**SCIO CONSTITUTION**

**OF**

**Boleskine Community Care**

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**GENERAL**

**Definitions**

In this constitution, the following definitions apply throughout:

* **“AGM”** means an Annual General Meeting.
* **“Board”** means the Board of Charity Trustees.
* **“Charity”** means a body entered in the Scottish Charity Register as defined under section 106 of the Charities and Trustee Investment (Scotland) Act 2005.
* **“Charity Trustees”** means the persons having the general control and management of the Organisation (the Board).
* **“Circulation Date”** means the date on which copies of the written resolution are sent to the Members, as defined in clause 47c)
* **“Clauses”** means any clause in this constitution.
* **“Clear Days”** means a period excluding the day when notice is given and the day of the meeting.
* **“Co-opted Charity Trustee”** means a Charity Trustee appointed by the Board between AGMs.
* **“EGM”** means an Extra-Ordinary General Meeting which is called for a specific purpose to deal with matters that come up between AGMs.
* **“Elected Charity Trustee”** means a Charity Trustee elected by the Members at an AGM.
* **“GM”** means any General Meeting of the Members of the Organisation and refers to an AGM or EGM.
* **“Group”** means those other organisations (incorporated or not) which are not this Organisation (SCIO).
* **“Hybrid Meeting”** means a meeting that involves a mixture of in-person and remote attendees. Remote attendees join the meeting via a virtual meeting platform, such as Microsoft Teams or Zoom, or other conference call facility.
* **“Individual”** means a human/person.
* **“Land Reform (Scotland) Act 2016”** means the Land Reform (Scotland) Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
* **“Members”** means those Individuals who have joined this Organisation.
* **“Organisation”** means the SCIO to whom this Constitution relates.
* **“OSCR”** means Office of the Scottish Charity Regulator.
* **“Property”** means any property, assets or rights, heritable or moveable, wherever situated in the world belonging to the Organisation.
* **“Purposes”** means the purposes as set out in clause 5.
* **“SCIO”** means Scottish Charitable Incorporated Organisation.
* **“The 2005 Act”** means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
* **“Them”, “Their” or “They”** means an Individual or a Group.
* **“Virtual Meeting”** means a meeting which takes place online, wholly over an internet connection, via a virtual meeting platform, such as Microsoft Teams or Zoom, or other conference call facility.

**Name**

1. The name of the Organisation is Boleskine Community Care

**Type of organisation**

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

**Principal Office**

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

**Definition of Community and Purposes**

1. The Organisation has been formed to benefit those residing within the areas as defined by community of Stratherrick and Foyers Community Council area (“**the Community**”) with the purposes listed in Clause 5 (“**the Purposes**”), to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs).

**Purposes**

1. The Organisation has been formed with the following Purposes:
   1. To serve and support community life by bring people of all ages, by whatever means, to benefit community wellbeing and meet the primary charity objectives as per 5.2 - 5.4 below.
   2. To improve the quality of life, health, well-being and independence and to reduce social isolation of people in need by reason of age, ill-health, disability or social circumstances.
   3. To provide recreational facilities and/or organise recreational activities with the object of improving the condition of life for the persons for whom these facilities or activities are primarily needed.
   4. To provide professional services from skilled/trained staff and/or volunteers and specialist providers to maintain and/or enhance and facilitate community wellbeing and common good.

to be exercised following the principles of sustainable development (where sustainable development means development which meets the needs of the present without compromising the ability of future generations to meet their own needs).

**Powers**

1. The SCIO has the power to do anything which is calculated to further its Purposes or is conducive or incidental to doing so.

