



St Margaret's Chapel Guild Constitution

Scottish charity number 024067

1. Name of the Guild and Address

- a. The Guild shall be called "St Margaret's Chapel Guild".
- b. The address of the Guild shall be the Canongate Kirk Parish Office, 3 Reid's Court, 95 Canongate, Edinburgh EH8 8BR.

2. Charitable status

- (a) The Guild is established for charitable purposes only, and the Guild shall not do anything which is not charitable according to the law of Scotland.
- (b) The charitable purposes of the Guild are to promote the knowledge and understanding of the life and works of St Margaret of Scotland and to follow her example in relation to supporting family life, piety, religious education, care of church buildings and tolerance amongst religious groups.
- (c) In furtherance of the charitable purposes of the Guild specified in paragraph 2 (b) the Guild shall seek to
 - (1) encourage the use of the Chapel of St Margaret of Scotland at Edinburgh Castle for public and private devotion,
 - (2) arrange for flowers to be supplied and placed in St Margaret's Chapel at Edinburgh Castle each week throughout each calendar year,
 - (3) care for the fixtures and fittings in the said Chapel,

- (4) assist and work with other charitable organisations or persons with charitable purposes similar to the charitable purposes of the Guild and, in particular, which have some association or connection with St Margaret of Scotland; and
- (5) make charitable donations with the free funds of the Guild as determined at the Annual General Meeting of the Guild to charitable causes (considering first those in the parish of Canongate, Edinburgh and in the Old Town of Edinburgh) which reflect the principles and practices of St Margaret of Scotland.

(d) For the avoidance of doubt the income and property of the Guild shall be applied solely towards promoting its charitable purposes.

3. Membership

- a. Persons bearing the name Margaret as a first or middle name and derivations of the name Margaret (as approved by the Executive Committee) may apply for membership of the Guild.
- b. Organisations bearing the name Margaret may apply for membership of the Guild. Such an organisation may be represented as a member of the Guild by a person nominated by the governing body of that organisation.
- c. All new members of the Guild shall be admitted at an Annual General Meeting of the Guild, on the recommendation of the Executive Committee.
- d. A member of the Guild shall be entitled to resign from the Guild by notice in writing to the Guild.
- e. The Executive Committee shall have the discretion to terminate the membership of the Guild of a member on reasonable cause shown.

4. Patron

- a. There shall be one Patron who shall be appointed at an Annual General Meeting as the need arises and will become on appointment a member of the Guild. The appointment shall be for life, or during the pleasure of an elected Patron. The Patron shall be entitled to resign as Patron by giving notice in writing to the Guild. The Patron shall on the Patron's resignation as Patron cease to be a member of the Guild.
- b. The Patron shall have the right to attend all general meetings of the Guild and may take the Chair when so attending.

5. Office Bearers

a. Ex Officii

(i) President

The President shall, if willing to act, be the Minister of the Canongate Kirk for as long as St Margaret's Chapel remains within the parish of Canongate. The President shall be entitled to resign as President by giving notice in writing to the Guild. The President shall be an honorary office holder and shall have no responsibility as trustee for the management of the Guild's affairs or for the assets and liabilities of the Guild and no responsibility for what the Guild does or does not do or for proper financial accounting by the Guild.

(ii) Vice Presidents

There shall be the following honorary Vice Presidents, who shall be invited to serve on the basis of their offices' long-standing connection with the Guild, and who shall, if willing to act, be the Governor of Edinburgh Castle, the Senior Army Chaplain in Scotland, the Right Reverend the Moderator of the General Assembly of the Church of Scotland, the Most Reverend the President of the Bishops Conference of the Roman Catholic Church in Scotland and the Most Reverend the Primus of the Episcopal Church in Scotland, and any other person elected as Vice President at an Annual General Meeting of the Guild. A Vice President shall be entitled to resign as Vice President by giving notice in writing to the Guild.

The Vice Presidents shall be honorary office holders and shall have no responsibility as trustees for the management of the Guild's affairs or for the assets and liabilities of the Guild and no responsibility for what the Guild does or does not do or for proper financial accounting by the Guild.

(iii) The President and Vice Presidents shall be entitled to receive notice of, attend and speak but not vote at any meeting of the Executive Committee.

b. Elected

A Convenor, Vice Convenor, Secretary, Treasurer, Flower Supervisor and Membership Secretary and other office bearers may be elected from time to time as the Annual General Meeting of the Guild thinks necessary, and where necessary one person may hold more than one office simultaneously.

(i) These office bearers shall be elected at the Annual General Meeting of the Guild and shall hold a term of office for three years. All office bearers shall be eligible for re- election for a maximum of two terms (a total of nine years in office). For the purposes of the period of office a year is the period between one Annual General Meeting of the Guild and the next Annual General Meeting of the Guild. In the event of an office bearer demitting office after having served a full term of nine years in any capacity or role as an office bearer, he or she will be eligible for reappointment as an office bearer to the Executive Committee, after one year and not before, out of office.

(ii) A replacement office bearer may be elected between Annual General Meetings if an office bearer for any reason ceases to hold office. In such circumstances the replacement office bearer will hold office until the next following Annual General Meeting of the Guild, and will be eligible for re-election at that Annual General Meeting.

(iii) An elected office bearer shall be entitled to resign as office bearer by notice in writing to the Executive Committee

(iv) Members of the Guild shall be entitled to remove an elected office bearer from office on voting by a simple majority.

6.Executive Committee

(i) There shall be an Executive Committee consisting of the President, Convenor, Vice Convenor, Secretary, Treasurer, Flower Supervisor, Membership Secretary and up to two other members of the Guild.

