

Members' Code of Conduct

1. Introduction

- 1.1. The MG ALBA Members Code of Conduct sets out the conduct expected of those who serve on the board of MG ALBA.
- 1.2. The Code forms part of MG ALBA's Standing Orders and should be read together with the MG ALBA Schemes of Delegation and Administration, MG ALBA Financial Regulations, MG ALBA Company Handbook and any other policies or guidance issued by MG ALBA from time to time. The Code should also be read and understood by any individual co-opted onto an MG ALBA committee.
- 1.3. The public has a high expectation of those who serve on the boards of public bodies and in the manner in which they should conduct themselves when undertaking their duties for that public body. Members are expected to meet those expectations by ensuring that their conduct is above reproach.
- 1.4. It is the personal responsibility of MG ALBA Members to be familiar with, and to fully comply with, the provisions of this Code. All Members must act in good faith and in the best interests of MG ALBA. No Member at any time is permitted to advocate or encourage any action contrary to this Code.
- 1.5. The Annex contains definitions of a number of key words and phrases used in this Code. Unless the context requires otherwise, when used in this Code these words and phrases have the meaning ascribed to them respectively in the Annex.
- 1.6. In this Code, reference to a "Section" is to the relevant section of this Code.
- 1.7. The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in Section 2 and set out how the provisions of the Code should be interpreted and applied in practice.
- 1.8. Members of MG ALBA are also subject to the Code of Conduct for Board Members of Public Bodies June 2019 issued by the UK Government (and available to view [here](#)) as may be amended from time to time (the "UK Code"). Members should ensure that they have read and understood the UK Code and comply with it at all times.

My Responsibilities

- 1.9. I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.
- 1.10. I will comply with the provisions of this Code in all situations and at all times where (i) I am acting as a board member of MG ALBA, (ii) I have referred to myself as a board member or (iii) I could objectively be considered to be acting as a board member.
- 1.11. I will comply with the provisions of this Code in all my dealings with the public, employees and fellow board members, whether formal or informal.
- 1.12. I understand that it is my personal responsibility to be familiar with the provisions of this Code, the UK Code, and that I must also comply with the law and MG ALBA's rules, Standing Orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued or brought to my attention by Ofcom or MG ALBA, or any other relevant regulatory body, and endeavour to take part in any training offered on the Code.

- 1.13. I will not, at any time, advocate or encourage any action contrary to this Code.
- 1.14. If I am uncertain about how the Code applies, I will seek advice from the Chairperson or Chief Executive of MG ALBA. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.
- 1.15. The provisions of this Code will be enforced in accordance with section 7 below.
- 1.16. In carrying out all duties and responsibilities, and in complying with my obligations, related to my role in MG ALBA, I shall at all times act in good faith and in the best interests of MG ALBA.
- 1.17. I understand that I must inform the Chairperson/Chief Executive of MG ALBA, and/or the Director of Ofcom, of any bankruptcy, current police investigation, unspent criminal conviction or any disqualification which may apply to my being a member of the board or should any such instances occur during my term of appointment.

2. Key Principles of the Code - Standards in Public Life

- 2.1. The Code has been based on the following key principles of public life. When undertaking duties relating to MG ALBA I will behave in accordance with these principles, and I understand that they should be used for guidance and in interpreting the provisions in the Code.
- 2.2. I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.
- 2.3. The key principles are:

Duty

I have a duty to uphold the law and act in accordance with the law and the public trust placed in me. I have a duty to act in the interests of MG ALBA and in accordance with the core functions and duties of that body.

Selflessness

I have a duty to take decisions solely in terms of public interest. I must not act in order to gain financial or other material benefit for myself, family or friends.

Integrity

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity

I must make decisions solely on merit and in a way that is consistent with the functions of MG ALBA when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship

I am accountable to the public for my decisions and actions. I have a duty to consider issues on their merits, taking account of the views of others and I must ensure that MG ALBA uses its resources prudently and in accordance with the law.

Openness

I have a duty to be as open as possible about my decisions and actions, giving reasons for my decisions and restricting information only when the wider public interest clearly demands and then, only in accordance with the relevant laws.

Honesty

I have a duty to act honestly. I must declare any private interests relating to my public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of MG ALBA and its members in conducting public business.

Respect

I must respect all other board members and all employees of MG ALBA and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

3. General Conduct

Respect and Courtesy

- 3.1. I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.
- 3.2. I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.
- 3.3. I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.
- 3.4. I accept that disrespect, bullying and harassment can be:
 - a) a one-off incident,
 - b) part of a cumulative course of conduct; or
 - c) a pattern of behaviour.
- 3.5. I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.
- 3.6. I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including guidance and advice notes, MG ALBA's policies and

training material (where appropriate) to ensure that my knowledge and understanding is up to date.