In particular, but without limiting the range of powers available under the 2005 Act, the SCIO has the power:

1. To encourage and develop a spirit of voluntary or other commitment by, or co-operation with Individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes.
2. To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
3. To provide advice, consultancy, training, tuition, expertise and assistance.
4. To prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
5. To register an interest in land and to exercise the right to buy land under Part 5 of the Land Reform (Scotland) Act 2016 and every statutory modification or re-enactment thereof for the time being in force.
6. To purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation.
7. To construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or arrange for the professional or other appropriate management and operation of the Organisation's Property.
8. To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the Property of the Organisation.
9. To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.
10. To employ, contract with, train and pay such staff (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Organisation.
11. To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation.
12. To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
13. To borrow or raise money for the Purposes and to give security in support of any such borrowings by the Organisation and/or in support of any obligations undertaken by the Organisation.
14. To set aside funds not immediately required as a reserve or for specific purposes.
15. To invest any funds which are not immediately required for the activities of the Organisation in such investments as may be considered appropriate, which may be held in the name of a nominee organisation under the instructions of the Board, and to dispose of, and vary, such investments.
16. To make grants or loans of money and to give guarantees.
17. To establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Purposes.
18. To establish, operate and administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not.
19. To enter into any arrangement with any organisation, government or authority which may be advantageous for the Purposes and/or activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
20. To enter into contracts to provide services to or on behalf of others.
21. To effect insurance of all kinds (which may include indemnity insurance in respect of Charity Trustees and employees).
22. To oppose, or object to, any application or proceedings which may prejudice the interests of the Organisation.
23. 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 Purposes.

**General Structure**

1. The structure of the Organisation comprises:

the **Members** (composed of Ordinary Members and Junior Members) - who have the right to attend any GM and have important powers under this constitution; in particular, Members appoint people to serve on the Board and take decisions on changes to the constitution itself;

the **Associate Members;** and

the **Board of Trustees** (composed of Elected Charity Trustees and Co-opted Charity Trustees) -which holds regular meetings, sets the strategy and policy of the Organisation, generally controls and supervises the activities of the Organisation and, in particular, is responsible for monitoring its financial position and, where there are no employees appointed, is responsible also for the day-to-day management of the Organisation.

The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.

**MEMBERS**

**Qualifications for membership**

1. MEMBERSHIP is open to any Individual residing in “the community” who must always be in the majority, both in % of total members, make up of a quorum and those present and voting in meetings, AGM, EGM and GM (subject to clause 14), who supports the aims and activities of the Organisation under the following categories:
   * 1. **Ordinary Members**: Individuals aged 16 years or over. Ordinary Members are eligible to vote at a GM and be elected or appointed (see clauses 57 and 58) to the Board.
2. **Junior Members**: Individuals aged 15 years or under. Junior Members are neither eligible to vote at a GM, nor be elected or appointed to the Board.
3. **Associate membership:** shall be open to those individuals and organisations who: a) Are not resident in the community; and b) support the purposes. Associate members are neither eligible to stand for election to the board nor to vote at any AGM or GM

Each member which is an organisation shall appoint one named authorised representative (who is an individual person) to represent and act for such member at all AGM’s and GM’s. Any change in the appointment of an authorised representative may be made at any time by the appointed member, but only by written notice to the organisation. Such notice will take effect upon its receipt by the organisation.

1. Employees of the Organisation are eligible for membership but are not eligible to sit on the Board of Trustees.
2. All Members are subject to the Constitution of the Organisation and by joining the Organisation, will be deemed to accept the rules and bye-laws and any codes of conduct that the Organisation has adopted.
3. Membership of the Organisation may not be transferred by a Member.

**Application for membership**

1. Any Individual wishing to become a Member, must submit an application for membership made in such written or electronic form as the Board shall prescribe.
2. The Board shall promptly consider applications for membership, determining into which category of membership each applicant shall belong. Immediately thereafter, the Board shall approve any valid application provided the applicant:

has not previously been a Member of the Organisation and continues to be excluded from membership by virtue of clause 26.2.

The Board will then inform the applicant of the Board’s decision.

**Minimum number of Members**

1. The minimum number of Members is 20 (twenty); in the event that the number of Members falls below 20 (twenty), the Board may not conduct any business other than to ensure the admission of sufficient Members to achieve the minimum number.

**Membership subscriptions**

1. No membership subscription will be payable

**Re-registration of Members**

1. 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 (twenty-eight) days (running from the date of issue of the notice) to provide that confirmation to the Board.
2. If a Member fails to provide confirmation to the Board (in writing or by e-mail) that they wish to remain as a Member of the Organisation before the expiry of the 28 (twenty-eight) day period referred to in clause 20, the Board shall expel them from the membership.
3. A notice under clause 20 will not be valid unless it refers specifically to the consequences (under clause 21) of failing to provide confirmation within the 28 (twenty-eight) day period.

