

CONSTITUTION

of

The Scottish Association for Public Transport

(adopted on Saturday 28th April 2018)

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Name

1. The name of the Association is the Scottish Association for Public Transport.

Aims

2. While maintaining its position as a strictly non-party-political organisation, the Association's aims are:
 - (a) To publicise the economic, social and environmental value to Scotland of a reliable, efficient and integrated public transport system.
 - (b) To advocate:
 - (i) The development of high quality, accessible public transport for urban and rural communities and to support tourism.
 - (ii) Moves towards city streets free from road traffic pollution and congestion.
 - (c) To advocate the coordination of train, bus, tram, ferry and all other forms of public transport services and improvement and development of interchange facilities between different forms of public transport and, where appropriate, with cars, cycles and walking.
 - (d) To encourage selective growth in direct international air and sea links and improvements of air and sea transport facilities linking mainland Scotland and the Scottish islands.
 - (e) To encourage the optimum distribution of passenger traffic between the various modes of transport and to encourage planning, pricing and fiscal policies to secure this, taking into account issues associated with the movement of freight.
 - (f) To co-operate with other bodies in so far as they have similar aims.

Powers

3. In pursuance of the aims set out in Clause 2 (but not otherwise), the Association shall have the following powers:-
 - (a) To organise public meetings and publish material (in printed and electronic format) which advocate improved public transport systems for Scotland.
 - (b) To effect insurance of all kinds (which may include officers' liability insurance).
 - (c) To invest any funds which are not immediately required for the Association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
 - (d) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Association's aims.

- (e) To establish and/or support any charity, and to make donations for any charitable purpose falling within the Association's aims.
- (f) To form any organisation with similar aims to those of the Association, and, if considered appropriate, to transfer to any such organisation (without any payment being required from the organisation) the whole or any part of the Association's assets and undertaking.
- (g) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- (h) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (i) To do anything which may be incidental or conducive to the furtherance of any of the Association's aims.

General structure

4. The structure of the Association shall consist of:-
 - (a) the MEMBERS - who shall be in two classes: Ordinary and Organisational. Any person over 12 years of age shall be eligible for Ordinary Membership. However, Members under 16 years of age shall not be permitted to vote at Meetings of the Association. Local authorities and other organisations (including commercial, transport and voluntary organisations) shall be eligible for Organisational Membership. Ordinary Members have the right to attend the Annual General Meeting, any Special General Meeting and Group Meetings. Organisational Members shall be entitled to appoint two delegates to any of the above-named meetings, each delegate to have one vote. Should only one delegate be present he or she shall have only one vote. Ordinary Members over the age of 16 shall be eligible for office in the Association.
 - (b) the COMMITTEE – which shall hold regular meetings during the period between general meetings, and generally control and supervise the activities of the Association. In particular, the Committee shall be responsible for the financial position of the Association. Members shall elect eligible persons, as set out in Clause 31, to serve on the Committee.
 - (c) Special Interest GROUPS set up by the Committee with a remit established by the Committee; the Committee is responsible for monitoring the activities of these Groups.

Qualifications for membership

5. Membership shall be open to all interested in the Aims of the Association, as set out in Clause 2. Membership of special-interest Groups is open to all Members of the Association. The Association shall not discriminate against any Member, prospective Member (or guest) on grounds on grounds of race, religion, gender, sexual orientation or disability.

Application for membership

6. Any person who wishes to become a Member must sign, and lodge with the Association, an application in written or electronic form for membership.
7. The Committee may, at its discretion, refuse to admit any person to membership without being required to state any reason.

Membership subscription

8. Subscription rates shall be determined at an Annual or Special General Meeting and shall remain in force until altered at a subsequent General Meeting. The Committee may set different membership rates within the same class of membership (e.g. concessionary rates) as appropriate.

Register of Members

9. The Committee shall maintain a register of Members, setting out the full name and address of each Member. If, after a reminder, a Member fails to renew his/her subscription in the four weeks after it falls due (eight weeks in the case of Organisational Members) the membership shall lapse.

