

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

1. NAME

The Group shall be known as **The Highland Lesbian, Gay, Bisexual and Transgender Forum** and **The Highland LGBT Forum** (hereinafter referred to as "the Group").

2. OBJECTS

The objects of the Group shall be to preserve and protect the mental and physical health and social welfare of lesbian, gay, bisexual and transgender people in the Highlands, by:

- i.) providing advice and support for lesbian, gay, bisexual and transgender people in the Highland area;
- ii.) providing information on health and other services available locally and nationally;
- iii.) providing a link between its members and other agencies involved in working in LGBT issues and initiatives;
- iv.) taking educational initiatives to combat discrimination on the grounds of gender and/or sexual orientation;
- v.) providing training and support for local businesses and organisations in preventing and dealing with discrimination on the grounds of gender and/or sexual orientation;
- vi.) looking at ways to deal with the problems of social and geographical isolation faced by lesbian, gay, bisexual and transgender people in the Highlands.
- vii.) promoting fair and equal treatment for lesbian, gay, bisexual and transgender people by challenging the stigma and discrimination experienced by them at both community and personal level.

3. POWERS

In furtherance of said objects, the Group may: -

- i.) 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.
- ii.) 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.
- iii.) Invest the moneys of the Group, not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- iv.) Employ or pay any person or persons to supervise, organise and carry on the work of the Group and do all such other lawful things as are necessary for the attainment of the objects.

4. MEMBERSHIP

- i.) Membership of the Group is open to all lesbians, gay men, bisexual and transgender people resident within the Highlands and Islands and others who are sympathetic to the aims and objectives of the Group.
- ii.) The management committee shall have the right for good and sufficient reason to terminate the membership of any individual provided that the individual member concerned shall have the right to be heard by the management committee before a final decision is made.

5. HONORARY OFFICERS

At the annual general meeting, the Group shall elect a chairman, secretary and a treasurer and such other honorary officers as the Group shall from time to time decide.

6. MANAGEMENT COMMITTEE

- i.) Subject as hereinafter mentioned the policy and management of the affairs of the Group shall be directed by a management committee which shall consist of not less than three members and not more than eight.
- ii.) The members of the management committee shall be elected at the annual general meeting of the Group in accordance with clause 7 hereof.
- iii.) In addition to the members so elected the management committee may co-opt further members, who after co-option, shall serve until the conclusion of the next annual general meeting provided that the number of co-opted members shall not exceed three. Co-opted members shall be entitled to vote at meetings of the committee.
- iv.) The proceedings of the management committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- v.) The management committee 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 management committee.
- vi.) The management committee may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub-committees as soon as possible.
- vii.) In circumstances capable of giving rise to a conflict of interest between a member of the Management Committee and any other person or body to whom the member may be responsible, the member must put the interests of the Group before those of the other person or body, or, where any other duty prevents the member from doing so, disclose the conflicting interest to the Group and refrain from participating in any deliberation or decision of the other members in respect to the matter in question.
- viii.) Any breach of this duty under subsection (vii) above is to be treated as being misconduct on the part of the member.
- ix.) Any member who has been in serious or persistent breach of this duty will be removed from the Management Committee as allowed under section 4ii) above.

7. MEETINGS OF THE GROUP

- i.) The first general meeting of the Group shall be held not later than September 2003 and once in each year thereafter an annual general meeting of the Group shall be held at such time (not being more than 15 months after the holding of the preceding annual general meeting) and at such place as the management committee shall determine. At least 21 clear days notice of the meeting shall be given by the secretary to all members. At such annual general meeting the business shall include the consideration of the annual report of the work done by or under the auspices of the management committee, the approval of the audited accounts, the election of honorary officers, the election of members to serve on the management committee, the appointment of an auditor or auditors, motions submitted by the management committee or by members and the transaction of such other matters as may from time to time be necessary.
- ii.) The chairman of the management committee may at any time at his or her discretion call a special general meeting of the Group. The secretary shall call a special general meeting of the Group within 21 days of receiving a written request so to do signed by not less than 3 members giving reasons for their request.

8. NOMINATIONS OF HONORARY OFFICERS AND MANAGEMENT COMMITTEE MEMBERS

Only members of the Group shall be eligible to serve as honorary officers or members of the management committee. Nominations duly seconded at the annual general meeting will be accepted. Should nominations exceed vacancies, election shall be by ballot.

9. RULES OF PROCEDURE AT ALL MEETINGS

- i.) The quorum at a meeting of the Group or of the management committee or any committee appointed under paragraph 6 (vi) hereof shall be one-third of the total membership of the Group for the time being, management committee or committee (as the case may be) or such other number as the Group may in general meeting from time to time determine.
- ii.) Decisions shall be reached by a consensus of members present. If consensus cannot be reached the Group will agree to cast votes. Decisions shall then 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.
- iii.) The minutes of meetings of the management committee and committees, and sub committees referred to in paragraph 6 (vi) shall contain a record of all proceedings, resolutions and decisions.
- iv.) The management committee shall have the power to adopt standing orders for the Group and its committees. Such standing orders which will be consistent with and complimentary 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

- i.) 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 advisers or the repayment to members of the management committee or of any committee or sub-committees appointed under paragraph 6 (vi) hereof reasonable out of pocket expenses.
- ii.) The treasurer shall keep proper accounts of the finances of the Group.
- iii.) The accounts shall be audited at least once a year by the auditor appointed at the annual general meeting.
- iv.) An audited statement of the accounts for the last financial year shall be submitted by the management committee to the annual general meeting.
- v.) A bank account shall be opened in the name of the Group with a bank or building society as the management committee shall from time to time decide. The management committee shall authorise in writing three members of the management committee one of whom shall be the treasurer to sign cheques on behalf of the Group. All cheques must be signed by not less than two of the three authorised signatories.

11. PROPERTY

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 chairman, secretary and treasurer for the time being *ex officio*s or in the names of trustees of a trust established for that purpose.

12. ALTERATIONS TO THE CONSTITUTION

Any alteration of this constitution shall receive the assent of not less 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 not less than 21 clear days before the meeting. Notice in writing 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.

13. DISSOLUTION

If the management committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Group, it shall call a special general meeting of the Group, of which meeting not less than 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 management committee 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.

This Constitution was adopted by The Highland LGBT Forum at their meeting at Queensgate, Inverness on 2 April 2003 and is certified as a true copy, and amended by the Highland LGBT Forum at their Annual General Meeting held at The Netley Centre on 12th February 2008.

.....
Maria Henderson
Chair

Date

.....
Rachel-Louise Koltava
Secretary

Date