

THE CONSTITUTION OF THE HIGHLAND LESBIAN, GAY, BISEXUAL AND TRANSGENDER FORUM (THE HIGHLAND LGBT FORUM)

1. NAME

- 1.1 The Group shall be known as **The Highland Lesbian, Gay, Bisexual and Transgender Forum** and **The Highland LGBT Forum** (hereafter referred to as “the Group”).

2. OBJECTS

- 2.1 The objects of the Group shall be to preserve, protect, promote and advance the mental and physical health and social welfare of lesbian, gay, bisexual and transgender (LGBT) people in the Highlands by:
- 2.1.1 Providing advice and support for LGBT people in the Highland area;
 - 2.1.2 Providing information and health and other services available locally and nationally;
 - 2.1.3 Providing a link between its members and other agencies involved in working in LGBT issues and initiatives;
 - 2.1.4 Taking educational initiatives to combat discrimination on the grounds of gender, identity and/or sexual orientation;
 - 2.1.5 Providing training and support for local businesses and organisations in preventing and dealing with discrimination on the grounds of gender, identity and/or sexual orientation;
 - 2.1.6 Looking at ways to deal with the problems of social and geographical isolation faced by LGBT people in the Highlands;
 - 2.1.7 Promoting fair and equal treatment for LGBT people by challenging the stigma and discrimination experienced by them at both community and personal level.

3. POWERS

- 3.1 In furtherance of said objects, the Group may:
- 3.1.1 Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Group shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose.
 - 3.1.2 Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects.
 - 3.1.3 Invest the monies of the Group, not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) as may for the time being be imposed or required by law and providing such investments are ethical.
 - 3.1.4 Employ or pay any person or persons to supervise, organise and carry out the work of the Group and do all other such lawful things as are necessary for the attainment of the objects.

4. MEMBERSHIP

- 4.1 Membership of the Group is open to all persons who identify as lesbian, gay, bisexual and transgender, or who are questioning their identity, and who are living and working in or visiting the Highlands and Islands and others who are sympathetic to the aims and objectives of the Group.
- 4.2 The management committee (MC) (see Section 6) shall have the right for good and sufficient reason to refuse or terminate the membership of any individual provided that the individual member concerned shall have the right to be heard by at least two members of the MC not involved in the original decision, before a final decision is made.

5. HONORARY OFFICERS

- 6.1 At the Annual General Meeting (AGM), the Group shall elect a chair, a vice-chair, a secretary and a treasurer and such other honorary officers as the Group shall from time to time decide.

6. MANAGEMENT COMMITTEE

- 6.1 Subject as hereinafter mentioned the policy and management of the affairs of the Group shall be directed by a management committee (MC) which shall consist of not fewer than three elected members and not more than eight elected members. In addition up to three members may be co-opted during the year, who will become full members of the MC.
- 6.2 The members of the MC shall be elected at the AGM of the Group in accordance with Section 7.
- 6.3 The MC shall appoint and fix the remuneration of a secretary (where an honorary secretary is not elected) and of all other such staff as may in their opinion be necessary. Paid staff including a secretary where so employed, shall not be members of the MC.
- 6.4 The MC may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, powers, duration, composition and quorum, which will all be recorded in the relevant MC meeting minutes. All acts and proceedings of such special or standing committees or sub-committees shall be reported to the MC as soon as possible after meeting.
- 6.5 In circumstances capable of giving rise to a conflict of interest between a member of the MC and any other person or body to whom the member may be responsible, the member should disclose the conflicting interest to the Group and refrain from participating in any deliberation or decision of the other members in response to the matter in question.
- 6.6 Any breach of this duty under subsection 6.5 above is to be treated as being misconduct on the part of the member.
- 6.7 Any committee member who has been in serious or persistent breach of this duty will be removed from the MC.

7. MEETINGS OF THE GROUP

- 7.1 The AGM of the Group shall be held at such time (not being more than 15 months after the holding of the preceding AGM) and at such place as the MC shall determine. At least 21 days' notice of the meeting shall be given by the secretary to all members. At the AGM the business shall include the consideration of the annual report of the work done by or under the auspices of the MC, the approval of the independently examined accounts, the election of honorary officers, the election of members to serve on the MC, motions submitted by the MC or by members and the transaction of such other matters as may from time to time be necessary.
- 7.2 The chair of the MC may at any time at their discretion call a special general meeting (SGM) of the Group. The secretary shall call a SGM of the Group within 21 days of receiving a written request (electronically or otherwise) signed by not fewer than three members, giving reason for their request.

