



# Constitution

**Revised 23 April 2022**

**Scottish Charity Number SC002810**

1. **Title**

The organisation shall be called ***Lothiansound***.

2. **Area Of Benefit**

The principal area of benefit for the purpose of this constitution shall be deemed to be south east Scotland.

3. **Objects**

Lothiansound is established for charitable purposes only and specifically to relieve the blind or partially sighted or those labouring under temporary or permanent incapacity or disability which makes reading a strain, through the provision of news and information on audiotape, CD, memory stick, wireless, online, app, virtual assistant technology or other suitable medium.

In furtherance of the above objects, Lothiansound shall have the right to operate such facilities as are deemed necessary by the Executive Committee and Lothiansound will seek to cooperate with any other body, whether statutory or voluntary, having objects which are consistent with the objects of Lothiansound. In this respect efforts will be made to initiate such cooperation.

4. **Powers**

Lothiansound shall also have power to own and operate such facilities and to publish such material as may be required by its members and to raise money for such facilities or activities, both for capital equipment and running costs.

Subject to the powers of Lothiansound in General Meeting, the Executive Committee shall have responsibility for the formation of policy and general management of Lothiansound.

The Executive Committee shall have power to delegate any of its functions to a sub committee appointed by, but remaining accountable to, the Executive Committee.

The Executive Committee shall have power to adopt and issue standing orders, providing always that they are consistent with the terms of the Constitution.

The Executive Committee shall have powers to employ and pay staff who are employed to carry out the work of Lothiansound and in so doing shall operate an Equal Opportunities policy.

5. **Membership**

Membership of Lothiansound shall be open to individuals living, working, or having an interest in the area of benefit and who are concerned with the activities of Lothiansound. Lothiansound may also accept into membership organisations having similar objectives and establish a separate rate of subscription for such organisational members. Lothiansound shall maintain records of active members.

The Executive Committee shall have powers to establish a membership subscription and to make recommendations to a General Meeting on the level of such a subscription.

The Executive Committee shall have the right to terminate any membership for any reason which they (in their sole discretion) consider good and sufficient, but provided an individual member, or one representative of an organisational member shall have the right to be heard by the Committee before such a decision is made.

## 6. **Executive Committee**

The Executive Committee shall consist of at least five members elected at the Annual General Meeting, from among those who are over the age of eighteen and who are individual members of Lothiansound. Nominations, proposed and seconded by members of Lothiansound, shall be taken at the Annual General Meeting. A Chair, Vice Chair, Secretary and Treasurer ("Office Bearers") shall be elected at the Annual General Meeting from amongst those who have been elected to the Executive Committee.

At least one of the Chair, Vice Chair, Secretary and Treasurer must be present at any committee meeting. Three members of the Executive Committee shall constitute the quorum.

If at any time the number of Executive Committee members falls below the number fixed as the quorum, the remaining members of the Executive Committee may act for the purpose of filling vacancies or of calling an Annual or Extraordinary General Meeting.

The Executive Committee shall have powers to co-opt additional members or Office Bearers for their expertise, but in considering the matter of the quorum they shall not be considered. A co-opted member shall retire at the next Annual General Meeting but shall be eligible for re-election.

The Executive Committee shall have power to fill casual vacancies arising among its members and Office Bearers, but the person appointed to fill any such vacancy shall retire at the Annual General Meeting at which the person for whom he/she is a substitute would have retired.

At each Annual General Meeting any Executive Committee member(s) not wishing to stand for re-election and any co-opted member(s) will not be taken into account in deciding the number of Executive Committee members to retire by rotation. Out of the remaining members of the Executive Committee, one half (rounded up in the case of an odd number) shall retire but shall be eligible for re-election. The members to retire on the one half basis shall be those who have been longest on the Executive Committee since they were last elected or re-elected: as between those who were last elected or re-elected on the same date, the question of which of them is to retire shall be determined by some random method.

If any of the Office Bearer roles are vacant at any time, the duties of that role will be shared by the other Executive Committee members.

Each member of the Executive Committee, including the co-opted members, shall have one vote, and in addition, the Chair shall have a casting vote should this prove necessary.

The Executive Committee shall meet at least four times a year.

Any resolution agreed in writing or email by all members of the Executive Committee will be as valid as if it had been passed at a meeting of the Executive Committee.

**The Secretary** shall, inter-alia, be responsible for writing minutes of Lothiansound in General Meeting, and of the Executive Committee and its sub-committees. All minutes shall be open to inspection by the members of Lothiansound.

**The Treasurer** shall be responsible for ensuring that the financial affairs of Lothiansound are handled responsibly, that proper books of account are kept, that management accounts are available to the members of the Executive Committee at intervals to be determined, and at the year end to ensure that the accounts of Lothiansound are made ready for independent examination.

In the event of any member of the Executive Committee not attending two consecutive meetings without giving a reason in writing to the Secretary, the latter shall enquire in writing

of the member whether he/she wishes to resign. If the member does not resign, but fails to attend once more without giving a reason, he/she shall be deemed to have resigned. Such a decision shall be at the discretion of the attending members of the Executive Committee.