Conduct of Members

10. No Ordinary or Organisational Member shall express any view on behalf of the Association without the consent of the Committee.

Withdrawal from membership

11. Any person who wishes to withdraw from membership shall sign, and lodge with the Association, a written or electronic notice to that effect; on receipt of the notice by the Association, s/he shall cease to be a Member.

Suspension of membership

12. The Committee shall have powers to suspend any person from membership (by way of a resolution passed by a majority vote of the Committee) who contravenes the Constitution or otherwise acts against the interests of the Association, providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the Member concerned, specifying the grounds for the proposed suspension
 - (b) the Member concerned shall be entitled to be heard on the resolution at the meeting of the Committee at which the resolution is proposed.

General meetings (meetings of Members)

13. The Committee shall convene an Annual General Meeting in each calendar year, to take place normally between the beginning of March and the end of June; not more than 15 months shall elapse between one Annual General Meeting and the next.

14. The business of each Annual General Meeting shall include:-
 - (a) a report by the Chair on the activities of the Association
 - (b) consideration of the annual accounts of the Association
 - (c) the election/re-election of area and group representatives.
 - (d) the election/re-election of other members of the Committee.
15. The Committee may convene a Special General Meeting at any time if a majority of Committee members so decides. Only the specific matter or matters for which the Special Meeting has been called shall be competent business at the meeting. The meeting shall be held within 42 days of such decision.
16. A Special General Meeting shall also be held if a signed request is made to the Chair of the Association by at least one eighth of the ordinary membership. Only the specific matter or matters for which the Special Meeting has been called shall be competent business at the meeting. The meeting shall be held within 42 days of the receipt of such request.
17. Meeting locations will be chosen to take account of the needs of disabled Members and guests.

Notice of General Meetings

18. At least 14 clear days' notice must be given (in accordance with Clause 63) of any Annual General Meeting or Special General Meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the Constitution, must set out the terms of the proposed alteration.
19. The reference to "clear days" in Clause 18 shall be taken to mean that, in calculating the period of notice, the day after the notice is issued, and also the day of the meeting, should be excluded.
20. Notice of every General Meeting shall be given (in accordance with Clause 63) to all the Members of the Association (Ordinary and Organisational).

Procedure at General Meetings

21. No business shall be dealt with at any General Meeting unless a quorum is present; the quorum for a general meeting shall be 20 Members present in person or one tenth of the membership, whichever is smaller.
22. If a quorum is not present within 15 minutes after the time at which a General Meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chair of the meeting.
23. The Chair of the Association shall (if present and willing to act as chair) preside as chair of each General Meeting; if the Chair is not present and willing to act within 15 minutes after the time at which the meeting was due to commence, a Vice-Chair of the Association shall act as chair for the meeting. If neither the Chair nor a Vice-Chair is able to act, the Committee members present shall elect from among themselves the person who shall act as chair of the meeting.

24. The chair of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chair may determine.
25. Every Ordinary Member of 16 years of age and over shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally. Members under 16 years of age are not entitled to vote (in accordance with Clause 4(a)). In the case of family membership, only one vote shall be permitted. Organisational Members shall be entitled to appoint two delegates, each delegate to have one vote. Should only one delegate be present he or she shall have only one vote
26. If there is an equal number of votes for and against any resolution, the chair of the meeting shall be entitled to a casting vote.
27. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the chair (or by at least two Members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
28. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chair may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Structure of the Association

29. The Committee of the Association shall consist of the Office Bearers (as defined in Clause 30(a)), other elected Members (as defined in Clause 30(b)) and area representatives (as defined in Clause 30(c)).

The Committee shall take responsibility for establishing a remit for any Special-interest Groups (referred to hereafter as Groups). The special interests relating to the Group structure within the Association may be altered at the discretion of the Committee. If five or more Ordinary Members request that a specific Group be constituted, this request must be considered by the Committee.

