



CONSTITUTION
of
THE HELLENIC COMMUNITY OF EDINBURGH

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 11 - 23
DECISION-MAKING BY THE MEMBERS	general assembly (members' meetings), power to request general assembly (members' meeting), notice, procedure at general assembly (members' meetings), voting at general assembly (members' meetings), written resolutions, minutes	clauses 24 - 51
COUNCIL (COUNCIL MEMBERS)	number, eligibility, election/retiral/re-election, termination of office, register of Council members, office bearers, powers, general duties, code of conduct	clauses 0 - 86
DECISION-MAKING BY THE COUNCIL MEMBERS	notice, procedure at Council meetings, minutes	clauses 87 - 101
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 102 - 112
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 113 - 118
OTHER	Language and logo	Clauses 119 - 120

GENERAL

Type of organisation

- 1 The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the organisation will be in Scotland (and must remain in Scotland).

Name

- 3 The name of the organisation is “The Hellenic Community of Edinburgh”.

Purposes

- 4 The organisation’s purposes are:
 - 4.1 To promote fellowship and strengthen the links among members of the Hellenic community residing in Edinburgh and surrounding area.
 - 4.2 To foster and promote a better understanding and appreciation of the Hellenic culture by the local community.
 - 4.3 To represent the Hellenic community of Edinburgh in any matter that the membership feels that is of common interest, also in cases where there is a collective view, which is deemed important to be stated. That includes communicating with the British local and national Authorities, institutions and other organisations worldwide
 - 4.4 The Community shall not be involved in party politics i.e. the Community shall not actively participate in a campaign on behalf of, or in opposition to, any candidate for public office in any country.

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes, or is conducive or incidental to doing so.
- 6 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation’s existence or on dissolution - except where this is done in direct furtherance of the organisation’s charitable purposes.

Liability of members

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and Council members have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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.

General structure

- 9 The structure of the organisation consists of: -
 - 9.1 the MEMBERS - who have the right to attend General Assemblies (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Council and take decisions on changes to the constitution itself.

There are two main types of membership: Ordinary and Honorary. Ordinary membership consists of:

1. Non-voting members
2. Voting members

A voting member is an ordinary member with the ability to affect the governance of the charity by voting at the Annual General Meeting and who meets all other criteria for a member as set out under the section Qualifications for membership and in particular articles 11 and 12.

To become a voting member, an ordinary member must pay their annual subscription fee by January 31st. Any ordinary member who has not paid for their annual subscription fee by January 31st will automatically become debt-suspended and lose their voting membership status by becoming a nonvoting member, until such time that their registration has been renewed.

An Honorary membership can be awarded to any person without their needing to have the necessary qualifications for ordinary membership. An Honorary member is always a non-voting member.

- 9.2 the COUNCIL - who hold regular meetings, and generally control the activities of the organisation; for example, the Council is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the Council are referred to in this constitution as COUNCIL MEMBERS.

MEMBERS

Qualifications for membership

- 11.1 Ordinary membership is open to anyone who has completed his/her 18th year of age and resides anywhere in UK.
 - 11.2 A person who is found to have signed a false declaration will be automatically expelled from the Community.
 - 11.3 Honorary membership must be nominated in writing by at least five ordinary members, and the nomination is approved at the next General Assembly meeting.
 - 11.4 An Honorary membership will be granted for life, unless the member becomes expelled from the Community following a disciplinary procedure, as per clause 23.
- 12 Employees of the organisation are not eligible for membership.

Application for membership

- 13 Any person who wishes to become a member must sign a written application for membership and pay the amount of the annual membership subscription; the application will then be considered by the Council, at the next Council meeting.
- 14 The Council may refuse to admit to membership a person who meets the eligibility criteria of clause 11; however a unanimous decision will be necessary to that effect. In that case, the decision of the Council shall be final and there shall be no right of appeal against that decision.
- 15 The Council must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership. If the decision was to not accept admission, the Council will have 5 working days to refund the applicant's payment.

Membership subscription

- 16 Members shall be required to pay an annual membership subscription; unless and until otherwise determined by the General Assembly, the amount of the annual membership subscription shall be £10.
- 16.1 The annual membership subscriptions shall be payable on or before the 31st of January in each year.

