



Shetland
Charitable Trust

Scottish Charity Number SC027025

Administrative Regulations

Adopted by Trustees on 18 March 2010
Min Ref CT/18/10

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Context

Shetland Charitable Trust (“the Trust”) has 4 key governing documents – the Trust Deed, the Corporate Plan, the Financial Regulations and the Administrative Regulations.

The Trust Deed sets out what the Trust can do, within the context of relevant trust and charitable law.

The Corporate Plan draws on the Trust Deed and sets out the overall Aims, Objectives and Priorities of the Trust.

The Financial Regulations sets out the framework for how the Trust prepares its investment and budget strategies and sets out the rules governing the financial transactions of the Trust.

The Administrative Regulations describes the framework within which the Trust operates and sets out the relevant roles and responsibilities of Trustees and staff. It describes the way in which the Trust will carry out its business and, specifically, sets out the rules governing how the meetings of the Trust will be run.

SECTION I – CONSTITUTION OF THE TRUST

1. Terms of Reference

- 1.1 The Shetland Charitable Trust (“The Trust”) was established by the Shetland Islands Council and exists to improve the quality of life for the inhabitants of Shetland within the framework set out in the Trust Deed and the Corporate Plan.

2. Appointments and Terms of Office

- 2.1 The Trust is governed by 24 Trustees.
- 2.2 The Shetland Islands Council appoints each local government elected member for Shetland to sit as a Trustee on the Trust.
- 2.3 There are also 2 ex officio appointments to the Trust, namely, the Lord Lieutenant of Shetland and the Head Teacher of the Anderson High School.
- 2.4 The term of office of Council appointed Trustees shall be 3 years, or such other period of time as determined by local government election legislation, and they shall retire at the end of their term on the day of the ordinary election.
- 2.5 The term of office for the ex officio appointments will end on the effective date of the postholder’s resignation from that post.

SECTION II – TRUSTEES OF THE TRUST

3. Roles and Responsibilities

The Roles and Responsibilities of Trustees are set out below.

- 3.1 Each Trustee shall act honestly and in good faith and in the best interests of the Trust and the beneficiaries thereof.
- 3.2 Each Trustee shall attend regularly the meetings of the Trust and any Committee of which the Trustee is a member.
- 3.3 A Trustee’s prime concern is the interest of the Charity. Trustees must act and take decisions in the best interest of the charity and present and future beneficiaries.
- 3.4 Except where any particular task is specifically delegated to one or more Trustees or to others, the Trustees acting together take decisions affecting the Trust. Even if a task is delegated the Trustees retain ultimate responsibility for all decisions.
- 3.5 Trustees must take care to act in accordance with the Trust Deed.
- 3.6 Trustees are under a duty to ensure compliance with all relevant legislation and guidelines (such as the various charities acts and in relation to tax matters).
- 3.7 Trustees are responsible for setting the strategic aims, objectives and direction of the charity.
- 3.8 Trustees must protect the charity’s assets and be accountable for the solvency and continuing effectiveness of the charity and the preservation of its endowments.

- 3.9 Trustees must exercise overall control over its financial affairs and ensure the completion of the relevant statutory reports, returns and accounts.
- 3.10 Trustees must not receive any financial or non-financial benefit that is not expressly authorised by the Trust Deed.
- 3.11 Trustees have a duty of care to perform their duties with the standard of care which an ordinary, prudent business person would show, taking professional advice as required.

4. Chairman

The duties of the Chairman of the Trust are set out below.

