



LIBERATION SCOTLAND CONSTITUTION Part 2

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4 Powers

4.1 In pursuance of the Purposes set out in Part 1, Liberation Scotland (the Organisation) shall have the following powers:

- To carry out any lawful¹ activities which further any of the above Purposes.
- To arrange to purchase, lease, hire, or otherwise acquire any property or rights which are suitable for the Organisation's activities.
- To arrange to improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Organisation.
- To arrange to sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Organisation.
- To arrange for the employment of such staff as are considered appropriate for the conduct of the Organisation's activities, and to meet all statutory provisions for the payment of pension and/or other benefits for members of staff, ex-members of staff, and their dependents.
- To arrange for the engagement of such consultants and advisers as are considered appropriate, from time to time.
- To arrange the procurement of relevant insurance cover (which may include public, employers' and officers' liability insurance).
- To liaise with other voluntary sector bodies, local authorities, or Scottish, UK or other international government departments and agencies, and other international bodies as necessary to further the Organisation's Purposes.
- To take such steps as may be deemed appropriate for the purpose of raising funds for the Organisation's activities.
- To accept grants, donations and legacies; however the acceptance of any monies from third parties in excess of £200 is at the discretion of the Liberation Scotland Committee (LSC) and may be subject to approval by a two thirds majority vote of the LSC members, where concerns regarding the funding source, quantum or any conditions attached are identified.

5 MEMBERS

5.1.1 Membership shall be open to any individual who is registered on the Liberation.scot website as a signatory to the Edinburgh Proclamation.

5.2 Application for membership

5.2.1 Any person who wishes to become

¹ In accordance with the laws of Scotland and international law.

a member may do so on submission of an application for membership online at [Liberation.scot](https://liberation.scot) (or in writing or by email).

5.2.2 Membership will be confirmed in writing, normally through the [Liberation.scot](https://liberation.scot) website, at the end of the online application process.

5.2.3 The Liberation Scotland Committee may, at its discretion, refuse to admit any person to membership, subject to a majority vote of LSC Members.

5.3 Membership subscription

No membership subscription fee shall be payable.

5.4 Register of members

5.4.1 The LSC shall ensure that a register of Liberation Scotland members is maintained in a secure and GDPR-compliant database.

5.4.2 Access to the register shall be restricted to the Web Administrator and a designated officer of Liberation Scotland. Such designated officer(s) to be nominated from time to time by LSC majority vote, e.g. Membership Secretary.

5.5 Withdrawal from membership

5.5.1 Any member who wants to terminate their membership must submit a notice of withdrawal to the Liberation Scotland Secretary via email to: secretariat@liberation.scot They will cease to be a member from the time when the notice is received by the Liberation Scotland Secretariat.

5.6 Transfer of membership

5.6.1 Membership of Liberation Scotland is non-transferable.

5.7 Re-registration of members

5.7.1 The Liberation Scotland Committee may, at any time, issue notice to the members (either in writing or by email) requiring them to confirm that they wish to remain as members, and allowing them a period of 28 days (commencing from the date of issue of the notice) to provide that confirmation to the Liberation Scotland Committee.

5.7.2 If a member fails to provide confirmation (in writing or by email) that they wish to remain as a member of Liberation Scotland before the expiry of the 28-day period referred to in clause 5.7.1, the Liberation Scotland Committee may remove them from the membership.

5.8 Expulsion from membership

5.8.1 Membership may be removed by way of a resolution passed by the Liberation Scotland Committee, providing the following procedures have been observed:

- i. 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;
- ii. Implementation of Liberation Scotland's internal Resolution Procedures; and
- iii. one of the following:
 - o the member concerned shall be entitled to be heard on the resolution at the LSC meeting at which the resolution is proposed; or
 - o consideration and unanimous decision of the Stewards, following a request for review of the individual's membership by the Liberation Scotland Committee or by the member concerned.

6 DECISION-MAKING BY THE MEMBERS

6.1 General meetings (meetings of members)

6.1.1 The Liberation Scotland Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. The AGM notice period provided to members to be not less than 28 days and not more than 42 days.

