

# CONSTITUTION

of the

## International Small Islands Studies Association (ISISA)

(Adopted at the ISISA General Meeting, held at Zadar, Croatia, on 17 June 2022)

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## **Name**

1. The name of the Association is the “International Small Islands Studies Association”, and with the acronym “ISISA”

A group of scholars, researchers and other interested persons from around the world concerned with small islands first organised an international conference in Victoria BC, Canada, in 1986 to discuss their common interests. This first, 'Islands of the World' (IoW) conference was followed by further meetings in Tasmania, Australia (1988) and in New Providence/Nassau, Bahamas (1992). At the 3rd IoW meeting in the Bahamas, it was decided to form a continuing organisation - the International Small Islands Studies Association (ISISA) - and that this body would hold its first meeting at the 4th 'Islands of the World' conference, in Okinawa, Japan, in June 1994. Subsequent conferences have been held in Mauritius (IoW 5, 1998), Isle of Skye, Scotland (IoW 6, 2000), Prince Edward Island, Canada (IoW 7, 2002), Kinmen, Taiwan (IoW 8, 2004), Maui, Hawai'i, USA (IoW 9, 2006), Jeju, Korea (IoW 10, 2008), Bornholm, Denmark (IoW 11, 2010), Tortola, British Virgin Islands (IoW 12, 2012), Penghu, Taiwan (IoW 13, 2014), Lesvos, Greece (IoW 14, 2016), Kangaroo Island, Australia (IoW 15, 2017), Leeuwarden and Terschelling (IoW 16, 2018); (remotely) in Newfoundland, Canada (IoW 17, 2021) and Zadar, Croatia (IoW 18, 2022).

## **Objects**

2. The Association’s objects are:
  - (a) To advance the study of islands;
  - (b) To encourage free and critical discussion on island affairs, including (but not limited to) matters dealing with survival, sustainability, islandness, smallness, insularity, resource management, vulnerability, resilience, migration, the environment, the culture and the nature of island life;
  - (c) To generate an interest in the study of islands, especially amongst those who hail, from, work in, are associated with, or whose decisions have an impact on small islands, their residents and small island life generally.

## **Powers**

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Association shall have the following powers:
  - (a) It shall seek to connect members of the general public, students, scholars, policy makers, community representatives and others interested in small island matters through international and electronic communication, such as newsletters, journals, website, social media, conferences and other periodic events.
  - (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 Association’s activities.

- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Association.
- (e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Association.
- (f) To borrow money, and to give security in support of any such borrowings by the Association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the Association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) 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).
- (k) 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 objects.
- (l) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Association's objects.
- (m) To form any company which is a charity with similar objects to those of the Association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Association's assets and undertaking.
- (n) To take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities.
- (o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (p) To do anything which may be incidental or conducive to the furtherance of any of the Association's objects.

#### **General structure**

4. The structure of the Association shall consist of:
  - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the Executive Committee and take decisions in relation to changes to the constitution itself

- (b) the EXECUTIVE COMMITTEE - shall be responsible for the daily operation of the Association, may co-opt other members, and is subordinate to the Membership at the General Meeting. The President and Executive Committee members shall be elected at the ISISA General Meeting and shall serve for four years. The President (or, in his/her absence, the Vice President or nominee, in that order) shall preside at all meetings of the Association. The Executive Committee shall consist of not less than six and not more than nine members. These include the President, the Vice-President, the Secretary and the Treasurer, along with up to five, other, elected ordinary members. Each Executive Committee will also include at least two supernumerary (or co-opted) members: one representing the organizers of the immediately preceding 'Islands of the World' Conference; and one representing the organizers of the immediately following 'Islands of the World' Conference. The Executive Committee is responsible for monitoring the financial position of the Association.

#### **Qualifications for membership**

5. Membership in the Association is open to individuals having an interest in island studies, including small island studies, and who accept the Charter and its underlying principles. Each member has one vote. Corporations or other bodies corporate shall not be eligible for membership.
6. An employee of the Association shall not be eligible for membership; a person who becomes an employee of the Association after admission to membership shall automatically cease to be a member.

#### **Application for membership**

7. Any person who wishes to become a member must lodge with the Association, a written application for membership. Such an application may be submitted in digital format.
8. The Executive Committee may, at its discretion, refuse to admit any person to the Association's membership.
9. The Executive Committee shall consider each application for membership at the first Executive Committee meeting which is held after receipt of the application; the Executive Committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

#### **Membership subscription**

10. (a) Membership fees shall be set by the Executive Committee and will be reviewed on a regular basis. Effective from January 1, 2017, membership dues are US\$20 or equivalent, payable on an annual basis.  
  