- 4.1 The Chairman's overall purpose is to provide leadership and direction to the Trustees, enabling them to fulfil their responsibilities for the overall governance and strategic direction of the charity and also for developing the organisation's aims, objectives and goals in accordance with the governing document, legal and regulatory guidelines.
- 4.2 The Chairman will work with the General Manager to ensure that Trustee decisions are acted upon and the charity is managed in an effective manner.
- 4.3 The Chairman's main responsibilities are:
 - a. Chairing Trust meetings;
 - b. Leading the trustees and members of the staff to develop strategic plans for the charity;
 - c. With the General Manager, ensuring that the charity is run in accordance with the decisions of the trustees and the charity's governing document;
 - d. Liaising with the relevant staff to draft agendas for trustee meetings and ensure that the business is covered efficiently and effectively in those meetings;
- 4.4 Other duties of the Chairman are:
 - a. Taking action on behalf of the Trust on matters which will not admit of delay;
 - b. Speaking with the press or other media on behalf of the Trust;
 - c. Acting as "spokesperson" for the Trust in other situations;
 - d. Representing the Trust at functions;
 - e. Representing the Trust on external bodies.
- 4.5 The election of the Chairman shall be the first business transacted at the first meeting of the Trust held after the ordinary election of councillors of the Council, and at that meeting, until the Chairman is elected, the General Manager, and failing her/him such Trustee as may be selected by the meeting, shall preside.
- 4.6 The term of office of the Chairman shall be such number of years from the date of his or her election as Chairman as is equal to the number of years in the term of office of the then existing Council, except in the

case of the filling of a casual vacancy, when the Trust may decide that the person elected to fill the vacancy should serve as Chairman for the remainder of the term of office of the then existing Council.

- 4.7 The method of election shall require that all nominations for the position of Chairman shall be sought prior to the first ballot and no further nominations will be allowed after voting begins. Also prior to voting, nominees shall be permitted to address the meeting as to their candidature. However, no questions will be allowed. Voting shall be by secret ballot. Regardless of the number of candidates, each Trustee will vote for one candidate at each ballot. After the first ballot, the candidate who secures a clear majority of the total votes cast shall be elected. However, in the case of no clear majority, the lowest scoring candidate shall drop out and the second ballot will take place. This method shall continue until the appointment is made either by clear majority or a choice between two remaining candidates. In the case of an equality of votes, the Chairman shall be elected by lot as between those who received equal votes, and proceed on the basis that the person to whom the lot falls upon had received the additional vote.
- 4.8 A person holding the office of Chairman shall be eligible for re-election as Chairman but shall cease to hold that office upon ceasing to be a Trustee.
- 4.9 For the period between the date of the Council Elections and the first meeting of the Trust following the Council Elections, Trustees shall appoint one of the two non-Councillor Trustees as Interim Chairman.
- 4.10 On a casual vacancy occurring in the office of Chairman an election to fill the vacancy shall be held as soon as practicable by the Trust at a meeting of the Trust the notice of which specified the filling of the vacancy as an item of business, and the meeting shall be conducted in the same manner as an ordinary election of Chairman.
- 4.11 It is the responsibility of the Chairman to observe the Administrative Regulations and ensure that the Trustees adhere to and observe them at all times.
- 4.12 The Chairman of the Trust shall be known as the Chairman.

5. Vice Chairman

- 5.1 The Trust shall appoint a Trustee to be Vice Chairman of the Trust and he or she shall be known as Vice Chairman. Anything authorised or required to be done by, to, or before the Chairman may be done by, to, or before the Vice Chairman.
- 5.2 The Vice Chairman of the Trust shall substitute for the Chairman as and when required and support him/her in fulfilling the duties set out in paragraph 4 above.
- 5.3 The Vice Chairman shall, unless he or she resigns or becomes disqualified, hold office until the day of the ordinary election of councillors of the Council following the date of his or her appointment or the day on which he or she ceases to be a Trustee.