(ii) The Executive Committee being the Trustees of the Guild for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 are responsible for the administration and management and good corporate governance of the affairs and assets of the Guild.

(iii) All office bearers as the members of the Executive Committee shall be reported to the Office of the Scottish Charities Regulator as being the Trustees of the Guild for the purposes of the Charities and Trustee Investment (Scotland) Act 2005. No office bearer or member of the Executive Committee shall be entitled to remuneration (other than the reimbursement of reasonable expenses) for being an office bearer or member of the Executive Committee.

(iv) The Executive Committee shall meet sufficient times in each calendar year to ensure good corporate governance of the Guild and in any event, not less than four times in each calendar year.

(v) The Executive Committee shall consider and prepare the financial accounts of the Guild at the end of each financial year of the Guild. The financial accounts shall be independently examined annually and presented to members of the Guild at the Annual General Meeting.

(vi) The Convenor whom failing the Vice Convenor will chair any meeting of the Executive Committee if the Convenor whom failing the Vice Convenor is present at the meeting and willing to chair the meeting. Members present at a meeting of the Executive Committee shall appoint any of the Executive Committee who is present at the meeting to chair the meeting if the Convenor whom failing the Vice Convenor is not present at the meeting.

(vii) The Executive Committee may co-opt any member they see fit to the Executive Committee and the members of the Guild shall have the opportunity to consider such appointments at the following Annual General Meeting of the Guild. A co-opted member of the Executive Committee shall serve on the committee until the following Annual General Meeting.

(viii) The Executive Committee shall have the right to delegate any tasks and responsibilities as they see fit to assist with the good management of the Guild's affairs.

(ix) Four members of the Executive Committee shall form a quorum. Each member of the Executive Committee will have one vote on any resolution put to the Executive Committee. In case of any equality of votes at a meeting of the Executive Committee, the Convenor whom failing the Vice Convenor or Chairman of the meeting shall have a second or casting vote.

(x) The Secretary shall attend all meetings of the Executive Committee and shall keep a record of such meetings. The Secretary may appoint someone to act for her in the event of being unable to attend a meeting but such person must be approved of by the Chairman of that meeting prior to the commencement of the meeting. In any event, all meetings of the Guild may proceed to business even if the Secretary is not present.

8. General Meeting

a. A General Meeting of the Guild shall be held on each St Margaret's Day, 16th November, or the nearest appropriate day as determined by the Executive

Committee. All members of the Guild, including the Patron, office bearers and members of the Executive Committee shall be notified by post or e-mail not less than 21 days prior to the date set for the General Meeting.

b. Extraordinary General Meetings shall be called in the same way as a General Meeting, either by the Executive Committee or within one month of the receipt by the Secretary or Convenor of a request for such a meeting signed by at least 25% of members of the Guild.

c. All reasonable care shall be taken to notify all members of the Guild of all General Meetings. Failure to provide notice to any member of the Guild or any members of any committee of the Guild shall not invalidate the proceedings of any meeting.

d. The President or in his or her absence someone appointed by him or her, shall chair a General Meeting of the Guild. In the event of the Patron attending the meeting, he or she may chair the meeting if he or she wishes. In the event of the President not attending the meeting and not appointing someone to chair the meeting, members of the Guild present at the meeting may appoint a chairman of the meeting. If the Patron or President is chairing a General Meeting but is not a member of the Guild, then the Patron or President will not have any vote at the General Meeting.

e. The business of an Annual General Meeting shall include:

(i) Submission and approval of the Minutes of the previous General Meeting or Extraordinary General Meeting;

(ii) Admission of new members;

(iii) Fixing the annual subscription, if any.

(iv) President's Report;

(v) Presentation and approval of the annual accounts;

(vi) Appointment of a suitable person for the independent examination of the accounts and

(vii) Election of office bearers.

9.Voting

At all meetings of the Guild or Committees of the Guild, voting shall be by a simple majority on a show of hands.

10.Finance

a. The Convenor and the Treasurer shall jointly authorise the expenditure and reimbursement of reasonable expenses incurred by office bearers and other members for the normal administration of the Guild's affairs. The Executive Committee may delegate or devolve to the Treasurer such responsibilities and duties as the Executive Committee see fit.

b. The Executive Committee shall authorise payment to individuals or firms for work done or services rendered or projects undertaken in pursuit of the objects of the Guild.

c. The Executive Committee may authorise the disbursement of monies to meet exceptional calls directed to the Guild from time to time, such disbursements to be reported at the next Annual General Meeting.

d. Within the framework of its charitable status the Guild may authorise expenditure on products to be distributed or sold to members and to the general public. Where income arises from such products, any surplus after costs have been deducted shall be used for the objects of the Guild.

11. Amendments to the Constitution

Any suggestions for amendments to the Constitution must be submitted to the Secretary in writing before the beginning of September in each year. If the Executive Committee consider it appropriate, suggestions will be circulated amongst all members with the notice of the Annual General Meeting or an Extraordinary General Meeting and will be considered at the Annual General meeting or Extraordinary General Meeting. Changes to the Constitution or adoption of a new Constitution shall require a three fourths majority vote of those members attending the Annual General Meeting.

12. Dissolution

A decision to wind up the Guild or merge with another charity will require a three fourths majority vote of the members of the Guild present at an Annual General Meeting or Extraordinary General Meeting. In the event of the dissolution of the Guild being considered, the disbursement of the Guild's funds and assets shall be

determined by the Executive Committee, taking into account the wishes of the members of the Guild as expressed at Annual General Meeting or at an Extraordinary General Meeting called for the purpose, and shall dispose of the funds and assets in accordance with the charitable objects of the Guild and can disburse the funds and assets to one or more other charities.