shall have a casting but not a deliberative vote.
- h. The members of the Council shall be elected from among the association's members with the exception of the Treasurer who need not be an association member; the method of their election shall be as follows:
 - (i) The Chairman shall call for nominations of which each must be proposed, seconded and must be free from any unresolved objections before being accepted as a valid nomination.
 - (ii) If there are more nomination than vacancies, a slip of paper shall be handed to each association member, and they shall write thereon the name of those nominees for whom they wish to vote.

6 Conduct of Council Meetings

- a. At the first Council meeting following the Annual General Meeting, the newly elected Council Members shall appoint from their number a Chairperson, Vice-Chairperson, Secretary and Treasurer. The trustee positions will be subject to approval from Office of Scottish Charities Regulator (OSCR).
- b. The quorum for Council meetings shall be one third namely four persons, of which at least two persons must be Trustees as defined in paragraph 2.
- c. Council meetings will be open to members of the Association unless there are exceptional circumstances such as issues relating to individual members. Meetings will be called by the Secretary by posting the agenda on the Association noticeboard and website giving a minimum of seven days' notice.
- d. The Council will ensure that Minutes are taken of proceedings at all meetings including the names of those present and signed by the chairperson and that these Minutes are published promptly on the Association noticeboard and website.
- e. In the event of casual vacancies, the Council may co-opt members from interested association members.
- f. The Council may appoint committees in the furtherance of its objects either from among its members or others.
- g. All members of the Council shall retire from office at the Annual General Meeting but will be eligible for re-election if they so desire.
- h. The Council will meet a minimum of four times a year.

7 Finances

- a. A Bank Account in the name of the Council shall be kept, the signatories of two out of three signatories appointed by the Council from among its members shall be required for its operation. Such signatories shall include the Chairperson and Treasurer of the Council.

- b. A statement of accounts shall be made up to the 31st August in each year and shall be audited by an auditor appointed at the Annual General Meeting.

8 Dissolution

- a. If the Council determines that for any reason it is appropriate for the association and the Council to be dissolved, it shall convene a Special General Meeting giving at least twenty-one days' notice and stating the terms of the proposed resolution.
- b. Should the proposal to dissolve the Association and the Council be confirmed by a two-thirds majority of those present and voting, the Council shall have the power to dispose of any assets remaining, after the satisfaction of debts, to another body with similar aims and objects as identified by those present and voting. **Note – the following Caveat applies: - “none of the Council’s assets may be distributed or otherwise applied (on being wound up or any other time) except to further its charitable purposes”**

9 Amendments to the Constitution

This Constitution may be amended by a resolution passed by not less than two-thirds of those present and voting at a General Meeting, providing that due notice has been given including the terms of the resolution. (Any such amendments will be subject to approval by OSCR).

The Constitution, as amended, proposed and adopted at the Special General Meeting held in Denholm Village Hall on 6th May 2024.

Signed
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(Chairperson)

Signed

(Secretary)