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

6.1.3 Notwithstanding clause 6.1.1, an AGM does not need to be held during the calendar year in which the Liberation Scotland Committee is formed; the first AGM must be held before 31 December 2025.

6.1.4 The business of each AGM must include:

- i. Annual report by the Convener, Co-convener or delegated representative on the activities of the Organisation (to be provided to members a minimum of 4 weeks in advance of the AGM).
- ii. Treasurers Report and External Auditor (or Independent Examiner) Report and consideration of any annual accounts of the Organisation (to be provided a minimum of 4 weeks in advance of the AGM).
- iii. Draft minutes of the previous AGM (to be provided a minimum of 4 weeks in advance of the AGM).
- iv. Draft Agenda for the AGM (to be provided a minimum of 4 weeks in advance of the AGM).
- v. Consideration of supported member or Salvo hub proposals for adoption (supported proposals must be provided to the LSC a minimum of 2 weeks prior to the agenda being issued and supported in writing by a minimum of 20 members, including the proposer).

vi. the election/re-election of members of the Liberation Scotland Committee, as referred to in clauses 7.4, 7.5 and 7.6. List of candidates to be confirmed at least 4 weeks in advance of the AGM; each nominated candidate must be supported by at least two members and approved by Liberation Scotland's Candidate Approval Procedure for LSC Members (refer separate document).

vii. Appointment of Auditor or Independent Examiner.

6.1.5 The Liberation Scotland Committee may arrange a special general meeting of members at any time by a two-thirds majority vote of the LSC.

6.2 Power to request the Liberation Scotland Committee to arrange a special general meeting

6.2.1 The Liberation Scotland Committee must arrange a special general meeting if they are requested to do so by a notice provided (in writing or by email) by members who amount to 20% or more of the total membership of Liberation Scotland at the time, providing that:

- the notice states the purposes for which the special meeting is to be held; and
- those purposes are consistent with the terms of this Constitution, or any other statutory provision.

6.2.2 A notice under clause 6.2.1 may take the form of:

- two or more documents in the same terms, each signed by one or more members; and/or
- a number of emails, each issued by a member.

6.2.3 The Liberation Scotland Committee will be deemed to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 20% threshold referred to in clause 6.2.1

6.2.4 If the Liberation Scotland Committee receive a notice under clause 6.2.1, the date for the meeting which is arranged in accordance with the notice, must not be less than 28 days or more than 42 days from the date on which they received the notice.

6.3 Notice of general meetings

6.3.1 At least 28 clear days' notice (and not more than 42 clear days notice) must be given of any AGM or any special general meeting.

6.4 Voting at general meetings

6.4.1 Every member has one vote, which must be given personally. All members attending the general meeting must provide identification prior to their participation in

the meeting.

6.4.2 All resolutions at general meetings will be made by majority vote - with the exception of the special resolutions listed in clause 6.4.3. The quorum for decision making at general meetings is attendance by not less than a total of 40 members, in person or remotely. General meetings will be hybrid, to allow attendance by members in person, or via audio or audio-visual link.

6.4.3 The following special resolutions will be valid only at a general meeting if passed by not less than two-thirds of those members voting:

- a resolution amending the Constitution;
- a resolution removing a person from office as a Liberation Scotland Committee member;
- a resolution directing the Liberation Scotland Committee to take any particular step (or directing the Liberation Scotland Committee not to take any particular step).

6.4.4 If there is an equal number of votes for and against any resolution, the convener of the meeting will be entitled to a second (casting) vote.

6.4.5 A resolution put to the vote at a general meeting will be decided on a show of hands.

6.4.6 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the Liberation Scotland Committee have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands. The exact voting procedure to be used will be explained prior to any vote.

