

CONSTITUTION OF
WHISTLEBLOWING INTERNATIONAL NETWORK



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GENERAL

Name

- 1 The name of the organisation is “**WHISTLEBLOWING INTERNATIONAL NETWORK**” (called “**WIN**” in this constitution).

Type of organisation

- 2 WIN will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 3 The principal office of WIN will be in Scotland (and must remain in Scotland).

Purposes

- 4 In the following purposes, “**whistleblowers**” are those who disclose information about abuses of power, unethical conduct, risk of harm, wrongdoing and crimes, or other information that is in the public interest;

WIN’s purposes are to promote equality, justice, citizen engagement, ecological well-being and to advance the human rights, education and health and safety of people and their communities by strengthening the legal, technical and strategic skills of civil society around the world to protect whistleblowers; and (without prejudice to that generality) in particular by:

- 4.1 compiling, researching, and distributing education materials on whistleblower protection including legal, practical, and policy information;
- 4.2 gathering, researching, analysing and promoting methods of good practices and ethical standards of conduct, to protect whistleblowers within a human rights framework;
- 4.3 providing resources, tools and expertise to strengthen civil society capacity to protect, advise and support whistleblowers and assist in the formation and continuation of non-profit whistleblower protection organisations and services;
- 4.4 developing, supporting and promoting efforts to ensure whistleblower protection is understood as a matter of human rights, equality, justice, accountability and ethical standards of conduct in every or any country;
- 4.5 engaging in other activities which are consistent with the purposes of WIN.

Powers

- 5 WIN has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 6 No part of the income or property of WIN may be paid or transferred (directly or indirectly) to the members - either in the course of WIN's existence or on dissolution - except where this is done in direct furtherance of WIN's charitable purposes.

Liability of members

- 7 The members of WIN have no liability to pay any sums to help to meet the debts (or other liabilities) of WIN if it is wound up; accordingly, if WIN is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of WIN 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 board and take decisions on changes to the constitution itself;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of WIN; for example, the board is responsible for monitoring and controlling the financial position of WIN;
 - 9.3 ASSOCIATES - who are not members, but may be consulted by WIN.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Membership is open to the individuals who signed the application for incorporation of WIN and any organisation that is constituted as required within their country of origin or is otherwise structured as a non-profit organisation, which meets the membership criteria of WIN as set out in the Membership Policy approved by the board from time to time.
- 12 Employees of WIN are not eligible for membership.

Application for membership

- 13 Any organisation that wishes to become a member must complete a written application for membership, signed by an appropriate officer of that organisation, along with payment of any annual membership subscription required in terms of clause 16; the application will then be considered by the board at its next board meeting.
- 14 The board may, at its discretion, refuse to admit any organisation to membership.
- 15 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. If the decision was to refuse membership, the board shall return the applicant any payment lodged by them under clause 13.

Membership subscription

- 16 Members may be required to pay an annual membership subscription; unless and until otherwise determined by the members at a general meeting, the amount of the annual membership subscription shall be nil.
 - 16.1 The annual membership subscriptions shall be payable on or before 31 December of each year.
 - 16.2 The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year by way of a resolution to that effect passed at an AGM.
 - 16.3 If the membership subscription payable by any member remains outstanding more than 6 weeks after the date on which it fell due – and providing they have been given at least one written reminder – the board may, by resolution to that effect, expel them from membership.
 - 16.4 A person or organisation that ceases (for whatever reason) to be a member shall not be entitled to any refund of any membership subscription.