Membership of Committee

30. The membership of the Committee is open to Ordinary Members of the Association. Members of the Committee shall be:

- (a) The Office Bearers: Chair, two Vice-Chairs, Minutes Secretary, Treasurer, Membership Secretary and Strategy Officer. One Honorary President may be appointed and Vice-presidents may also be appointed.
- (b) Not more than four other Members elected at an Annual General Meeting.
- (c) Area Representatives as follows:
 - i) Greater Glasgow area – two representatives
 - ii) Edinburgh and Lothians – two representatives
 - iii) Highlands and Islands (Eilean Siar); Highland, Orkney; Moray; Argyll and Bute except Helensburgh and Lomond) – two representatives

- iv) Dumfries and Galloway – one representative
 - v) North East – one representative
 - vi) Borders – one representative
 - vii) Central (Stirling; Falkirk; Clackmannanshire) – one representative
 - viii) Tayside (Perth and Kinross; Dundee and Angus) – one representative
 - ix) Fife – one representative
 - x) Shetland – one representative.
- (d) There is no barrier to the same person occupying more than one post.

Eligibility

31. A person shall not be eligible for election/appointment to the Committee unless he/she is a Member of the Association.

Meetings of Committee

32. The Committee shall meet no fewer than six times per year.

Election, retiral, re-election, co-option

33. At each Annual General Meeting all members of the Committee shall retire but are eligible for re-election or re-appointment.
34. During the period between Annual General Meetings the Committee has the power to co-opt members to the Committee until the following Annual General Meeting (e.g. if a Committee member retires or resigns during that period or if there is an identified need for specific additional expertise).

Termination of office

35. A member of the Committee shall automatically vacate office if:-
- (a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - (b) he/she ceases to be a Member of the Association.

Register of Committee members

36. The Committee shall maintain a register of Committee members, setting out the full name and address of each member of the Committee, the date on which each such person became a Committee member, and the date on which any person ceased to hold office as a Committee member.

Powers of Committee

37. Except as otherwise provided in this Constitution, the Association and its assets and undertaking shall be managed by the Committee, who may exercise all the powers of the Association.
38. A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the Committee.
39. Subject to decisions made at General Meetings, the Committee shall establish and review guidelines under which the Office-bearers shall act. Within these guidelines the Office-bearers shall have executive powers.
40. In appointing Honorary office-bearers (Honorary Presidents and Honorary Vice-presidents), or recommending such persons to a General Meeting, the Committee shall take reasonable steps to ensure that there is and remains a broad political balance. The Committee shall keep the position in relation to political balance under periodic review and seek to appoint additional or substitute Honorary office-bearers as necessary to maintain political balance.

Groups

41. Groups may carry on activities consistent with their remit and shall be bound by the Constitution and policies of the Association. They shall not incur expenditure without the consent of the Committee.

Group Representatives

42. Group representatives shall be appointed at a General Meeting of the Association. They shall hold office until the Annual General Meeting following their appointment unless their office is terminated by a Special General Meeting called for the purpose or by the Committee. Group representatives shall be bound by the Constitution of the Association. Group representatives may appoint a substitute to attend Committee meetings unless such person ceases to be a Member of the Association by virtue of Clause 11 or 12.

Personal interests

43. A member of the Committee who has a personal interest in any transaction or other arrangement which the Association is proposing to enter into must declare that interest at a meeting of the Committee; he/she will be debarred (in terms of Clause 45) from voting on the question of whether or not the Association should enter into such arrangement. However, where there is any conflict of interest, or in cases of doubt, such persons should withdraw from the meeting when the matter is being discussed.
44. For the purposes of Clause 43, a person shall be deemed to have a personal interest in an arrangement if any domestic partner or other close relative of his/hers or any firm of which he/she is a business partner or any limited company in which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

45. Provided
- (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the Association should enter into the relevant arrangement, a member of the Committee will not be debarred from discussion in which he/she has a personal interest (or is deemed to have a personal interest under Clause 44) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
46. No member of the Committee may be given any remuneration by the Association for carrying out his/her duties as a member of the Committee but can claim expenses within specified guidelines. Expenses are not paid for attendance at meetings of Office-bearers, Committee, General Meetings, or meetings of Group committees.

