

**CONSTITUTION
Of
Pen Pals**

Adopted on 30th October 2023

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GENERAL

Name

- 1 The name of the organisation shall be 'Pen Pals' and shall operate in the Kirkcaldy area of Fife.

Objectives

- 2 The purpose of the group is to build a strong, dynamic, accessible, intersectional, inclusive, outward-looking and welcoming grassroots community of peers, that centres the needs of LGBTQIA+ people, with a particular focus on neurodivergent, trans and queer members of the local LGBTQIA+ community.
- 3 In furtherance of this, the organisation will:
 - a) Offer consistent and trusted peer support and regular opportunities for connection, wellbeing and creativity within Kirkcaldy, and Fife more broadly, through workshops, events, activities, signposting, and creating and sharing resources.
 - b) Build relationships so that we meaningfully improve the mental health, physical health, emotional wellbeing and quality of life of our members on a long-term basis, reducing social isolation and improving outcomes for them.
 - c) Collaborate with and signpost towards local organisations and venues, to create a hyper-local network of places where people feel safe, valued and cared for, and to nurture a sense of belonging and inclusion for LGBTQIA+ people (especially neurodivergent, trans and queer people) within the wider local community.

Powers

- 4 In furtherance of the Objectives, the organisation may, in its purpose:
 - 4.1 work with appropriate agencies to highlight needs of the organisation and its members and ensure that these needs are brought to the attention of relevant agencies;
 - 4.2 enter into contracts or agreements with any person or organisations to further the purposes of the organisation.
 - 4.3 employ, contract with, train and pay staff (whether employed or self-employed) to supervise, to organise and carry on the work of the organisation, and dismiss such persons as appropriate;
 - 4.4 engage the services of professional advisers, coaches and consultants to assist in the work of the organisation, and to pay properly incurred professional remuneration where appropriate;

- 4.5 engage the services of volunteers to assist in the work of the organisation and reimburse approved out-of-pocket expenses;
- 4.6 collaborate with statutory and voluntary agencies in pursuit of the organisation's aims, and promote the organisation to the general public;
- 4.7 arrange and hold (or assist in arranging and holding) events, exhibitions, meetings, seminars and training courses;
- 4.8 write, print or otherwise reproduce and circulate, free of charge or for payment, such papers, books, pamphlets, periodicals or other documents which shall raise awareness and further the Objects;
- 4.9 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 and maintain and alter any buildings necessary for the work of the organisation, and to make regulations for the management of any property;
- 4.10 subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the organisation;
- 4.11 to receive contributions by way or subscription or donation and to raise funds, to further the aims of the organisation and to take any gift, bequest or property, whether subject to any Trust or not, in furtherance of the organisation's purposes.
- 4.12 hold a bank account in the name of the organisation and to invest the monies not immediately required in 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;
- 4.13 purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability;
- 4.14 make application for and secure grants from public bodies, charitable institutions, voluntary organisations, the Lottery Commission and other means to fund the organisation's purposes;
- 4.15 make such rules and procedures as they consider necessary for the day-to-day management of the organisation;
- 4.16 merge with or enter into any partnership or joint venture arrangement with any other Organisation formed for purposes similar to the organisation's;
- 4.17 do all such other lawful things as appear to the Committee of Trustees to be necessary or desirable in pursuance of these objectives

- 5 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.

Equal Opportunities

In relation to its objectives, the organisation will:

- 6 Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010, as amended.
- 7 Undertake whatever changes in organisation or facilities may be necessary to implement the above.

Affiliation

- 8 The organisation is an independent organisation with its own identity. It may enter into formal links with suitable community organisations and form partnerships with local businesses and the community at large which further the objects and to improve the facilities and resources available to the organisation.

General structure

- 9 The structure of the organisation consists of:-
 - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the Management Committee and take decisions on changes to the constitution itself;
 - 9.2 the MANAGEMENT COMMITTEE - who hold regular meetings, and generally control the activities of the Association; for example, the Management Committee is responsible for monitoring and controlling the financial position of the Association.
- 10 The people serving on the Management Committee are referred to in this constitution as Committee Members.

