



## Constitution

1. The name of the organisation is 'Callander Enterprise'.
2. The address of Callander Enterprise is c/o McLaren Community Leisure Centre, Mollands Road, Callander, FK17 8JP
3. The objects for which Callander Enterprise is established are to:
  - a) promote commerce, industry, trade and ancillary services in Callander and the Trossachs
  - b) foster, advance and protect existing and new commercial, industrial, trade and professional enterprises in the locality
  - c) provide and develop business services to members
  - d) promote and protect the collective interests of the members, and stimulate interest in, promote, support or oppose as appropriate, any legislation or policies from whatever source that affects the interests of commerce, industry, trade or ancillary services
  - e) provide a means of securing business involvement in the local community or communities, develop links between business and public authorities, develop and foster working relationships, both within and outside the locality which will achieve the greatest prosperity for the locality and its people, and stimulate public awareness of business interests
4. The income of Callander Enterprise, from wherever derived, shall be applied solely in promoting the above objects, including specifically donations to local charitable bodies, and no distribution shall be made to its members in cash or otherwise.
5. If, on dissolution of Callander Enterprise, there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of Callander Enterprise, but shall be given to some other body (whether or not it is a member of Callander Enterprise) having objectives similar to those of Callander Enterprise. In the event that the 'In Callander' website is still operational on dissolution, the website will be disposed of at the discretion of the Callander Community Development Trust or its successor.



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### Membership

6. Membership of Callander Enterprise shall be open to all businesses trading in or with a commercial interest in Callander Enterprise's area:
  - a. individuals who are in business on their own account
  - b. companies, corporations, firms and other organisations engaged or interested in commerce, industry, trade and ancillary services in the public sector
  - c. members of professions who have an interest in commerce, industry, trade and ancillary services in the public sector
  - d. any other individuals, companies, corporations, firms or other organisations in the private sector whom the Committee may in its absolute discretion admit to membership
7. The election of members shall be by Resolution of the Committee which may refuse any application without giving reasons. Delivery of the application to Callander Enterprise shall be accompanied by the amount of the subscription to be determined by the Committee from time to time.
8. A member may terminate membership by giving notice in writing at least one month before the date on which their subscription shall next be due.
9. A member shall automatically cease to be a member if:
  - a. being a company it is wound up other than for the purpose of reconstruction
  - b. being an individual they are adjudicated bankrupt
  - c. they suspend payment or compound with creditors
  - d. they fail to pay the prescribed subscription within three months of the due date
10. The Committee may by Majority Resolution expel any member at any time provided:
  - a. not less than 14 days' notice of the Resolution and the matters giving rise to the Resolution have been given to the member concerned
  - b. reasonable opportunity is given to the member to make representations in his, her or its defence at the Committee Meeting called to consider the case



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11. All subscriptions to Callander Enterprise which shall be fixed by the Committee from time to time, shall entitle the member to an advertisement/internet link in “InCallander”, and shall become due and payable on such date or dates as the Committee may from time to time determine. For the purpose of fixing the subscriptions the Committee may divide members into categories and fix different rates of subscription for different categories.

### General Meetings

12. Callander Enterprise shall hold a general meeting in every year as its Annual General Meeting at a time and place to be determined by the Committee – not more than 15 months to elapse between two successive Annual General Meetings. Meetings are restricted to Members, Officers and Guests.

13. The Annual General Meeting shall be called by at least 14 days clear notice.

14. All general meetings, other than the Annual General Meeting shall be called General Meetings.

15. A General Meeting may be called by the Committee or at the written request of four members.

16. General Meetings shall be called by at least 14 days clear notice.

17. No business shall be conducted at a General Meeting unless a quorum is present. Five persons entitled to vote upon the Business being transacted, shall be a quorum.

18. No member shall vote at any General meeting unless all monies payable by that member to Callander Enterprise in respect of subscriptions have been paid.

### The Committee

19. The Committee shall consist of:

- a. the Convenor (Chair)
- b. a Vice Convenor (Vice-Chair)
- c. at least 4 individuals elected by the Membership at large including any persons acting as unpaid Treasurer, Secretary or Membership Secretary.



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20. The business of Callander Enterprise shall be managed by the Committee who may exercise all the powers of Callander Enterprise. The Committee may convene its own meetings and manage its own proceedings, subject to a quorum of three members. Failure to attend three consecutive meetings, without prior permission of the Committee will result in a Committee Member being expelled from the Committee, and a replacement sought at the next General Meeting.
21. No member may be entitled to remuneration for their services as a member of the Committee.

### The Officers

22. At the Annual General Meeting, a Convenor shall be appointed from among the Members to serve until the next Annual General Meeting. A Convenor may offer themselves for reappointment for up to three terms, or longer as members may agree.
23. Likewise at the Annual General Meeting, a Vice-Convenor shall be appointed from among the members to serve until the next Annual General Meeting. A serving Vice-Convenor may offer themselves for reappointment for up to three terms, or longer as members may agree.
24. In the event of a casual vacancy occurring in the office of Convenor, the vacancy may be filled by the Vice-Convenor, who shall hold office until the next following Annual General Meeting.
25. In the event of a casual vacancy occurring in the office of Vice-Convenor, the Committee may elect one of their number to serve as Vice-Convenor, who shall hold office until the next following Annual General Meeting.
26. If there are no unpaid volunteers, a Secretary and a Treasurer shall be appointed by the Committee for such term, at such remuneration and upon such conditions as it may see fit; and any individual so appointed by the Committee may be removed by the Committee. The roles of Secretary and Treasurer may be combined.



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27. The Secretary will be responsible for ensuring (which may be by delegation) that Callander Enterprise's Register of Members and all its records are properly maintained.
28. The Treasurer will be responsible for maintaining records of all financial transactions and preparing the books for tax and accountancy purposes. A separate officer may be appointed to act as Membership Secretary to organise membership fees.
29. A Sales and Promotion officer shall be appointed by the Committee for such term, at such remuneration and upon such conditions as it may see fit; and any individual so appointed by the Committee may be removed by the Committee. The officer will be responsible for promoting membership, and benefits within the target business community.
30. At each Annual General Meeting, if there are no vacant Committee positions then one third of the elected Committee shall retire from office by rotation, but each shall be eligible for re-election.

## Records

31. The Secretary shall cause minutes to be made in books kept for that purpose of all proceedings at General Meetings of Callander Enterprise, and of all meetings of the Committees, etc. including the names of members present at each such meeting.
32. All minutes shall be open to inspection by any member. Minutes of the Annual General Meetings and of meetings of Committees shall be open to inspection by any member.
33. The Secretary/Treasurer shall cause proper Books of Account to be maintained with respect to all monies received and expended by Callander Enterprise and the assets and liabilities of Callander Enterprise.
34. All Books of Account shall be open to inspection by any member.

## InCallander Website

35. The main asset and intellectual property of Callander Enterprise is the 'InCallander' brand and website.



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36. No other groups can use the brand title 'InCallander' but can use the InCallander website as a portal with prior written permission from the then current officers of Callander Enterprise, permission for which shall not be unreasonably withheld.
37. In order to maintain the 'InCallander' website, a website specialist shall be appointed by the Committee for such term, at such remuneration and upon such conditions as it may see fit; and any individual so appointed by the Committee may be removed by the Committee

Signed by:

Print Name: Julie Carmichael

Date: 11<sup>th</sup> January 2018

Position: Vice Convenor