6 Interests

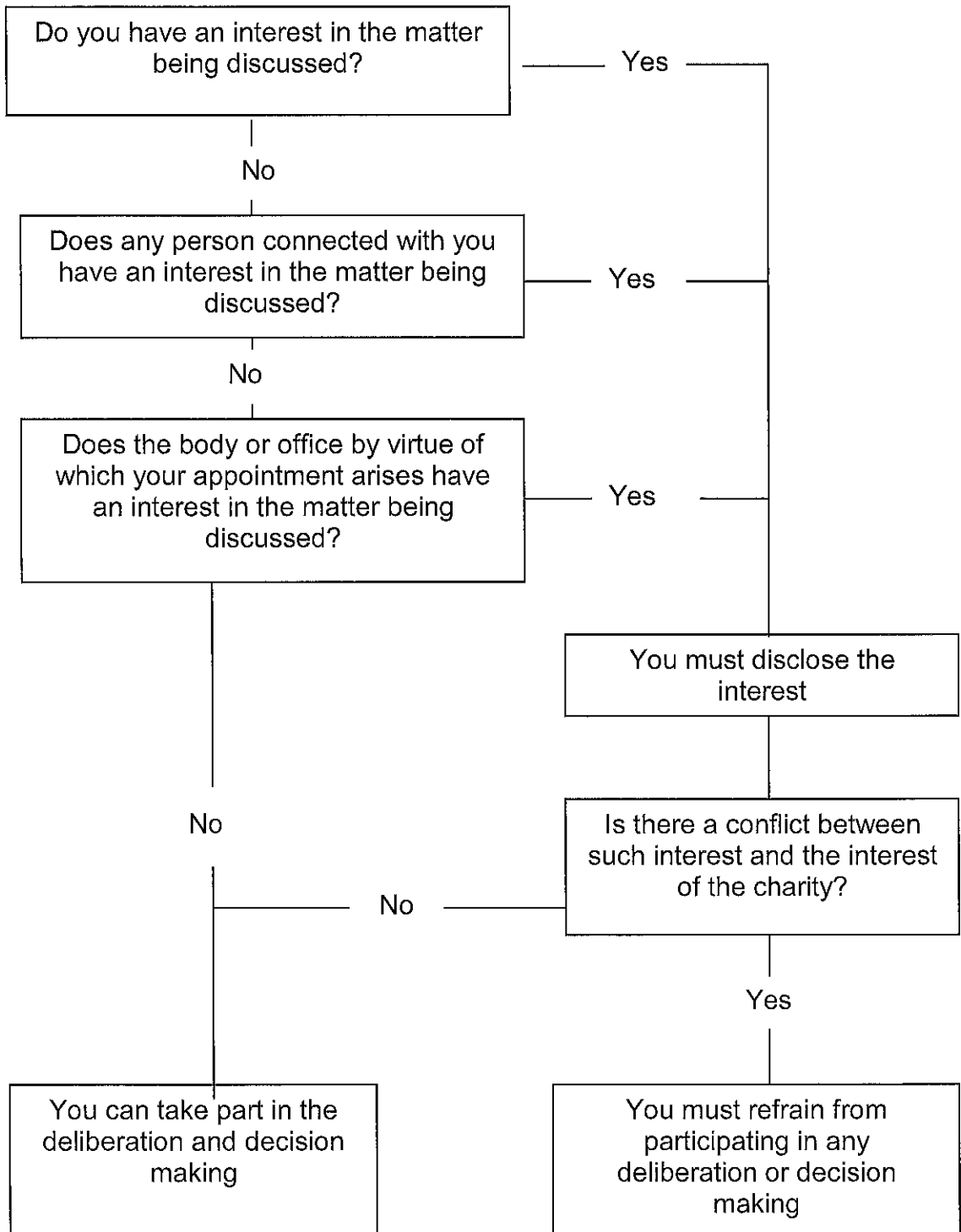
- 6.1 Trustees have a statutory duty in terms of Section 66 of the Charities & Trustee Investment (Scotland) Act 2005 ("the Charities Act") to act in the best interests of Shetland Charitable Trust in implementation of the Deed of Trust.
- 6.2 Conflicts of interest may arise where an individual's personal or family interests and/or loyalties conflict with those of the Shetland Charitable Trust. These conflicts may create problems, such as:
- inhibit free discussion;
 - result in decisions or actions that are not in the interests of the Shetland Charitable Trust; and
 - risk giving the impression that the Shetland Charitable Trust has acted improperly.
- 6.3 In terms of Section 66 of the Charities Act the general duties of a Trustee are to act in the interests of the charity and in particular:-
- (a) Seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes;
 - (b) Act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person; and
 - (c) In circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the Trustees –
 - (i) Put the interests of the charity before those of the other person, or
 - (ii) Where any other duty prevents the Trustee from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other Trustees with respect to the matter in question.
- 6.3 Trustees must ensure that the charity complies with any direction, requirement, notice or duty imposed on it by the Charities Act.
- 6.4 Trustees must take such steps as are reasonably practicable for the purposes of ensuring:-
- (a) That any breach of duty is corrected by the Trustee concerned and not repeated; and
 - (b) That any Trustee who has been in serious or persistent breach of either or both of those duties is removed as a Trustee.
- 6.5 Accordingly, Trustees are asked to declare their interests, as follows:
- Current employment and any previous employment in which they continue to have a financial interest.
 - Appointments (voluntary or otherwise) eg trusteehips, directorships, local authority membership, tribunals, etc.
 - Membership of any professional bodies, special interest groups or mutual support organisations.
 - ownership or lease of land and property