Conduct of members of the Committee

47. Each of the members of the Committee shall, in exercising his/her functions as a member of the Committee, act in the best interests of the Association; and, in particular, must
- (a) seek, in good faith, to ensure that the Association acts in a manner which is in accordance with its aims (as set out in this Constitution)
 - (b) act with due care and diligence
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the Association and any other party
 - (i) put the interests of the Association before that of the other party, in taking decisions as a member of the Committee
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other members of the Committee with regard to the matter in question.

Procedure at Committee meetings

48. Any member of the Committee may call a meeting of the Committee or request the Secretary to call a meeting of the Committee.
49. Decisions shall normally be made by consensus but, if necessary, may be decided by a majority of votes; if an equality of votes arises, the chair of the meeting shall have a casting vote.
50. No business shall be dealt with at a meeting of the Committee unless a quorum is present; the quorum for meetings of the Committee shall be six persons.
51. If at any time the number of Committee members in office falls below the number fixed as the quorum, the remaining Committee member(s) may act only for the purpose of filling vacancies or of calling a General Meeting.

52. Unless he/she is unwilling to do so, the Chair of the Association shall preside as chair at every Committee meeting at which he/she is present; if the Chair is unwilling to act or is not present within 15 minutes after the time when the meeting was due to commence, a Vice-Chair shall act as chair for the meeting. If neither the Chair nor a Vice-Chair is able to act, the Committee members present shall elect from among themselves the person who shall act as chair of the meeting.
53. The Committee may at its discretion allow any person who they reasonably consider appropriate to attend and speak at any meeting of the Committee; for the avoidance of doubt, any such person who is invited to attend a Committee meeting shall not be entitled to vote.

Delegation to sub-committees

54. The Committee may delegate any of its powers to any sub-committee consisting of one or more Committee members and such other persons (if any) as the Committee may determine; they may also delegate to the Chair of the Association (or the holder of any other post) such of their powers as they may consider appropriate.
55. Any delegation of powers under Clause 54 may be made subject to such conditions as the Committee may impose and may be revoked or altered.
56. The rules of procedure for any sub-committee shall be as prescribed by the Committee.

Operation of accounts

57. The authorisation of two out of four signatories appointed by the Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Association.

Minutes

58. The Committee shall ensure that minutes are made of all proceedings at General Meetings, Committee meetings and meetings of other committees, including Group committees. The record of any meeting shall include the names of those present, with an approved minute signed by the Chair at the next meeting.

Accounting records and annual accounts

59. The Treasurer shall prepare annual accounts.
60. The Committee shall have overall responsibility for ensuring that proper accounting records are maintained and shall have these reviewed by an independent examiner.

Notices

61. Any notice which requires to be given to a Member under this Constitution shall be in writing; such a notice may be given personally to the Member or be sent by post in a pre-paid envelope addressed to the Member at the address last intimated by him/her to the Association or sent by e-mail.

Dissolution

62. If the Committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene an Extraordinary General Meeting; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
63. If a proposal by the Committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the Extraordinary General Meeting convened under Clause 62, the Committee shall have power to dispose of any assets held by or on behalf of the Association - and any assets remaining after satisfaction of the debts and liabilities of the Association shall be transferred to some other organisation having aims similar to those of the Association; the identity of the body or bodies to which such assets are transferred shall be determined by the Members of the Association at, or prior to, the time of dissolution.
64. For the avoidance of doubt, no part of the income or property of the Association shall be paid or transferred (directly or indirectly) to the Members, either in the course of the Association's existence or on dissolution.

Alterations to the Constitution

65. The Constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with Clauses 18, 19 and 20.

This Constitution was adopted on Saturday 28th April 2018.

Signature	Name	Address	Position
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