**Liability of Members**

1. 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.
2. The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 23 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.

**Duties of Members**

1. Members must act in the interests of the SCIO and seek, in good faith, to ensure the SCIO acts in a manner which is consistent with its Purposes.  At a practical level, those powers are most likely to apply when Members are considering changes to the constitution or taking part in elections of Charity Trustees.

**Cessation of membership**

1. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.
2. a resolution that a Member be expelled (eg if they no longer support the Purposes) is passed by a majority of at least 75% of the eligible Members present (including proxy) and voting at a GM, of which not less than 21 (twenty-one) days' previous notice specifying the intention to propose such resolution and the grounds on which it is proposed shall have been sent to all Charity Trustees, all Members and also to the Member whose removal is in question, such Member being entitled to be heard at that meeting;
3. being an Individual, they die (the right of membership not being assignable); or
4. failure to comply with the Code of Conduct for Charity Trustees (as referred to in clause 65 and 66) which would result in the cessation of both trustee and membership;
5. failure to respond to any re-registration request under clause 20.
6. Notwithstanding clause 26, the Board reserves the right to immediately suspend or terminate the membership of any Individual who has acted in a manner contrary to the Organisation’s policy documents. This action should be conducted in line with the Organisation’s disciplinary procedure.

**Register of Members**

1. The Board must keep a register of Members, setting out for each current Member:
2. their full name;
3. address and contact details;
4. the date on which they were registered as a Member of the Organisation.
5. For each former Member, for at least 6 (six) years from the date they ceased to be a Member, the register must also contain:

their name; and

the date on which they ceased to be a Member.

1. The Board must ensure that the Register of Members is updated within 28 (twenty-eight) days of receiving notice of any change.
2. 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 them within 28 (twenty-eight) 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 and any other contact details of the Members blanked out.

**DECISION-MAKING BY THE MEMBERS**

**Annual General Meetings (AGMs)**

1. The Board shall convene an AGM for all Members, (members must always be in the majority) in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it is held within 15 (fifteen) months from the date on which OSCR enters the Organisation in the Scottish Charity Register. Thereafter, not more than 15 (fifteen) months shall elapse between one AGM and the holding of the next.
2. The business of each AGM must include:

approval of the minute of the previous AGM;

consideration of the Trustees’ Report and Financial Statements of the Organisation;

giving the Board authority to appoint an independent examiner (or auditor if applicable);

election of Charity Trustees;

fixing of annual subscriptions (if applicable);

a report by the Chairperson on the activities of the Organisation;

Any Other Competent Business.

**Extra-Ordinary General Meetings (EGMs)**

The following applies to EGMs.

1. The Board may convene an EGM whenever it thinks fit.
2. The Board must convene an EGM within 28 (twenty-eight) days of a valid requisition. To be valid, such requisition must be signed by not less than 10% of the Members, must clearly state the purposes of the meeting and must be delivered to the Principal Office.

**Provisions with regard to all General Meetings**

1. The Board may make any arrangements in advance of any GM to allow all Members to fully participate in such meetings, including Hybrid or Virtual meetings, so long as all those participating in the meeting can clearly comprehend each other; a Member participating in any such means other than in person shall be deemed to be present in person at the meeting.
2. Subject to the terms of clause 106 the provisions regarding notice of a GM are as follows:
3. At least 14 (fourteen) Clear Days’ notice must be given of any GM.
4. The notice calling a GM must specify in general terms what business is to be dealt with at the meeting; and

in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s);

in the case of any other resolution falling within clause 43 (requirement for 75% majority), must set out the exact terms of the resolution.

1. Notice of every GM 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.
2. When Members wish to participate in a Hybrid or Virtual GM by way of audio and/or audio-visual link, an application must be made to the Board 7 (seven) days before the meeting to request the details of how to connect and participate. At which time the technical assets required will be communicated. The Board cannot take any responsibility for the provision or failure of such assets.

