

Constitution for Ìgbà-Dún (SCIO)

1. **Name and Principal Office** The name of the SCIO is "Ìgbà-Dún". Its principal office will be situated in Scotland.
2. **Purposes** The organization's purposes are:
 - a) To promote Yoruba language and culture among youth in Scotland.
 - b) To provide educational opportunities in Yoruba language, arts, music, and film.
 - c) To organize cultural tours and excursions to Yoruba-relevant places.
 - d) To foster intercultural understanding and appreciation of Yoruba heritage.
3. **Powers** To further these purposes, Ìgbà-Dún may:
 - a) Organize language classes, cultural workshops, and events.
 - b) Collaborate with other organizations and individuals.
 - c) Raise funds, apply for grants, and accept donations.
 - d) Employ staff or engage volunteers.
 - e) Lease or purchase property as necessary.
4. **Membership**
 - a) Open to any person aged 16 and over, interested in Yoruba culture.
 - b) Members have voting rights at general meetings.
5. **Board of Trustees**
 - a) Minimum of 3 and maximum of 7 trustees.
 - b) Elected at the Annual General Meeting (AGM).
 - c) Responsible for overall governance and strategic direction.
6. **Meetings**
 - a) AGM to be held once a year.
 - b) Special General Meetings can be called by the board or members.
 - c) Board to meet at least quarterly.
7. **Finances**
 - a) All funds to be used in accordance with the organization's purposes.
 - b) Annual accounts to be prepared and independently examined.
8. **Amendments and Dissolution**
 - a) Constitution can be amended by a two-thirds majority at a general meeting.
 - b) In case of dissolution, any remaining assets to be transferred to a charity with similar purposes.

1. Name, Principal Office, and Founding

1.1 **Name** The name of the Scottish Charitable Incorporated Organisation is "Ìgbà-Dún" (hereinafter referred to as "the Organisation").

1.2 Principal Office The principal office of the Organisation will be situated in Scotland. The initial address is: 19 Linside Avenue Paisley.

The Board of Trustees may change the principal office address as necessary, ensuring that:

- a) The new address remains within Scotland.
- b) The Office of the Scottish Charity Regulator (OSCR) is notified of any change within 28 days.

1.3 Founding

- a) Date of Founding: The Organisation was founded on July 23, 2024.
- b) Founder: The Organisation was founded by Olalekan Oyedepo

1.4 Legal Status Ìgbà-Dún is established as a Scottish Charitable Incorporated Organisation (SCIO) under the Charities and Trustee Investment (Scotland) Act 2005.

1.5 Interpretation

- a) "Yoruba" refers to the language, culture, and people primarily associated with the Yoruba ethnic group of West Africa, particularly in Nigeria, Benin, and Togo.
- b) In this constitution, "Scotland" includes any area within the United Kingdom in which the Organisation may operate in pursuit of its purposes.

1.6 Language While the Organisation's name is in Yoruba, this constitution and all official documents will be in English, the official language of Scotland. Translations into Yoruba or other languages may be provided as needed

2. Purposes and Public Benefit

2.1 The purposes of Ìgbà-Dún are:

- a) The advancement of education through:
 - Providing structured learning in Yoruba language, arts, and cultural practices
 - Delivering cultural awareness programmes in Scottish educational institutions
 - Creating educational resources about Yoruba heritage
 - Supporting academic research into Yoruba culture and its presence in Scotland
- b) The advancement of citizenship and community development through:
 - Fostering integration between Scottish and Yoruba communities
 - Combating social isolation through cultural engagement programmes
 - Building community cohesion through cross-cultural activities
 - Supporting newcomers in their integration into Scottish society
- c) The advancement of the arts, heritage, and culture through:

- Preserving and promoting Yoruba cultural traditions
- Organizing cultural performances and exhibitions
- Supporting artistic expression combining Scottish and Yoruba influences
- Documenting Yoruba cultural practices in Scotland

d) The promotion of equality and diversity through:

- Creating inclusive spaces for cultural exchange
- Challenging cultural stereotypes and misconceptions
- Promoting understanding between different communities
- Supporting intercultural dialogue and appreciation

2.2 Public Benefit

Igba-Dun will provide benefit to:

- The public in Scotland through cultural education and events
- Young people seeking to connect with their heritage
- Isolated individuals seeking community connection
- The broader Scottish society through increased cultural understanding

3. Powers

To further these purposes, Ìgbà-Dún may:

- Organize and conduct regular Yoruba language classes for various proficiency levels.
- Arrange cultural workshops, seminars, and lectures on various aspects of Yoruba culture.
- Host film screenings, music performances, art exhibitions, and literary events showcasing Yoruba culture.
- Organize cultural tours and excursions to Yoruba-relevant places within Scotland and internationally.
- Establish and maintain a library of Yoruba literature, music, and films for members' use.
- Collaborate with schools, universities, and other educational institutions to promote Yoruba language and culture.
- Engage in community outreach programs to share Yoruba culture with the wider Scottish public.
- Organize annual Yoruba cultural festivals or participate in multicultural events in Scotland.
- Develop and distribute educational materials about Yoruba language and culture.
- Establish partnerships with organizations in Yoruba-speaking regions for cultural exchange programs.

