

TWO SHORES POLISH-SCOTTISH CULTURAL ASSOCIATION

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Connected by Sea / Łączy nas morze

CONSTITUTION

Adopted on: 4.09.2026

1. NAME AND STATUS

1.1

The name of the organisation is:

Two Shores Polish–Scottish Cultural Association

1.2

The Association is a voluntary, independent, non-profit membership organisation established and operating principally in Scotland for public benefit.

1.3

The Association shall operate as an unincorporated association unless and until another legal structure is formally adopted in accordance with this Constitution and applicable law.

1.4

The Association shall have its principal office or correspondence address in Scotland at such address as the Management Committee may determine from time to time.

2. PURPOSES

The Association exists for the following non-profit and public benefit purposes:

2.1 Arts, Culture and Heritage

To advance the arts, culture and heritage through the promotion, preservation, interpretation and celebration of Polish and Scottish culture, traditions, arts and heritage.

2.2 Education

To advance education through cultural, artistic, historical and heritage activities and programmes, including educational opportunities for children and young people.

2.3 Citizenship, Community Development and Cultural Exchange

To advance citizenship and community development by strengthening cultural links between Poland and Scotland, encouraging intercultural dialogue, community participation and cultural exchange, and developing cooperation between communities and organisations in Scotland, Poland and internationally.

2.4 Maritime Culture and Heritage

To advance the arts, culture, heritage and education through the preservation, promotion and interpretation of Polish and Scottish maritime culture, traditions and heritage, including their shared maritime history and connections.

3. POWERS

In furtherance of its purposes, the Association may:

a) organise festivals, concerts, performances, exhibitions, workshops, lectures, conferences and other cultural, artistic, heritage and educational activities;

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- b) develop and deliver cultural and educational programmes for children, young people and adults;
- c) promote music, folk traditions, visual arts, photography, literature, crafts, history and heritage;
- d) promote, preserve and interpret maritime culture, traditions, history and heritage;
- e) organise or support sailing, sail-training, traditional vessel and maritime initiatives;
- f) develop cultural, educational and youth exchanges between Scotland, Poland and other countries;
- g) undertake and support research, documentation, interpretation and educational work relating to culture, arts, history and heritage;
- h) collect, preserve, document, interpret and share oral histories, photographs, archives, objects, stories and other cultural or historical material;
- i) produce educational, cultural, printed, audiovisual and digital materials;
- j) engage and collaborate with artists, musicians, educators, historians, researchers, cultural practitioners and volunteers;
- k) work with museums, galleries, schools, universities, cultural institutions, heritage organisations and community organisations;
- l) cooperate with local and national authorities, public bodies and diplomatic and consular institutions;
- m) enter into partnerships, cooperation agreements and other appropriate arrangements in furtherance of the Association's purposes;
- n) recruit and support volunteers and, where appropriate and financially sustainable, engage employees, project managers, contractors, artists, educators, researchers and professional advisers;
- o) raise funds and apply for, receive, administer and account for grants and funding from public, charitable, heritage, cultural, educational and private sources;
- p) receive donations, sponsorship, membership subscriptions and other lawful forms of support;
- q) enter into grant agreements and accept reasonable conditions attached to funding;
- r) repay or return grant funding where required by a lawful funding agreement;
- s) purchase goods and services necessary for the Association's activities;
- t) open and operate one or more bank accounts;
- u) acquire, lease, hire, manage and dispose of equipment or other property where necessary for the Association's purposes and subject to applicable law;
- v) establish working groups, project groups and advisory groups;
- w) support charitable or non-profit initiatives which directly further the Association's purposes;
- x) subject to approval by the members and applicable law, establish or participate in establishing a charitable or incorporated successor organisation, including a Scottish Charitable Incorporated Organisation (SCIO), with the same or substantially similar purposes;
- y) where lawful and approved by the members, transfer activities and assets to such a successor organisation, provided that the assets remain dedicated to the Association's purposes and any applicable asset-lock requirements; and
- z) do anything else lawful which is necessary or desirable to further the Association's purposes.

