

Constitution

To

FORTH VALLEY WELCOME

CONSTITUTION
of
Forth Valley Welcome

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GENERAL

Type of organisation

1. The organisation is a Scottish Charitable Incorporated Organisation (SCIO), No. SC046404, Date of registration: 10 March 2016.

2. Scottish principal office

The principal office of the organisation will be in Scotland (and must remain in Scotland).

3. Name

The name of the organisation is "Forth Valley Welcome"

Purposes

4. The organisation's purposes are:

4.1. the relief of unemployment among refugees through (a) support towards employment, such as with job seeking, sourcing training, work placements etc., (b) support such as with language (Arabic speakers are among our volunteers), social and emotional support, mentoring and coaching within a Social Enterprise context.

4.2. the advancement of citizenship or community development through (a) social inclusion and awareness raising events & sponsored events within the communities where the refugees settle.(b) seeking opportunities for the refugees to contribute to their communities and (c) through successfully integrating into the local economy.

4.3. the relief of those in need by/through providing a befriending service and activities promoting inclusion and raising awareness.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.

6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the charity trustees - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's purposes.

Liability of charity trustees

7. The charity trustees of the organisation (in their capacity as members - see clause 11) have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up;

accordingly, if the organisation is unable to meet its debts, the charity trustees will not be held responsible.

8. The charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

9. The structure of the organisation consists of the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
10. The board also appoints charity trustees to fill vacancies, and the people serving on the board (in their capacity as members of the organisation - see clauses 11 and 13) have power to make changes to the constitution itself.
11. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES - and they are *also* the MEMBERS of the organisation for the purposes of the Charities and Trustee Investment (Scotland) Act 2005.
12. Under the provisions of this constitution, no-one can be a member unless he/she is also a charity trustee of the organisation.
13. The Charities and Trustee Investment (Scotland) Act 2005 requires certain decisions to be taken by the charity trustees in their capacity as members of the organisation.

BOARD

Number of charity trustees

14. The maximum number of charity trustees is fifteen (15).
15. The minimum number of charity trustees is three (3).

Eligibility

16. A person will not be eligible for election or appointment to the board if he/she is: -
 - 16.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 16.2. an employee of the organisation.

Initial charity trustees

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

Appointment/retiral

18. The board may at any time appoint any person to be a charity trustee - by way of a resolution passed by majority vote at a board meeting.
19. At the conclusion of the first AGM, one third (to the nearest round number) of the charity trustees shall retire from office; the question of which of them is to retire shall be determined by some random method.
20. At the conclusion of each AGM (other than the first)
 - 20.1. any charity trustees appointed during the period since the preceding AGM (but excluding those re-appointed under clause 22 during that period) shall retire from office;
 - 20.2. out of the remaining charity trustees, one third (to the nearest round number) shall retire from office.
21. The charity trustees to retire under paragraph 20.2 shall be those who have been longest in office since they were last appointed or re-appointed; as between persons who were last appointed/re-appointed on the same date, the question of which of them is to retire shall be determined by some random method.
22. A charity trustee who retires from office under clause 19 or 20 at the conclusion of an AGM shall be eligible for re-appointment under clause 18 at the next board meeting.
23. A charity trustee vacating office at the conclusion of an AGM will be deemed to have been re-elected at the board meeting which next follows unless:
 - 23.1. he/she advises the board that he/she does not wish to be re-appointed; or
 - 23.2. a resolution for the re-appointment of that charity trustee was put to the board meeting and was not carried.

Termination of office

24. A charity trustee will automatically cease to hold office if: -
 - 24.1. he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 24.2. he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 24.3. he/she becomes an employee of the organisation;
 - 24.4. he/she gives the organisation a notice of resignation, signed by him/her;
 - 24.5. he/she is absent (without good reason, in the opinion of the board) from more than ten consecutive meetings of the board - but only if the board resolves to remove him/her from office;
 - 24.6. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 41);
 - 24.7. he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
25. A resolution under paragraph 24.6 or 24.7 shall be valid only if: -
- 25.1. the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 25.2. the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 25.3. at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

26. The board must keep a register of charity trustees, setting out
- 26.1. for each current charity trustee:
 - 26.1.1. his/her full name and address;
 - 26.1.2. the date on which he/she was appointed as a charity trustee; and

- 26.1.3. any office held by him/her in the organisation;
- 26.2. for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 26.2.1. the name of the charity trustee;
 - 26.2.2. any office held by him/her in the organisation; and
 - 26.2.3. the date on which he/she ceased to be a charity trustee.
- 27. The board must ensure that the register of charity trustees is updated within 28 days of any change:
 - 27.1. which arises from a resolution of the board; or
 - 27.2. which is notified to the organisation.
- 28. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.
- 29. The members of the organisation are identical to its charity trustees - and therefore the organisation does not require to keep a separate register of members.

