

CONSTITUTION

OF

DÒCHAS

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of

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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 "Dòchas".

Purposes

- 4 The organisation's purposes are:

The distribution of funding within the area of the Applecross peninsula west of the A896 road from Tornapress in the South to the junction with the C1091 road to the north for:-

(4.1) the prevention or relief of poverty; (4.2) the advancement of education; (4.3) the advancement of health; (4.4) the saving of lives; (4.5) the advancement of citizenship or community development; (4.6) the advancement of the arts, heritage, culture or science; (4.7) the advancement of public participation of sport; (4.8) the provision of recreational facilities, or the organisation of recreational facilities, with the object of improving the conditions of life for the persons for whom the facilities or activities are primarily intended; (4.9) the advancement of environmental protection or improvement; (4.10) the relief of those in need by reason of age, ill health, disability, financial hardship or other disadvantage; (4.11) the advancement of animal welfare and (4.12) for any other purpose that may reasonably be regarded as analogous to any of the preceding purposes.

Powers

- 5 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 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:-
 - (a) the MEMBERS - all members have the right to attend members' meetings (including any annual general meeting) and 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;
 - (b) 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.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

11 Qualifications for membership

Membership shall be open to:-

- (a) Individual Members Individuals over the age of sixteen years who reside within the Area of Benefit (it being the charity trustees who shall decide, from time to time, what constitutes "residence") and who support the purposes and have complied with the procedure for application for membership.
- (b) Associate Members (a) Any corporate body which supports the purposes and has complied with the procedure for application for membership and operates, principally, within the Area of Benefit (it being the charity trustees who shall decide, from time to time, what constitutes "operating principally"); (b) Any individual who has been nominated for

membership by an unincorporated body which supports the purposes and has complied with the procedure for application for membership and operates, principally, within the Area of Benefit (it being the charity trustees who shall decide, from time to time, what constitutes “operating principally”).

- 12 Employees of the organisation are not eligible for membership.

Application for membership

- 13 Any person or body who/which wishes to become a member must sign a written application for membership (in the case of a corporate body, the application must be signed by an appropriate officer of that body and in the case of an application for membership by an individual nominated by an unincorporated body under clause 11(b), the application must also be signed by an appropriate office bearer of the unincorporated body which is nominating him/her for membership) along with a remittance to meet any annual membership subscription.
- 14 The application will be considered by the board at the next board meeting.
- 15 The board may, at its discretion, refuse to admit any person or body to membership.
- 16 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.
- 17 If the decision was to refuse admission, the board shall return to the applicant any remittance lodged by him/her/it in respect of any subscription.

Membership subscription

- 18 Members may be required to pay an annual membership subscription if determined by way of a resolution, to that effect, passed at an annual general meeting.
- 19 Any annual membership subscriptions shall be payable on such date in each year as is determined by the board.
- 20 The members may vary the amount of any annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed at an annual general meeting.
- 21 If any membership subscription payable by any member remains outstanding for more than twelve 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.

- 22 A person/body who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 23 The board must keep a register of members, setting out
- 23.1 for each current member:
 - 23.1.1 his/her/its full name and address; and
 - 23.1.2 the date on which he/she/it was registered as a member of the organisation;
 - 23.1.3 in the case of an individual nominated by an unincorporated body under clause 11(b) the name of the unincorporated body which nominated him/her for membership.
 - 23.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 23.2.1 his/her/its name; and
 - 23.2.2 the date on which he/she/it ceased to be a member.
- 24 The board must ensure that the register of members is updated within 28 days of any change:
- 24.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 24.2 which is notified to the organisation.
- 25 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 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

- 26 Any person or body who/which wishes to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her (or in the case of a corporate body signed by an appropriate officer of that body). 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, and 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

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

Cessation of Membership

28 Membership of the organisation shall cease when in the case of an individual member that member dies and in the case of any other body if that body ceases to exist or on the death of the last surviving member thereof.

Re-registration of members

29 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.

30 If a member fails to provide confirmation to the board (in writing or by 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 29, the board may expel him/her/it from membership.

31 A notice under clause 29 will not be valid unless it refers specifically to the consequences (under clause 30) of failing to provide confirmation within the 28-day period.

Expulsion from membership

32 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:-

32.1 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;

32.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

33 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year. The board may make

arrangements in advance of any members meeting, to allow members to participate in the members meeting by means of a conference telephone, video conferencing facility or similar communications equipment – so long as all those participating in the meeting can hear each other; a member participating in a members' meeting in this manner shall be deemed to be present in person at the meeting.

- 34 The gap between one AGM and the next must not be longer than 15 months.
- 35 Notwithstanding clause 33, 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.
- 36 The business of each AGM must include:-
- 36.1 a report by the chair on the activities of the organisation;
 - 36.2 consideration of the annual accounts of the organisation;
 - 36.3 the election/re-election of charity trustees, as referred to in clauses 75 and 76.
- 37 The board may arrange a special members' meeting at any time.