MEMBERS

Qualifications for membership

- 11 Membership is open to all adults over the age of 18 years who identify as LGBTQIA+ and are resident within the operating area and who accept the aims of the organisation and are willing to abide by this constitution.
- 12 Classification of membership shall be:

- 12.1 **Full Members** – Any individual over the age of 18 years who meets the qualifications detailed in clause 11. This membership category can attend members’ Meetings and vote and, upon meeting the criteria, may be elected to the Management Committee.
- 12.2 **Associate Members** – Any individual who does not meet the criteria of residency within the operating area but who supports the purposes of the group. This membership category cannot attend members’ Meetings and has no vote, nor are they eligible for election to the Management Committee.
- 13 The organisation shall have no fewer than 3 members at any given time. In the event that the number falls below 3, the Management Committee may not undertake activities other than take steps to ensure that sufficient members are admitted to enable the organisation to comply with this rule.
- 14 Membership fees, if any, shall be set by the Committee and payment must be received in full before the membership is valid.

Application for membership

- 15 Any person who wishes to become a member must complete a written application for membership and submit it either in person or by email; the application will then be considered by the Management Committee at its next meeting. To improve accessibility, the Management Committee may also complete a membership form on a person’s behalf with that person’s verbal consent.
- 16 The Management Committee may, at its discretion, refuse to admit any application to membership.
- 17 The Committee must notify each applicant promptly of its decision on whether or not to admit them to membership.

Membership subscription

- 18 The organisation may choose to charge a subscription fee if passed at an AGM. This fee, which may be no charge, will be passed at a quorate AGM and come into effect with payment due within one month of the AGM.

Register of members

- 19 The Management Committee must keep a register of members, setting out the individual’s name and contact information.

Withdrawal from membership

- 20 Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, they will cease to be a member as from the time when the notice

is received by the Secretary of the organisation. Any membership money paid shall not be returned.

Transfer of membership

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

Re-registration of members

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

23 If a member fails to provide confirmation to the Management Committee (in writing or by email) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22, the Management Committee may expel them from membership.

24 A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

Expulsion from membership

25 The Organisation does not expect to ever have to expel any member but reserves the right, to keep members of the group safe. Expulsion of a member would only be considered if there was a sense that the values of the Organisation were not being upheld. In such a circumstance, any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:-

25.1 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;

25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

26 The Management Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

27 The gap between one AGM and the next must not be longer than 15 months.

- 28 Notwithstanding clause 26, 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 must include;
- 29.1 Minutes of the previous AGM;
 - 29.2 Consideration of the Management Committee annual reports;
 - 29.3 Consideration of the annual independently examined accounts of the organisation;
 - 29.4 Election of office bearers and management committee; and
 - 29.5 Appointment of Independent examiner(s);
 - 29.6 Special Resolutions and Members' Motions
- 30 The Management Committee may arrange a special members' meeting at any time.

Power to request the Management Committee to arrange a special members' meeting

- 31 The Management Committee must arrange a special members' meeting 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 members who amount to 20% or more of the total membership of the organisation at the time, providing:
- 31.1 the notice states the purposes for which the meeting is to be held; and
 - 31.2 those purposes are not inconsistent with the terms of this constitution.
- 32 If the Management Committee receives a notice under clause 31, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

- 33 At least **fourteen [14]** clear days' notice must be given of any AGM or any special members' meeting.
- 34 The notice calling a members' meeting 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 email) should be excluded; and
 - 35.2 the day of the meeting itself should also be excluded.
- 36 Notice of every members’ meeting must be given to all the members of the organisation; 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 Communicated in writing to the member, at the address last notified by them to the organisation; *or*
 - 37.2 Sent by email to the member, at the email address last notified by them to the organisation, or
 - 37.3 Posted on the organisation’s information board where all members can see it.

Procedure at members’ meetings

- 38 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 39 The quorum for a members' meeting is 20% of the total members or 8, whichever is the higher, present in person (including online), and eligible to vote. If the membership is fewer than 8, then the quorum for a members’ meeting is 75% of the total members.
- 40 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - 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.
- 41 The chair of the organisation should act as chairperson of each member’s meeting unless otherwise agreed with the Committee Members present.
- 42 If the chair of the organisation 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 Committee Members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members’ meetings

- 43 Every member has one vote, which must be given in person. This includes electronic or hybrid meetings which act as though that person is present and able to participate in the discussion.
- 44 All decisions at members' meetings will be made by majority vote - 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 members' meeting (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 article 25;
 - 45.3 a resolution directing the Management Committee to take any particular step (or directing them not to take any particular step);
 - 45.4 a resolution approving the amalgamation of the organisation;
 - 45.5 a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another organisation; and
 - 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 members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 48 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

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

Minutes

- 50 The Management Committee must ensure that proper minutes are kept in relation to all members' meetings.
- 51 Minutes of members' meetings must include the names of those present; and should be agreed afterwards as an accurate record by majority vote of the Management Committee.

