TRADITIONAL DANCE FORUM of SCOTLAND (TDFS)

Buidheann Dannsa Traidiseanta na h-Alba
Traditional Dance Collogue o Scotland

Constitution

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CONTENTS		Paragraphs
GENERAL	Type of organisation, general structure	1 - 8
MEMBERSHIP	Qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer, liability	9 - 25
DECISION MAKING BY MEMBERS (General Meetings)	General, notice, voting, procedure	26 - 65
THE BOARD (Trustees)	Maximum number, eligibility, election/ retiral/re-election, termination of office, register, office bearers, powers, conduct & duties, personal interests	66 -92
DECISION MAKING BY TRUSTEES (Board Meetings)	Procedure	93 - 113
ADMINISTRATION	Committees, operation of bank accounts, minutes, accounting records and annual accounts	114 -121
MISCELLANEOUS	Winding-up, indemnity, interpretation, powers	122 - 130

GENERAL

1. The name of the organisation (hereinafter referred to as the "Forum") is

   TRADITIONAL DANCE FORUM of SCOTLAND (TDFS)

2. The Forum's principal office will be in Scotland (and must remain in Scotland).

3. The Forum will be, upon registration, a Scottish Charitable Incorporated Organisation (SCIO).

4. The Forum's objects are:

   The advancement of the arts, heritage and culture by promoting Scottish Culture through Scottish dance style(s), dances of Scottish origin or other related traditional and social dance established in Scotland, thereby, to get more people dancing.

5. The Forum will seek to achieve this:

   a. By:

      (1) Fostering local, national and international activity.

      (2) Encouraging and undertaking relevant research.

      (3) Encouraging development and maintenance of archives of relevant material.

      (4) Acting as a voice for traditional dance.

      (5) Celebrating diversity and sharing traditions.

      (6) Supporting and enabling communication, involving both network development and information dissemination.

   b. Through:

      (1) Organising / supporting workshops and conferences supporting trainers, educators and facilitators.

      (2) Developing and promoting educational resources.

      (3) Providing advice and linking people to various aspects of support connecting networks through awareness raising and collaboration.

      (4) Helping develop the accessibility of research and archive material.

Powers

6. The Forum has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. Details of what these powers may include are found in Paragraph 130.

7. No part of the income or property of the Forum may be paid or transferred (directly or indirectly) to the members - either in the course of the Forum's existence or on dissolution - except where this is done in direct furtherance of the Forum's charitable purposes.

Structure

8. The structure of the Forum consists of:

   a. The MEMBERS, who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the Board and take decisions in relation to changes to the constitution itself.

   b. The BOARD, which meets regularly during the period between annual general meetings, and generally control and supervise the activities of the Forum; in particular, the Board is responsible for monitoring and controlling the financial position of the Forum. The individual members of the Board are referred to as 'Trustees' in this constitution.

MEMBERSHIP

9. Membership shall be open to organisations and individuals supporting the objects of the Forum. Paid staff members of the Forum may become members of the Forum, but will not have any voting rights.

Application for Membership

10. Any organisation or individual wishing to become a member must sign, and lodge with the Forum, a written application for membership.

11. The Board may, at their discretion, refuse to admit any organisation or individual to membership. Any organisation or individual who is refused will be informed of any reasons for the refusal.

12. The Board shall consider each application for membership within a reasonable time and notify the applicant of their decision on the application.

Membership Subscription

13. The amount and classes of Membership subscription shall be determined from time to time by the Board.

Register of Members

14. The Board shall maintain a register of members, setting out the full name and address of each member, organisations and individuals; the date on which they were admitted to membership, and the date on which they ceased to be a member. This information will be held for former members for 6 years from the date they ceased to be a member.

15. The Board must ensure that the register of members is updated within 28 days of any change:

a. Which arises from a resolution of the Board or a resolution passed by the members of the Forum, or

b. Which is notified to the Forum.

16. If a member or a Trustee of the Forum requests a copy of the register of members, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member (rather than a Trustee), the Board may provide a copy which has the addresses blanked out.

Withdrawal from Membership

17. Any organisation or individual who wishes to withdraw from membership shall notify the Forum in writing, where upon receipt by the Forum it shall cease to be a member.

Re-registration of Members

18. The Board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Forum, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the Board.

19. If a member fails to provide confirmation to the Board (in writing or by e-mail) that he/she wishes to remain as a member of the Forum before the expiry of the 28-day period referred to in Paragraph 18, the Board may expel him/her from membership.