- 16.2 The General Assembly may alter the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an AGM.
- 16.3 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.
- 16.4 Honorary members shall not be liable to pay the annual membership fee.
- 16.5 The Council is entitled to waiver the annual subscription fee for members who can present evidence that they are unable to afford this fee.

Register of members

- 17 The Council must keep a register of members, setting out
 - 17.1 for each current member:
 - 17.1.1 his/her full name and address; and
 - 17.1.2 the date on which he/she was registered as a member of the organisation.
 - 17.1.3 whether their annual membership fee has been paid or not
 - 17.2 for each former member and for at least six years from the date when he/she ceased to be a member:
 - 17.2.1 his/her name; and
 - 17.2.2 the date on which he/she ceased to be a member.
- 18 The Council must ensure that the register of members is updated within 28 days of any change:
 - 18.1 which arises from a resolution of the Council or a resolution passed by the members of the organisation; or
 - 18.2 which is notified to the organisation.
- 19 If a member or Council member of the organisation requests a copy of the register of members, the Council must ensure that a copy (either typed or electronic) is supplied to him/her within 28 days, providing the request is reasonably justified; if the request is made by a member (rather than a Council member), the Council may provide a copy which has all the personal details under the data protection act blanked out.

Withdrawal from membership

- 20 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

- 21 Membership of the organisation may not be transferred by a member.

Suspension and expulsion from membership

- 22 The Council has the authority to immediately suspend any member that is deemed to have acted against the interests of the Community or when he/she has brought the Community into disrepute, either directly or indirectly, until the date of the next General Assembly meeting
- 23 Any person may be expelled from membership and any Council member may be impeached by way of a resolution passed by not less than two thirds of those present and voting at a General Assembly, providing the following procedures have been observed:-
 - 23.1 The request for impeachment/expulsion was signed by the majority of Council members or by a minimum of 30 active members or by 25% of the membership.
 - 23.2 In receiving a request for impeachment or expulsion against any member(s) or Council member(s), the Council must call a General Assembly meeting within 45 days of receiving the request, where that request must be discussed.
 - 23.3 Those requesting the impeachment or expulsion must explain publicly their reasoning for their request to the membership at the time of submitting their request.
 - 23.4 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;
 - 23.5 The member concerned will be entitled to speak at his/her defence at the General Assembly meeting at which the request is discussed.
 - 23.6 An expelled member may apply to be readmitted to the Community after a minimum of 3 years has elapsed from his expulsion date.

DECISION-MAKING BY THE MEMBERS

General Assembly (members' meetings)

- 24 The Council must arrange a General Assembly (an annual general meeting or "AGM") in each calendar year. This may be concurrent with the regular elections.
- 25 The General Assembly (meeting of members) is the sovereign body of the Community and has the final authority to make decisions
- 26 During a General Assembly, all members (both voting and non-voting) have the right to raise any issues relevant to the Community
- 27 The gap between one AGM and the next must not be longer than 15 months.
- 28 Notwithstanding clause 24, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
- 29 The business of each AGM:-
 - 29.1 must include a report by the president on the activities of the organisation;
 - 29.2 must include consideration of the latest OSCR accounts of the organisation;
 - 29.3 may include the election/re-election of Council members, as per clauses 58 to 60.

Power to request the Council to arrange a special General Assembly (members' meeting)

- 30 The Council must arrange a special General Assembly if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by 31 active members or 20% or more of the membership of the organisation at the time (whichever is less), providing:
 - 30.1 the notice states the purposes for which the meeting is to be held; and
 - 30.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 31 The Council has also the authority to call for a special General Assembly at their discretion. In that case, the President must make a public announcement of the reasons for their decision

- 32 If the Council receive a notice under clause 30, the date for the meeting which they arrange in accordance with the notice must not be later than 45 days from the date on which they received the notice. The same notice period (45 days) applies in the case that the special General Assembly is called under clause 31.