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

- 38 The board must arrange a special members' meeting if they are requested to do so by a notice signed by a member or members who amount to 5% or more of the total membership of the organisation at the time, providing:
- 38.1 the notice states the purposes for which the meeting is to be held; and
 - 38.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 39 If the board receive a notice under clause 38, 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

- 40 At least 14 clear days' notice must be given of any annual general meeting or any special members' meeting.
- 41 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

- 41.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 41.2 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.
- 42 The reference to “clear days” in clause 40 shall be taken to mean that, in calculating the period of notice,
 - 42.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 42.2 the day of the meeting itself should also be excluded.
- 43 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.
- 44 Any notice which requires to be given to a member under this constitution must be: -
 - 44.1 sent by post to the member, at the address last notified by him/her/them to the organisation; or
 - 44.2 sent by e-mail to the member, at the e-mail address last notified by him/her/them to the organisation.

Procedure at members' meetings

- 45 No valid decisions can be taken at any members' meeting unless a quorum of members is present.
- 46 The quorum for a members' meeting is the majority of members, present in person (and in the case of members which are corporate bodies present via their authorised representatives) or a proxy for such member.
- 47 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.
- 48 The chair of the organisation should act as chairperson of each members' meeting.
- 49 If the 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

- 50 Every member has one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
- 51 A member which is a corporate body shall be entitled to authorise an individual to attend at members' meetings (provided it has lodged with the organisation, prior to the time when the meeting commences, written authority authorising that individual to attend).
- 52 A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the organisation at its principal office, at least 48 hours prior to the time when the meeting commences, a written proxy form, signed by him/her.
- 53 Proxy forms shall take such form as is determined by the board from time to time.
- 54 A proxy need not be a member of the organisation.
- 55 A member shall not be entitled to appoint more than one proxy to attend the same meeting.
- 56 A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
- 57 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 58.
- 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 62):
- 58.1 a resolution amending the constitution;
 - 58.2 a resolution expelling a person/body from membership under clause 32;
 - 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 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will not be entitled to a second (casting) vote.

60 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 members present at the meeting) ask for a secret ballot.

61 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

62 A resolution agreed to in writing (or by e-mail) by all the 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

63 The board must ensure that proper minutes are kept in relation to all members' meetings.

64 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.

BOARD

Number of charity trustees / Composition of charity trustees

65 The maximum number of charity trustees is 7; out of that no more than 2 shall be charity trustees who are co-opted under the provisions of clause 74. The minimum number of charity trustees is 3 (a majority of whom will require to be appointed in terms of clauses 75 and 76).

66 The board shall comprise:-

- (a) a representative nominated by Applecross Community Council;
- (b) up to 4 charity trustees elected in terms of clauses 75 and 76; and
- (c) two co-opted charity trustees co-opted in terms of clause 74.

For the avoidance of doubt any successor organisation to any listed above shall take the place of the named organisation in the event that the status of the named organisation changes due to any change in legislation or other circumstance.

Eligibility

- 67 A person shall not be eligible for election to the board unless he/she is a member of the organisation.
- 68 A person shall not be eligible for election/appointment to the board if he/she is an employee of the organisation.
- 69 A person will not be eligible for election or appointment to the board if he/she is disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.

Initial charity trustees

- 70 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.

Election, retiral, re-election

- 71 At the first annual general meeting all of the charity trustees shall retire from office and at every third subsequent annual general meeting one of the charity trustees who is subject to retirement by rotation shall retire from office. For the avoidance of doubt the charity trustee nominated by Applecross Community Council (or any successor body) shall continue to serve as a charity trustee until Applecross Community Council advises the board, in writing, that it is withdrawing its nomination.
- 72 The charity trustee (appointed in terms of clauses 75 and 76) to retire by rotation, shall be the charity trustee who has been longest in office since their last appointment or re-appointment, but as between persons who became or were last reappointed as charity trustees on the same day the charity trustee to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 73 At each annual general meeting the members may elect charity trustees in accordance with the procedures set out in clauses 75 and 76.
- 74 The board may at any time co-opt any person to be a charity trustee. For the avoidance of doubt charity trustees appointed under this clause shall be entitled to participate and vote fully at all charity trustee meetings (and members' meetings).