20. A notice under Paragraph 18 will not be valid unless it refers specifically to the consequences (under Paragraph 19) of failing to provide confirmation within the 28-day period.

Expulsion from Membership

21. Any organisation or individual may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a general meeting, 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.

b. The member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

Termination/Transfer

22. Membership shall cease automatically on the dissolution of a member organisation or death of an individual.

23. Members may not transfer their membership to any other organisation or individual.

Liability of Members

24. The members of the Forum have no liability to pay any sums to help to meet the debts (or other liabilities) of the Forum if it is wound up; accordingly, if the Forum is unable to meet its debts, the members will not be held responsible.

25. The members and Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and Paragraph 24 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

DECISION MAKING BY MEMBERS (**General meetings)**

26. The Board shall convene an annual general meeting in each year (but excluding the year in which the Forum is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the Forum.

27. Not more than 15 months shall elapse between one annual general meeting and the next.

28. The business of each annual general meeting shall include:

a. A report by the chair on the activities of the Forum.

b. Consideration of the annual accounts of the Forum

c. The election/re-election of Trustees to the Board, as referred to in Paragraphs 70 to 73.

29. The Board may convene an extraordinary general meeting at any time.

30. The Board must convene an extraordinary general meeting if there is a valid requisition by members or a requisition by a resigning auditor or a group of members consisting of no less than 25% of the membership, as consistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision. The Board must arrange the date for the meeting to be no later than 28 days after they have received the valid requisition.

Notice of General Meetings

31. At least 14 clear days' notice must be given of an annual general meeting or extraordinary general meeting.

32. The reference to “clear days” in Paragraph 31 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, (or, in the case of a notice sent by electronic means, the day after it was sent) and also the day of the meeting, should be excluded.

33. Notices to members, must be sent by electronic means, or if required sent by post. Any notice shall be deemed delivered 24 hours after posting/sending.

34. For the purpose of proving that any notice was delivered, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted. For the purpose of proving that any notice sent by electronic means was indeed sent, it shall be sufficient to provide any of the evidence referred to in the relevant guidance issued from time to time by the Chartered Institute of Secretaries and Administrators.

35. A notice calling a meeting shall specify: the time and place of the meeting; indicate the general nature of the business to be dealt with at the meeting and:

a. In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).

b. In the case of any other resolution falling within Paragraph 54 (requirement for two thirds majority) must set out the exact terms of the resolution.

36. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.

3**7**. Notice of every general meeting shall be given to all members and Trustees in hard copy form in writing **(**where the member has indicated that e-mail is for them an unacceptable format to receive information**)** or **i**n electronic form**,** but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.

3**8**. **If members and Trustees are to be permitted to participate in a general meeting by way of audio and / or audio-visual link (see Paragraph** 40**), the notice of the general meeting must set out details of how to connect and participate via that link**.

Procedure at General Meetings

39. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be eight of those individuals entitled to vote (each being a member or a proxy for a member).

40. The Board may if they consider appropriate (and must, if this is required under Paragraph 38) make arrangements for members and Trustees 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 Trustees 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 Paragraph 38.

c. The manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and Trustees 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 Trustees (if any) who are attending in person (and vice versa).

41. 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 Board must make arrangements for members and Trustees 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 Paragraph 40 will apply**.**

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

43. References in Paragraphs 37 to 42 to members include proxies for members and authorised representatives of members which are corporate bodies.

44. An individual participating in a general meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.

45. 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.

46. The Convenor of the Forum shall (if present and willing to act as chairperson) preside as chairperson of each general meeting.

47. The Convenor is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Trustees present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

48. 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.

Voting at Meetings

49. Each member (including members of the Board) shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

50. Any member who wishes to appoint a proxy to vote on his/her behalf at any meeting (or adjourned meeting) shall lodge with the Forum, at the Forum's registered office, a written notification of proxy (in such form as the Board require), signed by him/her in writing either by mail or electronic media stating the proxy's name, not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting). It is up to the member to forward the voting papers and other relevant documents to the proxy. A notification of proxy, which does not conform with the provisions of Paragraphs 43, 51 and 52, or which is not lodged or sent in accordance with such provisions, shall be invalid.

51. A member shall not be entitled to appoint more than one proxy to vote on the same occasion. The proxy needs to be someone who is not already present as a voting member.

52. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting and need not be a member of the Forum.

53. All decisions at general meetings will be made by majority vote, with the exception of the types of resolution listed in Paragraph 54.

54. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a general meeting (or if passed by way of a written resolution under Paragraph 62):

a. A resolution amending the constitution.

b. A resolution expelling a person from membership under Paragraph 21.

c. A resolution directing the Board to take any particular step (or directing the Board not to take any particular step).

d. A resolution approving the amalgamation of the Forum with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation)**.**

e. A resolution to the effect that all of the Forum's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities).

f. A resolution for the winding up or dissolution of the Forum.

55. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting of a deciding vote.

56. 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. Selection of the Trustees should be by paper ballot delivered in person at the meeting and entitled to vote (whether as members or proxies for members).

57. 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 Board 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.

58. 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. 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.

59. 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 Paragraph 57, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

60. The principles set out in Paragraphs 57 and 58 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

61. 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 Board 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).

e. 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.

f. 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 Board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written Resolutions by Members

62. A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a general meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

63. The Board must ensure that proper minutes are kept in relation to all general meetings.

64. Minutes of general meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

65. The Board shall make available copies of the minutes referred to in Paragraph 63 to any member of the public requesting them, but on the basis that the Board may exclude confidential material to the extent permitted under Paragraph 93.

THE BOARD (Trustees)

Number of Trustees

66. The maximum number of Trustees shall be ten and the minimum number of Trustees shall be six.

Eligibility

67. A person must be a member of the Forum in order to stand for election to the Board. The members of the Board can, however, increase the expertise available to the Forum by co-opting relevant non-members and/or members. The maximum number of co-opted positions on the Board shall be two at any one time. The term for such persons will run until such a time that their expertise is no longer required or for a maximum of 3 years.

68. A person will not be eligible for election or appointment to the Board if he/she is:

a. Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

b. An employee of the Forum.

Initial Trustees

69. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Forum shall be deemed to have been appointed by the members as Trustees with effect from the date of incorporation of the Forum.

Election, Retiral, Re-election

70. At each annual general meeting, the members may elect any member (providing he/she is willing to act and eligible) to be a Trustee. Each candidate needs to be nominated by a member and seconded by a different member at the meeting, or in writing to the Board by 48 hours in advance of the meeting.

71. The Board may at any time appoint an individual member or representative of any member group (providing he/she is willing to act and eligible) to be a Trustee.

72. At each annual general meeting, one third of the Trustees who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the nearest to one third shall retire from office - but shall then be eligible for re-election providing they have not served as a Trustee for six consecutive years. If the required number of Trustees is not reached by voluntary retirement (for possible re-election), then a suitable random method will determine those who are put forward. At the first AGM, one third (or nearest round number) of the Trustees shall retire from office; the question of which of them is to retire shall be determined by some random method – if the number is not reached by people wishing to leave the Board.

73. A Trustee retiring at an AGM will be deemed to have been re-elected unless:

a. He/she advises the Board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Trustee.

b. An election process was held at the AGM and he/she was not among those elected/re-elected through that process.

c. A resolution for the re-election of that Trustee was put to the AGM and was not carried.

Termination of Office

74. A Trustee shall automatically vacate office if he/she:

a. Becomes disqualified under any statutory provision from being a charity trustee.

b. Becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months.

c. Ceases to be a member of the Forum.

d. Becomes an employee of the Forum.

e. Resigns office by notice to the Forum.

f. Is absent (without apology or permission of the Board) from more than three consecutive Board meetings, and the Board resolve to remove him/her from office.

g. Is removed from office by resolution of the Board on the grounds that he/she is considered to have committed a material breach of the code of conduct for Trustees (as referred to in Paragraph 85).

h. Is removed from office by resolution of the Board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005.

i. He/she is removed from office by a resolution of the members passed at a general meeting.

75. A resolution under paragraph 74g, 74h or 74i shall be valid only if:

a. The Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed.

b. The Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote.

c. In the case of a resolution under paragraph 74g or 74h, at least two thirds (to the nearest round number) of the Trustees then in office vote in favour of the resolution.

Register of Trustees

76. The Board shall maintain a register of Trustees, setting out full name and address details of each person, including the date on which he/she became a Trustee, any office held by him/her in the Forum and also specifying the date on which any person stood down from the Board. The Board will also keep any relevant regulatory authorities up to date with such information as required including keeping records of former Trustees for at least 6 years after they ceased to be a Trustee of the Forum.