Notice of General Assembly (members' meetings)

- 33 At least 10 clear days' notice must be given of any AGM or any special General Assembly.
- 34 The notice calling a General Assembly must specify in general terms what business is to be dealt with at the meeting; and
- 34.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 34.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 35 The reference to "clear days" in clause 33 shall be taken to mean that, in calculating the period of notice,
- 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 35.2 the day of the meeting itself should also be excluded.
- 36 Notice of every General Assembly must be given to all the members of the organisation, and to all the Council members; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 37 Any notice which requires to be given to a member under this constitution must be: -
- 37.1 sent by post to the member, at the address last notified by him/her to the organisation; or
- 37.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at General Assembly (members' meetings)

- 38 The quorum for a General Assembly is 51 voting members or 25% of the total voting members (whichever is less), in attendance. For the avoidance of any doubt, "in attendance" means that members cannot be represented at a General Assembly by a proxy. Participation of members in virtual General Assemblies is also considered as a member being in attendance.

- 38.1 A General Assembly can take place in a physical (for example, a community hall or conference centre etc.) location or a virtual location - in other words, over the Internet – (for example, using teleconference technologies) or both in a synchronous manner.
- 39 If a quorum is not present within 30 minutes after the time at which a General Assembly was due to start the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted. In that case, a new General Assembly must be called within two weeks, where a quorum will not be required.
- 40 The president of the organisation should act as chairperson of each General Assembly. If he/she is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Council members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting
- 41 The secretary shall record the minutes of each General Assembly. He/she shall notify the membership by public announcement of the date and time of the General Assembly meeting within the period specified in clause 33.
- 42 The secretary needs to notify the membership at least three days before the meeting of the matters arising for discussion.

Voting at General Assembly (members' meetings)

- 43 Every ordinary member has one vote, which must be given personally.
- 44 All decisions of a General Assembly will be made by majority vote of its members (defined as half plus one of all votes cast in favour or against a proposal, not counting abstentions) - with the exception of the types of resolution listed in clause 45.
- 45 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a General Assembly (or if passed by way of a written resolution under clause 49):
- 45.1 a resolution amending the constitution;
 - 45.2 a resolution expelling a person from membership under clause 23;
 - 45.3 a resolution re-admitting to membership a person that had been previously expelled under clause 23.
 - 45.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);

- 45.5 a resolution to the effect that all of the organisation'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);
- 45.6 a resolution for the winding up or dissolution of the organisation.
- 46 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 47 A resolution put to the vote at a General Assembly will be decided on a show of hands - unless the chairperson (or at least the majority of the Council members present at the meeting) ask for a secret ballot.

- 48 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

- 49 A resolution agreed to in writing (or via e-mail) by 80% of the ordinary voting members will be as valid as if it had been passed at a General Assembly; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes

- 50 The Council must ensure that proper minutes are kept in relation to every General Assembly and these minutes must be signed by at least two thirds of the Council members present at the meeting.
- 51 The Council shall make available copies of the minutes referred to in clause 50 to any member of the public requesting them; but on the basis that the Council may exclude confidential material to the extent permitted under clause 101.

COUNCIL

52 All Council members are by default the Charity Trustees.

52.1 Persons who cease to be Council members shall immediately lose their Charity Trustee Status.

Number of Council members

53 The maximum number of Council members is seven and the minimum number of Council members is three. If the number of Council members drops below three (either by resignation, impeachment or other), then the remaining Council members must appoint a replacement council member (substitute or other) within 30 days from the day of the last resignation. If that does not prove possible, then a general election must be called within 50 days from the date of the last resignation.

54 The Council has the authority to alter the number of the Council members (subject to clause 52) and appoint any member to become a Council member (subject to clauses 55 and 56), except in the case that an election has already been announced.

Eligibility

55 A person will not be eligible for election or appointment to the Council unless he/she has been an ordinary member of the organisation for at least 1 year prior to the date of the specific election or appointment.

55.1 Upon declaration of candidature for Council membership, a person must declare that he/she complies with Articles 69 and 70 of the Charities and Trustee Investment (Scotland) Act 2005.

56 A person will not be eligible for election or appointment to the Council if he/she is: -

56.1 disqualified from being a Council member under the Charities and Trustee Investment (Scotland) Act 2005; or

56.2 an employee of the organisation.