- ownership and interests in companies (with limits specified)
- any tenancy of premises owned by the Trust
- Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last twelve months
- Any use, or care for a user of, the organisation's services
- Any contractual relationship with the charity or its subsidiary.

Interests will be recorded on the charity's Register of Interests, which will be maintained by the General Manager.

- 6.6 The information provided will be processed in accordance with data protection principles and data will be processed only to ensure that Trustees act in the best interests of the Shetland Charitable Trust. The information provided will not be used for any other reason.
- 6.7 Trustees need to declare an interest and withdraw from the discussion in the following circumstances:
- Trustees or a person with whom a Trustee is connected are about to enter into a transaction (for example a contract or a grant, etc).
 - The Trustee or a person with whom the Trustee is connected is a user of the Shetland Charitable Trust Services.
- 6.8 Where the following persons are "connected" with the Trustee
- (a) Any person
 - (i) to whom the Trustee is married;
 - (ii) who is a civil partner of the Trustee; or
 - (iii) with whom the Trustee is living as husband and wife or, where the Trustee and the other person are of the same sex, in equivalent relationship.
 - (b) Any child, parent, grandchild, grandparent, brother or sister of the Trustee (and any spouse of any such person)
 - (c) Any institution which is controlled (whether directly or through one or more nominees) by
 - (i) the Trustee;
 - (ii) any person with whom the Trustee is connected by virtue of paragraph (a), (b), (d) or (e) or
 - (iii) two or more persons falling within sub-paragraph (i) or (ii), when taken together.
 - (d) A body corporate in which
 - (i) the Trustee has a substantial interest;
 - (ii) any person with whom the charity Trustee is connected by virtue of paragraph (a), (b), (c) or (e) has a substantial interest or
 - (iii) two or more persons falling within sub-paragraph (i) or (ii) when taken together have a substantial interest.

- (e) A Scottish partnership in which one or more of the partners is
 - (i) the Trustee or
 - (ii) a person with whom the Trustee is virtue of paragraph (a) or (b) connected.
- 6.9 For the purposes of the foregoing a person who is
- (a)
 - (i) another person's stepchild or
 - (ii) brought up or treated by another person as if the person were a child of the other person
 is to be treated as that person's child;
 - (b) able to secure that the affairs of an institution are conducted in accordance with the person's wishes is to be treated as being in control of the institution; and
 - (c)
 - (i) interested in shares comprised in the equity share capital of a body corporate of a nominal value of more than one-fifth of that share capital or
 - (ii) entitled (whether directly or through one or more nominees) to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of a body corporate, is to be treated as having substantial interests in the body corporate.
- 6.10 Trustees need to declare interests if these are relevant to the item under discussion. Where a real or potential conflict of interest might arise, the first test is to determine if the interest is "clear and substantial". An interest is likely to be "clear and substantial" if members of the public, knowing the facts of the situation, would reasonably think that the Trustee *might* be influenced by it. Thus, the crucial question is not whether a Trustee is, in fact, behaving improperly, the key issue is how his or her behaviour *appears* to the outside world. A rigorous standard should be imposed; it is not enough to avoid actual impropriety – the Trustee needs to avoid the suspicion of improper conduct. In other words, you need to ask:
 "not whether **you** (ie as a Trustee) consider yourself to be prejudiced; ask yourself whether others, knowing all the facts, **might** reach a different conclusion."
- 6.11 The Office of the Scottish Charity Regulator ("OSCR"), established by the Charities Act, has published guidance for charity Trustees which deals with, amongst other things, the general duties of Trustees and conflicts of interest. It is worth noting that this is OSCR's interpretation of the duties in terms of the Charities Act and does not itself have any binding effect on Trustees. It is however published guidance circulated by OSCR and ought to at least be considered when a decision is being made with regard to whether or not a conflict of interest exists. A flow chart follows, summarising how a Trustee ought to manage Conflicts of Interest.