Register of members

- 17 The board must keep a register of members, setting out
- 17.1 for each current member:
 - 17.1.1 their full name and address;
 - 17.1.2 for a member organisation, the name and contact details of their authorised representative; and
 - 17.1.3 the date on which they were registered as a member of WIN;
 - 17.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 17.2.1 their name; and
 - 17.2.2 the date on which they ceased to be a member.
- 18 The board must ensure that the register of members is updated within 28 days of any change:
- 18.1 which arises from a resolution of the board or a resolution passed by the members of WIN; or
 - 18.2 which is notified to WIN.
- 19 If a member or charity trustee of WIN requests a copy of the register of members, 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 member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

Withdrawal from membership

- 20 Any person or organisation that wants to withdraw from membership must give a written notice of withdrawal to WIN, signed by them or (in the case of an organisation) by an appropriate officer of that organisation; they will cease to be a member as from the time when the notice is received by WIN.

Transfer of membership

- 21 Membership of WIN may not be transferred by a member.

Re-registration of members

- 22 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of WIN, and

allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

- 23 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of WIN before the expiry of the 28-day period referred to in clause 22, the board 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.

Suspension or Expulsion from membership

- 25 Any person or organisation may be suspended from membership (for up to 6 months) or expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a board 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 board meeting at which the resolution is proposed;
- 25.3 any person or organisation expelled from membership by the board shall have the right to appeal to the membership at the next succeeding AGM, in which case a majority vote of members present and voting at the AGM may either (a) confirm the expulsion of the person or organisation or (b) reinstate the person or organisation as a member; prior to any such vote at the AGM, both the board and the person organisation will be entitled to be heard on the matter. For the avoidance of doubt, suspension from membership cannot be appealed to the AGM.

Termination

- 26 Membership of WIN will terminate on death or (in the case of an organisation) in the event that the organisation's existence is brought to an end, whether on liquidation, receivership, winding-up, dissolution or otherwise.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 27 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 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 WIN is formed; but the first AGM must still be held within 15 months of the date on which WIN is formed.
- 30 The business of each AGM must include:-
- 30.1 a report by the chair on the activities of WIN;
 - 30.2 consideration of the annual accounts of WIN;
 - 30.3 the election/re-election of charity trustees, as referred to in clauses 58 to 63.
- 31 The board may arrange a special members' meeting at any time.

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

- 32 The board must arrange a special members' meeting if they are requested to do so by a notice signed by members (which may take the form of two or more documents in the same terms, each signed by one or more members; in the case of a member organisation, signed by an appropriate officer of that organisation) who amount to 5% or more of the total membership of WIN at the time, providing:
- 32.1 the notice states the purposes for which the meeting is to be held; and
 - 32.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 33 If the board receive a notice under clause 32, 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

- 34 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 35 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- 35.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 35.2 in the case of any other resolution falling within clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 36 The reference to “clear days” in clause 34 shall be taken to mean that, in calculating the period of notice,
- 36.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 36.2 the day of the meeting itself should also be excluded.
- 37 Notice of every members' meeting must be given to all the members of WIN, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting. Notice will also be given to any Associates.
- 38 Any notice which requires to be given to a member under this constitution must be: -
- 38.1 sent by post to the member, at the address last notified by them to WIN; *or*
 - 38.2 sent by e-mail to the member, at the e-mail address last notified by them to WIN.

Procedure at members' meetings

- 39 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 40 The quorum for a members' meeting is 5 members or, if there are more than 50 members, the quorum is one tenth ($\frac{1}{10}$) of the membership, being members present in person or member organisations present via their authorised representatives; provided that:
- 40.1 the board may make arrangements, in advance of any members' meeting, to allow members to participate in the members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment – so long as those participating in the meeting can hear, and communicate with, each other; a person participating in a members meeting in this manner shall be deemed to be present; and
 - 40.2 any Associates will not count toward the quorum..

- 41 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.
- 42 The chair of WIN should act as chairperson of each members' meeting.
- 43 If the chair of WIN 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.

