

CONSTITUTION
of
GULLANE VILLAGE ASSOCIATION
SC051012

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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 “Gullane Village Association” (GVA).

Purposes

4 The Gullane Village Association's overall aim is to advance the community development of Gullane which comprises the village of Gullane (all postcodes starting EH31), as defined by the census settlement boundary, and including the immediate surrounding area of West Fenton (postcode EH39 5AL).

Its purposes are:

- 4.1 to act as a voice for Gullane residents by collecting and representing views which have an impact on life in Gullane [the village];
- 4.2 to promote community participation amongst, and to encourage good working relationships between all the village's community bodies (Clubs, Societies and Groups);
- 4.3 to encourage the preservation and the improvement of Gullane and its unique natural, historic and ecological features;
- 4.4 to consider all matters of concern to Gullane residents to support the development and retention of communal areas and facilities, and to make representations as appropriate.
- 4.5 to promote any other community-based activity which the Members shall consider may improve the conditions of life for the community and/or promote community participation.

5 In furtherance of the above aims the Organisation shall seek:

- 5.1 to liaise with the Community Council in relation to planning matters encouraging high standards of architecture and planning;
- 5.2 to represent Gullane on the North Berwick Coastal Area Partnership;

5.3 to uphold equal opportunities and to work for good relations among all members of the community prohibiting all conduct that discriminates or harasses on the grounds of race, religion, disability, age, political beliefs, gender or sexual orientation;

6 The Organisation shall be apolitical and non-denominational.

Powers

7 The Organisation has power to do anything which is calculated to further purposes or is conducive or incidental to doing so.

In particular, (but without limiting the range of those powers) the GVA has power:

7.1 to register any interest in land and to exercise any right to buy under Part 2 of the Land Reform (Scotland) Act 2003;

7.2 to exercise any right to buy under Part 3A of the Land Reform(Scotland) Act 2003;

7.3 to exercise any right to buy under Part 5 of the Land Reform (Scotland) Act 2016;

7.4 to make any participation request under Part 3 of the Community Empowerment (Scotland) Act 2015 and/or any asset transfer request under Part 5 of the Community Empowerment (Scotland) Act 2015, and to take any appropriate steps following upon the making of any such request;

7.5 to promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes;

7.6 to provide advice, consultancy, training, tuition, expertise and assistance;

7.7 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 clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;

7.8 to purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation;

7.9 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;

7.10 to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Organisation;

- 7.11 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;
 - 7.12 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;
 - 7.13 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation;
 - 7.14 to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
 - 7.15 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;
 - 7.16 to set aside funds not immediately required as a reserve or for specific purposes;
 - 7.17 to enter into any arrangement with any Organisation, government or authority which may be advantageous for the purposes of the activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable Organisation;
 - 7.18 to establish, manage and/or support any other Charity, and to make donations for any charitable purpose falling within the purposes;
 - 7.19 to enter into contracts to provide services to or on behalf of others;
 - 7.20 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees);
 - 7.21 to oppose, or object to, any application or proceedings which may prejudice the interests of the Organisation.
- 8 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.

Application of income and property

- 9 The income and property of the GVA shall be applied solely towards promoting the GVA's purposes (as set out in clause 4). Any surplus funds or assets of the GVA must, similarly, be applied in furtherance of those purposes.
- 9.1 No part of the income or property of the GVA may be paid or transferred (directly or indirectly) to the Members of the GVA, whether by way of dividend, bonus or otherwise - either in the course of the SCIO's existence or on dissolution - except where this is done in direct furtherance of the SCIO's charitable purposes.

9.2 No benefit (whether in money or in kind) shall be given by the GVA to any Charity Trustee except repayment of out-of-pocket expenses; or reasonable payment in return for particular services (outwith the ordinary duties of a Charity Trustee) actually rendered to the GVA. Any payments made under this sub section shall be notified in the Annual Accounts of the Association

Liability of Members

10 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.

11 The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 10 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

12 The structure of the Organisation consists of:

12.1 the MEMBERS - who have the right to attend Members' meetings (including any annual general meeting) and 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;

12.2 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.

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

MEMBERS

Membership

14 Membership of the Organisation shall consist of those individuals who made the application for registration of the Organisation under the following clauses:

14.1 All permanent residents of Gullane (as defined in Clause 4) who are aged 16 or more and who are entitled to vote at a local government election in a polling district that includes Gullane are eligible to be Members of the Association if they support its purposes (as set out in Clause 4).

