

**CONSTITUTION OF**  
**Corstorphine Community Centre**  
**A**  
**Scottish Charitable Incorporated Organisation (SCIO)**

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**of**  
**Corstorphine Community Centre**

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## **GENERAL**

### **Type of organisation**

1. The organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

### **Scottish principal office**

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

### **Name**

3. The name of the organisation is "Corstorphine Community Centre". (hereinafter referred to as 'the organisation').

### **Purposes**

4. The organisation's purposes are:
  - 4.1 To advance education and to provide, or assist, in the provision of recreational facilities, or organise recreational activities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended:
  - 4.2 To advance citizenship or community development:-
    - 4.2.1 in the interests of Social Welfare; and
    - 4.2.2 with the object of improving the conditions of life of the members of the community of Corstorphine, Edinburgh bounded as follows being the area of benefit:

on the North by Queensferry Road from Barnton Lights to junction with Craigcrook Road, Ravelston Dykes to Junction with Roseburn/Blackhall footpath

on the East by Roseburn/Blackhall footpath from Glasgow Rail line to Ravelston Dykes

on the South by Glasgow Rail line from Roseburn/Blackhall footpath to Edinburgh Bypass

on the West by Maybury Road from Barnton Lights to junction with Craigs Rd, West to Junction with Turnhouse Road, SE to Junction with Edinburgh bypass then up to Glasgow Rail line.

And for those purposes to work with the City of Edinburgh Council and any successor organisations (hereinafter referred to as 'the Council'), voluntary organisations and inhabitants in the area of benefit.
  - 4.3 To co-operate with the Council in establishing, maintaining and managing a youth and community centre situated in the area of benefit (to be known as The 'Corstorphine Community Centre') which may be grant aided by the Council insofar as it is established, maintained and managed for the attainment of clauses 4.1 and 4.2 above.

## **Powers**

5. The organisation shall have full power to achieve or endeavour to achieve its charitable purposes and may do all such lawful things in the furtherance of, or incidental or conducive to, the attainment of its purposes or any of them.
6. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

## **Liability of members**

7. The members of the organisation 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 members will not be held responsible.
8. The members and 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:
  - 9.1 the **Members** (of whom there shall be no fewer than twenty at any one time) - who have the right to attend members' meetings (including any annual general meeting) and (except in the case of associate members) have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
  - 9.2 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. The people serving on the board are referred to in this constitution as charity trustees.

10. The facilities users who make use of The Corstorphine Community Centre who are non-members do not have the right to attend members' meetings (including any annual general meeting) or be involved in decision making or to appoint people to serve on the board and take decisions on changes to the constitution itself.

## **MEMBERS**

### **Qualifications for membership**

11. Membership is open to:
  - 11.1 Any interested person of eighteen years of age or over who has a place of work or place of volunteering or residence in the area of benefit or who attends a full-time education course at an establishment in the area of benefit (hereinafter referred to as 'adult member')
  - 11.2 Any person between the age of fifteen and seventeen years who has a place of work or place of volunteering or residence in the area of benefit or who attends a full-time education course at an establishment in the area of benefit (hereinafter referred to as "youth member")
  - 11.3 persons aged five and over who do not qualify for membership otherwise than by virtue of this provision (hereinafter referred to as "associate members") For the avoidance of doubt, associate members under this clause do not have voting rights within the organisation.
  - 11.4 any corporate body which is a voluntary organisation operating in the Corstorphine Community Centre which satisfies the board that it is an organisation which would benefit the organisation, and whose purposes are of a nature similar to the purposes of the organisation (hereinafter referred to as "associated organisation"); and
  - 11.5 any individual who has been nominated for membership by an unincorporated voluntary organisation which would otherwise qualify for membership under clause 11.4 if it was incorporated (hereinafter referred to as "associated representative")
12. No more than one individual nominated under paragraph 11.5 by each unincorporated voluntary organisation may be a member of the organisation at any given time.
13. Employees of the organisation are not eligible for membership.

### **Application for membership**

14. Any person or body who/which wishes to become a member must sign a written application for membership and lodge this with the organisation along with a remittance to meet the annual membership subscription; in the case of a corporate body, the application must be signed by an appropriate officer of that body; in the case of an application under paragraph 11.5, the application must be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership.