**Chairperson of General Meetings**

1. The Chairperson of the Organisation shall act as chairperson of each GM. If the Chairperson is not present or willing to act as chairperson of the meeting within 15 (fifteen) minutes after the time at which the meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as chairperson of that meeting.

**Quorum at General Meetings**

1. The quorum for a GM where ordinary Members residing in “the Community” must always be in the majority, in % of total members, each being a Member or a proxy for a Member. The quorum for a GM shall be the greater of a) 11 Members or b) 10% of the Members. No business shall be dealt with at any meeting unless a quorum is present.
2. If a quorum is not present within 15 (fifteen) minutes after the time at which the GM was due to commence or, if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time, date and place as may be fixed by the chairperson of the meeting.

**Voting at General Meetings**

1. The chairperson of the GM shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
2. The provisions regarding voting are as follows:

41.1 a) Every eligible Member under clause 9 shall have 1 (one) vote, to be exercised in person or by proxy, by a show of hands.

b) Unless a secret ballot is demanded by the chairperson of the meeting, or by at least 5 (five) Members present or represented by a proxy at the meeting and entitled to vote, in which case a secret ballot may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting.

c) This shall be conducted in such a manner as the chairperson of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded.

d) In that event, the chairperson of the meeting shall appoint and instruct tellers, who may cast their own personal votes if eligible Members under clause 10.

41.2 Whilst actual attendance by Members is to be encouraged at meetings, any Member shall be entitled to complete 1 (one) form of proxy to appoint a proxy to attend a meeting on their behalf, in respect of which the following apply:

a) a proxy need not be a Member;

b) a proxy appointed to attend and vote at any meeting instead of a Member shall have the same right as the Member who appointed them to speak at the meeting and to vote thereat;

c) the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Principal Office not less than 48 (forty-eight) hours before the time of the meeting at which the proxy is to be used; and

d) no form of proxy shall be valid more than 12 (twelve) months from the date it was granted.

In the event of an equal number of votes for and against any resolution, the chairperson of the meeting shall only have 1 (one) vote in their capacity as an eligible Member of the Organisation under clause 10.

**Resolutions at General Meetings**

1. At any GM, a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Members who are present and voting thereon (including those voting by proxy), except for decisions relating to any of the following special resolutions:

any alteration to this constitution;

cessation of membership under clause 26.2;

to wind up the Organisation in terms of clause 109

to alter the legal structure of the Organisation

Special resolutions shall require to be decided upon by not less than 75% of the eligible Members present and voting thereon (including those voting by proxy) (no account therefore being taken of Members who abstain from voting or who are absent from the meeting).

1. Ordinary and special resolutions may be passed in writing, rather than at a GM provided that the terms of clause 43 are followed.
2. An ordinary resolution in writing signed by or on behalf of a simple majority of all the Members shall be as valid and effective as if the same had been passed at a GM of the Organisation duly convened and held, provided that the terms of clause 47 are followed.
3. A special resolution in writing signed by or on behalf of not less than 75% of all the Members shall be as valid and effective as if the same had been passed at a meeting of the Organisation duly convened and held, provided that the terms of clause 47 are followed.
4. Where a written resolution is proposed by Members, the following shall apply:

the resolution must be requested by not less than 10% of the eligible Members (“the Members request”);

the request must identify the resolution to be put to the Members and the Board can reject such resolutions, but must provide reasons for doing so to the Members requesting the resolution;

within 14 (fourteen) days, the Board must circulate the resolution with the express statements referred to:

1. An explanation to the eligible Members how to signify their agreement, or otherwise, to the resolution;
2. how it can be returned to the Organisation;
3. clarification that a failure to reply will be deemed to be a vote against the resolution in question; and
4. the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 (twenty-eight) days after the Circulation Date).

**Meeting Adjournment at General Meetings**

1. If a GM is not quorate after 15 (fifteen) minutes, then clause 40 shall apply.
2. For any other reason, the chairperson of a GM may, with the consent of a majority of the Members present and voting thereat, adjourn the meeting to such time, date and place as they may determine.

**Organisation management**

1. The affairs, Property and funds of the Organisation shall be directed and managed by the Board.
2. The Board may exercise all such powers of the Organisation and may, on behalf of the Organisation, do all acts as may be exercised and done by the Organisation, other than those required to be exercised or done by the Members at a GM and subject always to these Clauses and to the provisions of the 2005 Act.

