



BLS Community Trust
Balquhider Lochearnhead & Strathyre

**CONSTITUTION OF
BALQUHIDDER, LOCHEARNHEAD AND STRATHYRE
COMMUNITY TRUST
SC037831**

CONSTITUTION

of

Balquidder, Lochearnhead and Strathyre Community Trust

| CONTENTS | | |
|--|---|-------------------|
| GENERAL | type of organisation, Scottish principal office, name, purposes, powers, liability, general structure | clauses 1 - 10 |
| MEMBERS | qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination | clauses 11 - 31 |
| DECISION-MAKING BY THE MEMBERS | members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes | clauses 32 – 60 |
| BOARD (CHARITY TRUSTEES) | number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct | clauses 61 - 92 |
| DECISION-MAKING BY THE CHARITY TRUSTEES | notice, procedure at board meetings, minutes | clauses 93 – 108 |
| ADMINISTRATION | sub-committees, operation of accounts, accounting records and annual accounts | clauses 109 - 117 |
| MISCELLANEOUS | winding up, alterations to the constitution, interpretation | clauses 118 - 123 |

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, and will remain, in Scotland.

Name

- 3 The name of the organisation is the **Balquhidder, Lochearnhead and Strathyre Community Trust**.

Purposes

- 4 The organisation has been formed to benefit the Community of Balquhidder, Lochearnhead and Strathyre, as defined and encompassing all units in the postcode districts listed below ("**the Community**"), with the purposes listed in the sub-clauses hereto ("**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).

FK18 8NA/8NB/8ND/8NF/8NG/8NJ/8NL/8NQ

FK19 8NR/8NS/8NT/8NZ/8PR/8PS/8PT/8PU/8PW/8PX/8PY/8PZ/8NY/8NX
8PA/8PB/8PQ/8PI/8QB/8QDE/8QF/8QG

- 4.1 To purchase and manage community land and assets for benefit of the local Community and visitors to the area.
- 4.2 Preserve, restore and improve the environment through the provision, and sustainable maintenance and development of public spaces and amenities, as part of the protection and sustainable development of Scotland's natural and cultural heritage.
- 4.3 To provide facilities, events and activities to improve recreation and leisure opportunities for the Community and general public, increasing social interaction and promoting awareness of local cultural and natural assets.
- 4.4 Advance and promote sustainable community development through working with partner organisations to develop and deliver Community Place Plans for the BLS Community Trust area, and to implement community projects and improvements identified within the plan.

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.
 - 6.1 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.
 - 6.2 To promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes.
 - 6.3 To provide advice, consultancy, training, tuition, expertise and assistance.
 - 6.4 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 clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium.
 - 6.5 To register an interest in land and to exercise the right to buy land under Part 2 or Part 3A of the Land Reform (Scotland) Act 2003 including any statutory amendment or re-enactment thereof for the time being in force ("the Land Reform Act").
 - 6.6 To purchase, take on lease, hire, or otherwise acquire any property suitable for the organisation
 - 6.7 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.
 - 6.8 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the organisation.
 - 6.9 To establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.

- 6.10 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.
- 6.11 To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the organisation.
- 6.12 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
- 6.13 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.
- 6.14 To set aside funds not immediately required as a reserve or for specific purposes.
- 6.15 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 of Trustees, and to dispose of, and vary, such investments.
- 6.16 To make grants or loans of money and to give guarantees.
- 6.17 To establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the purposes.
- 6.18 To establish, operate, administer and/or otherwise acquire any separate trading organisation or association, whether charitable or not.
- 6.19 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.
- 6.20 To enter into contracts to provide services to or on behalf of others.
- 6.21 To effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees).
- 6.22 To oppose, or object to, any application or proceedings which may prejudice the interests of the organisation.
- 6.23 To pay the costs of forming the organisation and its subsequent development.
- 6.24 To make sure that any surplus funds or assets of the SCIO are to be applied for the benefit of the community.

Liability of members

- 7 The members of the organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the organisation if it is wound up; accordingly, if the organisation is unable to meet its debts, the members will not be held responsible.
- 8 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 9 The structure of the organisation consists of:-
 - 9.1 the MEMBERS - 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;
 - 9.2 the BOARD - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 11 Full (ordinary) membership is open to any individual aged 16 or over who is:
 - 11.1 Resident in the postcode unit or in one of the postcode units identified in paragraph 4 above; and
 - 11.2 Is entitled to vote, at a local government election, in a polling district which includes that postcode unit
- 12 Associate membership will be made available to any other interested party.
- 13 Junior membership is available to any individual under the age of 16 and resident in the area.

- 14 At least three quarters of the Trust's members must be members resident within the defined community. More than half of the charity trustees must comprise trustees resident within the defined community.
- 15 In the event that the number of members falls below **20**, or that at least three quarters of the members of the organisation do not consist of members of the Community, the Board may conduct essential business and to ensure the admission of sufficient Ordinary Members to achieve the minimum number and/or take steps to maintain the majority.
- 16 Employees of the organisation are not eligible for membership.