- k) Raise funds through grants, donations, membership fees (if applicable), and fundraising events.
- l) Hire staff, engage volunteers, and contract services necessary to carry out the organization's activities.
- m) Rent, lease, or purchase property and equipment necessary for the club's operations.
- n) Establish online platforms for virtual learning and cultural exchange.
- o) Advocate for the recognition and inclusion of Yoruba culture in Scottish multicultural initiatives.
- p) Provide mentoring and networking opportunities for members interested in Yoruba-related careers or studies.
- q) Conduct research on Yoruba diaspora experiences and cultural preservation strategies.
- r) Any other lawful activities in furtherance of the above purposes.

4. Membership

4.1 Eligibility

- a) Membership is open to individuals aged 16 and above who are interested in Yoruba culture and language.
- b) There shall be no discrimination based on age, race, ethnicity, nationality, religion or belief, disability, pregnancy and maternity, sex, gender, gender reassignment, sexual orientation, marriage and civil partnership.

4.2 Application Process

- a) An interview may be conducted for prospective members

4.3 Categories of Membership

- a) Full Member: Individuals aged 16 and above with full voting rights.
- b) Associate Member: Organizations supporting the club's aims, without voting rights.

4.4 Rights of Members Full Members have the right to:

- a) Attend and vote at general meetings.
- b) Stand for election to the board of trustees.
- c) Participate in all club activities and programs.
- d) Access club resources and materials.
- e) Propose ideas for club activities and initiatives.

Associate Members have the right to:

- a) Attend general meetings as observers.
- b) Participate in club activities and programs.
- c) Access club resources and materials.

4.5 Responsibilities of Members All members are expected to:

- a) Uphold the values and purposes of Ìgbà-Dún.
- b) Actively participate in club activities and contribute to its growth.
- c) Respect other members and create an inclusive environment.
- d) Adhere to the club's code of conduct.

4.6 Termination of Membership: Membership may be terminated by:

- a) Voluntary resignation in writing to the board.
- b) Decision of the board due to breach of the club's code of conduct, subject to a fair hearing process.

4.7 Appeals

- a) Members may appeal against denial or termination of membership.
- b) Appeals must be made in writing within 14 days of the decision.
- c) An appeals panel consisting of three impartial members will review the case.

5. Board of Trustees

5.1 Composition

- a) The Board shall consist of a minimum of 3 and a maximum of 7 trustees.
- b) The Board must include a Chairperson, Secretary, and Treasurer.
- c) Additional roles may be created as needed.

5.2 Election and Terms

- a) Trustees are elected at the Annual General Meeting (AGM).
- b) Trustees serve for a term of three years.
- c) Trustees may serve for a maximum of three consecutive terms.

5.3 Eligibility

- a) Trustees must be full members of Ìgbà-Dún and at least 16 years old.

- b) Candidates must be nominated by two other members.
- c) Employees of Ìgbà-Dún are not eligible to serve as trustees.

5.4 General Responsibilities: The Board of Trustees is responsible for:

- a) Ensuring Ìgbà-Dún operates in accordance with its purposes and constitution.
- b) Setting the strategic direction and policies of the organization.
- c) Ensuring financial stability and proper use of resources.
- d) Overseeing the activities and programs of Ìgbà-Dún.
- e) Ensuring compliance with relevant laws and regulations.

5.5 Specific Roles

5.5.1 Chairperson

- a) Provides leadership to the Board and organization.
- b) Chairs Board meetings and the AGM.
- c) Acts as a spokesperson for Ìgbà-Dún. d) Ensures the Board functions effectively.

5.5.2 Secretary

- a) Maintains records of Board meetings and decisions.
- b) Ensures effective management of Ìgbà-Dún's records.
- c) Manages Board and general meeting agendas.
- d) Ensures compliance with legal requirements.

