

**CONSTITUTION**  
of  
**SCOTTISH COASTAL ROWING [SCIO]**  
**20 July 2020**

<b>CONTENTS</b>		
<b>GENERAL</b>	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 10
<b>MEMBERS</b>	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-expulsion	clauses 11 - 25
<b>DECISION-MAKING BY THE MEMBERS</b>	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 26 - 60
<b>BOARD (CHARITY TRUSTEES)</b>	number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 61 - 89
<b>DECISION-MAKING BY THE CHARITY TRUSTEES</b>	notice, procedure at board meetings, minutes	clauses 90 - 106
<b>ADMINISTRATION</b>	sub-committees, operation of accounts, accounting records and annual accounts	clauses 107 - 115
<b>MISCELLANEOUS</b>	winding up, alterations to the constitution, interpretation	clauses 116 - 121

## **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 "Scottish Coastal Rowing [SCIO]" also known as Scottish Coastal Rowing Association or SCRA.

### **Purposes**

- 4 The organisation's purposes are:
  - 4.1 To advance the public participation of the sport of coastal rowing by:
    - 4.1.1 the promotion and support of coastal rowing in Scotland through the organisation of community boat-builds, races, regattas and other events
    - 4.1.2 The promotion and delivery of events such as workshops and coaching that promote the health and environmental benefits of the sport, that encourage participation at all levels, ages and experience.
  - 4.2. The advancement of the heritage of coastal rowing by;
    - 4.2.1 facilitating and promoting the re-introduction of traditional boat building skills and the restoration of traditional rowing vessels to bring these back into use.
    - 4.2.2 encouraging and supporting community groups to explore and learn about their maritime / waterways history and disseminate learning to others through the production of exhibitions, books, re-enactment events, storytelling, boat names etc.

### **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:
  - 9.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and, if 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; and
  - 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 There shall be 2 classes of membership of the organisation as follows: Membership and Associate Membership:
  - 11.1 Membership is open to any corporate or unincorporated bodies (such as community groups, clubs, associations, syndicates, or other such organisations) (a) which are based in Scotland, (b) which support the objectives of the organisation, and (c) which are actively engaged in the activities which the organisation promotes and supports; such a member must nominate an individual to act on its behalf to vote at all general meetings of the organisation.

- 11.2 Associate Membership is open to any individual, or corporate or unincorporated body, which supports the objectives of the organisation but that does not reside or is based, in Scotland; for the avoidance of doubt, this class of membership is not entitled to a vote. Associate Members are not eligible to stand as a charity trustee for the organisation.
- 11.3 Associate members will pay a subscription fee.
- 12 Employees of the organisation are not eligible for membership.

### **Application for membership**

- 13 Any individual or body which wishes to become a member must submit a written application for membership, signed by the individual or, in case of a body, signed by an appropriate officer of that body, along with a remittance to meet the annual membership subscription.
- 14 An application for membership received by the organisation will be considered by the board at its next meeting, or by any officer-bearer or sub-committee to which this is delegated by the board.
- 15 The board (or its delegate) may, at its discretion, refuse to admit any individual or body to membership; if the decision is to refuse admission, the board (or its delegate) shall return to the applicant the remittance lodged by them under clause 13.
- 16 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit it to membership.

### **Membership subscription**

- 17 Each member shall pay an annual membership subscription to the organisation, which shall be set by the members at the Annual General Meeting. There may be different subscriptions rates for different classes of membership.
- 18 If the membership subscription payable by any member remains outstanding for more than 3 calendar months after the date on which it fell due – and provided the member has been given at least one written reminder – the board may, by resolution to that effect, expel them from membership.

### **Register of members**

- 19 The board must keep a register of members, setting out:
- 19.1 for each current member:
- 19.1.1 their full name and address; and

19.1.2 the date on which they were registered as a member of the organisation; and

19.2 for each former member - for at least six years from the date on which they ceased to be a member:

19.2.1 their name; and

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

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

20.1 which arises from a resolution of the board or a resolution passed by the Members of the organisation; or

20.2 which is notified to the organisation.

21 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**

22 Any individual or body which wishes to withdraw from membership must give a written notice of withdrawal to the organisation, signed by the individual or, in the case of a body, an appropriate officer of that body; they will cease to be a member as from the time when the notice is received by the organisation.

