

**Constitution of The BIT Collective**  
**For approval at 2022 AGM (date TBC)**



**THE BIT**  
**COLLECTIVE**

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## **GENERAL**

### **Type of organisation**

1 The Organisation is an unincorporated association.

### **Scottish principle office**

2 The Organisation has no principle office but must remain in Scotland with the majority of board members being based in Scotland.

### **Name**

3 The name of the organisation is The BIT Collective.

### **Purposes**

4 The Organisation's purposes are:

- (i) To identify, explore and address gender and inequality issues within the folk and traditional arts sector in Scotland
- (ii) To instigate positive change by gathering and analysing data, facilitating discussion, providing support and inspiring progressive action towards gender equality in the folk and traditional arts sector in Scotland

It is declared that gender equality in the Scottish traditional arts refers to increasing the participation and representation of women and gender non-conforming people in the performing arts and traditional music industry in Scotland and promoting good safeguarding practices.

### **Powers**

5 The organisation has the power to do anything which is calculated by The Board to further its purposes or is conducive or incidental to doing so, including:

- (i) Raising money
- (ii) Opening bank accounts
- (iii) Taking out insurance
- (iv) Employing staff
- (v) Acquiring and managing buildings
- (vi) Organising courses and events
- (vii) Working with other groups to exchange information and instigate positive change
- (viii) Pursuing activities which will help achieve The BIT Collective's aims

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.

### **General structure**

8 The structure of the organisation consists of:

- (i) The BOARD – who hold regular meetings, and generally control the activities of the organisation. For example, the Board is responsible for monitoring and controlling the financial position of the organisation.
- (ii) The MEMBERS – who have the right to attend members’ meetings, any Annual General Meeting, and events hosted by the Organisation.

9 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

## **MEMBERS**

### **Qualifications for membership**

10.1 The members of the organisation shall initially comprise the subscribers to this constitution and thereafter such other persons are admitted to membership under article 10.2.

10.2 Membership shall be open to (a) individuals over 18 who wish to register and support the work of the Organisation, receive access to exclusive content and attend member-only events; and (b) organisations located in the UK who wish to help advance the aims of the Organisation, receive related guidance, and attend member-only events, and pay any subscription agreed by the Management Committee.

10.3 Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion or belief.

10.4 Every individual member and each organisation shall have one vote at General Meetings.

10.4.1 Employees of the Organisation are eligible for membership, but do not receive a vote at General Meetings.

### **Application for membership**

11.1 Any participating individual who wishes to become a member is required to sign up to the Organisation’s email newsletter and agree for their contact details to be stored securely in line with GDPR regulations so as to be notified of events and resources.

11.2 Any organisation who wishes to become a member may be required to sign, and lodge with the Organisation, a written or emailed application for membership and agree for their contact details to be stored securely in line with GDPR regulations so as to be notified of events and resources. Member organisations should be encouraged to take the Keychange Pledge for gender equality within their organisation.

12 The membership of any member or Charity Trustee may be terminated by the Board if they directly threaten the safeguarding of other members, if more than one formal complaint is lodged against them by other members, or if they actively seek to cause distress to other members and the Board. The member has a right to be heard by The Board before a final decision is made.

12.1 In order to make a final decision on a member’s expulsion, a vote by the Board must pass with no less than two thirds present voting in favour of their expulsion.

13 The Board must notify each applicant promptly (in writing or by email) of its decision on whether or not to admit them to membership.

### **Membership subscription**

14 Individuals are considered members if they subscribe to the Organisation's bi-monthly email newsletter. Members can choose to unsubscribe at any point.

15 Organisations are considered members if they formally lodge and sign a written application for membership, containing such information as the Board may require.

15.1 Member organisations may be required to sign a Pledge for gender equality within their organisation with Keychange, if the Board sees fit.