Application for membership

- 17 Any person who wishes to become a member must submit a written application for membership.
- 18 The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, determining if the terms of Clause 11, 12 or 13 apply and into which category of membership each applicant shall belong, and immediately thereafter shall approve any valid application provided the applicant is not excluded by virtue of Clause 14, 15 or 16 or has previously been a member of the organisation and continues to be excluded from membership by virtue of Clause 30, and inform the applicant of the board's decision.
- 19 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership.
- 20 An online membership application process may also be available for individuals who wish to become a member – such process will meet the requirements set out in clauses 17 and 18 above.

Membership subscription

- 21 No membership subscription will be payable.

Register of members

- 22 The board must keep a register of members, setting out
 - 22.1 for each current member:
 - 22.1.1 their full name and address; and
 - 22.1.2 the date on which they were registered as a member of the organisation;
 - 22.2 for each former member - for at least six years from the date on which they ceased to be a member:

22.2.1 their name; and

22.2.2 the date on which they ceased to be a member.

23 The board must ensure that the register of members is updated within 28 days of any change:

23.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

23.2 which is notified to the organisation.

24 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 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

25 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.

Transfer of membership

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

Re-registration of members

27 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.

28 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 referred to in clause 27, the board may expel them from membership.

29 A notice under clause 27 will not be valid unless it refers specifically to the consequences (under clause 28) of failing to provide confirmation within the 28-day period.

Expulsion from membership

30 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:-

- 30.1 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;
- 30.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

- 31 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 32 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 33 The gap between one AGM and the next must not be longer than 15 months.
- 34 Notwithstanding clause 32, 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.
- 35 The business of each AGM must include:-
 - 35.1 a report by the chair on the activities of the organisation;
 - 35.2 consideration of the annual accounts of the organisation;
 - 35.3 the election/re-election of charity trustees, as referred to in clauses 66 to 69.
- 36 The board may arrange a special members' meeting at any time.

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

- 37 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:
 - 37.1 the notice states the purposes for which the meeting is to be held; and
 - 37.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

- 38 If the board receive a notice under clause 37, 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.
- 39 The board may opt to use online meeting software or other online technological solutions should members be unable to attend meetings in person, or under other extraneous circumstances.

Notice of members' meetings

- 40 At least 14 clear days' notice must be given of any AGM 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 53 (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 them to the organisation; *or*
- 44.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.

Procedure at members' meetings

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

- 46 The quorum for a members' meeting is 8 full (ordinary) members or 10% of the full membership, whichever is the greater.
- 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 full (ordinary) member has one vote, which can be given personally or by proxy. Any member holding a proxy vote must declare this at the outset at the meeting.
- 50.1 A member who wishes to appoint a proxy vote on his/her behalf at any members' meeting:
- 50.1.1 must give to the SCIO a proxy form (in such terms as the board requires) signed by him/her; or
- 50.1.2 must send by electronic means to the SCIO at the email address notified to the members for the purpose, a proxy form (in such terms as the board requires)
- providing (in either case) the proxy form is received by the SCIO at the relevant address not less than 48 hours before the time for holding the members' meeting.
- 51 Associate and junior members are not entitled to a vote.
- 52 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 53.
- 53 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 57):
- 53.1 a resolution amending the constitution;
- 53.2 a resolution expelling a person from membership under clause 30;

- 53.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 53.4 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);
 - 53.5 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);
 - 53.6 a resolution for the winding up or dissolution of the organisation.
- 54 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.
- 55 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.
- 56 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

- 57 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

- 58 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 59 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.
- 60 The board shall make available copies of the minutes referred to in clause 58 to any member of the public requesting them within 28 days, if the request is reasonable; but on the basis that the board may exclude confidential material to the extent permitted under clause 108.

BOARD

Number of charity trustees

- 61 The maximum number of charity trustees is 9; out of that:

- 61.1 no more than 7 shall be charity trustees who were elected/appointed by the Members under clauses 67 and 68 (or deemed to have been appointed under clause 66); and
- 61.2 no more than 2 shall be charity trustees who were co-opted under the provisions of clauses 71 and 72;
- 61.3 one shall be a representative from the BLS Community Council, who can either be elected or co-opted;
- 61.4 it is required that the Board must always comprise a majority of Trustees elected by Members.

62 The minimum number of charity trustees is 3.

63 The membership shall actively encourage and seek a representative Board from across the geographic area of the BLS Community Trust.

Eligibility

64 A person shall not be eligible for election/appointment to the board under clauses 61 to 63 unless they are a member of the organisation; a person appointed to the board under clause 71 need not, however, be a member of the organisation.

65 A person will not be eligible for election or appointment to the board if they are:

65.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

65.2 an employee of the organisation.