14.2 The Organisation shall have not fewer than 20 Members at any time.

14.3 Membership of the Organisation may not be transferred by a

Member

Application for Membership

15 Any person who wishes to become a Member should submit an application for Membership in the form prescribed by the Charity Trustees for approval.

15.1 The Charity Trustees shall consider applications for membership promptly. The Charity Trustees shall assess each application to determine whether the applicant meets the Membership criteria and notify the applicant accordingly

Membership subscription

16 No Membership subscription will be payable.

Register of Members

17 The Secretary will maintain an up-to-date register of all Members, setting out their full name and address; and the date on which they were registered as a Member of the Organisation; and (where applicable) the date on which they ceased to be a Member.

17.1 The Board must ensure that the register of Members is updated within 28 days of receiving notice of any change

17.2 If a Member or 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 days, providing the request is reasonable. If the request is made by a Member (rather than a Trustee), the Board may provide a copy which has the addresses blanked out

17.3 For each former Member the register must set out, for at least six years from the date on which they ceased to be a Member, their name and date on which they ceased to be a Member.

Withdrawal from Membership

18 Any person who wants to withdraw from Membership must give a written or email notice of withdrawal to the Organisation and will cease to be a Member as from the time when the notice is received by the Organisation.

Re-registration of Members

19 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.

20 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-day period the Board may remove them from Membership.

Expulsion from Membership

21 Any person 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:

21.1 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;

21.2 the Member concerned will be entitled to be heard on the resolution at the Members' meeting at which the resolution is proposed.

Termination

22 Membership of the Organisation will terminate

22.1 on death, or

22.2 where the Member is a Charity Trustee of the Organisation, that Member has failed to comply with the code of conduct for Trustees in a manner which would result in them ceasing to be a Trustee and a Member

DECISION-MAKING BY THE MEMBERS

Members' meetings

23 The Board must arrange a meeting of Members (an annual general meeting or "AGM") in each calendar year.

23.1 The gap between one AGM and the next must not be longer than 15 months.

23.2 Notwithstanding clause 23, 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.

24 The business of each AGM must include:-

24.1 a report by the Chair on the activities of the Organisation;

24.2 consideration of the annual accounts of the Organisation;

24.3 the election/re-election of Charity Trustees, as referred to in clauses 53 to 56.

25 The Board may arrange a special Members' meeting at any time.

Power to request the Board to arrange a special Members' meeting

26 The Board must arrange a special Members' meeting if they are requested to do so by a notice (which may take the form of two or more documents

in the same terms, each signed by one or more Members) by Members who amount to 5% or more of the total Membership of the Organisation at the time, providing:

26.1 the notice states the purposes for which the meeting is to be held; and

26.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

27 If the Board receive a notice under clause 26, 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

28 At least 14 clear days' notice must be given of any AGM or any Special Members' meeting.

29 The notice calling a Members' meeting must specify the date, time and location of the meeting and in general terms what business is to be dealt with at the meeting; and

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

29.2 in the case of any other resolution falling within clause 39 (requirement for two-thirds majority) must set out the exact terms of the resolution.

30 The reference to "clear days" in clause 28 shall be taken to mean that, in calculating the period of notice,

30.1 the day after the notices are posted (or sent by e-mail) should be excluded; and

30.2 the day of the meeting itself should also be excluded.

31 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.

32 Any notice which requires to be given to a Member under this constitution must be: -

32.1 sent by post to the Member, at the address last notified by them to the Organisation; *or*

32.2 sent by e-mail to the Member, at the e-mail address last notified by them to the Organisation.

Procedure at Members' meetings

- 33 No valid decisions can be taken at any Members' meeting unless a quorum is present.
- 34 The quorum for a Members' meeting is the greater of 11 Members or 10% of the Membership, present in person.
- 35 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.
- 36 The Chair of the Organisation should act as Chairperson of each Members' meeting and shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote. The Chair may, with the consent of a majority of the Members present in person, adjourn the meeting to such time, date and place as the Chair may determine.
- 37 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

- 38 Every Member has one vote, which must be given personally.
- 39 All decisions at Members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 40.
- 40 Certain types of resolution must be passed as Special resolutions 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 44):
- 40.1 a resolution amending the constitution;
 - 40.2 a resolution expelling a person from Membership under clause 28;
 - 40.3 a resolution directing the Board to take any particular step (or directing the Board not to take any particular step);
 - 40.4 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);
 - 40.5 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);
 - 40.6 a resolution for the winding up or dissolution of the Organisation;
 - 40.7 a resolution to alter the name of the Organisation;

40.8 a resolution to amend the purposes of the Organisation

41 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.

