Constitution

Of the

Joseph Thomson Group

July 2026

Constitution of the Joseph Thomson Group

1. NAME

The name shall be the Joseph Thomson Group, hereinafter referred to the Group.

2. PURPOSE

The purpose of the Group is to run the Joseph Thomson Local Heritage Centre, hereinafter referred to as the Centre.

3. AIMS OF THE GROUP

The aim of the Group is the advancement of the education of the public in general, and of the inhabitants of Penpont, Keir, Tynron and environs in particular, and in the furtherance of this:

a) To preserve and maintain Sundial Cottage, the house in Penpont in which Joseph Thomson was born and which now houses the Centre, as nearly as possible in its original condition.

b) To foster a wider awareness and understanding of the accomplishments of Joseph Thomson and of the history of the local area.

c) To work in partnership with other organisations to ensure the success of the Centre.

d) To provide access to the Centre to the residents of Penpont, Keir, Tynron and the wider public.

Chair.....**and Secretary**.....

4. OBJECTIVES

The Group shall be without bias in gender, politics, race or religion, eliminating discrimination and advancing equality of opportunity (in line with the Equality Act of 2010) and its objectives shall be:

a) To negotiate and agree with Buccleuch Estate a mutually acceptable lease for the house and arrangements for its maintenance.

b) To assemble, organise and maintain a store of information and artefacts, and to undertake research in the fields the Centre covers, which is all accessible to the public.

c) To organise exhibitions and other events or programmes which will further the Groups aims.

d) To involve as many groups, organisations and individuals as possible from the local community in the Centre's life.

e) To advertise the Centre and its services to the wider public.

f) To identify and obtain funding from appropriate sources.

g) To encourage visitors to become supporters and friends.

h) To affiliate with other organisations if the Committee decides it is in the Group's interest to do so.

i) To review on a regular basis the progress of the Group as it relates to the above objectives.

5. MEMBERSHIP OF THE GROUP

a) Eligible for Group membership will be anyone living or working in the area who is willing to give service to the Group and who supports its aims.

b) The status of "Friend", subject to an annual subscription, will be open to anyone who supports the aims and objectives of the Group.

c) A register of names and contact details of Members and Friends, will be maintained by the Group and handled in accordance with the requirement of the Data Protection Act 2018.

Chair..Gladys S. Buttle.. **and Secretary**.....

Continue from No 7 – Group Committee

Duties of Treasurer-correctly maintain financial records which shall disclose, with reasonable accuracy, the financial position of the Group; take call reasonable steps to ensure that monies due are received and creditors paid; present financial information to the Group when required; if nominated to do so, prepare annually an Abstract of Account.

e) The Committee may co-opt Group Members to fill any vacancies arising during its year of office and may also invite people with appropriate experience to attend its meetings as advisers.

f) All Committee meetings shall be open to Group Members, who may with the permission of the Chair make representations, but not vote.

8. COMMITTEE MEETING

a) The Committee shall meet within one month of the AGM and at least five (5) other times during the year.

b) The Committee may appoint further Officers as deemed necessary for the operation of the Centre

c) The Committee may appoint subcommittees as required, appoint Chair and members thereof an lay down terms of reference. Officers of the Committee shall be ex-officers members of all sub-committees.

d) All subcommittee decisions and recommendations shall be subject to the approval of the Committee.

9. ANNUAL GENERAL MEETING (AGM)

a) Once a year, during the month of May, the Committee shall convene an AGM of the Group, which all Members and Members of the local community may attend.

Chair. Gladys S Buttle **and Secretary** J Thomson

Continue from No 9 – AGM

b) The business of the meeting shall include; receiving the annual report of the Committee and the annual verified statement of accounts; accepting resignation of the Committee Members and electing new Members; voting on any motion properly notified not less than seven (7) days before the voting

10. SPECIAL GENERAL MEETING

a) A Special General Meeting shall be called by the Secretary when so instructed by the Chair within four (4) weeks after receipt of a written request from at least seven (7) Members of the Group, giving their reasons.

11. RULES & PROCEDURE AT ALL MEETINGS

a) Subject to the provision of paragraphs twelve (12) and eighteen (18) below, all questions arising at meetings shall be decided by a simple majority of the Members present and voting.

b) In the absence of the Chair at any meeting the Chair will be taken by the Vice-Chair. In the absence of both, the Chair will be taken by any Member as agreed by the majority of the Members present and voting.