Voting at members' meetings

- 44 Every member has one vote, which must be given personally or (for a member organisation) given via their authorised representative. Associates, if any, do not have a vote.
- 45 A member organisation shall be entitled to authorise an individual to attend and vote at members' meetings as their authorised representative; that representative will then be entitled to exercise the same powers, on behalf of the organisation that they represent, as that organisation could have exercised if it had been an individual member of WIN.
- 46 At members' meetings, the members will seek to make decisions by consensus, reaching a general agreement between the members who attend the meeting (in person or via an authorised representative). However, where a consensus cannot be reached, decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 47.
- 47 The following resolutions will be valid only if passed by consensus (treated as a unanimous vote) or, in the absence of a consensus, 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 51):
- 47.1 a resolution amending the constitution;
 - 47.2 a resolution expelling a person from membership under clause 25;
 - 47.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);

- 47.4 a resolution approving the amalgamation of WIN with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 47.5 a resolution to the effect that all of WIN's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 47.6 a resolution for the winding up or dissolution of WIN.
- 48 If a consensus is not reached and a resolution is put to the vote at a members' meeting:
- 48.1 it will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting and entitled to vote, whether as members or as the authorised representatives of member organisations) ask for a secret ballot;
 - 48.2 if there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote; and
 - 48.3 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 e-mail) 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 board 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 (so far as possible) should be signed by the chairperson of the meeting.

BOARD

Number of charity trustees

- 52 The maximum number of charity trustees is 11; out of that:
- 52.1 a majority, but no more than 8, shall be charity trustees who were elected/appointed under clauses 58 and 59 (or deemed to have been appointed under clause 57); and
 - 52.2 the balance shall be charity trustees who were co-opted under the provisions of clauses 64 and 65.
- 53 The minimum number of charity trustees is 3.

Eligibility

- 54 A person shall not be eligible for election/appointment to the board under clauses 57 to 60 unless they are a member of WIN or have been nominated for election/appointment to the board by a member organisation; a person appointed to the board under clause 64 need not, however, be a member of WIN.
- 55 A person will not be eligible for election or appointment to the board if they are: -
- 55.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 55.2 an employee of WIN.
- 56 In this clause a “year” is the period between incorporation and the first AGM, or between one AGM and the next AGM. A member, or a member’s authorised representative (or representatives), or a co-opted charity trustee, may serve on the board continuously for at most 9 years (disregarding any absences which were less than six months), in which case they must automatically vacate office at the AGM at the end of that 9 year period. A member (individually or as represented by their authorised representative(s)), or a co-opted charity trustee, who has vacated office under this clause will only be eligible for re-election or appointment, or eligible to nominate a new authorised representative, after a period of one year.

Initial charity trustees

- 57 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of WIN shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of WIN.

Election, retirement, re-election

- 58 At each AGM, the members may elect any member (unless they are debarred under clause 55 or 56) to be a charity trustee.
- 59 The board may at any time appoint any member (unless they are debarred under clause 55 or 56) to be a charity trustee.
- 60 A member organisation may nominate an individual for election/appointment to the board, subject to:
- 60.1 only one individual may be nominated by a member organisation to serve as a charity trustee at any given time;
- 60.2 compliance with the terms of WIN's Nomination Policy and prior board approval of any individual nominee; and
- 60.3 once elected/appointed such an individual will then be deemed to be a member of WIN for the purposes of clauses 58 and 59.
- 61 At the first AGM, one third (to the nearest round number of the charity trustees elected/appointed under clauses 58 and 59 and those deemed to have been appointed under clause 57) shall retire from office – but shall then be eligible for re-election under clause 58 (subject to clauses 55 and 56).
- 62 At each AGM (other than the first):
- 62.1 any charity trustees appointed under clause 59 in the period since the preceding AGM, and any charity trustee who can no longer meet the requirements of clauses 55 or 56, shall retire from office;
- 62.2 of the remaining charity trustees elected/appointed under clauses 58 and 59, one third (to the nearest round number) shall retire from office;
- 62.3 the charity trustees to retire under 62.2 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method;
- 62.4 a charity trustee who retires from office under clause 62 shall be eligible for re-election (subject to clauses 55 and 56).
- 63 A charity trustee retiring at an AGM will be deemed to have been re-elected (subject to clauses 55 and 56) unless: -
- 63.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or