6.5 Technical objections to remote participation in general meeting.

6.5.1 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings. Providing the arrangements made by the Liberation Scotland Committee in relation to a given general meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

- a member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- the general meeting need not be held in any particular place;
- the general meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements specified in clause 6.4.2, taking account of those participating via audio and/or audio-visual links, must still be

met);

- the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- a member will be able to exercise the right to vote at the general meeting by such means as is determined by the convener of the meeting (consistent with the arrangements made by the Liberation Scotland Committee) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

6.6 Written resolutions by members

6.6.1 A supported resolution or special resolution (accepted for consideration in accordance with 6.1.4 (v)) and agreed to in writing (or by e-mail) by the required majority of members (refer clause 6.6.3) of the members who are entitled (as at the date on which it is circulated) to vote on it, if it had been proposed at a general meeting will (subject to meeting the decision-making quorum requirements of clause 6.4.2) be as valid as if it had been passed at a general meeting. The date of the resolution will be taken to be the date on which the last member agreed to it.

6.6.2 A copy of any proposed resolution under clause 6.6.1 must be sent in writing or by email, and at the same time (so far as reasonably possible) to all those members entitled to vote on it; and it must be accompanied in each case by a statement:

- confirming it has the required level or support from members set out in 6.1.4(v);
- informing the members how to give their agreement to the resolution; and
- notifying the members of the date when the resolution would lapse if the required majority of the members have not given their agreement by that date.

6.6.3 For the purposes of clauses 6.6.1 and 6.6.2, "required majority" means:

- in the case of a special resolution of the nature referred to in clause 6.4.3 – a majority of at least two thirds of members who vote; and
- in the case of any other resolution - more than half of members who vote.

6.6.4 In order for a resolution to be valid under clause 6.6, it must be agreed to by the required majority of the members within 28 days of it being circulated.

6.6.5 A resolution to remove a Liberation Scotland Committee member cannot be dealt with via a resolution agreed to in writing or by email.

6.7 Minutes

6.7.1 The Liberation Scotland Committee must ensure that proper minutes are kept in relation to all general meetings and that a proper record is kept of all resolutions

agreed to in writing or by email.

6.7.2 The records of resolutions kept under clause 6.7.1 must include confirmation that members approved the resolution in accordance with clause 6.6.3.

7 LIBERATION SCOTLAND COMMITTEE

7.1 Number of Liberation Scotland Committee members

7.1.1 The number of Liberation Scotland Committee members is normally at least 15, who shall comprise:

- 15 Liberation Scotland Committee voting members, elected/appointed under clauses 7.4.1 and 7.4.2 (the initial Liberation Scotland Committee members elected in August 2024 being deemed to fall within this category);
- Any Liberation Scotland Committee members co-opted under the provisions of clauses 7.4.2 and 7.5.1. Co-opted members may contribute to all discussions, advise and make recommendations but do not have voting rights.

7.1.2 The maximum number of Liberation Scotland Committee members shall be determined by that Committee.

7.2 Eligibility

7.2.1 A person shall not be eligible for election or appointment to the Liberation Scotland Committee unless they are a member of Liberation Scotland.

7.2.2 A member will not be eligible for election or appointment to the Liberation Scotland Committee unless they have been approved by the Liberation Scotland's internal Candidate Approval Procedure for LSC Members (refer separate document).

7.3 Initial Liberation Scotland Committee members

7.3.1 The individuals who are the initial Liberation Scotland Committee members (as referred to in clause 7.1.1) shall be deemed to have been appointed under clause 7.4 with effect from the date of adoption of this constitution.

7.4 Election, retiral, re-election

7.4.1 At each AGM, the Liberation Scotland members may elect any person (subject to clauses 7.2.1 and 7.2.2) to be a Liberation Scotland Committee member.

7.4.2 Periodically, and subject to 6 monthly review of the Liberation Scotland Committee member numbers, the Committee may open places for election of

voting members prior to the AGM, if a number of elected places become vacant. These will be open to all members of Liberation Scotland (subject to 7.2.1 and 7.2.2) and will be conducted by a process of providing advance notice to all members of no less than four weeks, submitting the list of candidates and candidates' information to all members, and voting by online poll.