16 The Board may, at its discretion, refuse to admit any person or organisation to membership.

17 The Board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.

### **Register of members**

18 The Board must keep a register of members, setting out each member's:

- (i) Name and email address
- (ii) The date on which they were registered as a member of the Organisation

18.1 The personal details of members will be password protected and only accessible by the Board and Employees.

19 If a member wishes to unsubscribe, the personal information will be removed from the Organisation's records promptly.

20 The board must ensure that the register of members is updated within 28 days of any change.

### **Withdrawal from membership**

21 Any individual who wishes to withdraw from membership should do so by unsubscribing from the Organisation's bi-monthly email newsletter, after which they will cease to be a member.

22 Any organisation who wishes to withdraw from membership should do so by writing or emailing the Organisation directly, after which they will cease to be a member.

### **Transfer of membership**

23 Membership may not be transferred by a member.

### **Re-registration of members**

24 The Board may, at any time issue notices to the members requiring them to confirm that they wish to remain as members of the Organisation, and allow them a period of 28 days to provide that information to the Board.

25 If a member fails to provide confirmation to the Board that they wish to remain as a member of the Organisation before the expiry of the 28-day period referred to in clause 25, The Board may expel them from membership.

## **DECISION-MAKING BY THE BOARD AND MEMBERS**

### **Procedure for Annual General Meetings**

26 The Board must arrange a meeting of members (an Annual General Meeting, or 'AGM') in each calendar year.

27 At least 14 clear days' notice must be given of any AGM or any special members meeting.

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

29 Notwithstanding clause 27, 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.

30 Members are entitled to attend the AGM, but any meetings of the Board.

31 Members have the power to vote at AGMs but not at Board meetings.

32 The quorum for an AGM shall be 10 members.

33 The business of the AGM shall include:

- (i) Receiving a report from the Chairperson on the Group's activities over the year
- (ii) Receiving a report from the Treasurer on the finances of the Group
- (iii) Electing a new Board, and
- (iv) Considering any other matter as may be decided, such as constitutional amendments

34 Any decisions made at AGMs, including constitutional amendments, require two thirds of those present to vote in favour.

35 Refer to section 'DECISION-MAKING BY THE CHARITY TRUSTEES' for 'Procedure at Board Meetings'.

#### **Power to request the board to arrange a special members' meeting**

36 The Board 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 5% or more of the total membership of the Organisation at the time, providing:

- (i) The notice states the purposes for which the meeting is to be held; and
- (ii) Those purposes are not inconsistent with the terms of this constitution

37 If the Board receive a notice under clause 36, 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.

38 Notice of every members' meeting must be given to all the members of the Organisation, and to all the Charity Trustees; but the accidental omission to give notice to up to 5% of members will not invalidate the proceedings at the meeting.

39 The Board may also choose to hold a special members' meeting at their discretion.

#### **Procedure at members' meetings**

40 The Chair of the Organisation should act as Chairperson of each members' meeting.

40.1 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 Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

41 The Board is not bound to any decision voted for at a members' meeting but must consider such decision at the proceeding Board meeting.

42 No valid decisions can be taken at any members' meetings unless a quorum of 8 members is present.

43 Every member has one vote, which must be given personally.

44 All decisions at members' meetings will be made only if two thirds of those present vote in favour.

### **Dissolution**

45 The Organisation may be dissolved at any time if agreed by two thirds of those present and voting at any meeting of the Board.

### **Meeting minutes**

46 The Board must ensure that proper minutes are kept in relation to all member and Board meetings.

47 Minutes of meetings must include the names of those present; and should be signed by the Chairperson of the meeting.

47.1 Those present may request changes be made to meeting minutes to better reflect points and decisions made at that meeting. The Board can decide whether or not to make such changes.

48 The Board shall make available copies of meeting minutes to any member of the public requesting them; but on the basis that the Board may exclude confidential or inappropriate material.

## **BOARD**

### **Number of Charity Trustees**

49 The maximum number of Charity Trustees is 18.

50 The minimum number of Charity Trustees is 4.

### **Eligibility**

51 A person will not be eligible for election or appointment to the Board unless they are a member of the Organisation.

52 A person will not be eligible for election or appointment to the Board if they are:

- (i) Disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- (ii) An Employee of the Organisation

### **Initial Charity Trustees**

53 Initial Charity Trustees are considered to be those individuals who were previously referred to as 'The BIT Collective Core Team'.