15. If the person who wishes to become a member is nominated for membership under clause 11.5 by an unincorporated body, and that same unincorporated body has withdrawn its nomination of a previous associated representative within the last year under clause 29, he/she will not require to lodge with his/her written application for membership a remittance as described within clause 14, and shall instead be treated as having already paid his/her remittance.
16. An application for membership received by the organisation will be considered by the board at the next board meeting (or if received within seven days of the next scheduled board meeting at the board meeting following that).
17. The board may, at its discretion, and with good reason, refuse to admit any person or body to membership. If any person or body is refused admission to membership they may appeal that decision for further consideration by the board. If the decision remains that the person or body is refused admission, the board shall return to the applicant the remittance lodged by him/her/it under clause 14.
18. The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her/it to membership. If the board approves the applicant, it shall be sufficient for the purposes of notification under this clause for the board to indicate that admission has been approved by supplying to him/her/it a membership card.

### **Membership subscription**

19. Members shall require to pay an annual membership subscription, together with such other amounts, annual or otherwise, in each case as the board from time to time may determine.
20. The board may set different annual membership subscription rates for each category of member, under clauses 11.1 - 11.5, or sub-category of member.
21. The annual membership subscriptions shall be payable on or before 1st September in each year.
22. The board may vary the amount of the annual membership subscription and/or the date on which it falls due in each year.
23. If the membership subscription payable by any member remains outstanding more than eight weeks after the date on which it fell due - and providing he/she/it has been given at least one written reminder - the board may, by resolution to that effect, expel him/her/it from membership.
24. A person or body who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

### **Register of members**

25. The board must keep a register of members, setting out
- 25.1 for each current member:
  - 25.1.1 his/her/its full name and address;

- 25.1.2 the date on which he/she/it was registered as a member of the organisation and to which category of membership; and
- 25.1.3 (in the case of an individual nominated under clause 11.5) the name of the unincorporated body which nominated him/her for membership;
- 25.2 for each former member - for at least six years from the date on he/she ceased to be a member:
  - 25.2.1 his/her name; and
  - 25.2.2 the date on which he/she ceased to be a member.
- 26. The board must ensure that the register of members is updated within 28 days of any change:
  - 26.1 which arises from a resolution of the board or a resolution passed by the Voting Members; or
  - 26.2 which is notified to the organisation.
- 27. If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to him/her/it within 28 days, providing the request is reasonable; if the request is made by a member (rather than a charity trustee), the board may provide a copy which has the addresses blanked out.

#### **Withdrawal from membership**

- 28. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her or (in the case of associated organisation) signed by an appropriate officer of that body; he/she/it will cease to be a member as from the time when the notice is received by the organisation.
- 29. An unincorporated body which has nominated an individual for membership may withdraw its nomination at any time by written notice to the organisation to that effect, signed by an appropriate office bearer of that body; on receipt of the notice by the organisation, the individual in question shall automatically cease to be a member of the organisation.

#### **Transfer of membership**

- 30. Membership of the organisation may not be transferred by a member.

#### **Re-registration of members**

- 31. The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 32. If a member fails to provide confirmation to the board (in writing or by text or e-mail) that he/she/it wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 31, the board may expel him/her/it from membership.

33. A notice under clause 31 will not be valid unless it refers specifically to the consequences (under clause 32) of failing to provide confirmation within the 28-day period.

### **Expulsion from membership**

34. Any person or body may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed:
- 34.1 at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion;
- 34.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed

### **Termination**

35. Membership of the organisation will terminate on death or (in the case of an associated organisation) on the liquidation, receivership, winding-up or dissolution of that body or (in the case of an individual admitted to membership on the basis of nomination by an unincorporated body) if the unincorporated body is dissolved.

## **DECISION-MAKING BY THE MEMBERS**

### **Members' meetings**

36. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
37. The gap between one AGM and the next must not be longer than 15 months.
38. Notwithstanding clause 36, 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.
39. The business of each AGM must include:
- 39.1 a report by the chair on the activities of the organisation;
- 39.2 consideration of the annual accounts of the organisation;
- 39.3 the election/re-election of office bearers as referred to in clauses 92 to 96.2;
- 39.4 the election/retiral/re-election of the remaining charity trustees, as referred to in clauses 81 to 84.3.
40. The board may arrange a special members' meeting at any time.