An Executive Committee member will automatically cease to hold office if removed by resolution of the Executive Committee on the grounds that he/she is considered to have been in serious or persistent breach of his/her legal duties as an Executive Committee member. Such resolution will only be valid if that Executive Committee member has been given reasonable prior notice of the grounds, has had an opportunity to address the meeting at which the resolution has been proposed and the resolution is approved by a majority of at least two thirds (to the nearest round number) of the other then current Executive Committee members.

## **7. Meetings**

Lothiansound shall, by 30 April each year, hold an Annual General Meeting, and shall specify, giving notice to the active membership that it is the Annual General Meeting. The meeting shall be held in such a place and at such a time as may be determined by the Executive Committee, which shall give written notice of the meeting to active members at least fourteen days prior to the date of the meeting. The notice of the Annual General Meeting shall also specify the business to be conducted, which shall consist, so far as circumstances permit, of the following items:

1. adoption of the minutes of the previous meeting.
11. any business arising out of the minutes.
111. reports by the Office Bearers
- 1V. report of the work of the Executive Committee
- V. presentation and adoption of independently examined annual accounts
- V1. election of independent examiner
- V11. election of members of the Executive Committee
- V111. election of Office Bearers
- 1 X. any other competent business.

Annual General Meetings shall be convened only by the Executive Committee.

An Extraordinary General Meeting shall be convened by the Executive Committee on its own initiative or on the written requisition of nine members of Lothiansound, stating in precise terms the business they wish to have transacted.

Not less than fourteen days written notice shall be given to active members of an Extraordinary General Meeting.

Nine members shall form a quorum at an Annual or Extraordinary General Meeting.

Any reference to “written notice” in respect of an Annual or Extraordinary General Meeting shall include email, pdf, txt, rtf or any other digital format.

At the Annual General Meetings and Extraordinary General Meetings, the chair shall be taken by the Chair of Lothiansound, whom failing by the Vice Chair or a member who is also a member of the Executive Committee. At Annual General Meetings and Extraordinary General Meetings, all members present who are individual members shall be entitled to vote. At all meetings the Chair shall have a second or casting vote in addition to a deliberative vote.

Any individual member of Lothiansound who is unable to attend any Annual or Extraordinary General Meeting shall be entitled to appoint any person, whether a member or not, as his/her proxy to attend and vote on his/her behalf. Notice of the appointment of

proxy must be lodged with the Secretary at least 48 hours before the meeting.

**8. Virtual Meetings**

Annual General Meetings, Extraordinary General Meetings, Executive Committee Meetings and any sub-committee meetings can be held in person or virtually or as a hybrid meeting where some members are present in person and others are present virtually.

A virtual meeting is a meeting of members of Lothiansound or a meeting of the Executive Committee or a meeting of a sub-committee where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communications at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

**9. Finance**

All monies raised by, or on behalf of Lothiansound, shall be applied to further the objects of Lothiansound and for no other purposes. Without prejudice to the foregoing generality, no Office Bearer shall be paid or given a sum of money or honorarium, except insofar as it is a payment to reimburse him/her for outlays incurred on the business of and for the benefit of Lothiansound.

The financial year of Lothiansound shall run from 1 January to 31 December.

**10. Bank Accounts**

All bank accounts of Lothiansound shall be operated in the name of Lothiansound, with the explicit agreement of the Executive Committee and on the signatures of any two of the Chair, Vice Chair, Secretary and Treasurer EXCEPT THAT in respect of any current accounts of Lothiansound, the Executive Committee has the power to decide that each of the Office Bearers acting individually shall be authorised to undertake any operation or transaction on the basis of one signature or one digital form of authority.

**11. Accounts**

The Treasurer will give a financial report to each meeting of the Executive Committee.

**12. Independent Examination**

The accounts of Lothiansound shall be examined by an independent examiner, approved and recommended by the Executive Committee.

**13. Property**

All property owned or leased by Lothiansound shall be vested in the Office Bearers of Lothiansound for the time being (and their successors in office), acting as Trustees.

**14. Amendments**

Any resolution to alter this constitution shall be submitted to Lothiansound in General Meeting. Any such resolution shall be passed by two thirds majority of those attending and entitled to vote. Any alteration to the constitution which by law requires the consent of the Office of the Scottish Charity Regulator will not be effective unless or until such consent

has been applied for and granted. If such consent is not received such a resolution shall be deemed incompetent and shall not be implemented.

**15. Dissolution of Lothiansound**

If the Executive Committee decides that the dissolution of Lothiansound is necessary or advisable, the Executive Committee shall call an Extraordinary General Meeting, giving twenty eight days written notice to active members of the Association. If the resolution to dissolve is passed by a majority of two thirds of those present and entitled to vote, then - after satisfaction of all debts and liabilities, including the return of those items advanced or on loan, or any proportion of unspent grant from statutory or voluntary sources - the remaining assets shall not be paid to the members, but shall be given to other such charitable organisations formed for similar purposes to those of Lothiansound, as Lothiansound may decide. Lothiansound shall then be declared dissolved.

**DECLARATION**

This amended constitution, of which this is a certified true copy, was adopted at a meeting of Lothiansound, which was held at Edinburgh on 23 April 2022.

Signed Peter Bell (Chair)

Signed Eric Mulholland (Secretary)

Correspondence address for Lothiansound  
Barrie House  
16 West Savile Road  
Edinburgh EH16 5NQ

Name of Contact: Eric Mulholland

Telephone number: 0131 441 6801