Initial charity trustees

66 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

67 At each AGM, the members may elect any member (unless they are debarred from membership under clause 65) to be a charity trustee.

68 The board may at any time appoint any member (unless they are debarred from membership under clause 65) to be a charity trustee.

69 At each AGM, all of the charity trustees elected/appointed under clauses 67 and 68 (and, in the case of the first AGM, those deemed to have been

appointed under clause 66) shall retire from office – but shall then be eligible for re-election under clause 67.

- 70 A charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- 70.1 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
 - 70.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
 - 70.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.
 - 70.4 they have already served two consecutive terms in office (one term being three years); N.B. former trustees will be eligible for re-election to the Board after at least one year out of office.

Appointment/re-appointment of co-opted charity trustees

- 71 In addition to their powers under clause 68, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 61, and providing they are not debarred from membership under clause 65) either on the basis that they have been nominated by a body with which the organisation has close contact in the course of its activities *or* on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 72 At each AGM, all of the charity trustees appointed under clause 69 shall retire from office – but shall then be eligible for re-appointment under that clause, unless they have served two consecutive terms in office.

Termination of office

- 73 A charity trustee will automatically cease to hold office if: -
- 73.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 73.2 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;
 - 73.3 (in the case of a charity trustee elected/appointed under clauses 61 to 71) they cease to be a member of the organisation;
 - 73.4 they become an employee of the organisation;
 - 73.5 they give the organisation a notice of resignation, signed by them;

- 73.6 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;
 - 73.7 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 91);
 - 73.8 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
 - 73.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 74 A resolution under paragraph 73.7, 73.8 or 73.9 shall be valid only if:
- 74.1 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;
 - 74.2 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
 - 74.3 (in the case of a resolution under paragraph 73.7 or 73.8) 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

- 75 The board must keep a register of charity trustees, setting out
- 75.1 for each current charity trustee:
 - 75.1.1 their full name and address;
 - 75.1.2 the date on which they were appointed as a charity trustee; and
 - 75.1.3 any office held by them in the organisation;
 - 75.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 75.2.1 the name of the charity trustee;
 - 75.2.2 any office held by them in the organisation; and
 - 75.2.3 the date on which they ceased to be a charity trustee.
- 76 The board must ensure that the register of charity trustees is updated within 28 days of any change:

76.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

76.2 which is notified to the organisation.

77 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 SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

78 The Board shall meet as soon as practicable immediately after each AGM (or after a resignation of the Chairperson or Vice-Chairperson) to appoint a Chairperson, and if desired a Vice-Chairperson, from the Charity Trustees (both of whom must be Ordinary Members).

79 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

80 In addition to the office-bearers required under clause 78, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

81 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 78 or 79.

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

82.1 if they cease to be a charity trustee; *or*

82.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

83 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.

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

85 The members may, by way of a resolution passed in compliance with clause 53 (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

- 86 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:-
- 86.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 86.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 86.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 86.3.1 put the interests of the organisation before that of the other party;
 - 86.3.2 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;
 - 86.4 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.
- 87 In addition to the duties outlined in clause 86, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 87.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 87.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 88 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 the organisation in which they have a personal interest; and (subject to clause 89 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.
- 89 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.

- 90 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

- 91 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.
- 92 The code of conduct referred to in clause 91 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

- 93 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 94 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

- 95 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% of charity trustees, present in person.
- 96 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 95, 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.
- 97 The chair of the organisation should act as chairperson of each board meeting.
- 98 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.

- 99 Every charity trustee has one vote, which must be given personally.
- 100 All decisions at board meetings will be made by majority vote.
- 101 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.
- 102 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.
- 103 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.
- 104 For the purposes of clause 103:
- 104.1 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;
- 104.2 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

- 105 The board must ensure that proper minutes/notes are kept in relation to all board meetings and meetings of sub-committees. Minutes/notes will be circulated to all relevant parties within 14 working days of the meeting.
- 106 The minutes to be kept under clause 105 must include the names of those present; and (wherever possible) should be signed by them meeting chair.
- 107 The board shall (subject to clause 108) make available copies of the minutes referred to in clause 105 to any member of the public requesting them.
- 108 The board may exclude from any copy minutes made available to a member of the public under clause 107 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

- 109 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.
- 110 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.
- 111 When delegating powers under clause 109 or 110, the board must set out appropriate conditions, which will include required reporting to the Board.
- 112 Any delegation of powers under clause 109 or 110 may be revoked or altered by the board at any time.
- 113 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

- 114 Subject to clause 115, 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.
- 115 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 in clause 114.

Accounting records and annual accounts

- 116 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 117 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

- 118 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.
- 119 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

- 120 This constitution may (subject to clause 121) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 53) or by way of a written resolution of the members.
- 121 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

- 122 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include:
- 122.1 any statutory provision which adds to, modifies or replaces that Act; and
- 122.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 122.1 above.
- 123 In this constitution:
- 123.1 "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;
- 123.2 "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.