

TINCORNHILL QUARRY FUND (Hereafter referred to as: **TQF**.)

CONSTITUTION

Certified as accepted on: 02/07/2018

1. Organisation's Name:

- (1.1) The Organisation shall be called **Tincornhill Quarry Fund. (TQF)**
- (1.2) The Members of the Organisation shall constitute a **Board of Trustees**, of the **TQF**.

2. Membership:

- (2.1) All **Trustees** of the **TQF** must reside within the **Parish of Sorn**.
- (2.2) Whenever a new **TQF Trustee** is required to maintain the **Five (5) TQF Trustees**, on the **TQF Board of Trustees** — the **TQF Chair** will arrange for the **TQF Secretary** to undertake the following procedure:
- (2.3) Give notice on the **TQF website** (hosted by East Ayrshire Council) that the **TQF** intends to appoint a new **TQF Trustee** onto the **TQF Board of Trustees**, and that expressions of interest are invited from **any interested party**, who is currently a resident within the **Parish of Sorn**.
- (2.4) Give notice to **Sorn Community Council; Catrine Community Council**; and other local **community bodies** that the **TQF Management Committee** intends to appoint a new **TQF Trustee**, and that expressions of interest are invited from **any interested party** who is currently a resident within the **Parish of Sorn**.
- (2.5) **Interested parties** can write to, or e-mail the **TQF Secretary** to convey their interest in being considered for the position of **TQF Trustee**, whereby they will receive all pertinent information relating to the future **TQF Trustee** appointment, from the **TQF Secretary**.
- (2.6) The **TQF Management Committee** will arrange for all nominations from **interested parties** seeking to be appointed as a **TQF Trustee** — to be duly considered at the next scheduled **TQF Board Meeting**.
- (2.7) After due deliberation, the **TQF Management Committee** will determine the successful nominee — by holding a vote among the **TQF Management Committee** to indicate **the nominee** with the **majority** of the vote **in his / her favour**.
- (2.8) The **TQF Secretary** will then write to the **successful** nominee to convey the **Management Committee's decision**, and inform the successful nominee that he / she is now a **Trustee** of the **Tincornhill Quarry Fund**, as defined in the **TQF Constitution**. The **TQF Secretary** will

also write to the **unsuccessful** nominees, informing them that they have been unsuccessful on this occasion.

- (2.9) The **new TQF Trustee** will automatically become a member of the **TQF Management Committee**, and will join the existing **TQF Board of Trustees** in administering the **TQF** on behalf of the residents of the **Parish of Sorn**.
- (2.10) Where a complaint is received from any party, alleging that a **TQF Trustee** has behaved in a manner that brings the **TQF** into disrepute, the remaining **TQF Management Committee** will call a **TQF Extraordinary General Meeting** to investigate the matter, and the said **TQF Trustee** will be asked to give his / her explanation for their behaviour.
- (2.11) If after due deliberation at a **TQF Extraordinary General Meeting** the **TQF Management Committee** decides that a **TQF Trustee**, has indeed behaved in a manner that has brought the **TQF** into disrepute, the **TQF Management Committee** will take such action as they consider appropriate, and commensurate with the circumstances. This action may include censure; temporary removal from the role of **TQF Trustee**; or indeed permanent removal from the role of **TQF Trustee**.

3. Management Committee:

- (3.1) The **TQF Management Committee** which shall manage the affairs of **TQF**, shall consist of the **TQF Board of Trustees**.
- (3.2) The **TQF Management Committee** shall authorise **Five (5)** Trustees to be **mandated** to sign **Bank Cheques** on behalf of **Tincornhill Quarry Fund**. All **Bank Cheques** must be signed — by any **Two (2)** **TQF Trustees** from the **Five (5)** **TQF Trustees** authorised by **mandate** — and **none of these signatories** will be related.

4. Meetings:

- (4.1) There shall be a **minimum** of **Four (4)** scheduled **TQF Board Meetings (BM)** per annum, and a **TQF Annual General Meeting (AGM)**.
- (4.2) Representatives of **Breedon Northern** will be invited to attend each of the **Four (4)** quarterly **TQF Board Meetings**, and the **TQF Annual General Meeting** each year, as observers / advisors — but without voting rights.
- (4.3) A representative from **East Ayrshire Council** will be invited to attend each of the **Four (4)** quarterly **TQF Board Meetings**, and the **TQF Annual General Meeting** as an observer / advisor — but without voting rights. The invited **EAC** representative will be selected on a rotational basis, from **the Four (4)** local **Council Members** for **Ward 7**.
- (4.4) **Three (3)** **TQF Trustees** shall constitute a **Quorum** at a **TQF Board Meeting**.