Initial Council members

57 The individuals who signed the Council member declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as Council members with effect from the date of incorporation of the organisation.

Election, retiral, re-election

- 58 Regular elections shall be called by the Council; they shall be held every even calendar year.
- 58.1 In case of exceptional elections such as by resignation, impeachment of the Council or other; the elections can be held at any time.
- 58.2 Members elected to the Council via exceptional elections, caused either by resignation or impeachment, shall retain their offices until the end of the term of office of the members they replaced.
- 59 The president shall notify the membership by announcement at least 14 days in advance, of the exact date, time and place of the election. Only ordinary voting members who have joined the Community at least three months prior to the election date, are eligible to vote in that election.
- 59.1 Any ordinary voting member (subject to the conditions of clauses 55 and 56) can declare themselves as a candidate for the election by informing the secretary, in writing, at least five days before the date of that election.
- 59.2 If there are less than three candidates, the election is postponed, then rescheduled within 30 calendar days.
- 60 At the start of each election, all of the Council members must retire from office - but may then be re-elected under clauses 60.2 and 60.3.
- 60.1 An electoral committee presides over the election. It consists of three ordinary voting members elected from the eligible voters by open ballot after a quorum has been established. In the case of rescheduled elections when a quorum is not required, the electoral committee is elected at the beginning of the meeting. The electoral committee has the responsibility to establish the ballots and supervise the voting process. Members of the electoral committee cannot be candidates to the elections. Immediately after the end of the 10 The Hellenic Community of Edinburgh – AGM2022 Minutes voting process, the electoral committee shall count the votes in public and declare the members elected to the Council. The electoral committee must inform the quorum of the results of the election within election date and all members within one day. After confirming that the election was valid and declaring the members elected to the Council, the electoral committee dissolves.
- 60.2 The members of the Council are elected with open ballot as follows: Each voter may cast up to three votes. A maximum of one vote can be given to any single candidate. The candidates who receive the highest numbers of votes, as per clauses 52 and 54, are elected to form the Council.

- 60.3 If two or more candidates receive the same number of votes, and if this number of votes is sufficient to elect at least one but not all of those candidates, then the election must be repeated between those candidates only. All voters have only one vote in the repeated election. The candidate (or candidates, if more than one position remains to be filled) who receive(s) the highest number of votes is elected.
- 60.4 The rest of the candidates are declared substitute Council members. An order among them according to the number of votes they received is recorded. Those substitute Council members may replace members of the Council who resign or are impeached during their term of office.
- 61 After the elections there is a handover period of 30 days. During that period, the following should take place:
- 61.1 The new Council shall start their duties immediately after the elections.
- 61.2 The outgoing Council shall be responsible for (i) the handing over of all Council business and associated documentation to the new Council, and (ii) the preparation and signing of the General Assembly minutes for which the new Council will assume handling responsibility as required.

Termination of office

- 62 A Council member will automatically cease to hold office if: -
- 62.1 he/she becomes disqualified from being a Council member under the Charities and Trustee Investment (Scotland) Act 2005;
- 62.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Council member - but only if that has continued (or is expected to continue) for a period of more than six months;
- 62.3 he/she ceases to be a member of the organisation;
- 62.4 he/she becomes an employee of the organisation;
- 62.5 he/she gives the organisation a notice of resignation, signed by him/her;
- 62.6 he/she is absent (without good reason, in the opinion of the Council) from more than three consecutive meetings of the Council
- 62.7 he/she is removed from office by resolution of the Council on the grounds that he/she is considered to have committed a material breach of the code of conduct for Council members (as referred to in clause 85);

- 62.8 he/she is removed from office by resolution of the Council 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; or
- 62.9 he/she is removed from office by a resolution of the members passed at a General Assembly.
- 63 A resolution under paragraph 62.7, 62.8 or 62.9 shall be valid only if: -
- 63.1 the Council member 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;
- 63.2 the Council member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 63.3 (in the case of a resolution under paragraph 62.7 or 62.8) at least two thirds (to the nearest round number) of the Council members in office vote in favour of the resolution.
- 64 A president who wishes to resign must announce this intention in a Council meeting and must make a public announcement of the reasons for his resignation to all members of the Community.
- 65 If less than 50% of the Council members resign, the remaining officers may reassign positions among them and invite substitute members, to fill the vacant positions.
- 66 If more than 50% of the Council members resign simultaneously, then new elections must be called within one month of their resignation
- 67 A resigned Council member may not rescind his/her resignation after reassignment has taken place or an election has been called