Office -bearers

- 30. The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.
- 31. In addition to the office-bearers required under clause 30, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 32. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 30 or 31.
- 33. A person elected to any office will automatically cease to hold that office:
 - 33.1. if he/she ceases to be a charity trustee; or

- 33.2. if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

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

Charity trustees - general duties

36. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
- 36.1. seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 36.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 36.3. in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party: -
 - 36.3.1. put the interests of the organisation before that of the other party;
 - 36.3.2. where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - 36.4. ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
37. In addition to the duties outlined in clause 36, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- 37.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 37.2. that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
38. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 39 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005) he/she may retain any personal benefit which arises from that arrangement.
39. No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
40. The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

41. Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
42. The code of conduct referred to in clause 41 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

43. Any charity trustee may call a meeting of the board.

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

Procedure at board meetings

45. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three (3) charity trustees.
 - 45.1. A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting
46. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 45, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
47. The chair of the organisation should act as chairperson of each board meeting.
48. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
49. Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 45.1 will be taken to be given personally for the purposes of this clause.
50. All decisions at board meetings will be made by majority vote.
51. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
52. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
53. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.

54. For the purposes of clause 53: -

- 54.1. an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 54.2. a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 55. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 56. The minutes to be kept under clause 55 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 57. [The board shall (subject to clause 58) make available copies of the minutes referred to in clause 55 to any member of the public requesting them.]
- 58. [The board may exclude from any copy minutes made available to a member of the public under clause 57 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.]

DECISION-MAKING BY THE CHARITY TRUSTEES - IN THEIR CAPACITY AS MEMBERS

- 59. For certain purposes of the Charities and Trustee Investment (Scotland) Act 2005, the charity trustees make decisions in their capacity as *members* of the organisation, rather than as a board; the provisions of clauses 60 to 80 relate to those situations.

Annual general meetings

- 60. The board must convene a meeting of the charity trustees - in their capacity as members of the organisation - in each calendar year; that meeting will be called an annual general meeting or "AGM".

61. The gap between one AGM and the next must not be longer than 15 months.
62. Notwithstanding clause 60, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
63. The business of each AGM must include:-
 - 63.1. a report by the chair on the activities of the organisation; and
 - 63.2. consideration of the future strategy for the organisation, including a review of key risks and opportunities.
64. The board may convene any other meeting of the charity trustees - in their capacity as members of the organisation - at any time.

Notice of members' meetings

65. At least 14 clear days' notice must be given of any AGM or any other members' meeting.
66. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and, in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s).
67. The reference to "clear days" in clause 65 shall be taken to mean that, in calculating the period of notice,
 - 67.1. the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 67.2. the day of the meeting itself should also be excluded.
68. Notice of every members' meeting must be given to all the charity trustees; but the accidental omission to give notice to one or more charity trustees will not invalidate the proceedings at the meeting.
69. Any notice of a members' meeting which requires to be given to a charity trustee - in his/her capacity as a member of the organisation - under this constitution must be: -
 - 69.1. sent by post to the charity trustee, at the address last notified by him/her to the organisation; *or*
 - 69.2. sent by e-mail to the charity trustee, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

70. The provisions of clauses 45, 47 and 48 (quorum and chairperson) shall apply in relation to all meetings of the charity trustees in their capacity as members of the organisation.
- 70.1. The board may make arrangements, in advance of any members' meeting, to allow charity trustees (in their capacity as members of the organisation) to participate in the members' meeting by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all those participating in the meeting can hear each other; a charity trustee participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

Voting at members' meetings

71. Every charity trustee has one vote in his/her capacity as a member, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 70.1 will be taken to be given personally for the purposes of this clause.
72. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 73.
73. The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 77):
- 73.1. a resolution amending the constitution;
- 73.2. a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
- 73.3. a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
- 73.4. a resolution for the winding up or dissolution of the organisation.
74. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.