77. The Board must ensure that the register of Trustees is updated within 28 days of any change:

a. Which arises from a resolution of the Board or a resolution passed by the members of the Forum.

b, Which is notified to the Forum.

78. If any person requests a copy of the register of Trustees, the Board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a Trustee of the Forum, the Board may provide a copy which has the addresses blanked out, if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office Bearers

79. The Board shall elect from among themselves a chair (also referred to as the convenor), a treasurer, a secretary and such other office bearers (if any) as they consider appropriate.

80. All of the office bearers shall cease to hold office at the conclusion of a three year term, but shall then be eligible for re-election on an annual basis for a maximum of three years - notwithstanding the retiral and possible re-election process determined by Paragraph 72.

81. A person elected to any office shall cease to hold that office if he/she ceases to be a Trustee, or if he/she resigns from that office by written notice to that effect. By resigning the

post the member should also be seen as having stepped down as an executive committee member.

Powers of Trustees

82. Subject to any statutory provisions, this constitution, and any directions given by a resolution passed by the members in compliance with Paragraph 54 (requirement for a two thirds majority) or a written resolution by the members in accordance with Paragraph 62, the Forum and its assets and undertaking shall be managed by the Trustees, who may exercise all the powers of the Forum, providing that there is a quorum of the Trustees for that particular decision making process.

Trustees - General Duties

83. Each of the Trustees has a duty, in exercising his/her functions as a trustee of the Forum, to act in the interests of the Forum and in particular, must:

a. Seek, in good faith, to ensure that the Forum acts in a manner which is in accordance with its objects (as set out in Paragraph 4)

b. Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of others.

c. In circumstances giving rise to the possibility of a conflict of interest between the Forum and any other party:

(1) Put the interests of the Forum before that of the other party, in taking decisions as a Trustee.

(2) Where any other duty prevents him/her from doing so, disclose the conflicting interest to the Forum and refrain from participating in any discussions or decisions of the other Trustees with regard to the matter in question.

d. Ensure that the Forum complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

84. In addition to the duties outlined in Paragraph 83, all of the Trustees must take steps as are reasonably practicable for the purpose of ensuring:

a. That any breach of any those duties by a Trustee is corrected by the Trustee concerned and not repeated and

b. That any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

Code of Conduct for Trustees

85. Each of the Trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board from time to time.

86. The code of conduct referred to in Paragraph 85 shall be supplemental to the provisions relating to the conduct of Trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005, and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

Personal Interests

87. A Trustee who has a personal interest in any transaction or other arrangement which the Forum is proposing to enter into, must declare that interest at a Board meeting; he/she will be debarred (in terms of Paragraph 88) from voting on the question of whether or not the Forum should enter into that arrangement, but can participate in the wider discussion round that transaction or arrangement, if agreed by the Board members present, provided that:

a. He/she has declared his/her interest.

b. He/she has not voted on the question of whether or not the Forum should enter into the relevant arrangement.

c. The requirements of Paragraph 90 are complied with.

88. A Trustee will not be debarred from entering into an arrangement with the Forum in which he/she has a personal interest (or is deemed to have a personal interest under Paragraph 89) and may retain any personal benefit that he/she gains from his/her participation in that arrangement.

89. For the purposes of the preceding Paragraph:

a. An interest held by an individual who is “connected” with the Trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Trustee.

b. A Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

90. No Trustee may serve as an employee (full time or part time) of the Forum, and no Trustee may be given any remuneration by the Forum for carrying out his/her duties as a Trustee, other than as per Paragraph 91.

91. Where a Trustee provides services to the Forum 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 Board must be satisfied that it would be in the interests of the Forum to enter into the arrangement (taking account of that maximum amount).

c. Fewer than half of the Trustees must be receiving remuneration from the Forum (or benefit from remuneration of that nature).

92. Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at Board meetings, general meetings, or meetings of committees, or otherwise in connection with the carrying out of their duties.

DECISION MAKING BY TRUSTEES (Board Meetings)

Procedures

93. Any Trustee may call a Board meeting *or* request the elected secretary to call a Board meeting. At least seven days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

94. If Trustees are to be permitted to participate in a Board meeting by way of audio and/or audio-visual link(s) under Paragraph 95, the Trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links.