(b) Individuals not in a position to pay the membership fee but who wish to become members of the Association should approach the ISISA Treasurer with a written request, citing their reasons, and which will be considered by the ISISA Executive Committee. The Committee's decision shall be final.

(c) Life Membership in ISISA is available to current or prospective members for a once-only-fee of US\$200 or equivalent payable at any time, and following the approval of the application by the ISISA Executive Committee.

(d) Individuals, entities, organisations and institutions may make donations, or offer sponsorship, to support the work of ISISA, and shall be appropriately recognised in the Association's publications and meetings. Any donation or sponsorship of US\$200 (or equivalent) or higher requires the approval of the ISISA Executive Committee.

### **Register of members**

11. The Executive Committee shall maintain a register of members, setting out the full name and address, including email address, of each member, the date on which they were admitted to membership, and the date on which any person ceases to be a member.

### **Withdrawal from membership**

12. Termination of membership in the Association takes place, either (a) when a member's subscription has lapsed by six (6) months, and once that individual has been duly notified of this lapse by the ISISA Secretary; or (b) by resignation in writing by that member, duly sent to the ISISA Secretary.

### **Expulsion from membership**

13. Any person may be expelled from membership in the Association by way of a resolution passed by majority vote at a general meeting (meeting of members), 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 expulsion; and
  - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

### **General meetings (meetings of members)**

14. The Executive Committee shall convene an annual general meeting in each year (but excluding the year in which the Association is formed); not more than 15 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:
  - (a) a report by the Association's President (or the President's delegate) on behalf of the Association, on the activities of the Association
  - (b) a report by the Association's Treasurer (or delegate) on the annual accounts of the Association
  - (c) the election/re-election of members of the Executive Committee, as referred to in clause 42.

16. The Executive Committee may convene a special general meeting at any time.

**Notice of general meetings**

17. At least 14 clear days' notice must be given (in accordance with clause 85) 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.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or sent by e-mail), and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be given (in accordance with clause 85) to all the members of the Association, and to all the members of the Executive Committee.
20. If members of the Association and Executive Committee members are to be permitted to participate in a general meeting by way of audio and/or audio-visual link(s) (see clause 23), the notice (or notes accompanying the notice) must:

- (a) set out details of how to connect and participate via that link or links; and
- (b) (particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
  - (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
  - (ii) (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;
  - (iii) [(where clause 21 applies) submitting questions and/or comments in advance of the meeting].

21 [Where a general meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 22) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.]

22 [Where clause 21 applies, the chairperson of a general meeting will not be required to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of

an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.]

### **Procedure at general meetings**

23 The Executive Committee may, if it consider appropriate (and must, if required under clause 24), make arrangements for members and Executive Committee members to participate in general meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:

(a) the means by which members and Executive Committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;

(b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 20; and

(c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and Executive Committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and Executive Committee members (if any) who are attending in person (and vice versa).

24 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the Executive Committee must make arrangements for members and Executive Committee members to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 23 will apply.

25 A general meeting may involve two or more members or executive committee members participating via attendance in person while other members and/or Executive Committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

27 No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be twenty (20) members, present in person.

28 An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and participate in discussions at the meeting

will be deemed to be present in person (or, if they are not a member), will be deemed to be in attendance) at the meeting.

29. 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 chairperson of the meeting.
30. The President of the Association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Vice-President will chair the meeting; if, for some reason, the Vice-President is unwilling or unable to chair the meeting, the members of the Executive Committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
31. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
32. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally (subject to clause 35).
33. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
34. 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 chairperson (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.
35. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically; and, providing the Executive Committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
36. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
37. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 35, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

The principles set out in clauses 35 and 37 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member.

### **Technical objections to remote participation in general meetings**

38 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the Executive Committee in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

- (a) a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- (d) the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- (e) a member will be able to exercise the right to vote at the general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the Executive Committee) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

### **Maximum number of Executive Committee members**

40. The maximum number of members of the Executive Committee shall be 9. These include the President, the Vice-President, the Secretary and the Treasurer, along with up to five, other, elected ordinary members. Each Executive Committee will also include at least two supernumerary (or co-opted) members: one representing the organisation of the immediately preceding 'Islands of the World' Conference; and one representing the organisation of the immediately following 'Islands of the World' Conference.