- (4.5) A TQF **Board Meeting** shall receive, and consider:
- (a) The TQF **Secretary's Report**, since the last **BM**.
 - (b) The TQF **Treasurer's Report**, since the last **BM**.
 - (c) The **Bank Account Statements**, since the last **BM**.
- (4.6) There shall be a TQF **AGM** held by the **end of October** each year.
- (4.7) **Four (4) TQF Trustees** shall constitute a **Quorum** for a TQF **AGM**.
- (4.8) The TQF **Secretary** must notify the TQF **Trustees** of the date set for the TQF **AGM**, at least **21 days in advance** of the date for the TQF **AGM**.
- (4.9) The TQF **AGM** shall receive, and consider:
- (a) The TQF **Secretary's Annual Report**.
 - (b) The TQF **Treasurer's Annual Report**.
 - (c) An **independently** audited TQF **Financial Statement / Balance Sheet**, as well as all issued TQF **Bank Account Statements** indicating the monthly status of the TQF **Bank Account** since the previous TQF **AGM**.
 - (d) The **appointment** of **EAC** as an **Independent Financial Auditor** for the next financial period.
- (4.10) A TQF **Extraordinary General Meeting (EGM)** may be convened at any time by a written request to the TQF **Secretary**, which has been signed by a minimum of **Three (3) TQF Trustees**.
- (4.11) The TQF **Chair** will arrange for an unscheduled **TQF Board Meeting** of the **Management Committee** — whenever the need arises.

5. Election of Office Bearers:

- (5.1) All TQF **Trustees** shall have **the right to vote** — in the election of TQF **Office Bearers** at an **AGM** — and on any **other issue** requiring a vote, at a TQF **Board Meeting**.
- (5.2) At the TQF **AGM** the following **Four (4) TQF Office Bearers** shall be elected from the TQF **Board of Trustees**:
- (a) **A TQF Chairperson**: The Chairperson shall represent the **TQF** — and shall Chair all TQF Meetings.
 - (b) **A TQF Vice-chairperson**: The Vice-chairperson— shall convene all TQF Meetings when the **Chair** is absent from the Meeting — and he / she may also represent the **TQF**.
 - (c) **A TQF Secretary**: The Secretary shall be responsible for all the **TQF** correspondence; production of Agendas; Management Committee Reports; Minutes of Meetings — and he / she may also represent the **TQF**.

- (d) **A TQF Treasurer:** The Treasurer shall keep proper accounting records, and shall prepare a full Statement of the Accounts / Balance Sheet annually, and at such other time as the Management Committee may require.
- (5.3) At a TQF **AGM**, the TQF **Office Bearers** will be elected by majority vote, and be incumbent in their respective Offices for the period up to, and including the next TQF **AGM**.
- (5.4) A TQF **Trustee** may be voted into **no more than Two (2)** of the above TQF **Offices** at any one election.
- (5.5) **Nominations** from TQF **Trustees** for any of the above **listed Offices** in (5.2), must be submitted to the TQF **Secretary** in writing at least **Fourteen (14)** days prior to the **date set** for the TQF **AGM**.
- (5.6) Any **proposal** to alter the TQF **Constitution** and **Rules** must be submitted to the TQF **Secretary** in writing, at least **Fourteen days (14)** prior to the TQF **AGM**. Any **changes** to the TQF **Constitution** and **Rules** must be agreed by the **majority of Trustees** attending the **AGM**.