### **Power to request the board to arrange a special members' meeting**



41. The board must arrange a special members' meeting if they are requested to do so, by, those entitled to vote as referred to in clauses 53 -55, by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members (in the case of an associated organisation, signed by an appropriate representative of that body)) by 25 or more members or by members who amount to 5% or more of the total membership of the organisation (whichever is the greater) at the time, providing:
  - 41.1 the notice states the purposes for which the meeting is to be held; and
  - 41.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
42. If the board receive a notice under clause 41, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

### **Notice of members' meetings**

43. At least 14 clear days' notice must be given of any AGM or any special members' meeting
44. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
  - 44.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 44.2 in the case of any other resolution falling within clause 58 (requirement for two-thirds majority) must set out the exact terms of the resolution.
45. The reference to "clear days" in clause 43 shall be taken to mean that, in calculating the period of notice,
  - 45.1 the day after the notices are posted (or sent by e-mail) should be excluded;
  - 45.2 the day the notice was given to the member personally should be excluded; and
  - 45.3 the day of the meeting itself should also be excluded.
46. Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
47. Any notice which requires to be given to a member under this constitution must be:
  - 47.1 sent by e-mail to the member, at the e-mail address last notified by him/her/it to the organisation; or
  - 47.2 given personally to the member; or
  - 47.3 sent by post to the member, at the address last notified by him/her/it to the organisation.

### **Procedure at members' meetings**

48. No valid decisions can be taken at any members' meeting unless a quorum is present.

49. The quorum for a members' meeting is 15 Voting Members, present in person or (in the case of associated organisations) present via their authorised representatives or (in the case of an associated representative who cannot be present during the meeting) present by a proxy under clause 55.
50. If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
51. The chair of the organisation should act as chairperson of each members' meeting. If the chair is not present, the vice chair should act as chairperson.
52. If the chair or vice 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.

### **Voting at members' meetings**

53. Every adult member and youth member as defined in clause 11.1 and 11.2 has one vote, which must be given personally.
54. Each associated organisation has one vote which must be given personally by an authorised representative of that organisation.
55. Each associated representative has one vote which (whether on a show of hands or on a secret ballot) must be given personally or, if he/she cannot be present at the meeting, by proxy; provided that the proxy voting on his/her behalf shall be any authorised representative from the same unincorporated voluntary organisation which nominated him/her, he/she cannot be represented by more than one proxy on the same occasion, and the proxy shall have the same right to speak at the meeting as him/her.
56. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 58.
57. 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.
58. 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 61):
  - 58.1 a resolution amending the constitution;
  - 58.2 a resolution expelling a person or body from membership under clause 34;
  - 58.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
  - 58.4 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);

- 58.5 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);
- 58.6 a resolution for the winding up or dissolution of the organisation.
59. 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 Voting Members present at the meeting and entitled to vote, whether as Voting Members or as proxies for associated representatives or as the authorised representatives of associated organisations)) ask for a secret ballot.
60. 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 by members**

61. A resolution agreed to in writing (or by e-mail) by all Voting Members 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 member agreed to it.

### **Minutes**

62. The board must ensure that proper minutes are kept in relation to all members' meetings.
63. 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.
64. The board shall make available copies of the minutes referred to in clause 62 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 124.

## **BOARD**

### **Number of charity trustees**

65. The maximum number of charity trustees is 21; out of that:
- 65.1 No more than:
- 65.1.1 twelve adult members;
  - 65.1.2 four youth members and
  - 65.1.3 two persons who are either an associated representative or a representative nominated by an associated organisation
- shall be charity trustees elected/appointed under clauses 81 and 82 (or deemed to have been appointed under clause 71); and.
- 65.2 No more than three shall be charity trustees who were co-opted under the provisions of clauses 85 and 86.
- 65.3 The following organisations will be entitled each to appoint (by notice in writing) one person to serve as a charity trustee.
- 65.3.1 Corstorphine Geographical and Literary Society;
  - 65.3.2 Corstorphine Bowling Club;
  - 65.3.3 Lodge St John Corstorphine 788.