75. A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
76. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions

77. A resolution agreed to in writing (or by e-mail) by all the charity trustees, in their capacity as members of the organisation, will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last charity trustee agreed to it.

Minutes

78. The board must ensure that proper minutes are kept in relation to all members' meetings.
79. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
80. [The board shall make available copies of the minutes referred to in clause 78 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 58.]

ADMINISTRATION

Delegation to sub-committees

81. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
82. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
83. When delegating powers under clause 81 or 82, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
84. Any delegation of powers under clause 81 or 82 may be revoked or altered by the board at any time.

85. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

86. Subject to clause 87, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
87. Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 86.

Accounting records and annual accounts

88. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
89. The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.

MISCELLANEOUS

Winding-up

90. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
91. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

Alterations to the constitution

92. This constitution may (subject to clause 93) be altered by resolution of the charity trustees - in their capacity as members of the organisation - passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 73) or by way of a written resolution of the charity trustees in their capacity as members.
93. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes,

amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

94. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

- 94.1. any statutory provision which adds to, modifies or replaces that Act; and
- 94.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 94.1 above.

95. In this constitution: -

- 95.1. “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
- 95.2. “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Appendix - Supporters

96. 'Supporters' are subscribers to the charity's mailing list. They subscribe by providing their contact details either directly or in a context which implies that they support the aims of the charity and wish to be on its mailing list. They have no rights or responsibilities in the charity and may unsubscribe at any time. Their identity is confidential and the mailing list may not be shared with any other party unless the charity is legally required to do so.

Footnote: Advisors, Teams and Team Leaders

The constitution provides the following:

Clause 52: The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.

Clause 81: The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.

Clause 82: The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

Clause 83: When delegating powers under clause 81 or 82, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

Clause 84: Any delegation of powers under clause 81 or 82 may be revoked or altered by the board at any time.

Consistent with these provisions, the Board of Trustees has deployed supporters in the following roles:

Advisors

The Board may appoint advisors with relevant expertise for a period of time to be determined by the Board, who may advise individual Trustees or be invited to attend Board Meetings with voice but no vote. They will have a duty to declare any conflict of interest, observe confidentiality and may be asked to withdraw at any time, at the discretion of the chair.

Teams and Team Leaders

The board may delegate some of its powers and activities to teams of supporters, who may be operational (engaging in activities) or advisory (carrying out research and making recommendations to the Board).

- The board must designate at least one Trustee to be a member of each team.
- Each team must appoint a Team Leader who need not be the designated Trustee.
- The Team leader must ensure that a record of Team Meetings or activities is kept, including date, those present and any decisions taken.
- The team must report to the Board through its designated Trustee.
- Any 'incident' involving actual or risk of harm must be reported without delay to the board through the designated Trustee, who will ensure that an Incident Report is filed.
- Team Leaders may be invited to attend Board Meetings with voice but no vote. They will have a duty to declare any conflict of interest, observe confidentiality and may be asked to withdraw at any time, at the discretion of the chair.

Patrons (as from 25 July 2017)

The Concept

Forth Valley Welcome understands the role of Patron to be an honorary position in its organisation, with no legal status, liability, binding obligations or operational responsibility, taken up by a distinguished person who supports the organisation's aims and activities.

The Role

The Patron:

1. is able to lend credibility to the organisation by allowing their name and image to be publicly associated with it, in print or digital media or, where appropriate and convenient, by taking the occasional personal role (e.g. a welcome speech) at live events;
2. can expect to be kept fully informed of the operation of the organisation (including The Annual Report, Minutes of Trustees Meetings and sufficient on-going information to affirm the financial integrity of the organisation);
3. has the right to attend the AGM
4. can expect advance notice of publicity using the Patron's name;
5. may actively direct the organisation towards or provide contacts in other bodies who may be in a position to help the organisation operate effectively;
6. as an independent observer and drawing on experience, may advise, alert and inform the Trustees on matters relevant to the effective running of the organisation.
7. Before becoming Patron, will attend an induction briefing on the organisation's aims and work programme.

The Patron agreement

The agreement is for an initial period of three years (barring unforeseen circumstances) and thereafter until terminated by either the Patron or the organisation giving at least 6 months notice to allow for any necessary changes to publicity.