6. Objects:

- (6.1) The **Objects** of the TQF, are to promote **sustainable, long-term environmental Projects** within the **Parish of Sorn**. (An information sheet giving website addresses, and links to view **free online digital maps** of the Parish of Sorn, will be enclosed with the TQF **Constitution**.) More specifically, the TQF shall:
- (6.2) **Ensure** that all funds raised by, or on behalf of **Tincornhill Quarry Fund** shall be applied to further the **Objects**, and for **no other purpose**.
- (6.3) **Administer a Fund** — consisting of an **annual monetary** contribution of **£10,000** and an **annual “in-kind”** contribution of **£5,000** from **Breedon Northern**, as defined in the “**Minute of Agreement, 2004**” — which will be used to fund **sustainable, long-term environmental Projects** within the **Parish of Sorn**.
- (6.4) **Allocate** annual funding for **Floral Displays / Projects** in each of the two main communities within the **Parish of Sorn** — with the TQF awarding this annual funding to a duly constituted local organisation from within each community — that agrees to undertake the work of establishing **Floral Displays / Projects**.
- **£600** to be allocated -- to fund **Floral Displays / Projects** in the village of **Sorn**;
 - **£600** to be allocated -- to fund **Floral Displays / Projects** in the village of **Catrine**.
- (6.5) **Allocate** the remaining **monetary**, and “**in-kind**” balance of the **Tincornhill Quarry Fund** — to successful **Applications for Funding** — for **sustainable, long-term environmental Projects** within the **Parish of Sorn**.

- (6.6) **Ensure** that under no circumstances will the **TQF** approve an **Application for Funding** — for **Projects** that are in **any way** affiliated to **Political Parties**, either Local or National — or any organisations that have been **duly constituted** for the declared purposes of promoting any **Political Ideology**.

7. Applications for Funding:

- (7.1) The **TQF** will **require** that all **Applications for Funding** — are submitted from **formally constituted** organisations from **within the Parish of Sorn** — and are **solely for sustainable, environmental Projects** to be undertaken **within the Parish of Sorn**.
- (7.2) The **TQF** will **require** that any organisation submitting an **Applications for Funding** for a **Project** — is also **actively seeking** / or has **already secured** — other **sources of funding** for said **Project**. The **TQF** will not fund **100%** of a **Project**; however in certain exceptional circumstances, the **TQF** Management Committee may decide to waive this condition.
- (7.3) Each of the **Four (4)** **TQF Board Meetings** per annum will take place on the date of the last **Monday** of each quarterly period. The **TQF** Trustees will give due consideration at the **TQF** Board Meetings to all submitted **Application for Funding** forms — **electronic**, or **hardcopy** — that have been delivered to the **TQF Secretary** during each quarterly period. A calendar indicating the **TQF Board Meeting** dates will be included with the **TQF Application for Funding**.
- (7.4) If there should be an **Application for Funding** submitted to the **TQF** Secretary — which due to **exceptional** circumstances has a **real**, and justifiable **time constraint** associated with it — whereby the **Application for Funding** will require to be fully processed **prior** to the date scheduled for the next **TQF Board Meeting**, at the discretion of the **TQF Chair** an **unscheduled TQF Board Meeting** may be called with the explicit purpose of processing the said **Application for Funding**.
- (7.5) For **all other submissions** of an **Application for Funding** to the **TQF**, the following list of requirements will apply, in addition to those already stipulated in the **TQF Application for Funding**:
- (7.6) An **Application for Funding** must be conveyed to the **TQF Secretary** — at least **Fourteen (14) Days** — prior to the next scheduled **TQF Board Meeting**.
- (7.7) An **Application for Funding** must include **written confirmation** of any **EAC Planning Approval**; property **Landlord Permission**; and also any other **pertinent authorisation** (Such as, S.E.P.A. etc.) required for the **Project** seeking **TQF Funding**.
- (7.8) An **Application for Funding** must include any **detailed** / approved **drawings** / or **photographs** that the **Project** may require — highlighting in particular the **Project's exact location** — and indicating the **current ownership** of all properties contiguous to the **Project's location**.
- (7.9) A submitted **Application for Funding** will be copied by the **TQF Secretary**, and the copies forwarded by e-mail to the **TQF Trustees** for their perusal — at least **Seven (7) Days** prior to said **Application for Funding** being presented for consideration at a **TQF Board Meeting**.