42 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.

43 The Chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by Members

44 A resolution agreed to in writing (or by e-mail) by a simple majority (not less than two thirds for Special resolutions) of Members will be as valid as if it had been passed at a Members' meeting.

44.1 Written resolutions must be sent to all Members at the same time (the "Circulation Date") accompanied by a statement informing the Member how to signify agreement to the resolution, how to return the signed resolution in writing (or by e-mail), the date by which the resolution must be passed if it is not to lapse (that is, the date which is 28 days after the Circulation Date) and that they will not be deemed to have agreed to the resolution if they fail to reply

44.2 A written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Members

44.3 Once a Member has signed and returned a written resolution in agreement thereto, that Members' agreement is irrevocable.

44.4 The Members may require the Organisation to circulate a written resolution. The resolution, which may be accompanied by a statement, must be requested in writing (or by e-mail) and by at least 5% of the Members.

The Board may reject the resolution but must provide reasons for doing so to the Members requesting the resolution.

If accepted, the Organisation must circulate the resolution and any accompanying statement within 21 days, and may require the requesting Members to cover the expenses it incurs circulating the resolution.

Minutes

45 The Board must ensure that proper minutes are kept in relation to all Members' meetings.

46 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.

47 The Board shall make available copies of the minutes referred to in clause 45 to any Member requesting them; but on the basis that the Board may

exclude confidential material to the extent permitted under clause 91.

BOARD

Number of Charity Trustees

48 The maximum number of Charity Trustees is 10.

49 The minimum number of Charity Trustees is 3.

Eligibility

50 A person shall not be eligible for election/appointment to the Board under clauses 52 to 55 unless they are a Member of the Organisation.

51 A person will not be eligible for election or appointment to the Board if :

51.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005

51.2 employed by the Organisation

Initial Charity Trustees

52 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

53 At each AGM, the Members may elect any Member (unless they are debarred from Membership under clause 51) to be a Charity Trustee who must be nominated by at least two Members and each Member has one vote when electing a Charity Trustee.

54 The Board may at any time appoint any Member (unless they are debarred from Membership under clause 52) to be a Charity Trustee.

55 At each AGM, all of the Charity Trustees elected/appointed under clauses 53 and 54 (and, in the case of the first AGM, those deemed to have been appointed under clause 52) shall retire from office – but shall then be eligible for re-election under clause 53.

56 A Charity Trustee retiring at an AGM will be deemed to have been re-elected unless: -

56.1 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

56.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or

56.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

Termination of office

57 A Charity Trustee will automatically cease to hold office if: -

- 57.1 they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 57.2 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 six months;
- 57.3 (in the case of a Charity Trustee elected/appointed under clauses 52 to 56) they cease to be a Member of the Organisation;
- 57.4 they give the Organisation a notice of resignation, which has been signed by them;
- 57.5 they are 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 them from office;
- 57.6 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 clause 74);
- 57.7 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 Charities and Trustee Investment (Scotland) Act 2005; or
- 57.8 they are removed from office by a resolution of the Members passed at a Members' meeting;
- 57.9 they become an employee of the Organisation;
- 57.10 they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act;
- 57.11 they commit any offence under section 53 of the 2005 Act.

58 A resolution under paragraph 57.6, 57.7 or 57.8 shall be valid only if: -

- 58.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- 58.2 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
- 58.3 in the case of a resolution under paragraph 57.6 or 57.7 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

59 The Board must keep a register of Charity Trustees, setting out -

59.1 for each current Charity Trustee:

59.1.1 their full name and address;

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

59.1.3 any office held by them in the Organisation;

59.2 for each former Charity Trustee - for at least 6 years from the date on which they ceased to be a Charity Trustee:

59.2.1 the name of the Charity Trustee;

59.2.2 any office held by them in the Organisation; and

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

60 The Board must ensure that the register of Charity Trustees is updated within 28 days of any change:

60.1 which arises from a resolution of the Board or a resolution passed by the Members of the Organisation; or

60.2 which is notified to the Organisation.

61 If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them 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 Board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

62 The Charity Trustees must elect (from among themselves) a Chair, a Treasurer and a Secretary.

63 In addition to the office-bearers required under clause 62, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

64 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 62 or 63.

