

# Scottish Contaminated Land Forum Constitution

This constitution was adopted on 8 December 2009 and amended on 9<sup>th</sup> March 2010 and on 6 June 2012.

## 1. NAME

The name of the Association is the Scottish Contaminated Land Forum (hereinafter called "SCLF").

## 2. MEMBERSHIP

Membership of the Forum is open to any person with an interest in land contamination including consultant, contractor, laboratory, regulator, insurer, scholar, financier and developer of land working in Scotland.

## 3. AIMS AND OBJECTIVES

The overall aim of the Forum is to develop and expand general best practice principles and procedures in the assessment and development of contaminated land in Scotland.

The objectives of the Forum shall be:

- To arrange meetings of a professional nature where papers may be discussed, informal discussions held, lectures given or visual presentations made.
- To bring together all parties within the land contamination field
- To promote and develop the capabilities of Scottish land contamination professionals.
- To develop and expand an acceptable protocol for the assessment and development of contaminated land in co-operation with other national organisations.

## 4. EXECUTIVE COMMITTEE

- a. The business of the SCLF shall be managed by an Executive Committee comprising of 10 individuals elected by the members of the Forum at the AGM. The Executive Committee and the Forum can make nominations and a ballot will be held if more nominations are made to fill vacancies.
- b. The Executive Committee will consist of the Office Bearers (Chairperson, Deputy Chairperson, Secretary, Treasurer) and at least 6 other ordinary members. The office bearer will be elected by the members of the Executive Committee.
- c. All members of the Executive Committee shall retire after 3 years but may be eligible for re-election immediately.

- d. The immediate past Chairman shall be an ex-officio member of the Executive Committee for at least 1 year and no longer than 3 years but will not have voting rights.
- e. The Executive Committee may co-opt any member to fill a vacancy occurring between AGMs. The co-opted members shall retire at each AGM but shall be eligible for election.
- f. The Executive Committee shall have the power to appoint sub-committees where appropriate. The sub-groups should report progress at the Executive Committee meetings. The sub-group shall not commit the Forum to any expenditure unless firstly approved by the Executive Committee.
- g. Any Executive Committee member missing three consecutive Committee meetings, having been informed of said meetings, who has not notified in advance the Committee of their proposed absence will automatically cease to be a member of the Committee.
- h. The Executive Committee shall have the power to invite representatives of organisations or individuals to attend Executive Committee meetings as observers but such observers will not have any voting rights. The Executive Committee shall have the power to withdraw any such invitation at any time.

## **5. DUTIES OF THE EXECUTIVE COMMITTEE**

The responsibilities of the Executive Committee shall be as described below:

- a. To represent the views of the Forum at Executive Committee meetings.
- b. To communicate with members of the Forum, including regular Forum meetings.
- c. To promote and progress the activities and objectives of the Forum.
- d. To publish or distribute information.
- e. To ensure that any revenue raised is used in accordance with the aims and the objectives of the SCLF.
- f. To set aside funds for special purposes or as reserves against future expenditure.
- g. To take out insurance policies to protect the SCLF where required.
- h. To enter into contracts with training providers offering services to SCLF Members, as appropriate.
- i. To manage the costs of running the SCLF.
- j. To do anything else within the law which promotes the aims of the SCLF.

## **6. EXECUTIVE COMMITTEE MEETINGS**

- a. The Executive Committee shall meet as frequently as may be found necessary, but not less often than once every 3 months, and at any time on request of the Chairperson.
- b. Seven days notice must be given before an Executive Committee meeting.
- c. The meeting will be declared quorate if 4no. Executive Committee members, at least two of whom are office bearers, are in attendance.

- d. Each member of the Executive Committee shall have one vote and resolutions shall be passed by a simple majority vote of those present. The Chairperson shall have both a deliberative and casting vote. The Chairperson's casting vote shall be used only in the event of a tie.
- g. The Secretary shall make a brief record (minutes) of the discussion and decisions taken at each committee meeting. Minutes shall be made available for inspection by any member on the SCLF website.