- (7.10) An **Application for Funding** that has been approved by the TQF Trustees at a **TQF Board Meeting** — will be offered a **Conditional** funding award commitment from the TQF.
- (7.11) The TQF **Secretary** will write to an **Organisation** being offered a **Conditional** funding award — detailing any **provisos**, and / or specific **conditions** that the TQF will require **to be accepted** by the **Organisation**.
- (7.12) To become a **fully binding** TQF **funding award** — a **Conditional** funding award commitment must subsequently be **formally agreed in writing** by the successful **Organisation**, indicating their acceptance of all listed **provisos** and / or specific **conditions** that the TQF have stipulated **as being necessary** for the award of TQF funding.
- (7.13) The TQF **Secretary** will offer any assistance that may be required by an **Organisation** in possession of a **Conditional** funding award, and will if required detail what would constitute an acceptable, formally written **letter of agreement**.
- (7.14) When the TQF **Secretary** is **in receipt** of a formally **written letter of agreement** from an **Organisation** — confirming that it accepts **all** TQF **provisos**, and / or specific **conditions** pertaining to the **Conditional** funding award — the TQF **Secretary** will write to the **Organisation** to confirm that the TQF **Conditional** funding award commitment, is now **fully binding**.
- (7.15) Once a **Project** being funded by the TQF has been completed — and copies of all **pertinent invoices** incurred by the **Project** have been forwarded by the funded **Organisation** to the TQF **Secretary** — the TQF **Treasurer** will then issue a **Bank Cheque** to the funded **Organisation**, for the agreed TQF **monetary** award.
- (7.16) After the TQF **Treasurer** has issued the **Bank Cheque** to the funded **Organisation**, for the agreed TQF **monetary** award — and the said funded **Organisation** has subsequently withdrawn this monetary award from the TQF **Bank Account** — the TQF will accept no responsibility whatsoever for any subsequent financial transactions that may take place.
- (7.17) All liabilities incurred by a funded **Organisation** — after the TQF monetary award has been withdrawn from the TQF **Bank Account** — will be the sole responsibility of the said funded **Organisation**, and not the responsibility of the TQF **Management Committee**.
- (7.18) **In the event** that a **TQF funded Project** has failed to be **completed** within the required **maximum** period of **Three (3) years** — the circumstances causing the delay will be investigated by the TQF **Management Committee** — and may result in the previously fully-approved **Application for Funding** being re-appraised, and perhaps even **withdrawn**.
- (7.19) The TQF will **require** a submitted **Application for Funding** — to also include any future **maintenance plan** that may be required for the **Project**, over time.
- (7.20) The TQF will **endeavour** to assist **all Applicants** submitting an **Application for Funding** — without bias to race, creed, or gender — and will at all times seek to promote **equal opportunities** for all residents throughout the **Parish of Sorn**.

8. Powers:

- (8.1) All funds raised by, or on behalf of the **Tincornhill Quarry Fund**, shall be applied to further the **Objects** of the organisation, and for no other purposes.
- (8.2) If necessary the **TQF** will engage the services of any **Technical Advisors, Consultants**, or any other **Professionals** — required to assist the **TQF Management Committee** in conducting the work of **TQF** — and thereafter to pay any **fees incurred**.
- (8.3) The **TQF** will open, and operate appropriate **Bank Accounts** in the name of **Tincornhill Quarry Fund**.
- (8.4) The **TQF** will receive **Annual Monetary Contributions** into the **TQF Bank Accounts** — and **Annual “In-Kind” Contributions** into the **TQF “In-Kind” Account** — from **Breedon Northern**, and / or **other Funders**.
- (8.5) The **TQF** will engage in all **lawful pursuits** — that are conducive to **the attainment** of the **TQF Objects**.
- (8.6) The **TQF** will encourage **voluntary support**, and community **involvement** — in all **sustainable, environmental Projects** — being undertaken by the community organisations within the **Parish of Sorn**.
- (8.7) The **TQF Management Committee** shall periodically review — the stipulated **requirements**, processes, and procedures by which **Applications for Funding** are submitted **for assessment** — and where necessary these may be amended at the next **TQF AGM**.

9. Dissolution:

- (9.1) **Tincornhill Quarry Fund** may at any time be **dissolved** by a **resolution to that effect** — if approved by two-thirds of the **TQF Board of Trustees** — present at a duly convened **TQF Board Meeting**.
- (9.2) If such a **resolution** is confirmed at a **TQF Board Meeting**, the **TQF Management Committee** will be required to settle **all legal debts and liabilities** of the **Tincornhill Quarry Fund**.
- (9.3) After due consultation with **East Ayrshire Council, Breedon Northern**, and any other **TQF Funders**, all remaining assets held in the **TQF Accounts** — both **Monetary**, and **“In-Kind”** — will be formally transferred to a **local organization** within the **Parish of Sorn**, which has **similar Objects** to those of the **Tincornhill Quarry Fund**.

Certified as accepted on: 02/07/2018

Tincornhill Quarry Fund Constitution.

Signed..... (Chairperson) Date: 02/07/2018

Signed..... (Secretary) Date: 02/07/2018

Signed..... (Trustee) Date: 02/07/2018