7.4.3 At each AGM, all of the Liberation Scotland Committee members elected/ appointed under clauses 7.4.1, 7.4.2 and 7.5.1 shall retire from office, but may then be eligible for re-election under clause 7.4.1 subject to approval under clause 7.2.2. *(NOTE: this excludes the first AGM, where the initial Liberation Scotland Committee voting members shall continue in office).*

7.5 Appointment/re-appointment of co-opted Liberation Scotland Committee members

7.5.1 In addition to their Powers under clause 4, the Liberation Scotland Committee may at any time appoint any member of Liberation Scotland to be a Liberation Scotland Committee member (subject to clauses 7.1 and 7.2) on the basis that they have specialist experience and/or skills which could be of assistance to the Liberation Scotland Committee. Co-opted members may contribute to all discussions, advise and make recommendations but do not have voting rights.

7.5.2 At each AGM, all of the Liberation Scotland Committee members appointed under clause 7.5.1 shall retire from office - but shall then be eligible for re-appointment by the Liberation Scotland Committee (after the AGM) under that clause.

7.6 Termination of office

7.6.1 A member of the Liberation Scotland Committee will automatically cease to hold office if any one of the following conditions apply:

- i. they become disqualified from being a charity trustee under the Scottish Charities Act;
- ii. they become incapable for medical reasons of carrying out their duties as a member of the Liberation Scotland Committee - but only if that has continued (or is expected to continue) for a period of more than six months;
- iii. they become an employee of Liberation Scotland or Salvo;
- iv. they give Liberation Scotland a notice of resignation (either in writing or by email);
- v. they are absent (without good reason, in the opinion of the Liberation Scotland Committee) from more than four consecutive meetings of the Liberation Scotland Committee - but only if the Liberation Scotland Committee resolve to remove them from office;
- vi. they are removed from office by resolution of the Liberation Scotland Committee on the grounds that they are considered to have committed a serious breach of

their duties and conduct (as referred to in clauses 7.10 and 7.13);

vii. they cease to be a member of Liberation Scotland.

7.6.2 A resolution under clause 7.6.1 sub paras v & vi shall be valid only if:

- the Liberation Scotland Committee member concerned is given reasonable prior written notice (in writing or by email) of the grounds upon which the resolution for their removal is to be proposed (after completion of any internal LS resolution proceedings where applicable);
- the Liberation Scotland Committee member concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- at least two-thirds (to the nearest round number) of the Liberation Scotland Committee members votes are cast in favour of the resolution.

7.7 Register of Liberation Scotland Committee members

7.7.1 The Liberation Scotland Committee must keep a register of Liberation Scotland Committee members, setting out the full name and address of each member of the Liberation Scotland Committee, the date on which each such person became a Liberation Scotland Committee member, and the date on which any person ceased to hold office as a Liberation Scotland Committee member.

7.8 Office-bearers

7.8.1 The Liberation Scotland Committee members shall elect from among themselves a Convener and Co-convener, and may either elect or appoint a Treasurer, a Secretary and other administrative officers as required.

7.8.2 All office bearers will cease to hold office at the commencement of each AGM, but may then be re-elected by the Liberation Scotland Committee after the AGM, under clause 7.8.1.

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

- if they cease to be a member of Liberation Scotland; or
- if they cease to be a member of the Liberation Scotland Committee; or
- if they submit a notice of resignation from that office (either in writing or by email).

7.9 Powers of Liberation Scotland Committee

7.9.1 Except where this Constitution states otherwise:

- Liberation Scotland (and its assets and undertaking) will be managed by the Liberation Scotland Committee; and

- the Liberation Scotland Committee may exercise all the powers of Liberation Scotland.

7.9.2 A meeting of the Liberation Scotland Committee at which a quorum is present may exercise all powers held by the Liberation Scotland Committee.

7.9.3 The members of Liberation Scotland may, by way of a resolution passed in compliance with clauses 6.4 or 6.6, direct the Liberation Scotland Committee to take any particular step, or direct the Liberation Scotland Committee not to take any particular step; and the Liberation Scotland Committee shall give effect to any such direction accordingly.