4. GENERAL STRUCTURE

The Association shall consist of:

- a) its members;
- b) the Management Committee; and
- c) such volunteers, working groups, project groups, employees, contractors or advisers as may from time to time be engaged or authorised by the Association.

The members retain the powers reserved to them under this Constitution.

The Management Committee is responsible for the governance, strategic direction and day-to-day oversight of the Association.

5. MEMBERSHIP

5.1

Membership shall be open to individuals aged 16 or over who support the purposes and values of the Association.

5.2

The Management Committee may establish appropriate categories of membership, including associate, honorary, organisational or non-voting membership, provided that the voting rights of each category are clearly defined.

5.3

Applications for membership shall be considered in accordance with procedures determined by the Management Committee.

The Management Committee may refuse an application where it reasonably considers that membership would be contrary to the purposes, values or legitimate interests of the Association.

5.4

Members are expected to:

- a) support the purposes and values of the Association;
- b) comply with this Constitution and relevant Policies & Procedures;
- c) respect the rights, dignity and safety of others; and
- d) refrain from conduct which causes serious and unjustified harm to the Association or its activities.

5.5

Each voting member shall have one vote at General Meetings.

5.6

The Association shall maintain an appropriate Register of Members in accordance with applicable law and data protection requirements.

6. TERMINATION OF MEMBERSHIP

Membership shall cease:

- a) upon written resignation;
- b) upon death;
- c) where an applicable membership subscription remains unpaid in accordance with procedures adopted by the Association; or
- d) following termination in accordance with this section.

The Association may suspend or terminate membership where there has been a serious breach of the Constitution, relevant Policies & Procedures, or conduct seriously contrary to the purposes or legitimate interests of the Association.

The member concerned shall be informed of the reasons and given a reasonable opportunity to make representations before a final decision is taken.

Any decision shall be made fairly and recorded appropriately.

7. GENERAL MEETINGS

7.1 Annual General Meeting

The Association shall hold an Annual General Meeting (AGM) once in each calendar year.

7.2 Extraordinary General Meeting

An Extraordinary General Meeting (EGM) may be called:

- a) by the Management Committee; or
- b) following a written request by at least one-third of the voting members.

7.3 Notice

Members shall receive reasonable advance notice of a General Meeting together with information concerning the principal business to be considered.

7.4 Participation

General Meetings may be held in person, electronically or in hybrid form, provided members are able to participate appropriately.

7.5 Quorum

The quorum for a General Meeting shall be three voting members or one-third of the voting membership, whichever is greater.

7.6 Voting

Except where this Constitution provides otherwise, decisions shall be made by a simple majority of voting members present and voting.

The person chairing the meeting may exercise a casting vote in the event of an equality of votes, except where they have a material conflict of interest.

7.7 Minutes

Appropriate minutes shall be kept of General Meetings, including attendance, decisions and voting outcomes where appropriate.

8. MANAGEMENT COMMITTEE

8.1 Composition

The Association shall be managed by a Management Committee consisting of not fewer than three members.

The office bearers shall be:

- a) Chair;
- b) Vice-Chair; and
- c) Treasurer.

The Association may appoint a Secretary and/or additional Management Committee members where the members consider this appropriate.

The functions normally associated with the Secretary, including meeting notices, minutes and governance records, may be allocated by the Management Committee to one or more Committee members or another appropriately authorised person.

8.2 Election and Term of Office

Management Committee members shall be elected by the members at a General Meeting.

They shall normally hold office until the next AGM unless they resign or otherwise cease to hold office in accordance with this Constitution.

Management Committee members may be re-elected.

8.3 Casual Vacancies

The Management Committee may fill a casual vacancy arising between General Meetings, subject to confirmation by the members at the next General Meeting.

