

DRAFT CONSTITUTION

of the Edina-Gaza Twinning Association

To be formally agreed at the Inaugural General Meeting on 10th April 2022

1. Name

1.1 The Association shall be called the Edina-Gaza Twinning Association, hereafter called the "Association".

1.2 The website shall be www.twingaza.com/edina-gaza-twinning-association

2. Aims & Objectives

2.1 To promote and foster friendship between the people of Edinburgh and those of Gaza City.

2.2 To broaden mutual understanding of the cultural, recreational, educational and commercial activities of the linked cities.

2.3 To encourage visits by individuals and groups to and from the linked cities, including children and young people and the development of personal contacts.

2.4 To organise fund raising activities to foster the aims of the Association.

2.5 To promote and encourage twinning projects between Edinburgh and Gaza City particularly of an educational and commercial nature.

2.6 To endeavour to ensure that at least one twinning project goes ahead each year.

3. Membership

3.1 Membership of the Association shall be open to all persons or organisations interested in promoting the aims of twinning between Edinburgh and Gaza. There shall be three categories of membership:

- individual membership
- corporate membership entitling not more than two members of the organisation to the rights conferred on individual members.

3.2 All members shall pay such annual subscription as shall be fixed from time to time by the MC. The annual subscription for the succeeding year will fall due at the beginning of the Association's financial year. Any member whose subscription is three months in arrears shall automatically cease to be a member of the Association. At present membership of the Association is free.

4. Management Committee (MC)

4.1 The affairs of the Association shall be administered by a MC elected, from amongst the members of the Association, at each AGM. The Mayor of Gaza Municipality shall be Honorary President of the Association and an ex officio member of the MC.

4.2 Subject to the terms of this Constitution the MC shall have full authority to take any action which they consider desirable to further the objects of the Association.

4.3 Nominations for membership of the MC shall be made in writing to the Secretary or verbally at the AGM. Each nominee must consent to their nomination verbally or in writing before election.

4.4 Unless decided otherwise at the AGM, the MC will consist of at least 7 and at most 15 members inclusive of the Mayor of Gaza. If there are more nominations than vacancies, the AGM shall hold a simple election (by show of hands or otherwise).

4.5 Members of the MC shall take office at the end of the AGM at which they are elected and shall hold office until the end of the AGM next succeeding including any adjournment thereof. They shall be eligible for re-election.

4.6 The MC shall elect from its members a Convener, a Vice Convener, Secretary, Treasurer and other office bearers as it decides.

The MC may choose to assign up to two offices to any one person.

The MC may decide to delegate powers to these office bearers.

4.7 The MC shall have power to co-opt additional members as the committee sees fit. Any member so appointed shall have the same period of office and be eligible for re-election as are other MC members (para 4.5). Although the MC is entitled to co-opt non-members of the Association to membership of the MC or any Sub-committee, only members of the Association shall be entitled to a vote.

4.8 The MC is entitled to appoint sub-committees and to determine their powers, composition and terms of reference. Members of the Sub-committees shall hold office until the end of the next AGM and they shall be eligible for re-election.

The Honorary President, the Convener of the MC, the Secretary and the Treasurer shall be ex officio members of all Sub-committees.

4.9 The Quorum of the MC shall be five voting members and three voting members for meetings of any Sub-committee.

4.10 The MC shall have power to withdraw membership from any member(s) of the Association. This must be considered at a Special Meeting of the Committee called for that purpose. The calling notice must specify the name of the member concerned. That member shall have the right to be heard at the meeting. The motion requires two-thirds of those present and voting at the meeting to vote in favour.

4.11 Meetings of the MC shall be held on such dates as may from time to time be approved by the Committee or by the Convener. The Secretary shall give all members of the MC not less than 7 clear days notice in writing or by email of the date, time and place of the meeting and of the items of business to be considered.

4.12 Members of the Association may attend, without a vote, a MC meeting and may request the Secretary to notify them by email of meeting times and locations. All meetings will be held online, using Zoom.