6.12 If a Trustee fails to declare an interest that is known to the Chairman of the Shetland Charitable Trust, the Chairman will declare that interest at the outset of the discussion.

7. Allowances

7.1 Each Trustee shall be entitled to reimbursement of all expenses reasonably incurred by him or her in connection with the necessary performance of his or her duties as Trustee.

7.2 The Chairman and Vice Chairman shall be paid the sum of £5,000 and £2,500 respectively or such other sum as may be agreed by the Trustees from time to time in respect of discharging his or her duties as such, such sum to be paid in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005 and any statutory modification or re-enactment thereof.

SECTION III – MANAGEMENT OF THE TRUST

8. Composition and Function of the Management

8.1 Trustees shall ensure that the following services are always available to the Trust:

- Co-ordination and management;
- Financial services
- Investment services.
- Trust and taxation legal services; and
- Administrative and secretarial services

8.2 The principal duties of those responsible for the services detailed in paragraph 8.1 above shall be as follows or such other duties as are otherwise agreed from time to time by a majority of the Trustees:

- a. **Co-ordination and Management:** The Trustees shall directly appoint and employ a General Manager to manage the business of the Trust on behalf of Trustees. The General Manager's role is to manage the day to day business of the Trust on behalf of the Trustees and to oversee the other advisory posts, as follows:
- I. To develop the overall strategic direction of the Trust, as expressed in its Corporate Plan, or similar;
 - II. To take the lead on policy developments which significantly impact on the way the Trust is governed or managed;
 - III. To oversee significant strategic investments, which have a Shetland-wide impact;
 - IV. To liaise with strategic partners to ensure that the business of the Trust continues to fulfil its remit on behalf of the local community;
 - V. To develop an effective operating framework of relevant policies, staffing structures, performance information, etc;

- VI. To manage the team of staff who work for the Trust;
- VII. To oversee the annual budgeting exercise;
- VIII. To ensure that Trustees have effective management information upon which to base their decisions.

- b. **Financial Services:** The person or persons responsible for financial services (hereinafter referred to as the “Financial Controller”) shall be directly employed by and appointed by the Trust and will provide a full range of general financial advice to the Trust including the preparation of accounts, regulation of expenditure, preparation of financial reports to Trust meetings and in particular shall be responsible for ensuring the authorising of individual investment transactions of the Trust where recommended by the Investment Advisers (as hereinafter defined);
 - c. **Investment Services:** The person or persons responsible for investment services (hereinafter referred to as the “Investment Advisers”) shall be appointed at a meeting of the Trust, and shall provide a full range of investment advice and services to the Trust and shall liaise with the Financial Controller in respect of authorisation of individual investment transactions and shall report regularly to the Trust in respect of such transactions.
 - d. **Legal Services:** The person or persons responsible for trust and taxation legal services (hereinafter referred to as the “Legal Advisers”) shall be appointed at a meeting of the Trust, and shall provide legal advice to the Trust in respect of matters pertaining to trust law as it affects the Trust generally, with particular reference to the retention of the charitable status of the Trust, taxation as it affects the Trust generally and in particular shall assist in the preparation of and shall advise upon such reports to the Trust as may from time to time be submitted to them, and only in so far as such reports relate to the trust and taxation matters; and
 - e. **Committee Services:** The person or persons responsible for administrative and secretarial services (hereinafter referred to as the “Administrative Adviser”) shall be appointed by the General Manager, and shall provide a full range of administrative and secretarial services to the Trust including the publication and dispatch of notices of Trust meetings and related advisory reports, preparation of minutes, and attendance at meetings;
- 8.3 Employees and/or officials acting on behalf of the Trust and applicants for employment may not canvass Trustees.
- 8.4 No employee and/or official acting on behalf of the Trust may attend any unofficial meeting of a group of Trustees.