### **Election, Retiral, Re-Election**

54 At each AGM, the members may elect any member (unless they are ineligible as specified in clause 52) to be a Charity Trustee.

55 The Board may at any time appoint any member (unless they are ineligible as specified in clause 52) to be a Charity Trustee.

56 A Charity Trustee shall serve until the next AGM after their election. Thereafter, they may be re-elected for a further period until the following AGM, and so on.

57 If a Charity Trustee retires from their position, they must give 28 days notice to the Board, during which time the Board may elect a replacement Trustee.

### **Termination of office**

58 A Charity Trustee will automatically cease to hold office if:

- (i) They become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005
- (ii) They become incapable for medical reasons of carrying out their duties as a Charity Trustee – but only if that has continued (or is expected to continue) for a period of more than six months
- (iii) They cease to be a member of the Organisation
- (iv) They become an employee of the Organisation
- (v) They give the Organisation a signed notice of resignation, by email or in writing
- (vi) They are absent from more than four consecutive meetings of the Board, and the Board resolves to remove them from office
- (vii) They are removed from office by resolution of the Board as specified in clause 13
- (viii) They have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005

59 A resolution shall be valid only if

- (i) The Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed and/or submit a written statement, prior to the resolution being put to the vote; and
- (ii) At least two thirds of the Charity Trustees vote in favour of the resolution.

### **Register of Charity Trustees**

60 The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee:

- (i) Their full name and address
- (ii) The date on which they were appointed as a Charity Trustee
- (iii) Any office held by them in the Organisation

61 The Board must keep a register of former Charity Trustees for at least six years from the date on which they ceased to be a Charity Trustee, including:

- (i) The name of the Charity Trustee
- (ii) Any office held by them in the Organisation
- (iii) The date on which they ceased to be a Charity Trustee

62 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:

- (i) Which arises from a resolution of the Board or a resolution passed by the members of the Organisation; or



- (ii) Which is notified to the Organisation

63 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable. If the request is made by a person who is not a Charity Trustee of the Organisation, the Board may provide a copy which has the addresses blanked out if including that information is likely to jeopardise the safety or security of any person or premises.

#### **Office bearers**

64 The Charity Trustees must elect (from among themselves), a Chair, a Treasurer, a Secretary and a Welfare Officer.

65 In addition to the office bearers required under clause 60, the Charity Trustees may elect (from among themselves) further office bearers if they consider that appropriate.

66 All of the office bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 64 or 65.

67 A person elected to any office will automatically cease to hold that office if:

- (i) They cease to be a Charity Trustee, or
- (ii) If they give to the Organisation a notice of resignation from that office, by email or writing signed by them.

68 The Organisation (and its assets and operations) will be managed by the Board, and the Board may exercise all the powers of the organisation.

69 A meeting of the Board at which a quorum is present may exercise all reasonable powers exercisable by the Board.

70 The members, following any decisions made at special members' meetings, may direct the Board to take any particular step or direct the Board not to take any particular step; and the Board shall any such direction and act accordingly, provided it furthers the aims of the Organisation.

#### **Charity Trustees – general duties**

71 The duties of office bearers are as follows:

- (i) The Chairperson is responsible for chairing meetings of the Board and members; representing the Group at functions/meetings that the Group has been invited to; acting as spokesperson for the Group when necessary
- (ii) The Secretary is responsible for taking and keeping minutes of meetings; preparing the agenda for meetings of the Board and members in consultation with the Chairperson; maintaining the membership list (in collaboration with any relevant employees of the Organisation); dealing with correspondence (in collaboration with any relevant employees of the Organisation); collecting and circulating any relevant information within the Group (in collaboration with any relevant employees of the Organisation)
- (iii) The Treasurer is responsible for supervising the financial affairs of the Organisation; and keeping proper accounts that show all monies collected and paid out by the Organisation

- (iv) The Welfare Officer is responsible for ensuring all activities of the Organisation are as accessible as possible and liaising with members about any access requirements they may have. The Welfare Officer should be referred to safeguarding training or have received such training prior to their appointment.