8. NOMINATIONS OF HONORARY OFFICERS AND MANAGEMENT COMMITTEE MEMBERS

- 8.1 Only members of the Group shall be eligible to serve as honorary officers or members of the MC. Nominations duly seconded at the AGM will be accepted. Should nominations exceed vacancies, election shall be by a paper ballot of voting members present at the meeting.

9. RULES OF PROCEDURE AT ALL MEETINGS

- 9.1 The quorum of a general meeting of the Group shall never be fewer than five members or 5% of the Group membership (at the time of the meeting), whichever is the greatest.
- 9.2 The quorum of the MC shall never be fewer than half of the elected + co-opted members, or a minimum of three, at the time of the meeting, whichever is the greatest.
- 9.3 The quorum of any committee or sub-committee appointed under paragraph 6.4 shall be decided at the time it is convened.
- 9.4 Decisions at all meetings shall be made by a simple majority of votes cast. Each member shall have one vote, but in case of an equality of votes the person taking the chair at the meeting shall have a second or casting vote.
- 9.5 The minutes of the meetings of the MC, committees and sub-committees referred to in paragraph 6.4 shall contain a record of all proceedings, resolutions and decisions. The minutes shall be circulated to all members of the relevant committee and, once approved, shall be published on the Group's website.
- 9.6 The MC shall have the power to adopt standing orders for the Group and its committees. Such standing orders which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the Group in general meeting.

10. FINANCE

- 10.1 All monies raised by or on behalf of the Group shall be applied to further the objects of the Group and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Group and fees to professional and technical advisors or the repayment to members of the MC or of any committee or sub-committee appointed under paragraph 6.4 reasonable out of pocket expenses. All claims for out of pocket expenses should be accompanied by a valid receipt or bill.
- 10.2 The treasurer shall keep proper accounts of the finances of the Group.
- 10.3 The accounts shall be independently examined once a year.
- 10.4 The independently examined accounts shall be submitted by the MC to the AGM.
- 10.5 A bank account shall be opened in the name of the Group with a bank or building society as the MC shall from time to time decide. The MC shall authorise in writing (electronically or otherwise) three members of the MC one of whom shall be the treasurer to sign cheques on behalf of the Group. All cheques must be signed by not fewer than two of the three authorised signatories.

11. PROPERTY

- 11.1 The title to all property, heritable and moveable, which may be acquired by or on behalf of the Group shall be vested in the names of the chair, secretary and treasurer for the time being ex officio or in the name of trustees of a trust established for that purpose.

12. ALTERATIONS TO THE CONSTITUTION

- 12.1 Any alteration to this constitution (excluding those allowed in paragraph 12.2) shall receive the assent of not fewer than two-thirds of the members of the Group present and voting at a general meeting, whether annual or special, provided that notice of any such alteration shall have been received by the secretary in writing (electronically or otherwise) not less than 21 days before the meeting. Notice in writing (electronically or otherwise) of such a meeting, setting forth the terms of the alteration, shall be sent by the secretary to each member of the Group provided that no alteration shall be made which would have the effect of causing the Group to cease to be recognised by the OSCR as a charity.
- 12.2 Minor amendments to address editorial issues such as formatting, typographical, grammar or punctuation errors can be proposed at the MC meetings. Provided these minor amendments do not affect the recognition of the charity by OSCR, or change the rules of the constitution, they can be accepted by no fewer than two-thirds of the members present at the MC and will be recorded in the MC minutes.

13. DISSOLUTION

- 13.1 If the MC by a simple majority decide at any time that on the grounds of expense or other it is necessary or advisable to dissolve the Group, it shall call a SGM of the Group, of which 21 days' notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision can be confirmed by a two-thirds majority of those present and entitled to vote and voting at such meeting, the MC shall have the power to dispose of any assets held by or on behalf of the Group. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable organisation or organisations having objects similar to the objects of the Group, as the committee may determine.

14. CHARITABLE TRUSTEES

- 14.1 All elected and co-opted members of the management committee will be Trustees of the charity.

15. ADOPTION OF THE CONSTITUTION

- 15.1 Issue 2 of this Constitution was amended and adopted by The Highland LGBT Forum at their AGM on 14th March 2015.