95. The Board may, if they consider appropriate, allow Trustees to participate in Board 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 Trustees 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 Trustees - a barrier to participation.

b. The manner in which the meeting is conducted ensures, so far as reasonably possible, that those Trustees 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 Trustees (if any) who are attending in person (and vice versa).

96. If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed Board meeting would not be possible or advisable for one or more of the Trustees, the Board must make arrangements for Trustees to participate in that Board meeting by way of audio and/or audio-visual link(s); and on the basis that:

a. The requirements set out in Paragraph 95a and 95b will apply.

b. The Board must use all reasonable endeavours to ensure that all Trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.

97. A Board meeting may involve two or more Trustees participating via attendance in person while other Trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

98. Where a Trustee is participating in a Board 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.

99. Every Trustee has one vote, which must be given personally (subject to Paragraph 98). Issues arising at a Board meeting shall be decided by a majority of votes. If an equality of votes arises, the chairperson of the meeting shall have a casting vote.

100. No business shall be voted upon at a Board meeting unless a quorum is present; the quorum for Board meetings shall be three or such higher number as may be fixed by the Trustees in general meeting. The matters at hand can however be discussed.

101. An individual participating in a Board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Trustee, will be deemed to be in attendance) at the meeting.

102. If at any time the number of Trustees at the meeting falls below the number fixed as the quorum. Matters can, however, be discussed, but no action can be taken until approved by the remainder of the Trustees.

103. Unless he/she is unwilling to do so, the chair of the Forum shall preside as chairperson at every Board meeting at which he/she is 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 Trustees present shall elect from among themselves the person who will act as chairperson of the meeting.

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

105. If a Trustee is deemed to have a personal interest in an item being discussed at a Board meeting, Paragraphs 87-91 will be used to govern the proceedings.

106. The principles set out in Paragraph 61 (technical objections to remote participation) shall apply in relation to remote participation and voting at Board meetings, as if each reference in that Paragraph to a member were a reference to a Trustee and each reference in that Paragraph to a general meeting were a reference to a Board meeting.

107. A resolution agreed to in writing (or by e-mail) by a majority of the charity trustees then in office shall (subject to Paragraphs 108 and 109) be as valid as if duly passed at a Board meeting.

108. A resolution under Paragraph 106 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under Paragraph 109.

109. If a resolution is circulated to the Trustees under Paragraph 108, any one or more Trustees may, following receipt of a copy of the resolution, notify the secretary that they

consider that a Board 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 a Board 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 Paragraph 89B unless and until that Board meeting has taken place.

c. The Board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Board 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 Trustees then in office.

Minutes

110. The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.

111. The minutes to be kept under Paragraph 110 must include the names of those present, and (so far as possible) should be signed by the chairperson of the meeting.

112. The Board shall (subject to Paragraph 113) make available copies of the minutes referred to in Paragraph 90 to any member of the public requesting them.

113. The Board may exclude from any copy of minutes made available to a member of the public under Paragraph 112, any material which the Board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the Forum or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to Sub-Committees

114. The Board may delegate any of their powers to any sub-committee consisting of one or more Trustee and such other relevant persons (if any) as the Board may determine; they may also delegate to the chair of the Forum (or the holder of any other post) such of their powers as they may consider appropriate.

115. Any delegation of powers under Paragraph 113 may be made subject to such conditions as the Board may impose and may be revoked or altered.

116. The rules of procedure for any sub-committee shall be as prescribed by the Board.

Operation of Bank Accounts

117. The authority of two signatories appointed by the Board (at least one of whom must be a Trustee) shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Forum involving a sum greater than a

reasonable amount prescribed by the Board from time to time. The Board may prescribe a reasonable amount for each operation and/or a reasonable amount for all operations within a certain period of time or associated with a particular activity, as it thinks fit..

Accounting Records and Annual Accounts

118. The Board shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the Forum and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the Forum. Such accounting records shall be open to inspection at all reasonable times by any Trustee of the Forum.

119. The Board shall ensure annual accounts are prepared that comply 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 or independent examination of such accounts is carried out by a qualified auditor or independent examiner.

120. No member shall (unless he/she is a Trustee) have any right of inspecting any accounting or other records, or any document of the Forum, except as conferred by statute or as authorised by the Board or as authorised by a resolution passed by the members of the Forum

121. The Board will approve the annual accounts and report in line with current statutory requirements. Copies of the resulting annual accounts and report are to be laid before the Forum in general meeting for scrutiny.