Register of Council members

- 68 The Council must keep a register of Council members, setting out
- 68.1 for each current Council member:
- 68.1.1 his/her full name and address;
- 68.1.2 the date on which he/she was appointed as a Council member; and
- 68.1.3 any office held by him/her in the organisation;

68.2 for each former Council member - for at least 6 years from the date on which he/she ceased to be a Council member:

68.2.1 the name of the Council member;

68.2.2 any office held by him/her in the organisation; and

68.2.3 the date on which he/she ceased to be a Council member.

69 The Council must ensure that the register of Council members is updated within 28 days of any change:

69.1 which arises from a resolution of the Council or a resolution passed by the members of the organisation; or

69.2 which is notified to the organisation.

70 If any person requests a copy of the register of Council members, the Council must ensure that a copy (written or electronic) 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 Council member of the organisation, the Council may provide a copy which has the addresses blanked out - if the Community is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

71 The Council members must elect (from among themselves) a president, a vicepresident, a treasurer and a secretary. In the case that the Council members are three, then the post of Vice-President becomes obsolete and will not be filled.

72 An elected Council member may not be appointed to the same office for more than three consecutive terms of duty.

73 In addition to the office-bearers required under clause 71, the Council members may elect (from among themselves) further office-bearers if they consider that appropriate.

74 A Council member may not hold more than one of the offices listed in clause 71 simultaneously.

Powers of Council

75 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Council; and the Council may exercise all the powers of the organisation.

- 76 A meeting of the Council at which a quorum is present may exercise all powers exercisable by the Council.
- 77 A resolution agreed to in writing (or via e-mail) by two thirds of the Council members will be as valid as if it had been passed by a Council meeting; the date of the resolution will be taken to be the date on which the last Council member agreed to it.
- 78 The members may direct the Council to take any particular step or direct the Council not to take any particular step; and the Council shall give effect to any such direction accordingly.

Council members - general duties

- 79 Each of the Council members has a duty, in exercising functions as a Council member, to act in the interests of the organisation; and, in particular, must:-
- 79.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- 79.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 79.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- 79.3.1 put the interests of the organisation before that of the other party;
- 79.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other Council members with regard to the matter in question;
- 79.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 80 In addition to the duties outlined in clause 75, all of the Council members must take such steps as are reasonably practicable for the purpose of ensuring: -
- 80.1 that any breach of any of those duties by a Council member is corrected by the Council member concerned and not repeated; and
- 80.2 that any Council member who has been in serious and persistent breach of those duties is removed as a Council member.

- 81 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a Council member will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 82 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 82 No Council member may serve as an employee (full time or part time) of the organisation; and no Council member may be given any remuneration by the organisation for carrying out his/her duties as a Council member.
- 83 The Council members may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; excluding expenses relating to their attendance of Council meetings.
- 84 The specific duties of the office bearers are as follows
- 84.1 The president shall be the official spokesman of the Community. He will also act as the chairperson of the Council and shall preside all meetings and/or other functions of the Community until the next election has been completed (except if subject to impeachment per clause 23)
- 84.2 The vice-president will substitute the president in his duties in the case of the president's absence or illness or impeachment per clause 23.
- 84.3 The secretary shall record the minutes and decisions made at each meeting; shall handle all correspondence; shall keep an updated directory of all members for each calendar year.
- 84.4 The treasurer shall be responsible for all Community funds; shall collect all fees and donations; shall pay all bills under the direction of the Council; shall keep an account of all receipts and disbursements and shall present an annual report at the last Council meeting before the AGM, as well as at the AGM.
- 84.5 The remaining Council member(s) shall assist the other officers with the Community's meetings; they may supervise subcommittees.

Code of conduct for Council members

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

- 86 The code of conduct referred to in clause 85 shall be supplemental to the provisions relating to the conduct of Council members contained in this constitution and the duties imposed on Council members 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.