66. The minimum number of charity trustees is five, comprising of no less than three adult members
67. The board may also, at any time, invite any members of the organisation, or non-members, to attend a board meeting or meetings, in a non voting capacity and on a one off or regular basis, including staff, representatives of other agencies and other individuals.
68. With reference to clause 67, the following people will have a standing invitation to attend board meetings in a non voting capacity:
  - 68.1 Staff representatives of relevant departments of the Council (or its successors);
  - 68.2 One or more Councillors from the Council (or its successors) representing all or part of the area of benefit;
  - 68.3 One representative of the Community Councils in the area of benefit;
  - 68.4 One representative of local schools whose catchment areas lie in the area of benefit;
  - 68.5 One representative of the churches based in the area of benefit; and
  - 68.6 One representative from the police operating in the area of benefit

### **Eligibility**

69. A person shall not be eligible for election/appointment to the board under clauses 71 to 82 unless he/she is an adult member, youth member or associated representative, or has been nominated for election/appointment to the board by an associated organisation; a person appointed to the board under clause 85 need not, however, be a member of the organisation.
70. A person will not be eligible for election or appointment to the board if he/she is:
  - 70.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 70.2 an employee of the organisation; or
  - 70.3 a person who has previously completed three terms of three years on the board in terms of clause 83.2.

### **Initial charity trustees**

71. 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.

### **Associated organisations' meeting**

The meeting

72. Prior to each AGM, a meeting of the associated organisations and associated representatives shall be held (an associated organisations' meeting or "AOM") for the purpose of electing/re-electing up to two individuals to be nominated at the AGM to be approved and appointed as charity trustees (each such individual to be known as a "preferred organisation representative").
73. At each AOM, the associated organisations and associated representatives may elect (from amongst themselves) up to two preferred organisation representatives; provided that each preferred organisation representative must be either an associated representative or a person who has been nominated for appointment to the board by an associated organisation, and he/she must not be debarred from membership under clause 70.
74. An associated organisation may nominate any individual to be a preferred organisation representative but no more than one individual nominated by each associated organisation may be elected to be a preferred organisation representative at any given time.

#### **Procedure at AOMs**

75. At least 7 clear days' notice must be given of any AOM; provided that clauses 45.1 to 45.3 will apply when defining clear days for the purpose of calculating the period of notice. Notice shall be given in accordance with clause 47.
76. Notice of every AOM must be given to all associated organisations and associated representatives, and to all the charity trustees; but the accidental omission to give notice to one or more such members will not invalidate the proceedings of the meeting.
77. At least one charity trustee shall attend each AOM, and he/she should act as chairperson. If more than one charity trustee attends the meeting, the charity trustees in attendance must elect (from amongst themselves) the person who will act as chairperson.
78. Each associated organisation and each associated representative has one vote which must be given personally; and if an associated representative cannot attend the meeting he/she can vote by proxy in accordance with clause 55.
79. All decisions at AOMs will be made by majority vote on a show of hands; provided that if there is an equal number of votes for and against a particular decision, the chairperson will be entitled to a cast a (deciding) vote, even in circumstances where the vote is his/her second vote or he/she is not entitled to a vote under clause 78.
80. The chairperson must ensure that proper minutes are kept in relation to all AOMs. The minutes of AOMs must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

#### **Election, retiral, re-election**

81. At each AGM the Voting Members may:

- 81.1 elect any adult member or youth member (unless he/she is debarred from membership under clause 70) to be a charity trustee; and
- 81.2 confirm the appointment as a charity trustee of any preferred organisation representative (unless he/she is debarred from membership under clause 70) failing which any preferred organisation representative shall not be so appointed.
82. The board may at any time appoint any person eligible under clause 69 (unless he/she is debarred from membership under clause 70) to be a charity trustee; provided that no more than one individual nominated by each associated organisation may serve as a charity trustee at any given time.
83. Retirement
- 83.1 Subject to clauses 83.2 and 83.3, at each AGM, all of the charity trustees must retire from office (and, in the case of the first AGM, those deemed to have been appointed under clause 71) - but may then be re-elected under clause 81.
- 83.2 Clause 83.1 does not apply to charity trustees elected under clause 81.1. Subject to clause 83.3, such charity trustees will serve a three year term and therefore must retire from office at the AGM three years after the one at which they were elected - but may then be re-elected under clause 81.
- 83.3** At the AGM held in the year 2021, one third of the charity trustees elected at the AGM in 2020 under clause 81.1 must retire. At the AGM held in the year 2022, one third of the charity trustees elected at the AGM in 2020 under clause 81.1 must retire. In the case of insufficient charity trustees volunteering to so retire in any year, the chair will select additional charity trustees. In calculating one third, rounding up or down will apply with decimals up to and including 0.49 rounding down and from and including 0.5 upwards rounding up. This clause 83.3 is included with the intention of effecting a rolling programme of three year appointments. For the purposes of clause 70.3, a charity trustee who retires in terms of this clause 83.3 will not be treated as having completed a three year term.