5. Meetings

5.1 The Annual General Meeting (AGM) shall be held within 3 months of the end of the financial year on a date agreed by the MC. The Secretary shall give all members at least 21 days notice of the date, time and place of the meeting and the items of business to be placed before it.

At the AGM the MC shall submit a report of the activities of the Association, the Accounts for the preceding year and the report from the Examiner.

All meetings will be held online, using Zoom.

5.2 An Extraordinary General Meeting (EGM) shall be called by the Secretary on the instruction of the MC or on a requisition to that effect signed by not fewer than 9 members of the Association and specifying the matter(s) to be considered at such a meeting.

5.3 An EGM of the Association shall take place within 28 days of such an instruction being given or such requisition being made and shall be called on not less than 21 days notice in writing which notice shall specify the matters to be discussed at the EGM.

5.4 The chair at any AGM, EGM or MC meeting shall be taken by the Convener of the Association whom failing by the Vice-Convener, whom failing by such other member of the MC as may be elected by the members present at the meeting.

5.5 In the event of an equality of votes at any meeting the chair of the meeting shall have a casting vote as well as a deliberative vote.

5.6 The Secretary shall ensure that minutes are kept of all the AGMs, EGMs and MC meetings of the Association.

5.7 Notice for all AGMs, EGMs and MC meetings shall be sent in writing. For members who have provided an e-mail address it is sufficient to send notice by e-mail.

5.8 Only members present at an AGM, EGM or MC meeting shall be entitled to vote (except for a motion to dissolve the Association, Section 9).

5.9 At an AGM or EGM each individual member shall be entitled to one vote and each corporate member shall be entitled to two votes provided that two members of that organisation are present at the meeting.

6. Finance

6.1 All monies received on behalf of the Association shall be kept in safe custody by the Treasurer. All cheques drawn on the Association's account shall be signed by any two of the Convener, Treasurer or Secretary.

6.2 The Financial Year of the Association is from 1st April to 31st March.

6.3 The Treasurer shall keep proper financial accounts of the finances of the Association and shall at the AGM submit examined accounts for the financial year.

6.4 An examiner shall be appointed each year at the AGM and shall submit a report to the following AGM about the examination of the accounts for that year.

6.5 The Treasurer shall open such account or accounts with a bank or banks approved by the MC as the Committee may consider necessary or desirable.

6.6 Surplus funds may be invested by the MC at their discretion.

6.7 The MC shall have no power to borrow money or to incur a bank overdraft without an enabling and explicit resolution passed at an AGM or EGM.

7. Amendment of the Constitution

7.1 An AGM or EGM shall have power to amend this Constitution provided that the nature of the amendment is specified in a notice to all members setting out the date, time and place of the meeting, and issued not less than 21 days prior to such date, that the amendment is approved by a majority of not less than two thirds of the votes recorded by members present at the meeting.

8. Dissolution of the Association

8.1 An AGM or EGM of the Association shall have power to dissolve the Association provided that the proposal to dissolve is specified in a notice to all members setting out the date, time and place of the meeting and issued not less than 21 days prior to that date.

8.2 A proposal to dissolve the Association must be initiated by either a resolution passed by the MC or a requisition submitted to the Secretary signed by not less than 10 members of the Association.

8.3 The motion for dissolution will not be valid unless at least half of the membership records a vote and it is approved by a majority of not less than two thirds of the votes recorded

8.4 Members who are unable to attend such a meeting shall be entitled to record their votes by sending a signed letter to reach the Secretary in advance of the meeting.

8.5 If the motion to dissolve the Association is successful the existing MC shall be dissolved and the meeting will appoint a MC which shall take office immediately and shall have the specific task of winding up the affairs of the Association within 90 days.

Outstanding obligations shall be settled and any remaining funds and assets of the Association shall be disposed of by the MC to further the aims specified in this Constitution. If this is not possible, surplus assets and funds will be paid to Medical Aid for Palestine (www.map.org.uk)