

Edinburgh Real Nappy Network

Constitution

1. Name

The Network shall be known as Edinburgh Real Nappy Network.

2. Purpose and Objects

The purpose of the Network is to promote and encourage the use of reusable or real nappies through a better understanding of the environmental, financial and health issues involved. The Network's objects are to provide information to local parents, health professionals and others about the benefits of real nappies and about how to obtain and use real nappies, and to work together with other institutions, organisations and businesses to devise schemes promoting the use of reusable nappies.

3. Powers

In furtherance of said objects, the Network may:

- 3.1. employ such staff as are considered appropriate to supervise, organise and carry out the work of the Network and make reasonable provision for the payment of pension and other benefits for employees, ex-employees and their dependants
- 3.2. engage such consultants and advisers as are considered appropriate to assist in the work of the Network
- 3.3. bring together in conference and work in liaison with representatives of voluntary organisations, local authorities, Scottish or UK government departments and agencies, other bodies and individuals with a view to furthering the objects of the Network
- 3.4. take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the Network
- 3.5. promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results
- 3.6. arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses
- 3.7. collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas
- 3.8. cause to be written or printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents, films, recorded

material (whether audio or visual or both) or online publications as shall further the objects

- 3.9. purchase, take on lease, hire or otherwise acquire any property or rights which are suitable for the activities of the Network
- 3.10. improve, manage, develop or otherwise deal with all or any part of the property and rights of the Network
- 3.11. sell, let, hire out, license or otherwise dispose of all or any part of the property and rights of the Network
- 3.12. borrow money and give security in support of any such borrowings by the Network
- 3.13. take such steps as may be deemed to be appropriate for the purpose of raising funds for the Network's activities by way of subscription and otherwise
- 3.14. accept grants, donations and legacies of all kinds (and accept any reasonable conditions attaching to them)
- 3.15. give grants of any kind (and attach any reasonable conditions to them)
- 3.16. make donations for any purpose falling within the network's objects
- 3.17. invest any funds which are not immediately required for the Network's activities in such investments as may be considered appropriate (and to dispose of and vary such investments)
- 3.18. effect insurance of all kinds (which may include officers' liability insurance)
- 3.19. form any charitable company with similar objects to those of the Network 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 Network's assets and undertaking
- 3.20. carry out any other appropriate activities which further the objects of the Network

4. General structure

The Network shall consist of:

- 4.1. the **members** - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution
- 4.2. the **Management Committee** - who hold regular meetings during the period between annual general meetings and generally control and supervise the activities of the Network

5. Membership

5.1. Membership of the Network shall be open to:

- 5.1.1. individuals who are interested in furthering the work of

the Network and who have paid the annual subscription as determined by the Network

- 5.1.2. voluntary or other organisations, whether corporate or unincorporated, which in the opinion of the Management Committee are interested in furthering the said work and have paid the annual subscription
- 5.2. Members shall be entitled to vote at general meetings of the Network.
- 5.3. Each member organisation shall appoint an individual person to represent it and vote on its behalf at general meetings of the Network. In the event of such an individual person resigning or otherwise leaving an organisation, he/she shall henceforth cease to be a representative thereof.
- 5.4. Each member organisation may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Network.
- 5.5. An individual or corporate body applying for membership shall submit an application form, signed by or on behalf of the applicant and (in the case of an individual nominated by an unincorporated body) signed on behalf of the nominating body. The Management Committee shall be entitled, at its discretion, to refuse to admit an applicant to membership. If the decision of the Management Committee is to admit the individual or body to membership, the applicant will be notified following the meeting at which that decision was made and the applicant will then become a member of the Network.
- 5.6. The Management Committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Management Committee before a final decision is made.

6. Management Committee

- 6.1. With the exception of those powers which are specifically stated in this constitution to be exercisable by the members, the policy and management of the affairs of the Network shall be directed by a Management Committee which shall meet, either in person, online or by other means not less than six times a year and shall consist of not less than four members, including office bearers.
- 6.2. The Management Committee shall be elected by the members at the annual general meeting of the Network.
- 6.3. Election to the Management Committee shall be until the

conclusion of the next annual general meeting after the election.

- 6.4. Management Committee members are entitled to vote at meetings of the committee.
- 6.5. In addition to the members so elected the Management Committee may co-opt up to three further members who, after co-option, shall serve until the conclusion of the next annual general meeting of the Network and are entitled to vote at meetings of the committee.
- 6.6. Any casual vacancy on the Management Committee may be filled by the committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting of the Network and shall be entitled to vote at meetings of the committee.
- 6.7. The Management Committee may appoint and fix the remuneration of any such staff as may in their opinion be necessary. Employees shall not be members of the Management Committee.
- 6.8. The Management Committee may appoint such sub-committees as considered necessary and shall determine their terms of reference, powers, rules of procedure, duration and composition.
- 6.9. Liability of the Network will be deemed as resting with the Management Committee.