**BOARD (CHARITY TRUSTEES)**

**Interim Board**

1. Upon incorporation of the Organisation the following applies with regard to the Interim Board.

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.

**Number of Charity Trustees**

1. The maximum number of Charity Trustees is 12 (twelve) and the minimum number of Charity Trustees is 4 (four).
2. At all times Charity Trustees elected under the provision of clause 57 shall be in the majority.

**Eligibility**

1. An Individual will not be eligible for election or appointment to the Board unless they are an Ordinary Member of the Organisation.
2. A Member will not be eligible for election or appointment to the Board if they are:
   1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
   2. an employee of the Organisation.

**Election, retiral, re-election**

1. At each AGM, the Members may elect any Member (unless they are ineligible for election under clauses 55 or 56) to be an Elected Charity Trustee.
2. The Board may, at any time, appoint any Member (unless they are ineligible for appointment under clauses 55 or 56) to be a Co-opted Charity Trustee.
3. At each AGM, all of the Charity Trustees shall retire from office - but shall then (subject to clause 56 and unless removed under clauses 72g) or 72h)) be eligible for re-election.
4. A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless:
   1. they advise the Board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Charity Trustee; or
   2. an election process was held at the AGM and they were not among those elected/re-elected through that process; or
   3. a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.
5. Elected Charity Trustees must be nominated in writing by at least 2 (two) Members, under such a process that the Board shall prescribe. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Charity Trustee and must be delivered to the registered office of the Organisation in accordance with the prescribed process.
6. The election of any Elected Charity Trustee shall be by vote of the eligible Members, each eligible Member having 1 (one) vote for each vacancy of the Elected Charity Trustees on the Board.

**General duties of Charity Trustees**

1. 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:
2. seek in good faith, to ensure that the Organisation acts in a manner which is in accordance with its Purposes;
3. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
4. in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party; where any other duty prevents them 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; and
5. ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the 2005 Act.
6. In addition to the duties outlined in clause 63, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:
7. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated;
8. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee;
9. that provided they have declared their interest and have 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 a Group in which they have a personal interest; and, subject to clause 64.4 and to the provisions relating to remuneration for services contained in the 2005 Act), they may retain any personal benefit which arises from that arrangement;
10. 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 their duties as a Charity Trustee.
11. 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 of Charity Trustees**

1. 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.
2. The Code of Conduct referred to in clause 65 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 2005 Act; 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.

**Register of Charity Trustees**

1. The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee:

the name of the Charity Trustee;

the address of the Charity Trustee;

the date on which they were appointed as a Charity Trustee; and

any office held by them in the Organisation.

1. Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act, this must be recorded in the register.
2. For each former Charity Trustee - for at least 6 (six) years from the date on which they ceased to be a Charity Trustee - the register must contain:

the name of the Charity Trustee;

any office held by the Charity Trustee in the Organisation; and

the date on which they ceased to be a Charity Trustee.

1. The Board must ensure that the register of Charity Trustees is updated within 28 (twenty-eight) days of receiving notice of any change.
2. If any Individual requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 (twenty-eight) days, providing the request is reasonable; if the request is made by an Individual who is not a Charity Trustee of the Organisation, the Board may provide a copy which has the addresses and any other contact details blanked out - if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

**Termination of Charity Trustee office**

1. A Charity Trustee will automatically cease to hold office if:

they become disqualified from being a charity trustee under the 2005 Act;

they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than 6 (six) months;

they cease to be a Member of the Organisation;

they become an employee of the Organisation;

they give the Organisation a notice of resignation, signed by themselves;

they are absent (without good reason, in the opinion of the Board) from more than 3 (three) consecutive meetings of the Board - but only if the Board resolves to remove them from office;

they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the Code of Conduct for Charity Trustees (as referred to in clauses 65 and 66);

they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the 2005 Act;

they are removed from office by a resolution of the Members passed at a GM;

they become prohibited from being a charity trustee by virtue of section 69(2) of the 2005 Act;

they commit any offence under section 53 of the 2005 Act.

