



THE SCOTTISH COUNCIL ON DEAFNESS

CONSTITUTION (revised 2007)

1. **TITLE:** The Scottish Council on Deafness
(hereinafter referred to as "the Council").
2. **AREA:** Scotland.
3. **AIM:** To promote the welfare of people in Scotland whose lives are affected by deafness.

4. **IN FURTHERANCE THEREOF:**

- a) To promote and support the needs of individual deaf people in Scotland by using the Scottish Council on Deafness as a National Forum.
- b) To act on behalf of organisations and agencies working with deaf people in Scotland. To do this by forming strategic alliances, developing policy initiatives and using them to improve the human and civil rights of deaf people living in Scotland.
- c)
 1. To maintain co-operation between voluntary and statutory organisations of and for deaf people
and
 2. ensure the National Forum establishes dialogue with Government Departments, Local Authorities, and Health, Education and Social Work Services.
- d) To promote the awareness of deafness and its implications by the dissemination of information.

5. **POWERS:**

The Powers can be modified to suit the Council's circumstances.

- (a) employ and pay any person or persons to supervise, organise and carry on the work of the Council;
- (b) make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of paid employees and their widows and other dependants;
- (c) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Council;

(d) bring together in conference, and work in liaison with, representatives of voluntary organisations, Government departments, local and other statutory authorities and individuals;

(e) take out membership of such organisations as are considered to be in the interests of and compatible with the objects of the Council;

(f) promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results;

(g) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

(h) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;

(i) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;

(j) 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 construct, maintain and alter any buildings necessary for the work of the Council;

(k) make regulations for the management of any property which may be so acquired;

(l) 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 Council;

(m) subject to such consents as may be required by law, borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be necessary;

(n) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the Council shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose;

(o) invest the moneys of the Council not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law

and

(p) do all such other lawful things as are necessary for the attainment of the objects.

6. MEMBERSHIP OF THE NATIONAL COUNCIL:

(a) Full National Council membership of the Council may be granted on the payment of the annual fee to be determined as and when necessary. Membership shall be open to honorary members, national and local statutory, voluntary or other

organisations, whether corporate or unincorporated, which in the opinion of the National Council are interested in furthering the said work. Honorary members shall be those agreed on by the National Council at any General Meeting.

(b) An individual may become an Associate member on payment of an annual fee to be determined as and when necessary.

The Associate member may attend the meetings of the National Council but cannot

- (i) Vote at any of the meetings when a vote is taken
- (ii) Be elected to the Management Committee
- (iii) Appoint a substitute to attend meetings.

(c) Provided that the Management Committee may, in its absolute discretion, release any member of the National Council in whole or in part from the obligation to pay such subscription to the National Council in respect of any one or more financial years of the National Council.

(d) Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Council. In the event of such individual persons resigning or otherwise leaving an organisation, he/she shall forthwith cease to be a representative thereof.

(e) Each member organisation may appoint a deputy to replace (any of) its appointed representative(s) if the latter is unable to attend any particular meeting of the Council.

(f) The National Council shall have the right for good and sufficient reason to terminate the membership of any organisation provided that the individual representing such organisation shall have the right to be heard by the National Council before a final decision is made.

7. MEETINGS OF THE NATIONAL COUNCIL:

(a) The Council shall meet not less than 3 times a year to include the Annual General Meeting.

(b) The Annual General Meeting should be held once in each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and at such place as the Management Committee shall determine. At least 21 clear days notice of the meeting shall be given in writing to each member. At such Annual General Meeting the business shall include the consideration of the Annual Report of the work done by or under the auspices of the National Council, the approval of the annual accounts, the appointment of an Honorary Treasurer, the appointment of an independent Registered Auditor, any motions submitted by the Management Committee or by members and the transaction of such other matters as may from time to time be necessary.

Election to the Management Committee by ballot if nominations, made in writing at least 35 days before the Annual General Meeting, exceed vacancies.

(c) The Convener of the National Council may at any time at his/her discretion call a Special General meeting of the Council. The Convener must call a Special General meeting of the Council within 28 days of receiving a written request so to do signed by

not less than 10 members of the National Council or by 8 members of the Management Committee and giving reasons for the request.