- 3.7. Except where it is written into my role as board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of MG ALBA. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.
- 3.8. I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.
- 3.9. I will not take, or seek to take, unfair advantage of my position in my dealings with employees of MG ALBA or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.
- 3.10. I will respect and comply with rulings from the Chairperson during meetings of:
- a) MG ALBA, its committees; and
 - b) any outside organisations that I have been appointed or nominated to by MG ALBA or on which I represent MG ALBA.
- 3.11. I will respect the principle of collective decision-making and corporate responsibility. This means that once the board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

- 3.12. I will comply with the rules, and the policies of MG ALBA, on the payment of remuneration, allowances and expenses claims, in accordance with the MG ALBA Company Handbook (2.6-2.13) and Financial Regulations (C.4). In particular, entertaining and hospitality expenses must have been pre-authorised by the Chief Executive in order to be reimbursed.

Gifts and Hospitality

- 3.13. I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.
- 3.14. I will never ask for or seek any gift or hospitality.
- 3.15. I will refuse any gift or hospitality, unless it is:
- a) a minor item or token of modest intrinsic value offered on an infrequent basis;
 - b) a gift being offered to MG ALBA;
 - c) hospitality which would reasonably be associated with my duties as a board member; or
 - d) hospitality which has been approved in advance by MG ALBA.
- 3.16. I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.
- 3.17. I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including

any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

- 3.18. I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, MG ALBA.
- 3.19. If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to MG ALBA at the earliest possible opportunity and ask for it to be registered.
- 3.20. I will promptly advise MG ALBA's Chief Executive if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that MG ALBA can monitor this.
- 3.21. I will familiarise myself with the terms of the Bribery Act 2010, which provides for offences of bribing another person and offences relating to being bribed.

Political Activities

- 3.22. In carrying out my role for MG ALBA, I will be, and be seen to be, politically impartial. I will not occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party. I will abstain from all controversial political activity.
- 3.23. I will attend party conferences in my capacity as an MG ALBA Board Member only in exceptional circumstances and provided this has been agreed with the Chairperson or Chief Executive of MG ALBA following consultation with Ofcom.
- 3.24. I will not make political statements or engage in any other political activity on matters directly related to the work of MG ALBA. I will be even-handed in all dealings with political parties.
- 3.25. I will inform the Chairperson before undertaking any significant political activity. Subject to the above, I understand that I may engage in political activity but should, at all times, remain conscious of my responsibilities as a board member and exercise proper discretion.

Confidentiality

- 3.26. I will abide by the Ofcom policy on confidentiality which is based on Section 393 of the Communications Act 2003. This Section sets out restrictions on the disclosure of information without the consent of the person who provided the information. Any disclosure of information in contravention of that provision is a criminal offence subject to up to two years imprisonment and/or a fine.
- 3.27. I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.
- 3.28. I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.
- 3.29. I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit MG ALBA (even if my personal view is that the information should be publicly available).

- 3.30. I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.
- 3.31. I understand that these provisions continue to apply once Members have ceased being Members of MG ALBA in relation to information received while they held office.

Use of MG ALBA Resources

- 3.32. I will only use MG ALBA's resources, including employee assistance, facilities, stationery, and IT equipment, for carrying out duties on behalf of MG ALBA, in accordance with its relevant policies. On termination of office, I will return to MG ALBA all resources and property in my possession or under my control which belongs to MG ALBA.
- 3.33. I will not use, or in any way enable others to use, MG ALBA's resources:
- imprudently (without thinking about the implications or consequences);
 - unlawfully;
 - for any political activities or matters relating to these; or
 - improperly.

Dealing with MG ALBA and Preferential Treatment

- 3.34. I will not use, or attempt to use, my position or influence as a board member to:
- improperly confer on or secure for myself, or others, an advantage;
 - avoid a disadvantage for myself, or create a disadvantage for others or
 - improperly seek preferential treatment or access for myself or others.
- 3.35. I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.
- 3.36. I will advise employees of any connection, as defined at Section 5, I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

- 3.37. If I am appointed, or nominated by MG ALBA, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.
- 3.38. I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will assume personal responsibilities under the Companies Acts and the Charities and Trustee Investment (Scotland) Act 2005. I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and MG ALBA.

Social Media

- 3.39. I will comply with any MG ALBA rules regarding the use of social media. When expressing my own personal views in a personal capacity, I will exercise good judgement and caution, and consider whether any comments or actions might have an adverse impact on MG ALBA's reputation. If my social media account refers or links to my role as a Board Member, I will ensure that it is clear that I am acting in my own personal capacity.

4. Registration Of Interests

- 4.1. The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.
- 4.2. I understand that regulations made by MG ALBA describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member and register any changes to those interests within one month of those changes having occurred.
- 4.3. The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

- 4.4. I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:
 - a) employed;
 - b) self-employed;
 - c) the holder of an office;
 - d) a director of an undertaking;
 - e) a partner in a firm;
 - f) appointed or nominated by MG ALBA to another body; or
 - g) engaged in a trade, profession or vocation or any other work.
- 4.5. I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.
- 4.6. I understand that if a position is not remunerated it does not need to be Registered under this category. However, unremunerated directorships may need to be registered under Category Two, "Other Roles".
- 4.7. I must register any allowances I receive in relation to membership of any organisation under Category One.
- 4.8. When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.
- 4.9. When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of MG ALBA in terms of paragraph 6.7 of this Code.
- 4.10. Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.
- 4.11. When registering a directorship, it is necessary to provide the registered name and registered number of the undertaking in which the directorship is held and provide information about the nature of its business.