SECTION IV – BUSINESS OF THE TRUST

9. Trust Meetings - General

- 9.1 Seven clear days at least before a meeting of the Trust:
- a. Notice of the time and place of the intended meeting shall be published, and, where the meeting is called by Trustees, the notice shall be signed by those Trustees and shall specify on the agenda paper accompanying such notice the business proposed to be transacted thereat.
 - b. A summons to attend the meeting, specifying the business to be transacted thereat and signed by the General Manager or such other person as is authorised by her/him shall be left at or sent by post to the usual place of residence of every Trustee; provided that want of service of a summons on any Trustee shall not affect the validity of a meeting of the Trust.
- 9.2 A special meeting of the Trust may be called at any time by the Chairman of the Trust.
- 9.3 On the request of 7 Trustees, the General Manager or such other person as is authorised by her/him shall call a special meeting, which shall be held within 14 days of the receipt of such requisition by the General Manager or such other person as is authorised by her/him.
- 9.4 In any year which is a year of election of councillors of the Council, a meeting of the Trust shall be held within 21 days after the date of the election.
- 9.5 The Chairman of the Trust, or the Vice Chairman of the Trust, may take action on behalf of the Trust on matters that will not admit of delay. The Chairman and/or Vice Chairman concerned will promptly report the fact to the Trust.
- 9.6 All the Trustees, or at least a majority thereof, shall from time to time and at the first meeting of the Trust after an election of the councillors of the Council, the notice of which specified such as an item of business, execute a power of attorney appointing 12 Trustees to execute documents for and on behalf of the Trust.
- 9.7 Any document to be executed for and on behalf of the Trust shall be signed by any 3 of the 12 Trustees appointed in terms of subparagraph 9.6 hereof, and these signatures shall be full and sufficient certificate that the document has been duly and validly executed for and on behalf of the Trust in compliance with all the regulations of the Trust in that behalf.
- 9.8 A record of all such executions shall be laid on the table at the next meeting of the Trust, for inspection but not for debate.

10. Conduct of Meetings

- 10.1 At a meeting of the Trust the Chairman, if present, shall preside. If the Chairman is absent, the Vice Chairman of the Trust, if present shall preside. If the Chairman and Vice Chairman are both absent, another Trustee chosen by the Trustees present shall preside.
- 10.2 The ruling of the Chairman (in which he shall have the benefit of the advice of the General Manager or such other person as is authorised

by her/him) as to the construction or application of these administrative regulations shall not be challenged at any meeting of the Trust. The Chairman may at any time, if he or she thinks it desirable in the interests of order, adjourn a meeting or suspend a sitting of the Trust for a time to be named by him or her.

- 10.3 No extemporary motion for the suspension of an administrative regulation shall be put to the vote unless the Chairman so decides.
- 10.4 In the event of a motion to suspend, waive, vary, alter, extend or add to these administrative regulations, the question shall be decided at a meeting of the Trust by a majority of at least 75% of Trustees present and voting thereon.
- 10.5 Unless specified otherwise in these administrative regulations, no business shall be transacted at a meeting of the Trust unless at least 12 Trustees are present.
- 10.6 If the Chairman finds that the quorum is wanting, the fact shall be announced and a period of five minutes shall elapse after which, if a quorum is then wanting, the meeting shall end, and the remaining business be carried forward.
- 10.7 No business shall be transacted at a meeting of the Trust other than that specified in the summons relating thereto.
- 10.8 Notwithstanding paragraph 10.7 hereof, at his or her discretion the Chairman may bring forward at a meeting of the Trust any business.
- 10.9 Four clear days before a meeting the agenda paper for the meeting shall be sent to the members of the Trust, and no other business, unless the Chairman judges it urgent, shall be brought before the meeting.
- 10.10 Documents containing information which in the interests of the Trust ought not to be divulged will be marked as confidential.
- 10.11 The General Manager or such other person as is authorised by him/her shall classify all documents for presentation to the Trust and any committees or sub-groups of the Trust, and mark accordingly those classified as confidential, such classification being subject to the approval of the Trust and/or the relevant committee or sub-group as appropriate. He or she shall remove this marking when it is no longer, in his or her view, required, for a complete document or for part of it. Confidential documents or their contents shall not be referred to in public and their contents shall in no circumstances be quoted in public or divulged. The advice or opinions of employees and/or officials acting on behalf of the Trust, as opposed to factual information provided by them, contained in documents, whether classified or not, shall not be divulged at any time as being those of the employees and/or officials acting on behalf of the Trust.
- 10.12 The production in response to a request by a Trustee of a specified document or documents, whether circulated or not, which has not or have not been presented to the Trust or a Committee shall be at the discretion of the Chairman of the Trust.
- 10.13 No speech shall exceed five minutes except with the consent of a majority of the Trustees present, such consent given without debate.