- 63.2 they are a member organisation nominee who no longer meets the requirements of WIN's Nomination Policy or is not approved by the board as a nominee for re-appointment;
- 63.3 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
- 63.4 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

- 64 In addition to their powers under clause 59, the board may at any time appoint any non-member of WIN to be a charity trustee (subject to clause 52, and providing he/she is not debarred under clauses 55 and 56) either on the basis that they have been recommended or nominated by a body with which WIN has close contact in the course of its activities (for example, an Associate) or on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 65 At each AGM, all of the charity trustees appointed under clause 64 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 66 A charity trustee will automatically cease to hold office if: -
 - 66.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 66.2 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 eight months;
 - 66.3 (in the case of a charity trustee elected/appointed under clauses 57 to 63) they cease to be a member of WIN or (if they were nominated by an organisation) the organisation that nominated them ceases to be a member of WIN;
 - 66.4 they become an employee of WIN;
 - 66.5 they give WIN a notice of resignation, signed by them;
 - 66.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 66.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material

breach of the code of conduct for charity trustees (as referred to in clause 83);

- 66.8 they are removed from office by resolution of the board on the grounds that they are considered to 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; or
 - 66.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 67 A resolution under paragraph 66.7, 66.8 or 66.9 shall be valid only if: -
- 67.1 the charity trustee 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;
 - 67.2 the charity trustee 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
 - 67.3 (in the case of a resolution under paragraph 66.7 or 66.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 68 The board must keep a register of charity trustees, setting out
- 68.1 for each current charity trustee:
 - 68.1.1 their full name and address;
 - 68.1.2 the date on which they were appointed as a charity trustee;
 - 68.1.3 the name of the member organisation that nominated them for appointment as a charity trustee (if applicable); and
 - 68.1.4 any office held by them in WIN;
 - 68.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 68.2.1 the name of the charity trustee;
 - 68.2.2 any office held by them in WIN; and
 - 68.2.3 the date on which they ceased to be a charity trustee.

- 69 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 69.1 which arises from a resolution of the board or a resolution passed by the members of WIN; or
 - 69.2 which is notified to WIN.
- 70 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 WIN, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 71 The charity trustees must elect (from among themselves) a chair.
- 72 In addition to the chair required under clause 71, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate. No person may be elected to more than one office at a time.
- 73 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 71 or 72.
- 74 A person elected to any office will automatically cease to hold that office: -
- 74.1 if they cease to be a charity trustee; or
 - 74.2 if they give to WIN a notice of resignation from that office, signed by them; or
 - 74.3 in this clause a “year” is the period between incorporation and the first AGM, or between one AGM and the next AGM; a person may hold one office continuously for at most 3 years (disregarding any absences which were less than six months); that person will only be eligible for re-election to that same office after a period of one year.

Powers of board

- 75 Except where this constitution states otherwise, WIN (and its assets and operations) will be managed by the board; and the board may exercise all the powers of WIN.
- 76 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

- 77 The members may, by way of a resolution passed in compliance with clause 47 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

- 78 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of WIN; and, in particular, must:-
- 78.1 seek, in good faith, to ensure that WIN acts in a manner which is in accordance with its purposes;
 - 78.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 78.3 in circumstances giving rise to the possibility of a conflict of interest between WIN and any other party:
 - 78.3.1 put the interests of WIN before that of the other party;
 - 78.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to WIN and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 78.4 ensure that WIN complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 79 In addition to the duties outlined in clause 78, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 79.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 79.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 80 Provided they have declared their interest - and has not voted on the question of whether or not WIN should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with WIN in which they have a personal interest; and (subject to clause 81 and to 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.