1. A resolution under clauses 72g) or 72h) shall be valid only if:
   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 removal is to be proposed;
   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 a vote; and
   3. At least 75% (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

**DECISION-MAKING BY THE CHARITY TRUSTEES**

**Office-bearers**

1. The Charity Trustees must elect (from among themselves) a minimum of 2 (two) office-bearers, one of which must be a Chairperson. The office of Chairperson must be held by an Elected Charity Trustee.
2. In addition to the office-bearers required under clause 74, the Charity Trustees may elect further office-bearers, if they consider that appropriate.
3. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clauses 74 or 75.
4. The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chairperson or Treasurer) to elect a Chairperson and a Treasurer from the Charity Trustees.
5. A person elected to any office will automatically cease to hold that office: -
   1. if they cease to be a Charity Trustee; *or*
   2. if they give to the Organisation a notice of resignation from that office, signed by them.

**Board meetings**

1. The quorum for Board meetings shall be the greater of a) 50% of all Charity Trustees or b) 4 Trustees, provided that Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
2. A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, they are not entitled to vote.
3. The Board may make any arrangements in advance of any Board meeting to allow all Charity Trustees to fully participate in such meetings so long as all those participating in a resulting Hybrid or Virtual meeting can clearly comprehend each other; a Charity Trustee participating in any such means other than in person shall be deemed to be present in person at the meeting.
4. All Board meetings will require not less than 7 (seven) Clear Days’ prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
5. On the request of a Charity Trustee the Chairperson shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.
6. No alteration of the Clauses and no direction given by special resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.
7. A resolution in writing (whether 1 (one) single document signed by all or a sufficient majority of the Charity Trustees, or all or a sufficient majority of the members of any sub-committee), whether in 1 (one) or several documents in the same form each signed by 1 (one) or more Charity Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
8. The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in clause 53, it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.
9. The Board may invite any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
10. The Board may from time to time, review and amend any ancillary regulations, guidelines and/or policies, subordinate at all times to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members and/or Charity Trustees.

**Voting at Board meetings**

1. The Chairperson shall be entitled to preside as chairperson of all Board meetings at which they are present. If at any meeting the Chairperson is not present and willing to act as chairperson of the meeting within 15 (fifteen) minutes after the time appointed for holding the meeting, the remaining Charity Trustees may appoint one of the Elected Charity Trustees to be chairperson of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairperson will be available.
2. The chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
3. Each Charity Trustee present (subject to clauses 80 and 97) has 1 (one) vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the chairperson of the meeting shall only have a single vote and not an additional casting vote.

**Minutes**

1. The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all GMs, Board meetings and of meetings of sub-committees, including the names of those present (whether in person or participating by way of an audio or audio-visual link), and all business transacted at such meetings.
2. Subject to clause 92.2, the Organisation, upon request of any Individual for a copy of any minutes must, if the request is reasonable, give the Individual within 28 (twenty-eight) days of the request, a copy of the requested minutes.
3. Where such a request is received under clause 92.1, the Organisation:

may withhold information contained in the minutes, and

if it does so, must inform the Individual requesting a copy of the minutes of its reason for doing so.

**Sub-committees**

1. The Board may delegate any of its powers to sub-committees, each consisting of not less than 1 (one) Charity Trustee and such other person or persons as it thinks fit, or which it delegates to the committee to appoint. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board. Such sub-committee shall regularly and promptly circulate, or ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.

**ADMINISTRATION & FINANCE**

**Constraints on payments/benefits to Members and Charity Trustees**

1. The income and Property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the Members. Any surplus income or assets of the Organisation is/are to be applied for the benefit of the Organisation.
2. No part of the income or Property of the Organisation shall be paid or transferred (directly or indirectly) to the Members of the Organisation, or to any other Individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in clause 96.
3. No benefit (whether in money or in kind) shall be given by the Organisation to any Member or Charity Trustee except the possibility of:
4. repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board);
5. reasonable remuneration to any Member or Charity Trustee in return for specific services actually rendered to the Organisation (not being of a management nature normally carried out by a trustee of an organisation);
6. payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation by any Member or Charity Trustee;
7. payment of rent at a rate not exceeding the open market rent for property let to the Organisation by any Member or Charity Trustee;
8. the purchase of property from any Member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any Member or Charity Trustee provided that such sale is at or above market value;
9. payment by way of any indemnity, where appropriate;
10. and in any such event the terms of clauses 97 to 99 shall specifically apply.