72 In relation to clause 71, any office bearers may seek assistance from other Charity Trustees and employees of the Organisation in order to fulfil their roles.

73 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the Organisation; and, in particular must:

- (i) Seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
- (ii) Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- (iii) In circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
  - a. Put the interests of the Organisation before that of the other party; and
  - b. Where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question.

74 Provided they have declared their interest – and has not voted on the question of whether or not the Organisation should enter into the arrangement – a Charity Trustee will not be debarred from entering into an arrangement in which they have a personal interest; and (subject to clause 74 and the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

75 No Charity Trustee may serve as an employee (full time or part time) of the Organisation and no Charity Trustee may be given any remuneration by the Organisation for carrying out their duties as a Charity Trustee.

76 The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

#### **Code of conduct for Charity Trustees**

77 Each of the Charity Trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board, as well as complying with any stipulations in this constitution.

#### **DECISION MAKING BY THE CHARITY TRUSTEES**

##### **Notice of Board meetings**

78 Any Charity Trustee may call a meeting of the Board *or* ask the Secretary to call a meeting of the board.

79 At least 7 days' notice must be given of each Board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

## **Procedure at Board meetings**

80 The Board must meet a minimum of three times per calendar year.

81 Employees of the Organisation are invited to submit a report and/or update The Board of their activities at each Board meeting.

82 The Board may arrange a special members' meeting at any time.

83 The Chair of the Organisation should act as Chairperson of each members' meeting.

83.1 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 Charity Trustees present at the meeting must elect (from among themselves) the person who will act as Chairperson of that meeting.

84 The quorum for a Board meeting shall be 3 Charity Trustees.

85 No valid decisions can be taken at a Board Meeting unless a quorum is present, in-person or via live audio or video link.

86 Every Charity Trustee has one vote, which must be given personally or in writing.

87 All decisions at Board meetings will be made only if two thirds of those present vote in favour.

88 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 84, the remaining Charity Trustee(s) will have power to fill the vacancies or call a members' meeting – but will not be able to take any other valid decisions.

89 If there is an equal number of votes for and against any resolution, the Board will endeavour to reach a consensus. However, if no consensus can be taken, the Chairperson of the meeting will be entitled to a second (casting) vote, should they wish to use it.

90 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that they are not a Charity Trustee – but on the basis that they must not participate in decision-making.

91 A Charity Trustee must not vote 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.

92 For the purposes of clause 91:

- (i) An interest held by an individual who is 'connected' with the Charity Trustee 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 Charity Trustee
- (ii) A Charity Trustee 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

## **SAFEGUARDING**

93 At each event, the Welfare Officer will be introduced as the point of call for anyone who wishes to express a concern related to safeguarding.

- 94 Safeguarding issues will be dealt with in line with the Organisation's Safeguarding Policies.
- 95 Under 18s will only be permitted to participate in the Organisation with signed consent from a parent or guardian.
- 96 Complaints related to malpractice or wrongdoing will be dealt with in line with the Organisation's Whistleblowing Policy.

## **ADMINISTRATION**

### **Delegation to sub-committees**

- 97 The Board may delegate any of their powers to sub-committees
- (i) A sub-committee must include at least one Charity Trustee, but other members of a sub-committee need not be Charity Trustees.
- 98 The Board may also delegate to the Chair of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 99 When delegating powers under clause 97 or 98, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 100 Any delegation of powers under clause 97 or 98 may be revoked or altered by the Board at any time.
- 101 The rules of the procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board.

### **Operation of accounts**

- 102 Subject to clause 103, the signatures of two out of three signatories appointed by the Board 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 a Charity Trustee.
- 103 Here 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 102.

### **Accounting records and annual accounts**

- 104 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 105 The Board must prepare annual accounts, complying with all relevant statutory requirements. If an audit is required under any statutory provisions (or if the Board consider that an audit would be appropriate for some other reason), the Board should ensure that an audit of the accounts is carried out by a qualified auditor or examiner.

## **MISCELLANEOUS**

### **Winding-up**

106 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.

107 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.

