



# CONSTITUTION OF THE SCOTTISH OUTDOOR ACCESS NETWORK

## 1. NAME

The organisation shall be called Scottish Outdoor Access Network, hereinafter referred to as SOAN or the Network.

## 2. OBJECTS

SOAN's objects are to:

- a) Encourage and facilitate the exchange of ideas and information about outdoor access and active travel and promote communication and co-operation between members and relevant stakeholders.
- b) Raise awareness and promote good practice in the development, protection, management and promotion of outdoor access and active travel.
- c) Represent and promote the experience, views and interests of the Network's members in relation to outdoor access, active travel and related matters.

## 3. POWERS

- a) To share knowledge and promote best practice in outdoor access and active travel.
- b) To carry on any other activities which further any of the above objects.
- c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Network's activities.
- d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Network.
- e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Network.
- f) To employ such staff as are considered appropriate for the proper conduct of the Network's activities, and, as necessary, to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- g) To engage such consultants and advisers as are considered appropriate from time to time.
- h) To effect insurance of all kinds.

- i) To liaise with voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Network's objects.
- j) To establish and/or support any charity, and to make donations for any charitable purpose, falling within the Network's objectives.
- k) To take such steps as may be deemed appropriate for the purpose of raising funds for the Network's activities.
- l) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

#### **4. MEMBERSHIP**

Membership shall be free and open to anyone with an interest in the development, protection, management and promotion of outdoor access and active travel in Scotland.

Membership shall commence on the receipt of a completed membership form in either paper or electronic format.

Membership will automatically renew each year at the Annual General Meeting (AGM) and shall continue on that basis unless relinquished in writing.

Each member shall have one vote at an AGM or EGM.

The Management Committee may refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by a quorum of the Management Committee before a final decision is made.

The Management Committee shall inform the member in writing of any decision to terminate their membership. The member may apply for reinstatement at the next AGM.

Membership may be considered to have lapsed if a member remains out of contact with SOAN for a period of two years or more. However, a lapsed membership may be reactivated at any time at the request of the lapsed member.

An employee of SOAN shall not be eligible for membership.

#### **5. MANAGMENT COMMITTEE**

There shall be a Management Committee consisting of office bearers including up to 4 Co-Convenors, a Secretary, a Treasurer and at least three ordinary members. The Committee shall not exceed twenty members, including office bearers.

A quorum of the Management Committee shall consist of two office bearers and three ordinary committee members.

All Committee members shall be elected for a period of three years, after which they shall stand down at the AGM. They shall be eligible for immediate re-election, except where the Committee has reached its maximum size.

Network members will be invited to stand for election to the Management Committee annually at the AGM.

The Management Committee may co-opt new Committee Members during the year, to be ratified by election at the next AGM.

Office bearers shall be appointed to specific office for three years, after which they shall stand down at the AGM

Officer bearers will be eligible for re-appointment to the same role for a further two years, if willing, in response to business need, after which they shall not be eligible for the same role until a further year has elapsed.

A Management Committee member and/or office bearer may stand down, either from their office or from the Committee, or both, at any time.

No member shall speak on behalf of SOAN without the prior authorisation of the Management Committee.

## **6. MEETINGS**

There shall be an Annual General Meeting for receiving annual reports and accounts, carrying out any proper business, making constitutional changes and holding elections.

Extraordinary General Meetings (EGMs) shall be held as required by the Management Committee or on the written request of no less than 10% of the membership.

At least 21 clear days' notice of the date, time and place of the AGM or any EGM and the business to be transacted shall be given to members.

All members will be entitled to vote in person, by proxy or by post on electoral or constitutional items.

Management Committee meetings shall be called by a Co-convenor. Committee members must attend at least two ordinary meetings per annum.

The Scottish Access Technical Information Network (SATIN) is a standing item of business on the agenda of all Management Committee meetings, the AGM and any EGM.

## **7. WORKING GROUPS AND SUB-COMMITTEES**

The Management Committee may delegate any of its powers to any working group or sub-committee consisting of one or more Management Committee member(s) and such other appropriate persons (if any) as the Management Committee may determine.

Any delegation of powers may be made subject to such conditions as the Management Committee may impose and may be revoked or altered.

The rules of procedure for any working group or sub-committee shall be as prescribed by the Management Committee.

The Scottish Access Technical Information Network (SATIN) is recognised as a formal working group within SOAN and hosts the SATIN website as a source of technical knowledge, good practice and items of specialised interest.

SATIN works under the umbrella of SOAN and retains the right to operate separately to SOAN in response any future requirement of its funders, subject to transition arrangements being discussed and agreed at an AGM or EGM of SOAN.

## **8. THE CONSTITUTION**

The constitution can be altered only at an AGM or EGM, properly called, in the notice of which the proposed change must be intimated and only if the change is approved by two thirds of the members voting. Approved alterations will take effect immediately thereafter.

## **9. FINANCES**

All monies raised by, or on behalf of, SOAN shall be applied to further the objects of SOAN as outlined in Clause 2, and for no other purpose; no part of this income or property shall be paid or transferred directly or indirectly by way of bonus or other distribution to members of SOAN.

The Treasurer shall keep proper accounts of the finances of SOAN and shall pay all monies into a nominated account in such bank as shall be determined by the Management Committee.

All documents, cheques and financial transactions shall be signed by two nominated members of the Management Committee.

Annual accounts shall be prepared and presented at the Annual General Meeting complying with all relevant statutory requirements.

An examination of the accounts shall be carried out annually by an independent third party approved and appointed by the Management Committee.

## **10. DISSOLUTION**

In the event of the dissolution of SOAN, any net funds remaining after the satisfaction of all proper debts and liabilities shall be transferred to some other body that has objectives similar to those of SOAN.