65 A person elected to any office will automatically cease to hold that office: -

65.1 If they cease to be a Charity Trustee; *or*

65.2 if they give to the Organisation a notice of resignation from that office which has been signed by them.

Powers of Board

66 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. These will include

66.1 set the strategy and policy of the Organisation;

66.2 where no employees or managers are appointed, be responsible for the day-to-day management of the Organisation;

66.3 shall hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Organisation;

66.4 shall monitor the financial position of the Organisation;

66.5 shall direct and manage the affairs and property of the Organisation;

66.6 shall generally control and supervise the activities of the Organisation;

66.7 may, on behalf of the Organisation, do all acts which may be performed by the Organisation (other than those required to be performed by the Members at the AGM);

66.8 may exercise the powers of the Organisation; and

66.9 may not also be paid employees of the Organisation.

67 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

68 The Members may, by way of a resolution passed in compliance with clause 40 (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

69 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:-

69.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;

69.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

69.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:

69.3.1 put the interests of the Organisation before that of the other party;

69.3.2 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;

69.3.3 it will be up to the Chair of the meeting in question to determine whether the potential or real conflict simply be noted in the minutes of any relevant meeting, or whether the 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 whether the Trustee in question should be required to be absent during that particular element of the meeting. Where a Trustee leaves, or is required to leave, the meeting they no longer form part of the quorum for that meeting;

69.3.4 interest held by an individual who is “connected” with the 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 Trustee;

69.3.5 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;

69.3.6 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.

69.4 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.

70 In addition to the duties outlined in clause 69, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -

70.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

70.2 that any Trustee who has been in serious and persistent breach of those duties is removed as a Trustee.

71 Provided they have declared their 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 they have a personal interest; and (subject to clause 72 and to the provisions relating to remuneration

for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.

72 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.

73 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

74 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.

75 The code of conduct referred to in clause 74 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

76 Any Charity Trustee may call a meeting of the Board or ask the Secretary to call a meeting of the Board.

77 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

78 No valid decisions can be taken at a Board meeting unless a quorum is present; the quorum for Board meetings is at least half of the Charity Trustees, present in person.

79 If at any time the number of Charity Trustees in office falls below the number stated as the quorum in clause 78, 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.

80 The Chair of the Organisation should act as Chairperson of each Board meeting.

81 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.

- 82 Every Charity Trustee has one vote, which must be given personally.
- 83 All decisions at Board meetings will be made by majority vote, the Chair shall endeavour to achieve consensus wherever possible
- 84 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.
- 85 The Board may, at its discretion, allow any person to attend and speak at a Board meeting notwithstanding that they are not a Charity Trustee - but on the basis that they must not participate in decision-making.
- 86 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.
- 87 For the purposes of clause 86:
- 87.1 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;
- 87.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, Member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 88 The Board must ensure that proper minutes are kept in relation to all Board meetings and meetings of sub-committees.
- 89 The minutes to be kept under clause 88 must include the names of those present; and (so far as possible) should be signed by the Chairperson of the meeting.
- 90 The Board shall (subject to clause 91) make available copies of the minutes referred to in clause 88 to any Member requesting them.
- 91 The Board may exclude from any copy minutes made available to a Member under clause 90 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

- 92 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.
- 93 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.
- 94 When delegating powers under clause 92 or 93, the Board must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 95 Any delegation of powers under clause 92 or 93 may be revoked or altered by the Board at any time.
- 96 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

- 97 Subject to clause 98, 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.
- 98 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 97.

Accounting records and annual accounts

- 99 The Board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.

The accounting records shall be maintained by the Treasurer and overseen or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Trustees.

- 100 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

- 101 The Organisation may be wound up or dissolved only on the passing of a Special resolution for that purpose in accordance with clauses 40 and 44.1, and subject to written consent being obtained from OSCR
- 102 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

103 This constitution may (subject to clause 104) be altered by resolution of the Members passed at a Members' meeting (subject to achieving the majority referred to in clause 40) or by way of a written resolution of the Members.

104 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

105 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -

105.1 any statutory provision which adds to, modifies or replaces that Act; and

105.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 105.1 above.

106 In this constitution: -

106.1 "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;

106.2 "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.

Indemnity

107 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 may be indemnified out of the funds of the Organisation against any loss or liability (including the costs of defending successfully any court proceedings) which he, she or they may incur or sustain, in connection with or on behalf of the Organisation.