Other than in the case of the mover or the seconder of a motion, the Chairman may reduce the normal limit of five minutes if many Trustees wish to speak. If a Trustee raises a point of order, he or she shall say (if the Chairman so requires) to which administrative regulation his or her point is directed. A Trustee may speak on a point of personal explanation only if the current debate, in the opinion of the Chairman, warrants it. No other interruption of a speech shall be permitted. Trustees shall not be permitted to read speeches except at the discretion of the Chairman.

- 10.14 The Chairman shall check a Trustee for irrelevance, tedious repetition, failure to address the chair, unbecoming language, reflections of a personal character on another Trustee or an employee and/or official acting on behalf of the Trust [except in the case of relevant and necessary questions or comments arising out of or in connection with, any act of commission or omission, howsoever caused, on the part of the official in the proper conduct of his or her duties, as an official of the Trust, when the item of business, properly under discussion, concerns disciplinary action taken, or in contemplation, against such official.] If a Trustee disregards the chair, the Chairman may order him to end his speech and, if he considers it necessary, following a resolution of the Trust or otherwise, on behalf of the Trust, order his removal from the chamber or suspend the sitting for a specified time.
- 10.15 No motion, other than for the reception of a sub-group's minutes, or for approval of a recommendation therein, or amendment shall be debated unless it has been seconded. Seconding of adjournment motions must be without a speech. In other cases the seconder may speak when seconding or reserve his right to speak later.
- 10.16 The mover of a motion or an amendment shall need the consent of his seconder for withdrawing it.
- 10.17 No Trustee, other than the mover of a motion, may speak a second time on the same motion or amendment; the second speech of the mover on a motion shall close a debate, but it may not introduce any new matter. If an amendment is moved, its mover shall have no right of reply; its mover and seconder shall be deemed to have spoken on the main motion. They may, however, speak on another amendment to the same motion.
- 10.18 All meetings of the Trust shall be open to the public provided that the Trust may by resolution exclude the public from a meeting (whether during the whole or part of the proceedings) whenever in the sole opinion of the Trustees, publicity would be prejudicial to the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or of the proceedings.
- 10.19 After warning, the Chairman may order the removal from the galleries of any member of the public causing disturbance.
- 10.20 Minutes of the proceedings of a meeting of the Trust shall be drawn up and shall be signed at the same or next following meeting of the Trust by the person presiding thereat and any minute purporting to be so signed shall be received in evidence without further proof.