## **7. ANNUAL GENERAL MEETING**

The Annual General Meeting (AGM) of the SCLF shall be held in the month of November or December each year to receive the reports of the Executive Committee, to elect new Executive Committee members (where necessary), to elect the auditor and to deal with any other competent business. All members are entitled to attend any AGM.

The following business will be conducted at the AGM:

- a. Receive the accounts of the SCLF and report from the Treasurer for the previous financial year.
- b. Approve the accounts.
- c. Appoint an independent examiner or auditor for the SCLF for the year ahead.
- d. Receive the report of the Chairperson on the SCLFs' activities since the previous AGM.
- e. Elect the Executive Committee (where necessary). One member seconded by another may make nominations for election as an Executive Committee member. Such nominations must have the consent of the nominee. Nominations should be made in writing to the Secretary before the meeting, but may be made verbally at the meeting until the election process has been completed.
- f. The Secretary shall make a brief record (minutes) of the discussion and decisions taken at each AGM. Minutes shall be available on the SCLF website.

## **8. EXTRAORDINARY GENERAL MEETING**

The Executive Committee or 5% of the forum members shall have the power to call an Extraordinary General Meeting giving at least 14 days notice and including a formal agenda. Again, voting shall be on the basis of one vote per member present at the meeting and the quorum shall consist of 10%.

## **9. FINANCE**

The overall aim is for the SCLF to be self-financing.

Activities of the Forum will be financed from a number of sources. Finance will also be raised from the membership in the form of annual dues fixed by the Executive Committee from time to time to cover the costs of meetings and other activities, and approved at the AGM of the Forum. Additional charges may also be made for individual events.

The following general rules shall apply to the management of the finances of the SCLF:

- a. The funds of the SCLF shall be lodged in a bank in the name of the SCLF.
- b. The Treasurer shall be responsible for keeping accurate records of the financial transactions of the SCLF.
- c. All transactions must be adequately documented with appropriate receipts and/or written explanations.
- d. No cheque will be passed for payment until it has been signed by both of the nominated signatories, both of whom are to be office bearers.
- e. At no time should any cheque be signed until all other details have been completed.
- f. No commitment to expenditure is binding unless agreed by the Executive Committee in writing. The Executive Committee will not commit to expenditure unless there are sufficient funds available in the bank.
- g. Money taken at any SCLF event shall be counted by two committee members one of whom shall normally be the Treasurer. A written statement of the amounts involved will be kept. Money should be banked as soon as possible after any event.
- h. The Treasurer will present a financial statement at every SCLF Meeting. The report will include payments made and income. They will also report what the current bank position is.
- i. The SCLF accounts will be available for scrutiny at all SCLF Meetings and at other times by arrangement with the Treasurer.
- j. The accounts of the SCLF shall be closed on 30 September and shall be audited annually.
- k. The auditor shall be appointed by the Executive Committee at the previous AGM. The auditor shall not be a member of the SCLF and shall be a competent person.
- l. The Treasurer will prepare an annual statement of account and will present the same at each SCLF AGM.

## **10. AMENDMENTS**

This Constitution may be amended at an AGM or at an EGM convened for the purpose by two-thirds majority of the votes cast, but:

- The members must be given 21 clear days' notice of the proposed amendments.
- No amendment is valid if it would make a fundamental change to the aims and objectives of the SCLF.

## **11. NOTICES**

Notices under this Constitution may be sent by hand, by post, by suitable electronic means or in any newsletter distributed by the SCLF.

## **12. DISSOLUTION**

The SCLF may be dissolved by a resolution presented at an EGM called for this purpose. The resolution must have the assent of two-thirds of those present and

voting. Such resolution may give instructions for the disposal of any assets remaining after satisfying any outstanding debts and liabilities.

The net assets shall not be distributed among the members of the SCLF but will be given to some other body with aims and objectives aligned to those of SCLF as decided by the Executive Committee.