5.5.3 Treasurer

- a) Oversees the financial affairs of Ìgbà-Dún.
- b) Ensures proper records and procedures are in place.
- c) Reports on financial matters to the Board.
- d) Prepares annual accounts and financial reports.

5.6 Board Meetings

- a) The Board shall meet at least quarterly.
- b) A quorum of 50% of trustees is required for decision-making.
- c) Decisions are made by simple majority vote.
- d) The Chairperson has a casting vote in the event of a tie.

5.7 Removal of Trustees

- a) Trustees may be removed by a two-thirds majority vote at a general meeting.
- b) Trustees absent from three consecutive meetings without reasonable excuse may be deemed to have resigned.

5.8 Conflict of Interest

- a) Trustees must declare any conflict of interest.
- b) Trustees must not participate in decisions where they have a conflict of interest.

5.9 Related Trustees

- a) To maintain independence and avoid conflicts of interest, Ìgbà-Dún will limit the number of related individuals serving on the Board of Trustees.
- b) "Related individuals" include spouses, partners, siblings, parents, children, and other close family members.
- c) No more than two related individuals may serve on the Board at any given time.
- d) Related trustees must not constitute more than 20% of the total number of trustees.
- e) Related trustees must not hold the positions of Chairperson and Treasurer simultaneously.
- f) In cases where related individuals are on the Board, they must declare their relationship, and this must be recorded in the conflict-of-interest register.
- g) Related trustees must recuse themselves from decisions that could be seen to benefit their family members directly or indirectly.

5.10 Remuneration Trustees shall not be remunerated for their role but may be reimbursed for reasonable expenses incurred in carrying out their duties

6. Meetings and Activities

6.1 Annual General Meeting (AGM)

- a) An AGM shall be held once a year, within 6 months of the end of the financial year.
- b) Members shall receive at least 21 days' notice of the AGM.
- c) The AGM agenda shall include: - Approval of previous AGM minutes - Annual report from the Board - Presentation of annual accounts - Election of trustees - Any other business

6.2 Special General Meetings

- a) Can be called by the Board or by written request of at least 10% of members.
- b) Members shall receive at least 14 days' notice of any Special General Meeting.

6.3 Board Meetings

- a) The Board shall meet at least quarterly.
- b) Minutes shall be taken and made available to members upon request.

6.4 Weekly Social Gatherings

- a) Ìgbà-Dún shall organize weekly social gatherings for members.
- b) These gatherings will focus on cultural exchange, social interaction, and informal learning.
- c) Activities may include music sessions, film screenings, book discussions, or casual conversation in Yoruba.
- d) The schedule and location of these gatherings shall be communicated to members regularly.

6.5 Yoruba Language Classes

- a) Regular Yoruba language classes shall be organized for members.
- b) Classes will be held at least once a week, with the option to increase frequency based on demand.
- c) Different proficiency levels will be catered for, from beginners to advanced learners.
- d) The curriculum and schedule will be reviewed and updated regularly by the Board or a designated education committee.

6.6 Summer Excursions

- a) Ìgbà-Dún shall organize 1-2 excursions during the summer months.
- b) These excursions will focus on Yoruba-relevant places or events, either within Scotland or internationally.
- c) Members will be given advance notice of at least 2 months for any excursion.
- d) A committee shall be formed to plan and oversee each excursion.

6.7 Cultural Events and Workshops

- a) In addition to regular activities, Ìgbà-Dún will organize special events and workshops throughout the year.
- b) These may include guest lectures, art exhibitions, cooking classes, or traditional festivals.
- c) Members will be encouraged to propose and lead events that align with the club's purposes.

6.8 Online Activities

- a) To ensure inclusivity, Ìgbà-Dún will also offer online versions of some activities where possible.

b) This may include virtual language classes, online cultural discussions, or live-streamed events.

6.9 Quorum and Decision Making

a) For AGMs and Special General Meetings, a quorum of 20% of members is required.

b) Decisions at all meetings are made by simple majority vote, unless otherwise specified in this constitution.

7. Finances

7.1 Financial Year The financial year of Ìgbà-Dún shall run from 1st April to 31st March.

7.2 Bank Account

a) Ìgbà-Dún shall maintain a bank account in its name.

b) For transactions over £1000, at least two signatories are required.

c) Signatories must include the Treasurer and at least one other trustee.

7.3 Income

a) All money received by or on behalf of Ìgbà-Dún shall be applied to further the purposes of the organization and for no other purpose.

b) Income sources may include grants, donations, fundraising activities, and any fees for specific activities or events.