84. A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- 84.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
  - 84.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
  - 84.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

#### **Appointment/re-appointment of co-opted charity trustees**

85. In addition to their powers under clause 82, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 65.2, and providing he/she is not debarred from membership under clause 70) either on the basis that he/she has been nominated by a body with which the organisation has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
86. At each AGM, all of the charity trustees appointed under clause 85 shall retire from office – but shall then be eligible for re-appointment under that clause.

#### **Termination of office**

87. A charity trustee will automatically cease to hold office if:
- 87.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 87.2 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;
  - 87.3 (in the case of a charity trustee elected/appointed under clauses 71 to 84) he/she ceases to be a member of the organisation or (if he/she was nominated by an associated organisation, including having been nominated to be a preferred organisation representative under clause 74) the associated organisation which nominated him/her ceases to be a member of the organisation or (if he/she was appointed in terms of clause 65.3) the body making such appointment withdraws the appointment by notice in writing;
  - 87.4 he/she becomes an employee of the organisation;
  - 87.5 he/she gives the organisation a notice of resignation, signed by him/her;
  - 87.6 he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
  - 87.7 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 105);
  - 87.8 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

- 87.9 he/she is removed from office by a resolution of the Voting Members passed at a members' meeting.
88. A resolution under paragraph 87.7, 87.8 or 87.9 shall be valid only if:
- 88.1 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;
- 88.2 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
- 88.3 (in the case of a resolution under paragraph 87.7 or 87.8) 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**

89. The board must keep a register of charity trustees, setting out
- 89.1 for each current charity trustee:
- 89.1.1 his/her full name and address;
- 89.1.2 the date on which he/she was appointed as a charity trustee;
- 89.1.3 the name of the associated organisation which nominated him/her for appointment as a charity trustee (if applicable);
- 89.1.4 the name of the unincorporated voluntary organisation which nominated him/her for membership (if applicable);
- 89.1.5 any office held by him/her in the organisation;
- 89.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
- 89.2.1 the name of the charity trustee;
- 89.2.2 any office held by him/her in the organisation; and
- 89.2.3 the date on which he/she ceased to be a charity trustee.
90. The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 90.1 which arises from a resolution of the board or a resolution passed by the Voting Members; or
- 90.2 which is notified to the organisation.
91. 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.

### **Office-bearers**



92. The Voting Members may elect a chair, a vice chair, a treasurer, a secretary, and any additional office-bearers which are considered appropriate by the board (from among the charity trustees) at the AGM.
93. Where the Voting Members do not elect the office-bearers required under clause 92, the charity trustees must elect (from among themselves) a chair, a vice chair, a treasurer and/or a secretary, where these have not otherwise been elected by the members.
94. In addition to the office-bearers required under clause 92, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
95. Subject to clause 96, all of the office-bearers will cease to hold office at the AGM held in the year falling three years after the year in which they were elected, but may then be re-elected under clause 92, 93 or 94.
96. A person elected to any office will automatically cease to hold that office:
- 96.1 if he/she ceases to be a charity trustee (for any reason, including without prejudice to the generality of the foregoing, by reason of being ineligible to be a charity trustee in terms of clause 70.3); or
- 96.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

#### **Powers of board**

97. 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.
98. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
99. The Voting Members may, by way of a resolution passed in compliance with clause 58 (requirement for two-thirds majority), direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

#### **Charity trustees - general duties**

100. 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:
- 100.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
- 100.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 100.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
- 100.3.1 put the interests of the organisation before that of the other party;