### **Transfer of membership**

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

### **Expulsion from membership**

24 Any individual 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:

24.1 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;

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

- 25 An individual or body may be suspended from membership by the Board and, in that event, a resolution of expulsion will be considered at the next members' meeting in the way set out in clause 24.

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

### **Members' meetings**

- 26 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 27 The gap between one AGM and the next must not be longer than 15 months.
- 28 Notwithstanding clause 26, 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.
- 29 The business of each AGM must include:
- 29.1 a report by the convenor on the activities of the organisation;
  - 29.2 consideration of the annual accounts of the organisation; and
  - 29.3 the election/re-election of charity trustees, as referred to in clauses 66 and 68.
- 30 The board may arrange a special members' meeting at any time.

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

- 31 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 an appropriate officer of one or more Members) by Members who amount to 5% or more of the total voting membership of the organisation at the time, providing:
- 31.1 the notice states the purposes for which the meeting is to be held; and
  - 31.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 32 If the board receive a notice under clause 31, 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**

- 33 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 34 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and:
- 34.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 34.2 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.
- 35 The reference to "clear days" in clause 33 shall be taken to mean that, in calculating the period of notice:
- 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 35.2 the day of the meeting itself should also be excluded.
- 36 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.
- 37 Any notice which requires to be given to a member under this constitution must be:
- 37.1 sent by post to the member, at the address last notified by them to the organisation; or
- 37.2 sent by e-mail to the member, at the e-mail address last notified by it to the organisation.

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

- 38 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 39 The quorum for a members' meeting is one quarter of Members, present via their authorised representatives or by proxy.
- 40 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.

- 41 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.
- 42 The convenor of the organisation should act as chairperson of each members' meeting.
- 43 If the convenor 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**

- 44 Every Member has one vote, which must be given via its authorised representative present at the meeting or by proxy; for the avoidance of doubt, a vote given by a Member participating in the meeting through any of the methods referred to in clause 40 will be taken to be given in person for the purposes of this clause.
- 45 A Member who wishes to appoint a proxy to vote on their behalf at any members' meeting:
- 45.1 must give to the organisation a proxy form (in such terms as the board requires), signed by them; or
  - 45.2 must send by electronic means to the organisation at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires),
- providing (in either case) the proxy form is received by the organisation at the relevant address not less than 48 hours before the time for holding the members' meeting.
- 46 An instrument of proxy which does not comply with the provisions of clause 45, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 47 A Member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 48 A proxy need not be a Member of the organisation.
- 49 Subject to clause 50, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than one vote as a proxy (in addition to any vote to which they are entitled as an authorised representative of a Member).

- 50 Where Members have appointed the chair of a members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether they should vote on their behalf in favour of, or against, each resolution - the provisions of clause 49 shall not apply in relation to the chair, in acting as proxy for those members.
- 51 A proxy appointed to attend and vote at any members' meeting instead of a Member shall have the same right as the Member who appointed them to speak at the meeting.
- 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 24;
  - 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 authorised representatives of Members (or their proxies) 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; but on the basis that the board may exclude confidential material to the extent permitted under clause 106.

## **BOARD**

### **Number of charity trustees**

- 61 The maximum number of charity trustees is 15; out of that:
- 61.1 no more than twelve (12) shall be charity trustees who were elected under clause 66 (or deemed to have been elected under clause 65); and
  - 61.2 no more than three (3) shall be charity trustees who were co-opted under the provisions of clauses 69 and 70.
- 62 The minimum number of charity trustees is 5.

### **Eligibility**

- 63 A person shall not be eligible for election/re-election to the board under clauses 66 and 68 unless they have been nominated for election by a Member. All nominees must themselves be Members.
- 64 A person will not be eligible for election or appointment to the board if they are:
- 64.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 64.2 an employee of the organisation.

### **Initial charity trustees**

- 65 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**

- 66 At the first AGM, and each subsequent AGM, the Members may each submit a maximum of two nominations of individuals for election to the board as a charity trustee (unless those individuals are debarred from membership under clause 64). No more than two individuals nominated by a Member may serve as a charity trustee at any given time.
- 67 At each subsequent AGM, all of the charity trustees elected under clauses 66 and 68 (and, in the case of the first AGM, those deemed to have been appointed under clause 65) shall retire from office – but shall then be eligible for re-election under clauses 66 and 68.
- 68 An elected charity trustee retiring at an AGM will be deemed to have been re-elected unless:
- 68.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-elected as a charity trustee; or
  - 68.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
  - 68.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

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

- 69 The board may at any time appoint any individual be a charity trustee (subject to clause 61, and providing they are not debarred from membership under clause 64) 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.
- 70 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.