- 4.12. I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

- 4.13. I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.
- 4.14. I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

Category Three: Contracts

- 4.15. I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 below) have made a contract with MG ALBA:
- a) under which goods or services are to be provided, or works are to be executed; and
 - b) which has not been fully discharged.
- 4.16. I will register a description of the contract, including its duration, but excluding the value.

Category Four: Elections Expenses

- 4.17. Not applicable

Category Five: Houses, Land and Buildings

- 4.18. I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of MG ALBA.
- 4.19. I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to MG ALBA and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

- 4.20. I have a registerable interest where:
- a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
 - b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

Category Seven: Gifts and Hospitality

- 4.21. I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non-Financial Interests

- 4.22. I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand nonfinancial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in MG ALBA (this includes its committees and memberships of other organisations to which I have been appointed or nominated by MG ALBA).

Category Nine: Close Family Members

- 4.23. I will register the interests of any close family member who has transactions with MG ALBA or is likely to have transactions or do business with it.

5. Declaration of Interests

Stage 1: Connection

- 5.1. For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.
- 5.2. I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.
- 5.3. A connection includes anything that I have registered as an interest.
- 5.4. A connection does not include being a member of a body to which I have been appointed or nominated by MG ALBA as a representative of MG ALBA, unless:
- a) The matter being considered by MG ALBA is quasi-judicial or regulatory; or
 - b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

- 5.5. I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

- 5.6. I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.
- 5.7. I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

- 5.8. I note that I can apply to the Chairperson/Chief Executive of MG ALBA for a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.
- 5.9. I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept the appointment or nomination.

6. Lobbying And Access

- 6.1. I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:
- a) any role I have in dealing with enquiries from the public;
 - b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
 - c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with MG ALBA (for example contracts/procurement).
- 6.2. In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or MG ALBA's, decision-making role.
- 6.3. I will not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of MG ALBA or any statutory provision.
- 6.4. I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon MG ALBA.
- 6.5. If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair or Chief Executive of MG ALBA.
- 6.6. The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

- 6.7. Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code, the UK Code, the Lobbying (Scotland) Act 2016 and any other legislation which may apply to my actions.
- 6.8. I will not accept any paid work:
- a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence MG ALBA and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of MG ALBA, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

7. Raising Concerns

If a member has a concern about a possible breach of the Code, a concern that they or staff or board colleagues are being asked to act in contravention of the Code, or a concern about misconduct or wrongdoing in any other areas, the Member has a responsibility to raise that with the Chairperson or with Ofcom's Director, Scotland as appropriate. If the Chairperson has such a concern, he or she must deal with the matter with the person(s) concerned or with Ofcom's Director, Scotland as appropriate.

Annex: Definitions

“Bullying” is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chairperson" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

“Code” is the code of conduct for members MG ALBA.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

“Confidential Information” includes:

- any information passed on to MG ALBA by Ofcom or a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;
- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to MG ALBA; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

“Employee” includes individuals employed:

- directly by MG ALBA;
- as contractors by MG ALBA, or
- by a contractor to work on MG ALBA’s premises.

“Gifts” includes any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

“Harassment” is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

“Hospitality” includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

“Lobbying” is an approach by any individual or organisation who is seeking to influence a Member for financial gain or advantage, particularly those who are seeking to do business with MG ALBA.

“Relevant Date” where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

“Remuneration” includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

“Securities” a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

“Undertaking” means:

- a) a body corporate or partnership; or
- b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

NOTES

- + MG ALBA is a body incorporated by Act of the UK Parliament.
- + As such, the MG ALBA Members Code of Conduct (“the Code”) is consistent with the Cabinet Office Code of Conduct for Board Members of Public Bodies, published in July 2021, as may be updated from time. [Code of Conduct for Board Members of Public Bodies June 2019 - GOV.UK \(www.gov.uk\)](http://www.gov.uk)
- + The format of the Code is based substantially on the Scottish Government’s Model Code of Conduct for members of the devolved public bodies listed in schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, published on 7 December 2021. [Members of devolved public bodies: model code of conduct - December 2021 - gov.scot \(www.gov.scot\)](http://www.gov.scot)
- + MG ALBA is not a devolved public body and is therefore not a listed body. MG ALBA has chosen to adopt the Scottish Government’s Model Code of Conduct, with necessary adaptations. If there are any questions in relation to the compatibility or application of this Code to the Code of Conduct for Board Members of Public Bodies, those should be raised with the Chairperson.
- + The enforcement procedures of the Ethical Standards in Public Life etc. (Scotland) Act 2000 are not relevant to MG ALBA and are therefore not included in the Code. Instead, Members are referred to Section 7 of the Code.
- + The Code is incorporated into MG ALBA’s Standing Orders and should be read in conjunction with the MG ALBA Standing Orders, Financial Regulations, Schemes of Delegation and Administration any other policies or guidance issued by MG ALBA from time to time.
- + The Code should also be read and understood by any individual co-opted onto an MG ALBA committee.