DECISION-MAKING BY THE COUNCIL MEMBERS

Notice of Council meetings

- 87 Any three Council members may call a Council meeting. This number may be reduced to two, if one of those members is the President of the Community.
- 88 At least 10 days' notice must be given of each Council meeting, unless the majority of the Council members agree that there is a degree of urgency which makes that inappropriate.

Procedure at Council meetings

- 89 No valid decisions can be taken at a Council meeting unless a quorum is met; the quorum for Council meetings is 51% of the Council members, in attendance. For the avoidance of any doubt, “in attendance” means that Council members cannot be represented at a Council meeting by a proxy. Participation of members in virtual Council meetings is considered as a member being in attendance.
- 89.1 A Council meeting can take place in a physical (for example, a community hall or conference centre etc.) location or a virtual location - in other words, over the Internet – (for example, through the use of teleconference technologies) or both in a synchronous manner.
- 90 The president of the organisation should act as chairperson of each Council meeting.
- 91 If the president is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the Vice president will act as the chairperson. If he/she is absent too, then the Council members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 92 Every Council member has one vote, which must be given personally.
- 93 All decisions at Council meetings will be made by majority vote except for the case of impeachment of a Council member, in which case a two-thirds majority vote is required.

- 94 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 95 The Council may, at its discretion, allow any person to attend and speak at a Council meeting notwithstanding that he/she is not a Council member - but on the basis that he/she must not participate in decision-making.
- 96 A Council member must not vote at a Council meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 97 For the purposes of clause 96: -
- 97.1 an interest held by an individual who is “connected” with the Council member 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 Council member;
- 97.2 a Council member 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.

Minutes

- 98 The Council must ensure that proper minutes are kept in relation to all Council meetings and meetings of sub-committees.
- 99 The minutes to be kept under clause 98 must include the names of those present; and should be signed within two months after the end of the meeting by the chairperson of the meeting.
- 100 The Council shall make available copies of the minutes referred to in clause 98 to any member requesting them.
- 101 Subject to their discretion, the Council may also make available copies of the minutes referred to in clause 98 to any member of the public requesting them. The Council may exclude from such copy any material which the Council 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 organisation 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

- 102 The Council may delegate any of their powers to sub-committees; a subcommittee must include at least one Council member, but other members of a sub-committee need not be Council members.
- 103 The Council may also delegate to the president of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 104 Sub-committees may also be formed at the initiative of members and may begin working on a proposed project on behalf of the Community, with the Council's approval. In that case, the Council must appoint a Council member as a supervisor of that Committee.
- 105 When delegating powers under clause 102 or 103, the Council must set out appropriate conditions (which must include an obligation to report regularly to the Council).
- 106 Any delegation of powers under clause 102 or 103 may be revoked or altered by the Council at any time.
- 107 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Council.
- 108 Decisions concerning the membership and/or function of each subcommittee are subject to approval or modification at the first General Assembly meeting following the subcommittee's appointment.

Operation of accounts

- 109 Subject to clause 110, the signatures of two out of three signatories appointed by the Council will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of the President or the Treasurer of the Community.
- 110 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 109.

Accounting records and annual accounts

- 111 The Council must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

112 The Council must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the Council consider that an audit would be appropriate for some other reason), the Council should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

- 113 If the organisation 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.
- 114 Any surplus assets available to the organisation 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 organisation as set out in this constitution.

Alterations to the constitution

- 115 This constitution may (subject to clause 116) be altered by resolution of the members passed at a General Assembly (subject to achieving the two thirds majority referred to in clause 45) or by way of a written resolution of the members.
- 116 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 117 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 117.1 any statutory provision which adds to, modifies or replaces that Act;
and
 - 117.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 117.1 above.
- 118 In this constitution: -
- 118.1 “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;
 - 118.2 “charitable 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.

Other

- 119 The official language of the Community shall be the Greek language, however all minutes and records will be kept in English for practical reasons. Both Greek and English may be used for formal announcements or during meetings. Members are expected to apply common sense on their choice of language.
- 120 The name and logo of the community shall be used only with permission of the Council.