**Personal interest & conflict of interest**

1. 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 they have a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; they must withdraw from the meeting while an item of that nature is being dealt with.

an interest held by an Individual who is “connected” with the Charity Trustee under section 68(2) of the 2005 Act (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee;

a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative, has an interest in that matter.

1. Additionally, the Board may resolve at any time to require all Charity Trustees to deliver a notice of relevant interests to the Principal Office, as they arise and at least annually. The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and Members of the Organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.
2. Whenever a Charity Trustee finds that there is a personal interest, as defined in clause 97, they have a duty to declare this to the Board during the meeting in question. It will be up to the chairperson of the meeting in question to determine:
3. whether the potential or real conflict simply be noted in the minutes of any relevant meeting, or
4. whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
5. whether the Charity Trustee in question should be required to be absent during that particular element of the meeting and, in terms of clause 80, where a Charity Trustee leaves, or is required to leave the meeting, they no longer form part of the quorum.

**Finances & accounts**

1. The banking account or accounts of the Organisation shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.
2. The signatures of 2 (two) out of 3 (three) signatories appointed by the Board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Organisation; at least 1 (one) out of the 2 (two) signatures must be the signature of a Charity Trustee.
3. The Organisation must use and apply its Property in furtherance of its Purposes and in accordance with its constitution.
4. The Board shall cause accounting records to be kept for the Organisation in accordance with the requirements of the 2005 Act and other relevant regulations.
5. The accounting records shall be maintained by the Treasurer and overseen by the Chairperson. Such records shall be kept at such place or places as the Board thinks fit and will always be open to the inspection of the Charity Trustees.
6. At each AGM, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the Organisation). The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than 14 (fourteen) Clear Days before the date of the AGM, be delivered or sent to all Members and Charity Trustees, or otherwise be available for inspection on the website or other location of the Organisation (with all Members and Charity Trustees being made aware that they are so available for inspection there).

**Notices**

1. A notice may be served by the Organisation upon any Member, either personally or by sending it by post, e-mail or other appropriate electronic means, addressed to such Member at their address as appearing in the Register of Members or as last notified by them to the Organisation.
2. Any notice, whether served by post or otherwise, shall be deemed to have been served on the day after the day on which it was issued.

**Indemnity**

1. Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or member of any sub-committee, the Organisation office bearers and all employees of the Organisation shall be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which they may respectively incur or sustain, in connection with or on behalf of the Organisation and each of them shall be chargeable only for so much money as they may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for their own acts, receipts, neglects or defaults only.

**Alteration to the Constitution**

1. Any alteration to this constitution should comply with the following conditions:
2. upon the decision of not less than 75% of the eligible Members present and voting at a GM called specifically (but not necessarily exclusively) for the purpose in terms of clause 43.
3. any changes to the Purposes set out in clause 5 are subject to written consent being obtained from OSCR (and its successors) in terms of section 16 of the 2005 Act;
4. notify OSCR (and its successors) of any other changes to the Clauses not covered under clause 108.2 (ie not related to the Purposes set out in clause 5) in terms of section 17 of the 2005 Act.

**Dissolution**

1. The winding-up of the Organisation may take place only on the decision of not less than 75% of its eligible Members who are present and voting at a GM called specifically (but not necessarily exclusively) for the purpose.
2. If, on the winding-up of the Organisation, any Property or assets remain, after satisfaction of all its debts and liabilities, such Property (including any land acquired by it in terms of the Part 2 or Part 3A of the Land Reform Act 2003 or Part 5 of the Land Reform (Scotland) Act 2016) shall be given or transferred to such other community body or bodies or charitable Group as may be:

determined by not less than 75% of the eligible Members of the Organisation who are present and voting at a GM called specifically (but not necessarily exclusively) for the purpose; and

ensuring such assets are transferred to another body which has purposes which resemble closely the Purposes of the Organisation;

approved by OSCR (and its successors).