7.4 Expenditure

a) Funds shall be used only in accordance with the purposes of Ìgbà-Dún.

b) The Project Manager is authorized to approve and sign for expenses up to £1000 for day-to-day operations and minor expenses.

c) The Board must approve any single expenditure over £1000.

d) The Project Manager shall provide a monthly report of all expenses to the Treasurer.

e) Proper records of all transactions shall be kept.

7.5 Financial Controls

a) The Treasurer shall oversee all financial activities.

b) Regular financial reports shall be presented to the Board, including a summary of expenses approved by the Project Manager.

c) An annual budget shall be prepared and approved by the Board, including an allocation for Project Manager-approved expenses.

7.6 Annual Accounts and Reports

- a) Annual accounts shall be prepared in accordance with relevant legislation and accounting standards.
- b) The accounts shall be independently examined by a qualified accountant.
- c) The annual accounts and examiner's report shall be presented at the AGM.

7.7 Reserves Policy

- a) Ìgbà-Dún shall maintain a level of reserves that the Board deems appropriate.
- b) The reserves policy shall be reviewed annually by the Board.

7.8 Investments: Any investments made by Ìgbà-Dún shall be in line with its purposes and values and shall be approved by the Board.

7.9 Loans and Borrowing Ìgbà-Dún shall not take out loans or engage in borrowing without the approval of members at a general meeting.

7.10 Asset Register A register of all assets owned by Ìgbà-Dún shall be maintained and updated annually.

7.11 Remuneration and Expenses

- a) Trustees shall serve without remuneration.
- b) Reasonable out-of-pocket expenses incurred by trustees or members on behalf of Ìgbà-Dún may be reimbursed upon presentation of receipts.

7.12 Fundraising

- a) All fundraising activities shall comply with relevant legislation and ethical standards.
- b) A fundraising strategy shall be developed and reviewed annually by the Board.

7.13 Financial Transparency

- a) Members have the right to inspect the organization's accounts upon request.
- b) A summary of the annual accounts shall be made available to all members.

7.14 Dissolution In the event of dissolution, any remaining funds or assets, after all debts are paid, shall be transferred to another charitable organization with similar purposes, as decided by the members.

7.15 Project Manager's Financial Responsibilities

- a) The Project Manager is authorized to manage day-to-day finances and approve expenses up to £1000.

b) They must ensure all expenses are in line with the organization's purposes and approved budget.

c) They must maintain detailed records of all transactions.

d) Any unusual or potentially controversial expenses, even if under £1000, should be discussed with the Treasurer or Board in advance.

8. Amendments and Dissolution

8.1 Amendments to the Constitution

a) This constitution may be amended by a resolution passed by a two-thirds majority of members present and voting at a general meeting.

b) The notice of the general meeting must include the proposed amendment(s) in full.

c) At least 21 days' notice must be given to all members for any meeting where constitutional amendments are to be considered.

d) No amendment may be made that would fundamentally alter the purposes of Ìgbà-Dún or contravene any requirements of the Charities and Trustee Investment (Scotland) Act 2005.

e) Any amendment must be notified to the Office of the Scottish Charity Regulator (OSCR) within three months of being passed.

8.2 Dissolution

a) Ìgbà-Dún may be dissolved by a resolution passed by a three-quarters majority of members present and voting at a general meeting.

b) At least 28 days' notice must be given to all members for any meeting where dissolution is to be considered.

c) The notice must clearly state that the purpose of the meeting is to consider the dissolution of Ìgbà-Dún.

8.3 Procedure for Dissolution: If a resolution for dissolution is passed:

a) The Board of Trustees will remain in office as charity trustees and be responsible for winding up the affairs of Ìgbà-Dún in accordance with this clause.

b) The trustees must collect in all the assets of Ìgbà-Dún and pay or make provision for all the liabilities of Ìgbà-Dún.

c) The trustees must apply any remaining property or money:

i) directly for the purposes of Ìgbà-Dún.

ii) by transfer to any charity or charities for purposes the same as or similar to Ìgbà-Dún.

iii) in such other manner as the OSCR may approve in writing in advance.

d) The members may pass a resolution before or at the same time as the resolution to dissolve Ìgbà-Dún specifying the manner in which the trustees are to apply the remaining property or assets of Ìgbà-Dún. The trustees must comply with such a resolution if it is consistent with the provisions of this clause.

e) In no circumstances shall the net assets of Ìgbà-Dún be paid to or distributed among the members of Ìgbà-Dún.

f) The trustees must notify OSCR promptly that Ìgbà-Dún has been dissolved.

8.4 Records If Ìgbà-Dún is dissolved, all documents and records shall be kept for at least six years from the date of dissolution, as required by law.