- 52 The Management Committee 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 Management Committee may exclude confidential material to the extent permitted under clause 90.

MANAGEMENT COMMITTEE

Number of Committee Members

- 53 The maximum number of Management Committee is **eight [8]**.
- 54 The minimum number of Committee Members is three **[3]**

Eligibility

- 55 A person will not be eligible for election or appointment to the Management Committee unless they are a full voting member of the organisation and has been for a minimum **of three [3]** months. This does not include the inaugural Management Committee.
- 56 A person will not be eligible for election or appointment to the Management Committee if they are: -
- 56.1 Does not meet the criteria in clause 55;
 - 56.2 Not a full member with full voting rights; and/or
 - 56.3 an employee of the organisation.

Election, retirement, re-election

- 57 A Committee Member retiring at an AGM will be deemed to have been re-elected unless:-
- 57.1 They advise the Management Committee prior the conclusion of the AGM that they do not wish to be re-appointed; or
 - 57.2 An election process was held at the AGM and they were not among those elected/re-elected through that process.
- 58 At each AGM, the members may elect any member under clause 55 to be a Committee member.
- 59 The Management Committee may at any time appoint any member (unless they are debarred from membership under clause 56) to be a Committee Member.
- 60 At the first and each subsequent AGM, all of the office bearers shall retire from office - but may then be re-elected under clause 58.

Termination of office

- 61 A Committee Member will automatically cease to hold office if: -
- 61.1 they become incapable for medical reasons of carrying out their duties;
 - 61.2 they cease to be a member of the organisation;
 - 61.3 they become an employee of the organisation;
 - 61.4 they give the organisation a notice of resignation, signed by them;
 - 61.5 they are absent (without good reason, in the opinion of the Committee) from more than three consecutive meetings of the Management Committee;
 - 61.6 they are removed from office by resolution of the Management Committee on the grounds that they are considered to have been in serious or persistent breach of their duties; and/or
 - 61.7 they are removed from office by a resolution of the members passed at a members' meeting.
- 62 A resolution under paragraph 61.5, 61.6 or 61.7 shall be valid only if: -
- 62.1 the Committee Member who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - 62.2 the Committee 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
 - 62.3 at least two thirds (to the nearest round number) of the Committee Members then in office vote in favour of the resolution.

Office-bearers

- 63 At the first meeting following the AGM, the Committee members must elect, from among themselves, the following office bearers. a chair, a treasurer and a secretary.
- 64 In addition to the office-bearers required under clause 63, the Committee Members may elect (from among themselves) further office-bearers that they consider that appropriate.
- 65 Office bearers shall serve a term of one year and then shall retire at each AGM but be eligible for re-election.

Powers of Management Committee

- 66 Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the Management Committee; who may exercise all the powers of the organisation.
- 67 A meeting of the Management Committee at which a quorum is present (Clause 44) may exercise all powers exercisable by the Management Committee.
- 68 The members may, by way of a resolution passed in compliance with clause 45 (requirement for two-thirds majority), direct the Management Committee to take any particular step or direct them not to take any particular step; and the Management Committee shall give effect to any such direction accordingly.
- 69 The Committee Members may co-opt on people to the Management Committee but this number may not exceed $\frac{1}{4}$ of the overall Committee. For the avoidance of doubt, individuals are co-opted on for their skills and expertise in a specific area and are required to retire at the AGM. For the avoidance of doubt, co-opted Committee Members do not need to be members of the organisation, nor live in the Kirkcaldy area.
- 70 The Committee Members may fill any vacancies that may arise. These individuals are required to retire at the next AGM but are available for re-election under clauses 58 - 62.
- 71 To invite donations in support of the organisation.
- 72 To allocate funds to member groups, keeping records of any such payments and of feedback from recipients.
- 73 To delegate any of its tasks to a Sub-Committee appointed for any special purpose. Any decision or actions of a Sub-Committee are subject to the authority of the Management Committee.

DECISION-MAKING BY THE COMMITTEE MEMBERS

Notice of Committee meetings

- 74 Any Committee member may call a meeting of the Management Committee *or* ask the secretary to call a meeting of the Management Committee.
- 75 At least **seven (7)** days' notice must be given of each Management Committee meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Management Committee meetings

- 76 No valid decisions can be taken at a Management Committee meeting unless a quorum is present; the quorum for Management Committee meetings is three **[3]** or 50% of Committee Members, whichever is greater.