12. VOTING

a) In each ballet, each Member shall have a single vote.

b) Proxy votes will not be allowed.

c) In the event of a tied vote, the Chair of the meeting shall have a second (casting) vote.

Chair. Gladys S. Buttle **and Secretary** .....

13. QUORUM

a) For Committee meetings, a Quorum shall comprise not less than one third of the voting Members of the Committee concerned, subject to a minimum of three (3)

b) For AGM a Quorum shall comprise not less than five (5) members.

14. MINUTES

a) Minutes shall be taken at all meetings, including subcommittee meetings.

b) Copies of all minutes shall be retained by the Secretary and access to these minutes shall be freely available to all Members.

15. NOTICE

Adequate notice of all meetings shall be given to all Members entitled to attend as follows:

a) For Annual and Special General Meetings fourteen (14)days days notice shall be given by the Secretary Additionally notice and an Agenda shall be delivered or posted to the Committee Members and advisers not less than fourteen (14) days in advance. Copies of the Agenda shall be shall be available at the meeting.

b) For Committee meetings notice and agenda shall be delivered or posted to Committee Members and advisors not less than seven (7) days in advance.

c) For subcommittee meetings notice shall be given in writing not less than three (3) days in advance and copies of the agenda shall be available at the meeting.

Chair.....Gladys L Butler..... **and Secretary** .....J Stanley.....

16. STANDING ORDERS AND RULES

With the limits of this Constitution, Standing Orders and Rules may be drawn up by the Committee. These shall be subject to review by the next General Meeting of the group.

17. FINANCE

a) The Group shall be empowered to borrow and raise money and accept money on deposit in such a manner and on such terms as to security and otherwise as the Group thinks fit.

b) The Financial year of the Group shall end on March 31 each year.

c) Proper accounts shall be kept by the Treasurer. As soon as practicable after the end of the financial year, these accounts shall be checked and verified by an independent assessor, not a Member of the Group, and the Treasurer shall present a signed copy for approval at the AGM.

d) The Treasurer shall pay all money received into an approved account at a local bank, building society or banking hub. Cheques and withdrawal slips shall be signed by the Treasurer and any one(1) other Officer, as two (2) of a total of three(3) signatories. The Treasurer will be empowered to operate an online banking account on behalf of the Charity, with oversight of this online account monitored by two (2) other Officers. The three(3) signatories and/or oversight Officers shall not be related/connected (as per definition of 'connected' within the Charities & Trustee Investment (Scotland) Act 2005)

e) Any fees, subscriptions and chargers shall be reviewed annually and fixed by the Committee for the start of each financial year on 1st April.

Chair. Gladys S. Buttle **and Secretary.** J. Stuart McKay

Continue from No 17 – FINANCE

f) No payment shall be made to any Member of the Group or Committee other than the refund of approved out-of-pocket expenses.

g) The liability of the Members shall be limited.

18. ALTERATIONS TO THE CONSTITUTION

a) The Constitution may be amended at an AGM, or at a Special General Meeting called for that purpose.

b) Proposed amendments must be given with the Agenda for the relevant meeting.

c) Amendments must be approved by at least two thirds of the Members present and voting.

d) Since the Group has Charitable Status, any amendments of the Constitution must additionally have the approval of the Office of the Scotland Charity Regulator (OSCR).

19. DISSOLUTION

a) The Group may be dissolved at a Special General Meeting called for that purpose. The motion for dissolution must be approved by two thirds of the Members present and voting.

Chair.....Gladys L Buttle..... **and Secretary**.....J Kinloch.....

Continue from No 19 – DISSOLUTION

b) Disposal of any assets held by the Group and remaining after the satisfaction of all debts and liabilities, providing that such assets shall not be given to any Member of the Group, but shall be given to one or more charitable organisations having similar objectives to the Group.

Amended from the last version (July 2014) of the constitution of the Joseph Thomson Group and ratified after the AGM on 17 July 2026.

JOSEPH THOMSON GROUP CONSTITUTION - 2026

Signed:

CHAIR: Name...GLADYS CUTTLE**.....**

Signed... Gladys S. Buttle**.....**

Date...30/7/2026**...**

And

SECRETARY: .....JOANNE MCKAY**.....**

SignedJ Anne McKay

Date...30/7/26**.....**