8.4 Additional Committee Members

The members may elect additional Management Committee members where this would support the effective governance and activities of the Association.

8.5 Duties

Management Committee members shall:

- a) act in good faith and in the best interests of the Association;
- b) exercise reasonable care and diligence;
- c) ensure that the Association's resources are used to further its purposes;
- d) comply with this Constitution, applicable Policies & Procedures and applicable law; and
- e) collectively oversee the governance, finances, activities and strategic direction of the Association.

8.6 Termination of Office

A Management Committee member shall cease to hold office if they:

- a) resign in writing;
- b) become legally ineligible to hold office;
- c) are removed by resolution of the members at a General Meeting;
- d) are absent without reasonable explanation from three consecutive Management Committee meetings and the remaining Committee members resolve that their office should terminate; or
- e) otherwise cease to hold office in accordance with applicable law.

The individual concerned should be given reasonable notice and an opportunity to make representations before a decision under paragraph (d) is made.

9. MANAGEMENT COMMITTEE MEETINGS

9.1

The Management Committee shall meet as often as necessary for the proper management of the Association.

Meetings may take place in person, electronically or in hybrid form.

9.2 Quorum

The quorum for a Management Committee meeting shall be two Management Committee members.

9.3 Voting

Decisions shall normally be made by a simple majority of Committee members present and voting.

In the event of an equality of votes, the Chair may exercise a casting vote, except where the Chair has a material conflict of interest.

9.4

Appropriate minutes shall be maintained recording attendance, significant decisions, conflicts of interest and actions agreed.

10. CONFLICTS OF INTEREST

10.1

Management Committee members must declare any actual, potential or perceived conflict of interest relating to the Association's activities, finances, contracts or decisions.

10.2

Where a material conflict exists, the person concerned shall normally:

- a) declare the conflict;
- b) withdraw from the relevant discussion where appropriate;
- c) not participate in the relevant decision; and

d) not vote on the matter.

10.3

The declaration, action taken and relevant decision shall be recorded in the minutes and, where appropriate, in the Association's Register of Interests and Conflicts.

11. FINANCE, PROPERTY AND APPLICATION OF FUNDS

11.1

All income, property and assets of the Association shall be applied solely towards furthering its purposes.

11.2

No part of the Association's income or property shall be distributed directly or indirectly to members or Management Committee members by way of profit, dividend or bonus.

11.3

Members and Management Committee members may be reimbursed for reasonable expenses properly incurred on authorised Association business.

11.4 Payment for Genuine Work or Services

A member or Management Committee member may receive reasonable payment for genuine work, professional services, goods or other services provided to the Association separately from their governance responsibilities, provided that:

- a) the payment is permitted by applicable law;
- b) the arrangement is necessary or appropriate for furthering the Association's purposes;
- c) the amount is reasonable and represents appropriate value for money;
- d) the arrangement is approved by non-interested Management Committee members;
- e) the person concerned does not participate in any decision concerning their own appointment, remuneration or contractual terms; and
- f) the conflict of interest and decision are properly recorded.

11.5

Membership of the Association or service on the Management Committee does not create an automatic entitlement to remuneration.

11.6

The Association shall maintain proper financial records and prepare annual accounts or financial statements appropriate to its legal status.

11.7

The Association may open and operate one or more bank accounts.

11.8

The Management Committee shall establish appropriate financial controls and payment authorisation arrangements.

11.9

No person shall solely approve or authorise a payment to themselves.

11.10

The Association may receive and administer grants, donations, sponsorship, membership subscriptions, fundraising income and other lawful funding.

12. RECORDS AND DATA PROTECTION

The Association shall maintain appropriate records, including:

- a) minutes of General Meetings and Management Committee meetings;
- b) financial records;
- c) a Register of Members;
- d) a Register of Management Committee members;
- e) significant governance decisions;
- f) conflicts of interest where appropriate; and
- g) grant and funding records.