- 100.3.2 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;
- 100.4 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.
101. In addition to the duties outlined in clause 100, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 101.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 101.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
102. 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 103 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.
103. 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.
104. 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**

105. 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.
106. The code of conduct referred to in clause 105 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**

107. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

108. 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**

109. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 7 charity trustees, present in person.
110. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 109, 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.
111. The chair of the organisation should act as chairperson of each board meeting. If the chair is not present, the vice chair should act as chairperson.
112. If the chair or vice chair 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.
113. 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 clauses 114 or 115 will be taken to be given personally for the purposes of this clause.
114. The chairperson may allow, at his/her discretion, a charity trustee to vote in advance in writing (including by e-mail) on an agenda item to be covered at a future board meeting where the charity trustee cannot attend the relevant board meeting, and such vote shall be cast by the chairperson at the board meeting as if cast personally by the charity trustee at the board meeting.
115. The chairperson may allow, at his/her discretion, a charity trustee to 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.
116. All decisions at board meetings will be made by majority vote.
117. 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.
118. 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.
119. 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.

120. For the purposes of clause 119:
- 120.1 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;
- 120.2 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.
- 120A. (i) Decisions on matters considered by the Office Bearers in their discretion not to be controversial may also be made by the board outwith board meetings by email, in accordance with this clause. Where such a decision is sought, an email must be sent to all trustees at the email address last notified by him/her/it to the organisation.
- 120A.(ii) The email must clearly state the relevant details of the matter in question, and that a decision is being sought by the charity trustees by email. Trustees are entitled to request further information by response given within 48 hours. Any such further information must be issued to all trustees within 48 hours if such a request.
- 120A. (iii) Where no further information is requested in terms of clause 120A (ii) the deadline for voting will be 72 hours from when the initial email is sent. Where further information is requested in terms of clause 120A(ii) the deadline for voting will be 48 hours from when any such further information is issued. Responses given within the relevant time limit will be counted as votes.
- 120A.(iv) A special majority of 75% of all the charity trustees is required for any such decision to be made by email. Any decisions made in this way must be included in Matters Arising at the next meeting of the board and minuted appropriately.
- 120A (v) If a charity trustee is not able to participate in decision making by email as set out in this clause 120A, due to not having an email address, that charity trustee should notify the secretary. Where such notification is received by the secretary, the procedure set out in this clause 120A may still be utilised, but instead of delivery of emails by or to the relevant charity trustee(s), delivery will be made in writing by hard copy, hand delivered. The same timescales shall apply. In the case of delivery to the charity trustee(s), it shall be to the postal address last notified by him/her/it to the organisation. In the case of delivery to organisation, it shall be to the registered office

## **Minutes**

121. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
122. The minutes to be kept under clause 121 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
123. The board shall (subject to clause 124) make available copies of the minutes referred to in clause 121 to any member of the public requesting them.

124. The board may exclude from any copy minutes made available to a member of the public under clause 123 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.

## **ADMINISTRATION**

### **Delegation to sub-committees**

125. 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.
126. 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.
127. When delegating powers under clause 125 or 126, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
128. Any delegation of powers under clause 125 or 126 may be revoked or altered by the board at any time.
129. 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**

130. Subject to clause 131, the signatures of two out of five 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.
131. 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 130.

### **Accounting records and annual accounts**

132. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
133. 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**

134. 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.
135. 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**

136. This constitution may (subject to clause 137) be altered by resolution of the Voting Members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 58) or by way of a written resolution of the members referred to in clause 61.
137. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

### **Interpretation**

138. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 138.1 any statutory provision which adds to, modifies or replaces that Act; and
- 138.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 138.1 above.
139. In this constitution:
- 139.1 "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;
- 139.2 "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.
- 139.3 "email" includes such electronic communication technology as the board may, from time to time, approve.
- 139.4 "members" means adult members, youth members, associate members, associated organisations and associated representatives.
- 139.5 "Voting Members" means adult members, youth members, associated organisations and associated representatives.

140 Where this constitution requires notice to be given in writing (signed or otherwise) by any party of the organisation, including but not limited to resignation as a member or trustee or calling for a special members meeting, this can be validly submitted by email to the secretary. Any such communication must come from an email address which the secretary can verify as correct. Any such communication will only be treated as received by the organisation when the secretary acknowledges valid receipt.