1. **Name** The name of the Association shall be “The West Lothian Grapevine Twinning Association” (hereinafter referred to as “the Association”)
2. **Objects** The objects of the Association shall be to promote friendship and co-operation between the inhabitants of West Lothian, Scotland, and the City of Grapevine, Texas, USA and in furtherance thereof:-
   1. Encourage an exchange of knowledge between both communities in the areas of history, sport, culture, the arts, commerce, education, science and technology.
   2. Facilitate educational, sporting, cultural, culinary, business and tourism exchanges through visits focusing on business, research, education and other important elements of our communities.
   3. Foster friendship, hospitality and understanding among the citizens of the communities of West Lothian and of Grapevine facilitating products and goods exchanges.
3. **Membership** Membership of the Association shall be open to individuals who reside within the geographical limits of West Lothian Council or who represent an organisation based within the said limits.
   1. A membership fee of £1 per individual member shall be payable at the commencement of membership and annually thereafter. Membership shall commence when that fee has been paid. Membership shall terminate one calendar month after written intimation of resignation has been received by the Secretary from the member concerned or when the fee is overdue by one year or more.
   2. No person shall be treated differently by reason of sex, nationality, disability, race, creed or ethnic origin. Throughout this document nouns and pronouns of the masculine gender shall include the feminine and vice versa.
4. **Officers** The Association shall at its first general meeting elect from within its own number a Chairman and a Vice-Chairman for the period to the first Annual General Meeting (AGM) of the Association thereafter. Such elections shall thereafter be made at each AGM:
   1. The Association shall appoint a Secretary from its own number or, as the Association shall determine, from the members nominated by West Lothian Council.
   2. The Association shall appoint from its own number a Treasurer and such other officers as the Association may from time to time determine, all such appointments being made at the first general meeting and at subsequent AGMs of the Association.
   3. Any vacancy in any office of the Association arising in the course of a year shall be filled at a meeting of the Executive Committee, such appointment to last only till the next following AGM.
5. **Committees** The Association shall elect from its own number an Executive Committee of up to 20 members, which shall include the Officers of the Association, and up to six members nominated by West Lothian Council.
   1. The Executive Committee may establish and determine the remit and functions of any Committees or Sub-Committees thereof as it may consider appropriate and which shall present reports in relation to such Committees and/or Sub-Committees to each meeting of the Executive Committee until such Committees or Sub-Committees be disbanded by the Executive Committee.
   2. The Secretary of the Association shall be, ex officio, a member of all Committees and Sub-Committees.
   3. The Executive Committee may invite or co-opt members to serve on any Committee or Sub-Committee.
6. **Meetings** The Association shall hold an Annual General Meeting (AGM) in June of each year for the purposes *inter alia* of approving the minute of the preceding AGM and any Special Meeting, electing Officers and Executive Committee members, receiving the Annual Accounts for the preceding financial year, appointing an Independent Examiner and for giving approval to estimates for the following year.
   1. The Association may hold such other meetings as the Executive Committee considers necessary for the efficient discharge of their functions and reporting to the Association’s members.
   2. The Executive Committee shall meet within one month of the AGM and thereafter as the Executive Committee determines.
   3. Committees and Sub-Committees of the Association shall meet as specified by the Executive Committee.
   4. A Special Meeting of the Association shall be called by the Secretary (a) on being required to do so by the Chairman of the Association; or (b) on receiving a requisition in writing for that purpose specifying the business proposed to be transacted at the meeting signed by one-fourth of the whole number of members of the Association. In either case, a Special Meeting shall take place within 21 days of such request.
   5. Notice of the place and time of any meeting of the Association, the Executive Committee or other Committee or Sub-Committee shall be given by, or on behalf of, the Secretary not less than one week before such meeting. Such notice will be sent in writing to the last known email address of each member of the Association or to each member of the relevant Executive Committee, Committee or Sub- Committee. In the event of a member not having an email address, the relevant notice will be sent to their last known postal address.
   6. Meetings of the Executive Committee, Committees or Sub- Committees can be called on short notice, so long as this is agreed by a majority of those who are entitled to attend.
   7. The quorum of the Association as regards deciding any item of business shall be seven members.
   8. The quorum of the Executive Committee or of any Committee or Sub-Committee of the Association shall be three members.
   9. Except as provided for in Articles 8 and 9 herein, voting shall be by simple majority of the members present.
   10. In the event of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote.
7. **Finance** The Financial year of the Association shall be from the 1st day of April in any one year until the 31st day of March in the immediately following year.
   1. The Association shall keep one or more Bank Accounts which shall be administered by the Treasurer.
   2. All income falling to be credited to the Association shall be paid as quickly as possible by the Treasurer or his representative into the Association’s Bank Account.
   3. Four cheque signatories shall be registered with the Association’s Bank, namely the Treasurer, the Chairman, the Vice Chairman and the Secretary of the Association. Cheques shall be signed normally by the Treasurer and one other. In the event of the Treasurer being unavailable for any reason, any other two signatories can be used. No payment out of any Association’s Bank Account shall be made except as agreed by the Executive Committee.
   4. The Treasurer shall keep full, accurate and adequately vouched accounts, shall report on the current state of the Association’s finances to each meeting of the Executive Committee and shall prepare Annual Accounts for each financial year, within one month of the end of the financial year.
   5. The AGM shall appoint a suitably qualified Independent Examiner who shall examine the Annual Accounts. The AGM may delegate the appointment of an Independent Examiner to the Executive Committee.
   6. At the AGM, the Association shall receive Annual Accounts for the preceding financial year, certified by the Independent Examiner.
   7. At the AGM, the Association shall receive and consider estimates prepared by the Treasurer relative to income and expenditure proposed to be received or incurred in the following financial year and shall authorise such income and expenditure, amended if need be, for that year.
8. **Alteration** It shall not be competent to rescind or alter any of these Articles of Constitution except upon a Resolution by the Association to that effect, written notice of which is given to all members in the notice calling the meeting under Clause 6.5 hereof and which receives a vote of two-thirds of the members present at the meeting at which it is submitted.
9. **Dissolution** The Association shall be dissolved on a Resolution by the Association to that effect, written notice of which shall have been given to all members in the notice calling the meeting under Clause 6.5 hereof. To take effect, the Resolution must receive the vote of three-fourths of the members present at the meeting at which is submitted, provided that the number of members present at such meeting shall not be less than two-thirds of the whole of the number of members.
   1. In the event of the Association being dissolved for any reason, all funds held to the credit of the Association shall be disbursed to such charities and voluntary organisations as named and determined by the Association at the meeting at which the Association is dissolved, provided that:
      1. Such organisations have similar objectives to the Association regarding international relations; and
      2. Any sums due in respect of expenses relating to the discharge of the Association’s functions, including the repayment of any grants made to the Association shall have first been paid.

Adopted 4 August 2015