- 81 No charity trustee may serve as an employee (full time or part time) of WIN; and no charity trustee may be given any remuneration by WIN for carrying out their duties as a charity trustee.
- 82 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 83 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 84 The code of conduct referred to in clause 83 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

- 85 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 86 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

- 87 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees, present in person; provided that:
- 87.1 a charity trustee may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment – so long as all the charity trustees participating in the meeting can hear, and communicate with, each other; a charity trustee participating in a board meeting in this manner shall be deemed to be present in person at the meeting.
- 88 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 87, 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 The chair of WIN should act as chairperson of each board meeting.
- 90 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.
- 91 Every charity trustee has one vote, which must be given personally.
- 92 At board meetings, the charity trustees will seek to make decisions by consensus, reaching a general agreement between the charity trustees who attend the meeting. However, where a consensus cannot be reached, decisions at board meetings will be made by majority vote.
- 93 If a consensus is not reached and any resolution is put to the vote at a board meeting, where there is an equal number of votes for and against such a resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 94 The board may, at its discretion, allow any person (including any Associate) 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.

95 A charity trustee must not participate in decision-making or vote at a board 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 WIN; they must withdraw from the meeting while an item of that nature is being dealt with.

96 For the purposes of clause 95: -

96.1 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;

96.2 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.

Minutes

97 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

98 The minutes to be kept under clause 97 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ASSOCIATES

Qualification for Associates

- 99 Any organisation that does not meet the membership criteria set out in WIN's Membership Policy, but has purposes aligned to WIN's purposes or specialist experience or skills relevant to WIN's work, may apply to be an Associate of WIN. To qualify as an Associate, an organisation will need to meet the criteria set out in WIN's Associate Policy approved by the board from time to time.

Application to be an Associate

- 100 Any organisation that wishes to become an Associate of WIN must complete a written Associate application, signed by an appropriate officer of that organisation; the application will then be considered by the board at its next board meeting.
- 101 The board may, at its discretion, approve or refuse any Associate application. The board must notify each applicant promptly (in writing or by email) of any such decision.

Term of Appointment as Associate

- 102 If an organisation becomes an Associate they will remain an Associate for 3 years, unless they withdraw or WIN withdraws them from being an Associate, all in terms of WIN's Associate Policy. At the end of that period, they may apply to continue to be an Associate under clause 100.

Members' meetings

- 103 An Associate may attend members' meetings, but will not count toward the quorum and will not participate in decision-making or have a vote on any resolution put to a members' meeting.

Advisory Council

- 104 The board may establish an Advisory Council, whose function shall be to provide a forum for consultation by the board with the Associates and / or other key stakeholders and / or for any other purposes as set out in the rules of procedure for the Advisory Council. Such rules of procedure for an Advisory Council, and the provisions relating to membership of it, shall be set by the board. For the avoidance of doubt, membership of an Advisory Council will not confer membership of WIN.

ADMINISTRATION

Delegation to sub-committees

- 105 The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 106 The board may also delegate to the chair of WIN (or the holder of any other post) such of their powers as they may consider appropriate.
- 107 When delegating powers under clause 105 or 106, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 108 Any delegation of powers under clause 105 or 106 may be revoked or altered by the board at any time.
- 109 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

- 110 Subject to clause 111, 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 WIN; at least one out of the two signatures must be the signature of a charity trustee.
- 111 Where WIN 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 110.

Accounting records and annual accounts

- 112 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 113 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.

MISCELLANEOUS

Winding-up

- 114 If WIN 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.
- 115 Any surplus assets available to WIN immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of WIN as set out in this constitution.

Alterations to the constitution

- 116 This constitution may (subject to clause 117) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 47) or by way of a written resolution of the members.
- 117 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 118 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 118.1 any statutory provision which adds to, modifies or replaces that Act; and
- 118.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 118.1 above.
- 119 In this constitution: -
- 119.1 "**charity**" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 119.2 "**charitable purpose**" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.