- 10.21 The minutes shall be taken as read if they have been sent to the Trustees not less than 48 hours before the meeting. Only on accuracy may they be challenged, and that by a motion before they are signed.
- 10.22 Until the contrary is proved, a meeting of the Trust and/or any sub-group appointed by the Trust a minute of whose proceedings has been made and signed in accordance with this paragraph shall be deemed to have been duly convened and held, and all the Trustees present at the meeting shall be deemed to have been duly qualified.
- 10.23 By notice given to the General Manager or such other person as is authorised by him in writing by 5pm on the Friday preceding a meeting of the Trust, any Trustee may put questions (not more than two in total) to chairmen of sub-groups of the Trust about matters for which those sub-groups are responsible. No question without such notice shall be asked except a question of urgent importance, to which the Chairman shall be arbiter. Questions must be accompanied by a copy of any document to which they refer. If questions are unsuitable in form, frivolous or derogatory to the dignity of the Trust they shall be disallowed. Not more than 2 supplemental questions arising directly out of the reply shall be allowed by the Chairman, and for the first of these the original questioner shall have priority. Question time shall be restricted to thirty minutes and questions not answered in one meeting shall be given priority in the following meeting.
- 10.24 A Trustee may move that the meeting adjourn. He or she shall need, if challenged, the support of 6 other Trustees. He or she may not move or second this motion more than once at a meeting and no Trustee may move it (without leave of the chair) within one hour of a previous adjournment motion. Seconding shall be without a speech. The mover and the speaker replying on the invitation of the Chairman may speak for five minutes only, and the question shall then be put. If the motion is carried, the Chairman shall put to the meeting the remaining matters on the agenda paper accompanying the summons to the meeting, and whatever is unopposed shall be agreed to before the meeting of the Trust is adjourned.
- 10.25 Minutes of sub-groups appointed by the Trust shall be considered in the motion that the minutes be received. If the minutes contain more than one paragraph an amendment may be moved to accept a paragraph, with or without reason given.
- 10.26 All motions must relate to matters which affect, or may affect, the services or the administration or the interests of the Trust; they must be in writing and be signed by the movers; they must be lodged in the office of the General Manager by 11am on the second Friday prior to the date of the meeting; they shall be open to inspection, and amendments for the agenda paper accompanying the summons to the meeting may be handed in up to six hours later. Unless bearing a total of 12 signatures, motions may not propose a course contrary to a Trust decision taken within six months previously. If any motion proposes extra expenditure or loss of income (other than of a purely nominal sum) it shall call first for a report from the General Manager.
- 10.27 Motions which merely call for a report on a given subject must bear also the signatures of 6 other Trustees; they shall be placed on the

agenda paper accompanying the summons to the meeting and passed without debate. The General Manager shall ensure that a report is presented within four months, unless the Trust agrees to a longer interval.

10.28 A Trustee may move at the end of another Trustee's speech, with the permission of the chair:

that the question be now put;

that the question be postponed for ... months;

or

that the Trust proceeds to the next business.

10.29 Subject to paragraph 10.4 hereof, all questions coming or arising before the Trust shall be decided by a majority of the Trustees present and voting thereon at a meeting of the Trust.

10.30 In the case of an equality of votes the person presiding at the meeting shall have a second or casting vote except where the matter which is the subject of the vote relates to the appointment to any particular office or committee or sub-group, in which case the decision shall be by lot.

10.31 Where, by speech or otherwise, it appears that the motion or amendment is likely to be challenged the Chairman shall take a show of hands and declare the result. Any 7 Trustees may require a roll call of Trustees then present to be taken and individual votes listed in the minutes. The Chairman may at his discretion require this procedure to be followed instead of, or after, taking a show of hands.

11. Procedure for considering application of trust funds

11.1 The procedure for considering applications of the income and/or capital of the Trust towards the objects of the Trust shall be as follows:-

- a. Requests for funding shall be submitted directly to the Trust through the completion of an Application for Funding, which will include a service evaluation from the relevant Service Co-ordinator;
- b. Shetland Charitable Trust shall prepare a Corporate Plan, which will set out the priority items which it wishes to support and against which Applications for Funding will be evaluated;
- c. The General Manager, having where s/he deems appropriate, obtained advice from the Legal Advisers, in particular, as to whether the Applications for Funding are within the objects of the Trust and charitable at law, and having determined that they are in keeping with the intent of the Corporate Plan shall submit a report to the Trust;
- d. Reports relating to the Trust's investments, recommendations by the Investment Advisers and any investment transactions authorised by the Financial Controller, shall be submitted to the Trust by the Financial Controller; and
- e. The Trust shall consider such reports and shall authorise, reject or otherwise deal with the recommendations as may be appropriate.