- 77 Meetings may be held by telephone conference, video conference or electronic means as appropriate. For the avoidance of doubt, **ALL** Committee Members should have access to the same information, paperwork or background information, be able to actively participate in full discussion in order to be validated and have a vote. These meetings will be recorded in a Minute.
- 78 If at any time the number of Committee Members in office falls below the number stated as the quorum in clause 54, the remaining Committee Member(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 79 The chair of the organisation should act as chairperson of each Management Committee meeting, unless otherwise agreed by the Management Committee members present.
- 80 If the chair 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 Committee Members present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 81 Every Committee Member has one vote, which must be given personally or in line with electronic means as mentioned in 77.
- 82 All decisions at Management Committee meetings will be made by majority vote.
- 83 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.
- 84 The Management Committee may, at its discretion, allow any person to attend and speak at a Committee Meeting notwithstanding that they are not a Committee Member - but on the basis that they must not participate in decision-making. For the avoidance of doubt this includes Fife Council Link Workers and Advisors.
- 85 A Committee Member must not vote at a Management Committee meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 86 For the purposes of clause 85: -
- an interest held by an individual who is “connected” with the Committee member means spouse, partner, child, parent, sibling etc shall be deemed to be held by that Committee Member;
- a Committee Member will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the

management committee, officer or elected representative has an interest in that matter.

Minutes

- 87 The Management Committee must ensure that proper minutes are kept in relation to all meetings and meetings of sub-committees.
- 88 The minutes to be kept under clause 87 must include the names of those present; and should be agreed as an accurate record by the committee members who were present at the meeting.
- 89 The Management Committee shall (subject to clause 90) make available copies of the minutes referred to in clause 87 to any member of the public requesting them.
- 90 The Management Committee may exclude from any copy minutes made available to a member of the public under clause 52 any material which the Management Committee 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

- 91 The Management Committee may delegate any of their tasks to sub-committees. Each sub-committee must include at least one committee member, but the other members of the sub-committee need not be committee members.
- 92 When delegating tasks under clause 91, the Committee must set out appropriate conditions (which must include an obligation to report regularly to the Management Committee).
- 93 Any delegation of tasks under clause 91 or 92 may be revoked or altered by the Management Committee at any time.
- 94 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Management Committee.

Operation of accounts

- 95 Subject to clause 101, the signatures of two out of three unrelated signatories appointed by the Management Committee 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.

- 96 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 95.

Accounting records and annual accounts

- 97 The Management Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 98 The Management Committee must prepare annual accounts, complying with all relevant statutory requirements including an independent examination.

Finance

- 99 The funds of the organisation may only be used to support the stated objectives of the Association.
- 100 No Member of the organisation may receive payment directly or indirectly for services to the organisation other than to reimburse legitimate expenses incurred in its work or by written service provision agreement.
- 101 The Treasurer must lodge all monies in a bank account in the name of the organisation. Cheques may only be drawn on the signature of two out of three unrelated signatories nominated by the Management Committee, one of whom must be the Treasurer.
- 102 The Treasurer keeps correct accounts showing the financial affairs of the organisation and must arrange annually for their scrutiny by an independent financial examiner, beginning with the first full financial year.
- 103 A statement showing the balance of organisation funds is presented to the Management Committee prior to its submissions to the Annual General Meeting.

MISCELLANEOUS

Dissolution of the Association

- 104 The Management Committee by a majority may decide at any time that on the grounds of expense or otherwise, it is necessary or advisable to dissolve the organisation, where this decision is made, a meeting of all Members of the organisation will be called. Two thirds of members must vote in favour of the dissolution of the organisation for the decision to stand. Members must receive 14 days' notice of the meeting and information concerning the dissolution and business to be discussed.
- 105 Any assets remaining after the repayment of any external funding, satisfaction of any proper debts and liabilities, any surplus assets shall not be distributed among the committee or members, but shall be applied towards purposes which are regarded as

charitable and for the benefit of the inhabitants of Levenmouth as the committee may decide.

Alterations to the constitution

- 106 Any proposal or resolution to change the Constitution must be decided at the Annual General Meeting or a Special General Meeting.

Pen Pals

This constitution was updated in line with the governing documents and adopted at a meeting held online on 30th October 2023.