- 75 No person other than a charity trustee retiring by rotation shall be appointed or reappointed a charity trustee at any annual general meeting unless:-
- a) he/she is recommended by the charity trustees; or
 - b) not less than twenty one nor more than thirty five clear days before the date appointed for an annual general meeting, notice executed by a member has been given to the organisation of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he/she were so appointed or reappointed, be required to be included in the organisation's register of charity trustees together with notice executed by that person of his/her willingness to be appointed or reappointed.
- 76 Not less than twelve clear days before the date appointed for holding the annual general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the charity trustees for appointment or reappointment as a charity trustee at the annual general meeting or in respect of whom notice has been duly given to the organisation of the intention to propose him/her at the annual general meeting for appointment or reappointment as a charity trustee. The notice shall give the particulars of that person which would, if he/she were so appointed or re-appointed, be required to be included in the organisation's register of charity trustees.
- 77 A co-opted charity trustee (appointed in terms of clause 74) shall serve until the next AGM after his or her co-option and a co-opted charity trustee may be re-co-opted by the charity trustees at the next AGM. A co-opted charity trustee can be removed from office by a simple majority of the charity trustees.
- 78 A charity trustee retiring at an annual general meeting, and whose vacancy has not been filled, will be deemed to have been re-elected, if willing to act, unless: -
- 78.1 he/she advises the board prior to the conclusion of the annual general meeting that he/she does not wish to be re-appointed as a charity trustee; or
 - 78.2 an election process was held at the annual general meeting and he/she was not among those elected/re-elected through that process; or
 - 78.3 a resolution for the re-election of that charity trustee was put to the annual general meeting and was not carried.

For the avoidance of doubt a charity trustee elected in terms of clauses 75 and 76 shall be entitled to stand for two terms following election but shall thereafter require to stand down for

at least one year before being entitled to be re-elected again as a charity trustee.

Termination of office

- 79 A charity trustee will automatically cease to hold office if: -
- 79.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 79.2 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;
 - 79.3 he/she becomes an employee of the organisation;
 - 79.4 he/she gives the organisation a notice of resignation, signed by him/her;
 - 79.5 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;
 - 79.6 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 96);
 - 79.7 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
 - 79.8 he/she is removed from office by a resolution of the members passed at a members' meeting.
 - 79.9 except in the case of a charity trustee appointed under clause 74 he/she ceases to be a member of the organisation.
- 80 A resolution under paragraph 79.6, 79.7 or 79.8 shall be valid only if: -
- 80.1 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;
 - 80.2 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
 - 80.3 (in the case of a resolution under paragraph 79.7 or 79.8) 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

- 81 The board must keep a register of charity trustees, setting out
- 81.1 for each current charity trustee:
 - 81.1.1 his/her full name and address;
 - 81.1.2 the date on which he/she was appointed as a charity trustee; and
 - 81.1.3 any office held by him/her in the organisation;
 - 81.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 81.2.1 the name of the charity trustee;
 - 81.2.2 any office held by him/her in the organisation; and
 - 81.2.3 the date on which he/she ceased to be a charity trustee.
- 82 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 82.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 82.2 which is notified to the organisation.
- 83 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 organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 84 The charity trustees may elect (from among themselves) a chair, a treasurer and a secretary.
- 85 In addition to the office-bearers required under clause 84, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 86 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 84 and 85.
- 87 A person elected to any office will automatically cease to hold that office: -

- 87.1 if he/she ceases to be a charity trustee; or
- 87.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

- 88 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.
- 89 A meeting of the board at which a quorum of four is present may exercise all powers exercisable by the board.
- 90 The 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

- 91 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:-
 - 91.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 91.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 91.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 91.3.1 put the interests of the organisation before that of the other party;
 - 91.3.2 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;
 - 91.4 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.
- 92 In addition to the duties outlined in clause 91, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

- 92.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 92.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 93 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 96 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.
- 94 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.
- 95 Subject to the prior approval of a simple majority of the charity trustees 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

- 96 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.
- 97 The code of conduct referred to in clause 96 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

- 98 A charity trustee may 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; the charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 99 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

- 100 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is the majority of charity trustees, present in person (or such other number as is fixed by the board from time to time) the majority of whom require to be elected in terms of clauses 75 and 76.
- 101 If at any time the number of charity trustees elected in terms of clauses 75 and 76 in office falls below three or if any serving charity trustee leaves office before an annual general meeting, the remaining charity trustee(s) will have power to make appointments and/or fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
- 102 The chair of the organisation should act as chairperson of each board meeting.
- 103 If the 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.
- 104 Every charity trustee has one vote, which must be given personally.
- 105 All decisions at board meetings will be made by majority vote.
- 106 If there is an equal number of votes for and against any resolution, the chairperson of the meeting will not be entitled to a second (casting) vote.
- 107 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.
- 108 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.

109 For the purposes of clause 108: -

109.1 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;

109.2 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.

Minutes

110 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

111 The minutes to be kept under clause 110 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 112 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.
- 113 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.
- 114 When delegating powers under clause 112 or 113, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 115 Any delegation of powers under clause 112 or 113 may be revoked or altered by the board at any time.
- 116 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

- 117 The signatures of two out of 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 one out of the two signatures must be the signature of a charity trustee.
- 118 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 117.

Accounting records and annual accounts

- 119 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 120 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

- 121 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.
- 122 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

- 123 This constitution may (subject to clause 124) be altered by resolution of the 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.
- 124 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

- 125 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 125.1 any statutory provision which adds to, modifies or replaces that Act; and
- 125.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 125.1 above.
- 126 In this constitution: -
- 126.1 "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 2006, providing (in either case) that its objects are limited to charitable purposes;

126.2 “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.