7.10 Liberation Scotland Committee members - general duties

7.10.1 Each of the Liberation Scotland Committee members has a duty, in exercising their functions as a Liberation Scotland Committee member, to act in the interests of Liberation Scotland and, in particular, must:

- seek, in good faith, to ensure that Liberation Scotland acts in a manner which is in accordance with its Purposes (as defined in Part 1 of the Constitution) and with the Liberation Scotland Committee Member Code of Conduct);
- act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- in circumstances giving rise to the possibility of a conflict of interest between Liberation Scotland and any other party:
 - put the interests of Liberation Scotland before that of the other party; or
 - where any other duty prevents them from doing so, disclose the conflicting interest to Liberation Scotland and refrain from participating in any deliberation or resolution of the Liberation Scotland Committee with regard to the matter in question.

7.10.2 In addition to the duties outlined in clause 7.10.1, all of the Liberation Scotland Committee members must take such steps as are reasonably practicable for the purpose of ensuring:

- that any breach of any of those duties by a Liberation Scotland Committee member is corrected by the Liberation Scotland Committee member concerned and not repeated; and
- that any Liberation Scotland Committee member who has been in serious or persistent breach of those duties is removed as a Liberation Scotland Committee member in accordance with clauses 7.6.1(vi) and 7.6.2.

7.11 Conflicts of interest involving Liberation Scotland Committee members - general

7.11.1 The Liberation Scotland Committee must use every effort to ensure that

conflicts of interest involving Liberation Scotland Committee members (including those which relate to individuals or bodies connected with Liberation Scotland Committee members) are identified at the earliest opportunity and appropriately managed. The following provisions of this Constitution are of particular relevance:

- clause 8.2.13 requires Liberation Scotland Committee members to declare any personal interest which they may have in any transaction or other arrangement with Liberation Scotland;
- clause 8.2.13 prohibits a Liberation Scotland Committee member with a personal interest in a proposed arrangement from voting on the question of whether Liberation Scotland should enter into that arrangement;
- clause 7.12.2 sets out restrictions and conditions for any arrangement under which remuneration would be paid to a Liberation Scotland Committee member (or where the Liberation Scotland Committee member might benefit from remuneration paid to a connected party).

7.12 Remuneration and expenses

7.12.1 No Liberation Scotland Committee member may serve as an employee (full time or part time) of Liberation Scotland ; and no Liberation Scotland Committee member may be given any remuneration by Liberation Scotland for carrying out their duties as a Liberation Scotland Committee member.

7.12.2 Where a Liberation Scotland Committee member provides services to Liberation Scotland or might benefit from any remuneration paid to a connected party for such services:

- the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
- the Liberation Scotland Committee must be satisfied that it would be in the interests of Liberation Scotland to enter into the arrangement (taking account of that maximum amount);
- the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises or makes a loan to Liberation Scotland.

7.12.3 The Liberation Scotland Committee members may be paid travelling and other expenses reasonably incurred by them in connection with carrying out their duties.

7.13 Code of conduct for Liberation Scotland Committee members

7.13.1 Each of the Liberation Scotland Committee members shall comply with the Liberation Scotland Committee Code of Conduct prescribed by the Liberation Scotland Committee from time to time.

7.13.2 The Code of Conduct referred to in clause 7.13.1 shall be supplemental to the provisions relating to the conduct of Liberation Scotland Committee members contained in this Constitution; all relevant provisions of this Constitution shall be interpreted and applied in accordance with the provisions of this Code of Conduct.

8 DECISION-MAKING BY THE LIBERATION SCOTLAND COMMITTEE MEMBERS

8.1 Notice of Liberation Scotland Committee meetings

8.1.1 Any Liberation Scotland Committee member may call a meeting of the Liberation Scotland Committee or may ask the Secretary to call a meeting of the Liberation Scotland Committee.