Personal data shall be collected, stored, used and retained in accordance with applicable UK data protection law and the Association's Data Protection & Privacy Policy.

13. POLITICAL INDEPENDENCE

The Association shall remain independent of political parties.

The Association may engage with public policy, public authorities, elected representatives and governmental bodies where this furthers its purposes.

The Association shall not exist for the purpose of advancing or supporting a political party.

14. AUTHORISATION AND LIABILITY

14.1

No member or Management Committee member shall enter into a contract, incur expenditure or otherwise create an obligation on behalf of the Association unless appropriately authorised.

14.2

Management Committee members shall act in good faith, with reasonable care and within the authority granted by this Constitution and decisions of the Association.

14.3

To the extent permitted by law, a Management Committee member acting properly and within their authority may be indemnified from the assets of the Association in respect of liabilities properly incurred on behalf of the Association.

14.4

Nothing in this Constitution shall exclude or limit liability where such exclusion or limitation is prohibited by law.

15. AMENDMENTS TO THE CONSTITUTION

15.1

This Constitution may be amended by a resolution supported by at least two-thirds of the voting members present and voting at a properly convened General Meeting.

15.2

Members shall receive advance notice of any proposed constitutional amendment.

15.3

No amendment may permit the Association's income or property to be applied for purposes inconsistent with its non-profit purposes or permit improper distribution of assets to members.

15.4

If the Association becomes a registered charity, amendments shall also comply with applicable Scottish charity law and any requirements for consent or notification to the Office of the Scottish Charity Regulator (OSCR).

16. DISSOLUTION AND ASSET LOCK

16.1

The Association may be dissolved by a resolution supported by at least two-thirds of the voting members present and voting at a properly convened General Meeting.

16.2

After payment of all lawful debts and liabilities, no remaining assets shall be distributed to members.

16.3

Any remaining assets shall be transferred to one or more charitable or not-for-profit organisations with the same or substantially similar purposes and whose governing documents prohibit the distribution of income or assets to members.

16.4

If the Association is a registered charity at the time of dissolution, all remaining assets shall be applied exclusively for charitable purposes in accordance with applicable Scottish charity law.

17. SAFEGUARDING, EQUALITY AND GOOD GOVERNANCE

17.1

The Association is committed to providing safe, inclusive, respectful and fair activities.

17.2

Appropriate safeguarding arrangements shall be established for activities involving children, young people and adults at risk.

17.3

The Association shall promote equality, diversity and inclusion and shall not unlawfully discriminate.

17.4

The Management Committee may adopt and periodically review Policies & Procedures relating to matters including:

- a) safeguarding;
- b) equality, diversity and inclusion;
- c) data protection and privacy;
- d) financial management and controls;
- e) conflicts of interest;
- f) volunteering;
- g) risk management;
- h) complaints;
- i) social media and digital communications; and
- j) codes of conduct.

18. INTERPRETATION

Questions concerning the interpretation of this Constitution shall be determined by the Management Committee, subject to applicable law and any decision of the members at a General Meeting.

In the event of any discrepancy or inconsistency between an English version of this Constitution and any translation, the English version shall prevail.

19. ADOPTION

This amended Constitution was adopted by the members of Two Shores Polish–Scottish Cultural Association at a General Meeting held on:

Date: 4 September 2026

The Association was established under its original Constitution adopted on 12 May 2026. This amended Constitution replaces that previous version and does not alter the date on which the Association was established.

TWO SHORES POLISH-SCOTTISH CULTURAL ASSOCIATION

OFFICE	NAME	SIGNATURE / DATE
CHAIR	Dorota Jasieniak-McCallum	Signature: <u>[Signature]</u> Date: <u>04/09/2026</u>
VICE-CHAIR	Ewelina Bukowska	Signature: <u>[Signature]</u> Date: <u>04/09/26</u>
TREASURER	Karolina Machon	Signature: <u>[Signature]</u> Date: <u>04/09/2026</u>