

Isle of Luing Community Trust

A charitable company limited by guarantee, recognised Scottish Charity no. SC036441

RULES

1. INTRODUCTION

- (a) In accordance with Article 21 of the Articles of Association, the Directors may make and change Rules, subject to approval by a General Meeting, for the proper conduct and management of the Isle of Luing Community Trust Company, hereinafter referred to as the Trust, and prescribing classes and conditions of membership.
- (b) The Articles of Association are derived from Table A of the Companies (Tables A – F) Regulations 1985, hereinafter referred to as Table A.

2. POWERS

- (a) To further its Objects, the Trust through the Directors have the powers described in Clause 3 (v) of the Memorandum of Association to act on behalf of the Trust. To enable the proper exercise of these powers, the Directors may:
 - (i) form sub-groups responsible for the effective delivery of aspects of any or several of the objects of the Trust, such sub-groups being either newly created or existing organisations who resolve to become sub-groups of the Trust. Each sub-group must have a management committee responsible to the Directors;
 - (ii) procure and print, publish, issue and distribute, on paper or by electronic means, gratuitously or otherwise, newspapers, periodicals, books, pamphlets, leaflets, advertisements, appeals or other literature;
 - (iii) in addition to the provisions of Clause 3 (v) paragraph (p) of the Memorandum of Association, arrange and benefit from such liability insurance as is necessary for the conduct of the activities of the Trust, including all property belonging to or placed in the care of the Trust, covering the liabilities arising from the activities of sub-groups;
 - (iv) deal with the property and assets of the Trust in accordance with resolutions of the Directors or a General Meeting, of which an entry in the Minute Book shall be conclusive evidence, and they shall be indemnified against risk and expense out of Trust property;
 - (v) adopt, issue and keep under review Standing Orders for the use of premises controlled by the Trust, such Standing Orders to be consistent with the Memorandum and Articles of Association.
- (b) The powers of the Directors to sell, let, grant security over, turn to account, manage and improve all or any of the property or assets of the Trust, to exercise any rights or privileges or advantages, servitudes or other benefits for the time being attached to such property or assets, and to undertake, maintain, execute and do all such lawful acts, matters and things as the Trust may be obliged or required or ought to do as owners of such property or assets shall be subject to these provisions:
 - (i) the Trust shall create no security, charge, pledge or any encumbrance (other than those arising by operation of law) over any Specimen comprised in the Collection;
 - (ii) any decision to sell or otherwise dispose of any Specimen shall be made only by the Directors of the Trust acting with the advice of an appropriately qualified and/or experienced professional museum curator and only for the purpose of improving the quality of the Collection;
 - (iii) any Specimen identified for disposal from the Collection shall be offered first for transfer by loan, gift or exchange to any museum administered by a charitable trust or public authority, before such Specimen is otherwise gifted or offered for sale to the public at auction or in any other manner;
 - (iv) any moneys received from the disposal of any Specimen shall be applied for the benefit of the Collection and in particular, but not exclusively, to purchase items for the Collection.
- (c) The decision of the Directors on any matter not provided for in the Memorandum and Articles of Association, or in these Rules, shall be final.

ISLE OF LUING COMMUNITY TRUST: EQUAL OPPORTUNITES POLICY

The Trust is committed to the elimination of inequalities and the promotion of equality between women and men, as well as other equality issues such as ethnic origin, religion or belief, disability, age, sexual orientation and geographical location.

Adopted 23 June 2005

3. MEMBERSHIP

In accordance with Article 2 of the Articles of Association:

- (a) to become a Member or Friend of the Trust, an applicant must complete an appropriate application form and be able to meet the eligibility conditions in (b).
- (b) The following are eligible for Membership with voting rights:
 - (i) all persons on the current electoral roll for the Isle of Luing;
 - (ii) all persons over the age of 16, not on the electoral roll for the Isle of Luing, who are normally resident in the catchment area for Luing Primary School or for whom the Isle of Luing is a usual place of work, including their spouses and children over 16 who normally reside with them.
 - (iii) all persons not on the electoral roll who pay council tax on properties on the Isle of Luing, limited to a total of two persons from any one property, and limited to a total not more than 50% of those Members defined in (i) above.
- (c) The following are eligible as Friends of the Trust, without voting rights:
 - (i) other interested adults, by application sponsored by two existing Members.
 - (ii) those under the age of 16 years who are children of Members.
 - (iii) other interested persons under the age of 18 years, by application sponsored by two existing Members.
- (d) No person shall become a Member unless he subscribes to the Memorandum of Association. Every Member upon admission to membership shall be bound by the Articles of Association and the Rules.
- (e) The annual subscriptions for Members and Friends shall be set at the Annual General Meeting. Subscriptions are due before each Annual General Meeting for the following subscription year. Subscriptions must be paid within 6 months of the beginning of the subscription year. A written reminder will be sent before this period expires to Members and Friends whose subscription remains outstanding before this period expires. If a subscription remains outstanding after such a reminder has been sent, the membership will automatically cease at the end of the six month period. Only paid-up Members will be entitled to use their vote at a General Meeting.
- (f) In accordance with Article 3 of the Articles of Association, Members may withdraw from the Trust by giving seven clear days' notice in writing to the Membership Secretary. Membership is non-transferable and ceases on death.
- (g) Friends may withdraw from the Trust by giving seven clear days' notice in writing to the Membership Secretary.
- (h) Membership of both Members and Friends may not be restricted or withheld, and Members or Friends may not be expelled on the basis of gender, age, ethnic background, disability, caring responsibilities, sexual orientation, religious belief or marital status.

4. HONORARY OFFICERS

The Trust may have an honorary President, and one or more honorary Vice-Presidents, each elected at an Annual General Meeting for a period of three years. Honorary officers may be invited by Directors to officiate at General Meetings, and be ex-officio members of the Board of Directors, but shall not be entitled to vote.

5. DIRECTORS

Subject to the provisions of Clauses 73-83 of Table A:

- (a) The Trust shall have a minimum of THREE and a maximum of NINE Directors, appointed by vote of the membership at a General Meeting. There will normally be no remuneration for carrying out their duties, except in cases of specific and relevant professional expertise, and in accordance with Clauses 14(a) and 22(b) of the Articles of Association. Directors may receive full reimbursement of expenses incurred in the carrying out of their duties.
- (b) Directors are normally elected to serve for a period of three years, and are eligible for re-election at the end of such term of office. At least two of the Directors shall be elected each year.
- (c) (i) Directors must be paid-up Members of the Trust, and may also be Officers of the Trust.

- (ii) At least two-thirds of the Directors at any time must be Members defined under 3 (b) (i) and (ii).
- (d) In addition to the provisions of Clause 81 of Table A, the office of Director shall be vacated if any of the following apply:
 - (i) the Directors pass a resolution by a three-fourths majority that it is desirable that the Director should cease to be a Director;
 - (ii) the Director ceases to be a Member of the Trust;
 - (iii) the Director accepts remuneration in contravention of Clause 14 of the Articles of Association;
 - (iv) the Director is removed from office by resolution duly passed pursuant to Section 303 of the Act
- (e) The Directors at any time may act notwithstanding any vacancy in their body. The Directors may, at their absolute discretion, fill a Director vacancy by co-option, provided this co-option is made by a unanimous resolution of the remaining Directors. In the event of such vacancies reducing the number of Directors below three, the remaining Directors may, after consulting the Luing Community Council for nominations, meet for the sole purpose of filling the relevant vacancy or vacancies by co-option to allow a quorum to meet thereafter. Such co-opted Directors shall hold office only until the next Annual General Meeting.
- (f) A resolution in writing, signed by all the Directors for the time being in the United Kingdom, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents, each signed by one or more of the Directors.
- (g) A Director who is not at the material time in the United Kingdom shall not be entitled to receive notice of a meeting of the Directors.

6. PROCEEDINGS OF THE DIRECTORS

- (a) Meetings of the Directors shall be held at such times and places as the Directors may from time to time direct. The Chairman or any three Directors may require the Secretary to convene a meeting of the Directors.
- (b) The Directors may invite the Membership Secretary and any Adviser designated in 9 below to attend Directors' meetings, without entitlement to vote.
- (c) The quorum at any meeting of the Directors shall be at least three Directors, one of whom must be an officer of the Trust (excluding honorary officers). Those directors defined under 5 (c) (ii) must always be in the majority at meetings of directors where decisions are taken.
- (d) Meetings of the Directors shall be chaired by the Chairman of the Trust, or, in his absence, the Vice-Chairman, or, in the absence of both, by one of the Directors to be chosen by those present.