MISCELLANEOUS

Winding-Up

122. If the Forum is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005. Any surplus assets available to the Forum immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the Forum as set out in this constitution.

Alterations to the Constitution

123. This constitution may (subject to Paragraph 124) be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority referred to in Paragraph 54) or by way of a written resolution of the members.

124. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g., change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Indemnity

125. Subject to relevant statutory provisions but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer or auditor of the Forum

may be indemnified out of the assets of the Forum against any loss or liability which he/she may sustain or incur in connection with the execution of her/his duties of office including, without prejudice to that generality, any liability incurred in defending any proceedings, whether civil or criminal, in which judgement is given in her/his favour or in which s/he is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach or trust in relation to the affairs of the Forum.

126. The Forum shall be entitled to purchase and maintain for any Trustee insurance against any loss or liability that any Trustee or other officer of the Forum may sustain or incur in connection with the execution of the duties of his/her office, and such insurance may extend to liabilities of the nature referred to in the preceding Paragraph (negligence etc. of a Trustee).

Interpretation

127. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:

a. Any statutory provision which adds to, modifies or replaces that Act.

b. Any statutory instrument issued in pursuance of the Act or in pursuance of any statutory provision falling under the above paragraph.

128. In this constitution:

a. 'Purpose' means 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.

b. "Charity" means 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 2006, providing (in either case) that its objects are limited to charitable purposes;

129. Reference in this constitution to the singular shall be deemed to include the plural.

Further Details of the Powers of the Forum

130. In pursuance of its aims (but not otherwise), the Forum shall have the following powers:

a. To promote the public's interest in Scottish Traditional Dance by means of advocacy, partnership, networking and generally by promoting Scottish Traditional Dance, its values and its appertaining skills.

b. To support, enable, present, promote, organise, provide, manage and produce such performances, broadcasts, lectures and other literary, musical, dramatic and artistic entertainments and exhibitions as are conducive to the promotion, maintenance and advancement of arts, heritage and culture through the

encouragement of Scottish Traditional Dance and to formulate, prepare and establish schemes therefore.

c. To purchase, acquire and obtain interests in the copyright of or the rights to perform, publish or show any material which can be used or adapted for the objects of the Forum.

d. To enter into agreement and engagements with dancers, musicians, producers, lecturers, teachers, artists, composers and other relevant bodies and where required to remunerate such persons and bodies by salaries or fees.

e. 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 Forum's objects.

f. To collaborate with manufacturers, dealers, traders, the press and other sources of publicity for the purpose of promoting the objects of the Forum.

g. To procure to be written and print, publish, issue, and distribute reports, periodicals, books, pamphlets, leaflets and other literature, which may be deemed necessary.

h. To promote bodies whose activities may further one or more of the above objects, or may generate income to support the activities of the Forum.

i. To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the Forum's activities.

j. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Forum's activities.

k. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Forum.

l. To produce, purchase, publish, distribute and sell books, recordings, literature, films and other items in any property owned or leased by the Forum in furthering the Forum’s objects.

m. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Forum.

n. To give credit (with or without security) and to grant guarantees and issue indemnities.

o. To borrow money, and to give security in support of any such borrowings by the Forum, in support of any obligations undertaken by the Forum or in support of any guarantee issued by the Forum.

p. To employ or use professional advisers, administrators, organisers, clerks, secretaries and such staff as are considered appropriate for the proper conduct of the Forum's activities, and to make reasonable provision for the payment of pension

and/or other legally required benefits for members of staff.

q. To use literature, audio and visual aids, film, radio, television, internet and other means of communication in connection with furthering the Forum’s objects.

r. To effect relevant insurance for work undertaken by the Forum.

s. To invest any funds which are not immediately required for the Forum's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).

t. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Forum's objects.

u. To take such steps as may be deemed appropriate for the purpose of raising funds for the Forum's activities.

v. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

w. To oppose, or object to, any application or proceedings which it is deemed prejudice the Forum's interests.

x. To enter into any arrangement with any organisation, government or authority, which may be advantageous for the purposes of the activities of the Forum, and to enter into any arrangement for collaboration or mutual assistance with any charitable body.

y. To carry on any other activities which further any of the above objects.

z. To do anything that may be incidental or conducive to the furtherance of any of the Forum's objects.