### **Eligibility**

41. A person shall not be eligible for election/appointment to the Executive Committee unless they are a member of the Association.

### **Election, retiral, re-election**

42. At each annual general meeting, the members may (subject to clause 40) elect any member to be a member of the Executive Committee.

43. The Executive Committee may at any time appoint any member to be a member of the Executive Committee (subject to clause 40).
44. All the members of the Executive Committee shall retire from office after four years in office; but shall then be eligible for re-election.

#### **Termination of office**

45. A member of the Executive Committee shall automatically vacate office if:
  - (a) they become debarred under any statutory provision from being an Executive Committee member;
  - (b) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months;
  - (c) they cease to be a member of the Association;
  - (d) they become an employee of the Association;
  - (e) they resign office by notice to the Association;
  - (f) they are absent (without permission of the Executive Committee) from more than three consecutive meetings of the Executive Committee, and the Executive Committee resolves to remove them from office.

#### **Register of Executive Committee members**

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

#### **Office bearers**

47. The Executive Committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate, should such positions become vacant between general meetings.
48. Members at a general meeting will be able to vote for: president; vice-president; secretary; treasurer; and up to five ordinary members of the Executive Committee. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
49. A person elected to any office shall cease to hold that office if they cease to be a member of the Executive Committee or if they resign from that office by written notice to that effect.

#### **Powers of the Executive Committee**

50. Except as otherwise provided in this constitution, the Association and its assets and undertaking shall be managed by the Executive Committee, who may exercise all the powers of the Association.
51. A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee. The quorum is '50% plus one' – so, five of the nine regular members – and including the President or Vice-President.

#### **Personal interests**

52. A member of the Executive 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 Executive Committee; they will be debarred (in terms of clause 70) from voting on the question of whether or not the Association should enter into that arrangement.
53. For the purposes of clause 52, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.
54. Provided
  - (a) they have declared their interest
  - (b) they have not voted on the question of whether or not the Association should enter into the relevant arrangement and
  - (c) the requirements of clause 55 are complied with,a member of the Executive Committee will not be debarred from entering into an arrangement with the Association in which they have a personal interest (or are deemed to have a personal interest under clause 53) and may retain any personal benefit which they gain from their participation in that arrangement.
55. No member of the Executive Committee may serve as an employee (full time or part time) of the Association, and no member of the Executive Committee may be given any remuneration by the Association for carrying out their duties as a member of the Executive Committee.
56. Where an Executive Committee member provides services to the Association or might benefit from any remuneration paid to a connected party for such services, then
  - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
  - (b) the Executive Committee members must be satisfied that it would be in the interests of the Association to enter into the arrangement (taking account of that maximum amount);

- (c) less than half of the Executive Committee members must be receiving remuneration from the Association (or benefit from remuneration of that nature).
57. The members of the Executive Committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Executive Committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at Executive Committee meetings**

58. Any member of the Executive Committee may call a meeting of the Executive Committee or request the secretary to call a meeting of the Executive Committee.

59. If Executive Committee members are to be permitted to participate in an Executive Committee meeting by way of audio and/or audio-visual link(s), the Executive Committee members must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those Executive Committee members who may have difficulties in using a computer or laptop for this purpose) the Executive Committee members' attention should be drawn to the following options:

- (a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- (b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

60. Questions arising at a meeting of the Executive Committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

61. The Executive Committee may, if it consider appropriate (and must, if that is required under clause 62), allow Executive Committee members to participate in Executive Committee meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

- (a) the means by which Executive Committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the Executive Committee members - a barrier to participation; and
- (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Executive Committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions

at the meeting, as compared with those Executive Committee members (if any) who are attending in person (and vice versa).

62 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed Executive Committee meeting would not be possible or advisable for one or more of the Executive Committee members, the Executive Committee must make arrangements for Executive Committee members to participate in that Executive Committee meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that:

(a) the requirements set out in paragraphs (a) and (b) of clause 61 will apply; and

(b) the Executive Committee must use all reasonable endeavours to ensure that all Executive Committee members have access to one or more means by which they may hear and contribute to discussions at the meeting.

63 An Executive Committee meeting may involve two or more Executive Committee members participating via attendance in person while other Executive Committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

64 Where an Executive Committee member or Executive Committee members are participating in an Executive Committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

65 No business shall be dealt with at a meeting of the Executive Committee unless a quorum is present.

66 An individual participating in an Executive Committee meeting via an audio or audio-visual link will be deemed to be present in person (or, if they are not an Executive Committee member, will be deemed to be in attendance) at the meeting.