7. OFFICERS

- (a) The Officers of the Trust shall be the Chairman, Vice-Chairman, Secretary and Treasurer, all of whom must be Directors, and the Collection Officer.
- (b) The Luing History Group, being responsible to the Directors as laid down in Clause 3 (v) of the Memorandum of Association for the management of the Museum and for the care and development of the Collection, shall recommend for appointment by the Directors a named Member to be responsible for the Collection, to be called the Collection Officer, subject only to the requirement that if such a person is not an appropriately qualified and/or experienced professional museum curator, and if for the time being the Directors do not have amongst their number a person with appropriate qualifications and/or experience, the Directors shall seek to appoint such a person to be their Adviser.
- (c) The Officers of the Trust must be paid-up Members of the Trust.
- (d) The Directors shall, as soon as practicable after the incorporation of the Trust, and thereafter as soon as practicable after each Annual General Meeting (AGM) hold a meeting to elect from amongst its members a Chairman, Vice-Chairman, Secretary and Treasurer to hold office until the end of the AGM next following. At the discretion of the Directors, any two of these offices may be combined in one person, except that the offices of Chairman and Vice-Chairman must not be combined. Current holders of these offices shall be eligible for re-election.

- (e) Elected officers are eligible for re-election at the end of their term of office. If there are no new nominations for a particular post, the current Officer may stay in office
- (f) With the exception of the Office of Chairman, if any Office falls vacant during a term of office, that post shall be filled by election among the Directors until the following AGM.

8. MEMBERSHIP SECRETARY

A Membership Secretary, who must be a paid-up Member of the Trust, will be elected at the Annual General Meeting to hold office for one year, and will be eligible for re-election. The Membership Secretary will keep records of members of the Trust, and inform the Directors on membership matters.

9 MANAGEMENT OF THE TRUST

- (a) The Directors may appoint Advisers who have expertise in areas necessary for the efficient and effective management of Trust business. Such Advisers will normally be paid-up Members of the Trust, and act in a voluntary capacity, except where specific funding has been raised to enable necessary professional expertise and advice to be available to the Directors from outside the Trust.
- (b) The activities of the Trust shall be coordinated overall by the Directors who may appoint individuals or sub-groups formally constituted under 2 (a) (i) with responsibilities for specific areas of activity. The Directors' rulings shall be final in all aspects of the administration of the Trust.
- (e) The Directors shall promote appropriate policies for the training of Members and for the safe running of the activities of the Trust, in line with relevant legislation and current national guidelines. New policies, and alterations to existing policies, may be implemented by approval of the Directors, but shall be subject to confirmation by the following AGM.
- (f) As provided for in 2 (a) (i) above, the Directors may set up sub-groups of Members; each sub-group:
 - (i) must have a clearly defined Statement of Responsibilities and Areas of Activity agreed by the Directors in order to achieve specific purposes related to Trust Objectives;
 - (ii) must form and maintain a Committee of Members, to include at least one Director, to manage the activities of the sub-groups and to ensure the achievement of its purposes;
 - (iii) must have its own Rules that do not in any way conflict with the Company Memorandum and Articles of Association, or the Rules of the Trust; such Rules for sub-groups, and any amendments thereto, must be approved by the Directors;
 - (iv) must submit annual accounts to the Treasurer of the Trust, by a date specified by the Treasurer and in a form suitable for annual audit as part of the Trust's accounts;
 - (v) must submit an annual report of activities and achievements of the sub-group to the Directors.
- (g) A sub-group may be dissolved by the Directors if so requested by the Committee of the sub-group, if it is no longer active, or if the Directors, after full consideration and consultation, resolve that the sub-group has failed to discharge its responsibilities properly within the agreed Statement of Responsibilities and Areas of Activity, or within the Memorandum and Articles of Association or the Rules of the Trust. In the event of such dissolution, all monies remaining in accounts pertaining to the sub-group shall pass to the Trust.