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

8.1.3 If Liberation Scotland Committee members are to be permitted to participate in a Liberation Scotland Committee meeting by way of audio and/or audio-visual link(s), the Liberation Scotland Committee members shall, in advance of the meeting, be provided with details of how to connect and participate via that link or links.

8.2 Procedure at Liberation Scotland Committee meetings

8.2.1 No valid decisions can be taken at a Liberation Scotland Committee meeting unless a quorum is present; the quorum for Liberation Scotland Committee meetings is not less than 45% (to the nearest round number) of the Liberation Scotland Committee voting members, present in person, or via audio-visual link as defined in clause 8.2.2. In the event that the number of Committee members changes, the quorum may be adjusted by majority decision of the LSC members (to be confirmed at an annual general meeting).

8.2.2 An individual participating in a Liberation Scotland Committee meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a Liberation Scotland Committee member, will be deemed to be in attendance) at the meeting.

8.2.3 If at any time the number of Liberation Scotland Committee voting members in office falls below ten (10), the remaining members of the LSC have a duty to immediately call a special general meeting, to be held within 14 days, with the purpose of electing new voting members to the LSC.

8.2.4 One of the elected convenor or co-convenor should act as convener of each Liberation Scotland Committee meeting.

8.2.5 If the convener is not present within 15 minutes after the time at which the

meeting was due to start (or is not willing to act as convener), the co-convenor will step in. Failing both, Liberation Scotland Committee members present at the meeting must elect (from among themselves) the person who will act as convener of that meeting.

8.2.6 Every Liberation Scotland Committee member has one vote, which must be given personally (subject to clause 8.2.2).

8.2.7 All decisions at Liberation Scotland Committee meetings will be made by majority vote, except those that require a two-thirds majority vote (refer clauses 6.4.3 and 6.6.3).

8.2.8 If there is an equal number of votes for and against any resolution, the convener of the meeting will be entitled to a second (casting) vote.

8.2.9 The Liberation Scotland Committee may if they consider appropriate (and must, if this is required under clause 8.2.2), allow Liberation Scotland Committee members to participate in Liberation Scotland Committee meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:

- the means by which Liberation Scotland Committee members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the Liberation Scotland Committee members - a barrier to participation; and
- the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Liberation Scotland Committee members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Liberation Scotland Committee members (if any) who are attending in person (and vice versa).

8.2.10 A Liberation Scotland Committee meeting may involve two or more Liberation Scotland Committee members participating via attendance in person while other Liberation Scotland Committee members participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

8.2.11 Where a Liberation Scotland Committee member or Liberation Scotland Committee members are participating in a Liberation Scotland Committee meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of an agreed form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

8.2.12 The Liberation Scotland Committee may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a

Liberation Scotland Committee meeting notwithstanding that they are not a Liberation Scotland Committee member - but on the basis that they must not participate in decision-making.

8.2.13 A Liberation Scotland Committee member must not vote at a Liberation Scotland Committee meeting (or at a meeting of a sub-Committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of Liberation Scotland (refer Clause 7.11); they must withdraw from the meeting while an item of that nature is being dealt with.

8.3 Technical objections to remote participation

8.3.1 The principles set out in clause 6.5 (technical objections to remote participation) shall apply in relation to remote participation and voting at Liberation Scotland Committee meetings, as if each reference in that clause to a member were a reference to a Liberation Scotland Committee member and each reference in that clause to a general meeting were a reference to a Liberation Scotland Committee meeting.

8.4 Liberation Scotland Committee resolutions agreed in writing or by email

8.4.1 A resolution agreed to in writing (or by email) by a majority of the Liberation Scotland Committee members then in office shall be as valid as if duly passed at a Liberation Scotland Committee meeting.

8.4.2 A resolution under clause 8.4.1 shall not be valid unless a copy of the resolution was circulated to all of the Liberation Scotland Committee members, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 8.4.