7. Meetings of the Network

- 7.1. The first general meeting of the Network shall be held not later than **31 December 2001** and once in each year thereafter an annual general meeting of the Network shall be held at such time (not being more than fifteen months after the holding of the preceding annual general meeting) and at such place as the Management Committee shall determine. At least fourteen clear days' notice of the meeting shall be given in writing or by electronic means by the Convenor to each member. At the annual general meeting the business shall include a report by the Convenor on the work of the Network, the approval of the accounts, the election of officers (including a Convenor, a Treasurer, a Secretary and such other officers as the Network shall from time to time decide) and other members to serve on the Management Committee, motions submitted by the Management Committee or by members and the transaction of such other matters as may from time to time be necessary.
- 7.2. The Convenor of the Management Committee may at any time at his/her discretion call a special general meeting of the

Network. The Convenor shall call a special general meeting of the Network within fourteen days of receiving a written request so to do signed by not less than three members and giving reasons for the request.

8. Nomination of Management Committee Members

Only members of the Network whether individual or representative shall be eligible to serve as members of the Management Committee. Nominations for members of the Management Committee duly seconded may be made at the meeting itself. A member may not nominate himself/herself. Should nominations exceed vacancies, election shall be by ballot.

9. Rules of Procedure at all Meetings

- 9.1. The quorum at a meeting of the Network shall be one-half of the total membership of the Network or such other number as the Network may in general meeting from time to time determine. A quorum of the Management Committee shall be at least two-thirds of its members.
- 9.2. Unless otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of those present and voting. Arrangements for proxy voting may from time to time be made by the Management Committee provided that no such arrangements shall be made with regard to paragraphs 12 and 13. No person shall exercise more than one vote even if he or she may have been appointed to represent two or more interests, but in case of an equality of votes the person taking the chair at the meeting shall have a casting vote.
- 9.3. The Minutes of meetings of the Network, the Management Committee and sub-committees referred to in paragraph 6.8. shall contain a record of those present, the chair, all proceedings, resolutions and decisions.
- 9.4. The Management Committee shall have power to adopt standing orders for the Network and its sub-committees. Such standing orders which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the Network in general meeting.

10. Finance

- 10.1. All moneys raised by or on behalf of the Network shall be applied to further the objects of the Network and for no other purpose provided that nothing herein contained shall prevent

the payment in good faith of reasonable and proper remuneration to any employee of the Network and fees to consultants and advisers or the repayment of members of the Management Committee or of any other sub-committee appointed under paragraph 6.8. of reasonable out-of-pocket expenses.

- 10.2. The Treasurer shall keep proper accounts of the finances of the Network.
- 10.3. The accounts shall be examined at least once a year by a qualified accountant who will prepare annual financial accounts.
- 10.4. A statement of the accounts for the last financial year shall be submitted by the Management Committee to the annual general meeting.
- 10.5. A bank account shall be opened in the name of the Network with a bank or building society as the Management Committee shall from time to time decide. The Management Committee shall authorise in writing at least three members of the Management Committee, one of whom shall be the Treasurer, to sign cheques on behalf of the Network. Should the Network appoint a paid secretary this person may be authorised by the Management Committee as an additional cheque signatory. All cheques must be signed by not fewer than two of the authorised signatories.

11. Property

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Network shall be vested in the names of trustees of a trust established for that purpose.

12. Alterations to the Constitution

Any alterations to this constitution must receive the assent of not less than two-thirds of the members of the Network present and voting at a general meeting whether annual or special provided that notice of the terms of such an alteration shall have been given to all the members by the Secretary in writing or by electronic means not less than fourteen clear days before the meeting at which the alteration is to be proposed.

13. Dissolution

If the Management Committee decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Network, it shall call a special meeting of the Network, of which meeting not less than twenty one clear days' notice (stating

the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by two-thirds majority of those present and voting at such meeting, the Management Committee shall have power to dispose of any assets held by or on behalf of the Network. Any assets remaining after the satisfaction of proper debts and liabilities shall be given or transferred to such other organisation or organisations having objects similar to the objects of the Network, as the committee may determine.

Signatures

1.
Name
Position
Date

2.
Name
Position
Date

3.
Name
Position
Date