10. GENERAL CONDITIONS RELATING TO ALL COMMITTEES OF THE TRUST AND ITS SUB-GROUPS

- (a) The quorum for a meeting of any Committee shall be not less than half the current membership of the Committee. Any decisions reached at a meeting that is not quorate shall be regarded as tentative, and subject to ratification at the next quorate meeting of that Committee.
- (b) The Directors shall normally meet bi-monthly, with a minimum of four meetings each year. At the request of any three Directors, the Secretary may call further meetings, giving a minimum of 7 days', or 5 working days', notice, whichever period is the longer.
- (c) Each sub-group of the Trust shall have its own Rules concerning the governance of its own affairs including a Steering Committee elected by the members of that sub-group which must include at least one Director of the Trust.
- (d) All Committees may invite any person to attend their meetings as an observer without the power to vote.

11. MEETINGS

Subject to the provisions of Clause 36-63 of Table A as amended by Clause 4 of the Articles of Association:

- (a) Twenty-one days' notice shall normally be given for General Meetings, together with the agenda.
- (b) General Meetings shall normally be chaired by the Chairman or Vice-Chairman of the Trust.
- (c) Notwithstanding Clause 40 of Table A, the normal quorum for a General Meeting shall be 10% of the paid-up Membership. If the number of members present is less than this number, but greater than the minimum provided for in Clause 40, those present may resolve by simple majority to adjourn the meeting in accordance with Clause 45 of Table A and Clauses 5-8 of the Articles of Association.
- (d)
 - (i) An Annual General Meeting shall be held each calendar year, and in any event not more than fifteen months or less than nine months after the previous AGM.
 - (ii) An Extraordinary General Meeting (EGM) may be called by the Directors, and must be called on receipt by the Secretary of a written request signed by any 15 paid-up Members, in either case giving the reasons why such a meeting is called. The Secretary shall, on receipt of such a request, forthwith convene the EGM on a minimum of 21 days' notice, stating fully the business to be transacted thereat.
 - (iii) Resolutions at all General and Committee Meetings shall normally be decided by a show of hands, and in the case of an equality of votes, the Chairman shall have a second casting vote. A poll may be demanded, either before or on the declaration of the result on a show of hands, by the Chairman of the meeting or by at least three Members present in person. In accordance with Article 9:
 - on a show of hands, every paid-up Member of the Trust present at any General Meeting shall have one vote;
 - on a poll every paid-up Member of the Trust present in person at any General Meeting shall have one vote
 - (iv) The Directors may, at their discretion, determine that a resolution to be put at a General Meeting, due notice having been given to all Members of such a resolution, shall be decided by a poll in which proxy voting is allowed. In any such case, proxy voting forms must be sent to the addresses of all Members with written notice of the meeting, the agenda, and the full text of the Resolution, and of any proposed amendments; no further amendments to such a resolution will be allowed at the meeting. For a proxy vote to count, a completed proxy voting form must have been received by the Secretary before the start of the meeting.
- (e) Correct minutes shall be kept of the proceedings of all meetings of Directors, Committees and sub-group committees of the Trust, and kept by the Secretary of the Trust or sub-group, or such other person as the Directors may from time to time appoint, and in such form as the Directors may direct.

12. ANNUAL GENERAL MEETING

The items to be dealt with at this meeting shall include:

- (a)
 - (i) The election of a President, if and when appropriate.
 - (ii) The election of Directors
 - (iii) The election of the Membership Secretary
 - (iv) The receipt of annual reports and accounts for the previous year.
 - (v) The determination of the following year's Membership subscription.
 - (vi) Confirmation of any change in the Account Reference Date resolved by the Directors.
 - (vii) The appointment of an Auditor.
- (b) Any resolutions of which due notice has been given and brought to the meeting by the Directors
- (c) Any other business brought to the meeting and notified to the Chairman in writing before the start of the meeting, at the discretion of the Chairman.

13. CONDUCT OF MEMBERS, FRIENDS AND VISITORS

- (a) Every new Member and Friend shall have access to a copy of the Memorandum and Articles of Association and the Trust Rules, and shall be bound by the same and by any alterations thereof.
- (b) It is the responsibility of every Member to report any contravention of the Memorandum and Articles of Association and of the Rules to an Officer. The Trust shall hold no responsibility in respect to any accident or mishap which may arise out of the activity of individual Members or visitors in regard to Trust property.