67 If at any time the number of Executive Committee members in office falls below the number fixed as the quorum, the remaining Executive Committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

68 Unless they are unwilling to do so, the chair of the Association shall preside as chairperson at every Executive Committee meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice-President will take over that function; if the Vice-President is not willing or able to act as chairperson, then the Executive Committee members present

shall elect from among themselves the person who will act as chairperson of the meeting.

69 The Executive Committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend (whether in person or by way of an audio or audio-visual link) and speak at any meeting of the Executive Committee; for the avoidance of doubt, any such person who is invited to attend an Executive Committee meeting shall not be entitled to vote.

70 An Executive Committee member shall not vote at an Executive Committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Association; they must withdraw from the meeting while an item of that nature is being dealt with.

71 For the purposes of clause 70, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs **or** any firm of which they are a partner **or** any limited company of which they are a substantial shareholder or director, has a personal interest in that matter.

72 The principles set out in clause 38 (technical objections to remote participation) shall apply in relation to remote participation and voting at Executive Committee meetings, as if each reference in that clause to a member were a reference to an Executive Committee member and each reference in that clause to a general meeting were a reference to an Executive Committee meeting.

73 A resolution agreed to in writing (or by e-mail) by a majority of the Executive Committee members then in office shall (subject to clauses 74 and 75) be as valid as if duly passed at an Executive Committee meeting.

74 A resolution under clause 73 shall not be valid unless a copy of the resolution was circulated to all of the Executive Committee members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 75.

75 If a resolution is circulated to the Executive Committee members under clause 74, any one or more Executive Committee members may, following receipt of a copy of the resolution, notify the secretary that they consider that an Executive Committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:

(a) the secretary must convene an Executive Committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;

(b) the resolution cannot be treated as valid under clause 73 unless and until that Executive Committee meeting has taken place;

(c) the Executive Committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Executive

Committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Executive Committee members then in office.

### **Conduct of members of the Executive Committee**

- 76 Each of the members of the Executive Committee shall, in exercising their functions as a member of the Executive Committee of the Association, act in the 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 objects (as set out in this constitution);
  - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - (c) in circumstances giving rise to the possibility of a conflict 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 Executive Committee; or
    - (ii) where any other duty prevents them 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 Executive Committee with regard to the matter in question.
  - (d) ensure that the Association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

### **Delegation to sub-committees**

- 77 The Executive Committee may delegate any of their powers to any sub-committee consisting of one or more Executive Committee members and such other persons (if any) as the Executive 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.
- 78 Any delegation of powers under clause 77 may be made subject to such conditions as the Executive Committee may impose and may be revoked or altered.
- 79 The rules of procedure for any sub-committee shall be as prescribed by the Executive Committee.

### **Operation of accounts and holding of property**

- 80 The signatures of two out of three signatories appointed by the Executive 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; at least one out of the two signatures must be the signature of a member of the Executive Committee.

- 81 The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the Association (and their successors in office) or in name of a nominee company holding such property in trust for the Association; any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the Executive Committee.

#### **Minutes**

- 82 The Executive Committee shall ensure that minutes are made of all proceedings at general meetings, Executive Committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

- 83 The Executive Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 84 The Executive Committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

#### **Notices**

- 85 Any notice which requires to be given to a member under this constitution 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 them to the Association; or may be sent by e-mail to the member at the e-mail address last notified by them to the Association.

#### **Dissolution**

- 86 If the Executive Committee determines that it is necessary or appropriate that the Association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
- 87 If a proposal by the Executive Committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 86, the Executive 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 charity or charities having objects 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.

- 88 For the avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association's charitable purposes) 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**

- 89 Subject to clause 90, 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 17 to 20.
- 90 No amendment to the constitution may be made if the effect would be that the Association would cease to be a charity.

#### **Interpretation**

- 91 For the purposes of this constitution,
- (a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
  - (b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- 92 Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

#### **Initial members of the Executive Committee**

93. The initial members of the Executive Committee, and the positions held by each, shall be as set out below.

This constitution was adopted on June 17, 2022.

**Signature**

**Name**

**Address**

**Position**

			PRESIDENT
			VICE-PRESIDENT
			SECRETARY
			TREASURER
			ORDINARY MEMBER