8.4.3 If a resolution is circulated to the Liberation Scotland Committee members under clause 8.4.1, any one or more Liberation Scotland Committee members may, following receipt of a copy of the resolution, notify the Secretary that they consider that a Liberation Scotland Committee meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the Secretary prior to the cut-off time:

- the Secretary must convene a Liberation Scotland Committee meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- the resolution cannot be treated as valid unless and until that Liberation Scotland Committee meeting has taken place; and
- the Liberation Scotland Committee may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that Liberation Scotland

Committee meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the Liberation Scotland Committee members then in office.

8.5 Minutes

8.5.1 The Liberation Scotland Committee must ensure that proper minutes are kept in relation to all Liberation Scotland Committee meetings and meetings of sub-Committees; and that a proper record is kept of all resolutions agreed to (in writing or by email) by the Liberation Scotland Committee members.

8.5.2 The minutes to be kept under clause 8.5.1 must include the names of those present.

9 ADMINISTRATION

9.1 Delegation to sub-Committees

9.1.1 The Liberation Scotland Committee may delegate any of their powers to sub-Committees; a sub-Committee must include at least one Liberation Scotland Committee member, but other members of a sub-Committee need not be Liberation Scotland Committee members.

9.1.2 The Liberation Scotland Committee may also delegate to the Convener of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.

9.1.3 When delegating powers under clause 9.1.1 or 9.1.2, the Liberation Scotland Committee must set out appropriate conditions (which must include an obligation to report regularly to the Liberation Scotland Committee).

9.1.4 Any delegation of powers under clause 9.1.1 or 9.1.2, may be revoked or altered by the Liberation Scotland Committee at any time.

9.1.5 The rules of procedure for each sub-Committee, and the provisions relating to membership of each sub-Committee, shall be set by the Liberation Scotland Committee.

9.2 Operation of bank accounts

9.2.1 The Liberation Scotland Committee must ensure that the systems of financial control adopted in relation to the operation of bank accounts (including online banking) held by Liberation Scotland reflect the recommendations made from time to time by the Liberation Scotland auditors (or independent examiners) or other external accountants.

9.3 Accounting records and annual accounts

9.3.1 The Liberation Scotland Committee must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

9.3.2 The Liberation Scotland Committee must prepare annual accounts, complying with all relevant statutory requirements; and

- if an audit is required under any statutory provisions (or if the Liberation Scotland Committee consider that an audit would be appropriate for some other reason), the Liberation Scotland Committee must ensure that an audit of the accounts is carried out by a qualified auditor;
- if an audit is not carried out, the Liberation Scotland Committee must ensure that an independent examination of the accounts is carried out by a qualified Independent Examiner.

9.4 Liberation Scotland Affiliates

Subject to the satisfaction of specific criteria and provision of confirmation in writing by the Liberation Scotland Committee, external organisations may formally affiliate with Liberation Scotland and publicise this affiliation. The mechanism and criteria for affiliation will be established at a general meeting.

10 MISCELLANEOUS

10.1 Dissolution

The dissolution of Liberation Scotland will only occur once a substantial majority of members (at least 90%) agree that each of the three Objectives of Liberation Scotland set out in clause 2.3, have been fully completed. The mechanism for members to agree and implement this will be established at a general meeting.

10.2 Alterations to the Constitution

This constitution may be altered by resolution of the members passed at a general meeting (subject to achieving the two thirds majority required by clause 6.4.3) or by way of a special resolution of the members agreed in writing or by email under clause 6.6.1.

10.3 Initial officers of the Liberation Scotland Committee

The initial officers of the Liberation Scotland Committee, and the positions held by each, are set out below. The names of the Stewards of Liberation Scotland (refer clause 1.8) at the time of adoption of the Constitution are also given below.

This Constitution was adopted on: 31 March 2025

| LSC Officer | LSC Position |
|--------------------|---------------------|
|--------------------|---------------------|

| | |
|------------------|-------------|
| Alf Baird | Co-Convenor |
| Roy Mackie | Co-Convenor |
| Diarmid Jamieson | Secretary |
| John Robson | Treasurer |

Stewards:

Brian Allan

Alf Baird

Laurie Flynn

Ailsa Gray

Sara Salyers