- (c) The Board of Directors shall, on proof to its satisfaction and in its absolute discretion, have the power to propose the expulsion or suspension of any Member or Friend whomsoever whose conduct (whether by act or omission) is considered to be detrimental to the fulfilment of the objects of the Trust, or who misrepresent themselves as acting with the Trust's consent, or on the Trust's behalf. A resolution for the purpose must be put to a General Meeting, and passed by a majority of at least 75% of the Members present and voting at the meeting, to confirm such expulsion or suspension. At least 21 days previous notice of the meeting must be sent to all Members, including the Member whose removal is in question, specifying the resolution to be put and the grounds on which it is proposed. The Member concerned, or their representative, is entitled to make representations to the meeting.

14. FINANCIAL

- (a) The Treasurer shall pay all monies received by him/her on behalf of the Trust into a current account at a bank to be maintained in the name of the Isle of Luing Community Trust. The account shall be under the control of the Directors who shall from time to time provide for its method of operation, so that the signatures of two Directors shall at all times be required. Monies may also be transferred to deposit or investment accounts, to be held for the Trust in its name.
- (b) The Treasurer shall keep complete and accurate records of all the financial accounts sufficient to give a true and fair view of the state of the affairs of the Trust, and to explain its transactions. The books of account shall be kept at a place or places to be determined by the Directors, and shall always be open to inspection by Members.
- (c) The Treasurer shall reimburse expenses incurred wholly in the discharge of their duties by Directors, according to rules approved by the Directors, upon receipt of a valid written expense claim accompanied by relevant invoices and receipts, such reimbursements to be normally made by cheque drawn upon the current account.
- (d) The Accounting Reference Date of the Trust shall be determined by resolution of the Directors and confirmed at a General Meeting of the Trust.
- (e) The accounts shall be inspected annually by an appropriate independent person, normally an accountant, appointed at an AGM.
- (f) The Directors shall cause all required financial accounts, balance sheets and supporting documents, when necessary duly certified by the independent inspector, to be laid before each AGM, with copies made available to Members not less than 7 days before the meeting.
- (g) The Directors may appoint an accountant to assist with financial and company-related matters.
- (h) Contributions by Members to the work and activities of the Trust will normally be on a voluntary basis. The Directors may employ persons from time to time to carry out specific duties or tasks on behalf of the efficient running of the activities of the Trust, and Members shall be eligible for such employment in accordance with Clause 22 (b) of the Articles of Association.
- (i) Sub-group committees shall have the right to fund their own activities under powers and terms of reference that shall be determined from time to time by the Directors. Proper records of all sums of money received and expended under the terms of reference of the Directors must be kept, and shall always be open to the inspection of the Treasurer of the Trust. Such accounts must be kept in a manner that allows transactions to be recorded and incorporated into the financial statements of the Trust as a whole.

15. ALTERATIONS TO THE ARTICLES OF ASSOCIATION AND THE RULES

- (a) The Articles of Association or the Rules shall only be amended at a General Meeting of the Trust of which 14 days' written notice has been posted. Proposals for alterations to the Articles of Association must be accompanied by competent legal opinion in writing that such alterations would not contravene the provisions of the Memorandum of Association. Any alterations must receive the assent of not less than two-thirds of those Members present and voting.
- (b) Following approval of any alterations to the Articles of Association, the Secretary must forthwith send a copy of such changes to the Companies Registry of Scotland.

16. DISSOLUTION

If meetings of the Directors, by a simple majority, deem it advisable to dissolve the Trust, a General Meeting of all Members of the Trust shall be called, giving not less than 14 days' notice. If such a decision is confirmed by a simple majority of those Members present at the meeting, then the Collection shall be transferred to another organisation who have agreed to accept the transfer and hold the Collection under the same conditions as laid down in Clause 3 (v) (a) of the Memorandum of Association, and all assets of the Trust shall be realised and, after payment of the Trust's just debts and expenses, the balance of the monies realised (if any) shall be transferred to a suitable charitable body or bodies with similar aims, as determined by a resolution passed by the majority of Members present and voting at the General Meeting.

Amended rules adopted by resolution at a General Meeting held on 13 June 2012