8. THE MANAGEMENT COMMITTEE:

(a) Membership of the Management Committee shall be open to all members of the National Council who represent member organisations and shall be elected by the members of the Council at the Annual General Meeting and shall consist of 15 people.

(b) Membership of the Management Committee shall be for three years. On the expiration of the 3 year period a member shall be eligible to stand for re-election.

(c) Any casual vacancy on the Management Committee may be filled by the National Council and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the term of office of that person being replaced.

(d) One third of the membership shall retire annually.

(e) The proceedings of the Management Committee shall not be invalidated by any failure or any defect in the appointment, co-option or qualification of any member.

(f) Subject as hereinafter mentioned the management of the affairs of the Council shall be directed by the Management Committee which shall meet not less than 4 times a year.

(g) At the first meeting of the Management Committee during or following the Annual General Meeting a Convener and Vice Convener will be appointed and their term of Office will normally terminate on the date of the first Management Committee meeting following the Annual General Meeting in the succeeding year.

(h) The Management Committee shall appoint and fix the remuneration of such staff as may in their opinion be necessary. Paid staff where so employed, shall neither be members of the National Council nor of the Management Committee but may attend meetings when appropriate.

(i) The Management Committee may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, powers, duration and composition. The composition may include individuals co-opted only for this purpose. All acts and proceedings of such special or standing committees or sub-committees shall be reported back to the Management Committee as soon as possible.

9. RULES OF PROCEDURE AT ALL MEETINGS:

(a) Quorum -The quorum at a meeting of the National Council will be not less than 15 members. The quorum of a meeting of the Management Committee will be 6 members.

(b) Voting - All questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the National Council provided that no such arrangements shall

be made with regard to paragraph 12 - *Alterations to the Constitution* and paragraph 13 - *Dissolution of Council*. No person shall exercise more than one vote even if he or she may have been appointed to represent two or more interests, but in case of an equality of votes the person taking the chair at the meeting shall have a second or casting vote.

(c) Minutes -The Minutes of meetings of the National Council, the Management Committee and committees, and sub-committees shall contain a record of all proceedings, resolutions and decisions.

(d) Standing Orders -The Management Committee shall have power to adopt standing orders for the Council and its committees. Such standing orders which will be consistent with and complementary to the terms of this Constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the National Council.

10. FINANCE:

(a) All monies raised by or on behalf of the Council shall be applied to further the objects of the Council and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Council and fees to professional and technical advisers or the repayment to members of the National Council or of any committee or sub-committee appointed under paragraph 8(g) hereof of reasonable out-of-pocket expenses.

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Council and shall present at each meeting of the National Council and Management Committee an up to date statement showing the Council's financial position.

(c) The accounts shall be audited at least once a year by the independent registered auditor appointed at the Annual General Meeting.

(d) A statement of the accounts for the last financial year shall be submitted by the Management Committee to the Annual General Meeting.

(e) Bank accounts shall be opened in the name of the Council with a bank or building society as the Management Committee shall from time to time decide. The Management Committee will decide on the cheque signatories.

11. PROPERTY:

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Council shall be vested in the names of the Convener, Vice Convener and the Honorary Treasurer for the time being ex officio or in the names of trustees of a trust established for that purpose.

12. ALTERATIONS TO THE CONSTITUTION:

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the members of the Council present and voting at a general meeting whether annual or special provided that notice of any such alteration shall have been received by the Convener in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. Notice in writing of such a meeting, setting forth the terms

of the alteration, shall be sent by the Convener to each member of the Council provided that no alteration shall be made which would have the effect of causing the Council to cease to be recognised by the Inland Revenue as a charity.

13. DISSOLUTION:

If the Management Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Council, it shall call a Special General meeting of the Council, of which not less than 21 days notice (stating the terms of resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those members present and entitled to vote and voting at such meeting, the National Council shall have power to dispose of any assets held by or on behalf of the Council. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable organisation or organisations having objects similar to the objects of the Council, as the Management Committee may determine.