### **Termination of office**

- 71 A charity trustee will automatically cease to hold office if:
- 71.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;

- 71.2 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;
  - 71.3 (in the case of a charity trustee elected or re-elected under clauses 66 or 68) the Member which nominated them ceases to be a member of the organisation;
  - 71.4 they become an employee of the organisation;
  - 71.5 they give the organisation a notice of resignation, signed by them;
  - 71.6 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;
  - 71.7 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 88);
  - 71.8 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
  - 71.9 they are removed from office by a resolution of the Members passed at a members' meeting.
- 72 A resolution under paragraph 71.7, 71.8 or 71.9 shall be valid only if:
- 72.1 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;
  - 72.2 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
  - 72.3 (in the case of a resolution under paragraph 71.7 or 71.8) 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**

- 73 The board must keep a register of charity trustees, setting out:
- 73.1 for each current charity trustee:
    - 73.1.1 their full name and address;

- 73.1.2 the date on which they were elected/appointed as a charity trustee;
- 73.1.3 the name of the member body which nominated them for election as a charity trustee (if applicable); and
- 73.1.4 any office held by them in the organisation; and,
- 73.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
  - 73.2.1 the name of the charity trustee;
  - 73.2.2 any office held by them in the organisation; and
  - 73.2.3 the date on which they ceased to be a charity trustee.
- 74 The board must ensure that the register of charity trustees is updated within 28 days of any change:
  - 74.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
  - 74.2 which is notified to the organisation.
- 75 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 organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

**Office-bearers**

- 76 The charity trustees must elect (from among themselves) a convenor, a treasurer and a secretary.
- 77 In addition to the office-bearers required under clause 76, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 78 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 76 or 77.
- 79 A person elected to any office will automatically cease to hold that office:
  - 79.1 if they cease to be a charity trustee; *or*
  - 79.2 if they give to the organisation a notice of resignation from that office, signed by them.

## **Powers of board**

- 80 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.
- 81 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 82 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**

- 83 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:
- 83.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
  - 83.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 83.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
    - 83.3.1 put the interests of the organisation before that of the other party;
    - 83.3.2 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;
  - 83.4 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.
- 84 In addition to the duties outlined in clause 83, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 84.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

- 84.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 85 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 86 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.
- 86 For the avoidance of doubt, a charity trustee may serve as a temporary employee of the organisation provided that such employment:
- 86.1 is explicitly authorised by the board; and
- 86.2 is in accordance with the rules set out in clause 85.
- 87 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**

- 88 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.
- 89 The code of conduct referred to in clause 88 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**

- 90 Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
- 91 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**

- 92 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 5 charity trustees, present in person.
- 93 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; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
- 94 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 92, 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.
- 95 The convenor of the organisation should act as chairperson of each board meeting.
- 96 If the convenor 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.
- 97 Every charity trustee has one vote, which must be given personally; for the avoidance of doubt, a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 93 will be taken to be given personally for the purposes of this clause.
- 98 All decisions at board meetings will be made by majority vote.
- 99 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.
- 100 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.
- 101 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.
- 102 For the purposes of clause 101:

102.1 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;

102.2 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**

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

104 The minutes to be kept under clause 103 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

105 The board shall (subject to clause 106) make available copies of the minutes referred to in clause 103 to any member of the public requesting them.

106 The board may exclude from any copy minutes made available to a member of the public under clause 105 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**

107 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.

108 The board may also delegate to the convenor of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.

109 When delegating powers under clause 107 or 108, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

- 110 Any delegation of powers under clause 107 or 108 may be revoked or altered by the board at any time.
- 111 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**

- 112 Subject to clause 113, 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.
- 113 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 112.

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

- 114 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 115 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**

- 116 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.
- 117 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**

- 118 This constitution may (subject to clause 119) 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.

- 119 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**

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

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

120.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 120.1 above.

- 121 In this constitution:

121.1 “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;

121.2 “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.