A RAILWAY OWNED BY THE COMMUNITY FOR THE COMMUNITY

A Community Benefit Society (No 8486)

AVCR TRUSTEES CODE OF CONDUCT

INTRODUCTION

All AVCR Ltd Trustees sign a Trustees Declaration agreeing that they are aware of their duties and responsibilities in terms of Section 66 of the Charities & Trustees Investment (Scotland) Act 2005 as follows:

- Willing to Act as a charity trustees of the above named organisation
- Understand the organisations purposes and rules set out in its governing document
- Do not have an undischarged bankrupt
- Have not been granted a Protected Trust Deed
- Do not have an unspent conviction for an offence involving dishonesty
- Do not have an unspent conviction for an offence referencing the above Act
- Have not been removed by the Court of Session from being a charity trustee elsewhere
- Are not disqualified from being a company director

In addition, all trustees agree to abide by the guidelines provided by OSCR to:

- Act in the interests of the charity in so far as all Trustees must:

  1.1 operate in a manner consistent with the charity's purpose
  1.2 act with care and diligence
  1.3 manage any conflict of interest between the charity and any person or organisation who appoints trustees

Further to the above, AVCR Ltd have committed to comply with the Charities AVCR Ltd CHAR BEN Rules dated June 2024 which require the presence of a Trustees Code of Conduct which all Trustees of the Board must adhere to at all times. Each trustee must agree and sign and date below. This should be reviewed and updated to reflect any changes in the Board of Trustees. AVCR Ltd Trustees Code of Conduct as in rule #146 in AVCR Ltd CHAR BEN Rules is as follows.

Members of AVCR Ltd board of trustees are responsible for good governance in the organisation, and as such have a duty to accept the responsibilities of their position and to act at all times in the best interests of the organisation and its beneficiaries, ahead of any other professional or personal interest. The general principle to be observed is that the trustees will avoid action or inaction which cannot be justified to the board, its members, volunteers or the public. Equally, the trustees should be alert to anything which might give rise to suspicion of improper conduct or bring the organisation into disrepute. Further, in order to fulfil their duties, trustees should uphold certain values and principles. These include:

- *On appointment and during business meetings, trustees are required to declare any and all relevant interests and be alert to any potential conflicts. Complete transparancy is vital to ensure trust of Board at all times.*

- *Act at all times in the best interests of the organisation and its beneficiaries, ahead of any professional or personal interest*
- *Act in accordance with the organisation's governing document and any relevant legislation.*
- *Act collectively at meetings, with honesty and integrity, respecting confidentiality and diversity of opinion.*
- *Enhance the organisation's reputation, taking an active interest in its work*
- *Uphold the values and principles of the organisation.*
- *Maintaining good relationships and communication channels with other trustees and with staff, volunteers, members and other people in the organisation.*
- *Actively contribute to the work of the board by regularly attending meetings and preparing and participating in discussion and decision-making.*
- *Understand the responsibilities of trustees as directors under charity law as above.*
- *Hold the executive to account in a respectful and purposeful way.*
- *Agree to step down and therefore resign from the Board if unable to fulfil these expectations.*

In addition, the board commits to the following:

- **Selflessness**: all decisions are taken in the interests of the organisation
- **Integrity**: will not act or take decisions in order to gain financial, favourable public opinion or other material benefits
- **Objectivity**: all decisions are taken impartially, fairly and on merit, using the best evidence and without discrimination or bias
- **Accountability**: will comfortably submit to external scrutiny
- **Openness**: all decisions are taken in an open and transparent manner
- **Honesty**: all decisions and reporting are truthful and openly provided
- **Compliance**: will comply with decisions and policies agreed by the Board regardless of personal opinion
- **Trust**: will act in good faith at all times to engender trust from fellow trustees, members, volunteers and passengers

Where a situation arises that it is felt that a Trustee of AVCR Ltd fails to comply with any of the above, then the Board reserves the right to hold that Trustee accountable and take appropriate actions. If it is agreed by Board majority at a board meeting, following correct procedure in rule #137.10 they can vote to remove trustee from Board. Meeting of the Board to pass a special resolution as in rule #137.10 with quorum as per rule #164 should then be agreed and signed by all the remaining trustees. The immediate removel of trustee should follow the signing of the resolution by the remaining Board and the appropriate regulator of AVCR Ltd informed of them being removed from the Board. The removed Trustee must have no further involvement in the Board from that point.

The Board will work collectively towards objectives, applying and complying the above Code of Conduct for the benefit of the community and AVCR Ltd.

Date

Signatures of Board – see Over

Board Signatures:

Gloria Malcolm

Chair/Treasurer 2

John Fincham

Deputy Chair

Yvonne Buckingham

Secretary

Margery Heath

Treasurer 1

Carol Sinclair

Trustee

Karl Stevens

Trustee

Bob Humphrey

Trustee

Bob Heath

Trustee

Jane Booth

Associate Trustee

Harry Russell

Associate Trustee