

**CONSTITUTION**  
**OF**  
**The Glendaruel Hall**

# CONSTITUTION

## OF

### The Glendaruel Hall

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# CONSTITUTION

## OF

### The Glendaruel Hall

#### DEFINITIONS

1 In this constitution, the following definitions apply throughout:

“**AGM**” means an Annual General Meeting.

“**Board**” means the Board of Charity Trustees.

“**Charity**” means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.

“**Charity Trustees**” means the persons having the general control and management of the SCIO (The Board).

“**Clauses**” means any clause.

“**Clear days**” means a period excluding the day when notice is given and the day of the meeting.

“**Community**” means the Community area described in Clause 4.

“**EGM**” means an Extraordinary General Meeting.

“**GM**” means a General Meeting.

“**Individual**” means a human/person.

“**Members**” means those individuals and groups who have joined this SCIO.

“**OSCR**” Means Office of the Scottish Charity Regulator”

“**Property**” means any property, assets or rights, heritable or moveable, wherever situated in the world.

“**SCIO**” means Scottish Charitable Incorporated Organisation and the SCIO whose constitution this refers to.

“**Them & their**” means individual or groups (either he, she or they).

“**The 2005 Act**” means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.

1.1 Words importing the singular number only shall include the plural number, and vice versa; and words importing the masculine gender only shall include the feminine gender.

1.2 These Clauses supersede any model Clauses and any regulations pertaining thereto. Subject to the aforesaid, any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in

the Clauses.

- 1.3 The Schedule to these Clauses is deemed to form an integral part of these Clauses.

## **NAME**

- 2 The SCIO is called The Glendaruel Hall, hereafter referred to as the SCIO and will operate as a SCIO (Scottish Charitable Incorporated Organisation) and the principal office will be, and remain, in Scotland.
- 3 The SCIO is an incorporation of the unincorporated association known as **Glendaruel Village Hall (SC028436)**.

## **REGISTERED OFFICE**

- 4 The principal office of the organisation will be in Scotland (and must remain in Scotland).

## **PURPOSES**

- 5 The SCIO is formed to benefit principally the communities of Glendaruel, Colintrave and wider Cowal (“the Community”) with the following objects:
  - 5.1 To provide recreational facilities, and organise recreational activities, open primarily to all residents of the Community, without distinction, with the object of improving the conditions of life within the Community and for the general public to enjoy.
  - 5.2 The advancement of citizenship or community development by promoting and supporting a sense of community pride through a number of initiatives and events for the benefit of the Community, in particular to:
    - 5.2.1 provide the Community with a meeting place in which to foster community spirit and cohesion, and an opportunity for educational, social and cultural activities and other community centered activities.
    - 5.2.2 Manage and maintain the Village Hall, its equipment and grounds for the benefit of all the residents of the Community.
    - 5.2.3 to promote community spirit within the Community.
    - 5.2.4 To support local information sharing.

## RESTRICTIONS ON USE OF CHARITY'S FUNDS

- 6 The income and property of the SCIO shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the SCIO are to be applied for the benefit of the Community.
- 7 No part of the income or property of the SCIO shall be paid or transferred (directly or indirectly) to the members of the SCIO, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in Clause 8.
- 8 No benefit (whether in money or in kind) shall be given by the SCIO to any member or Charity Trustee except the possibility of:
  - 8.1 repayment of out-of-pocket expenses to Charity Trustees (subject to prior agreement by the Board of Charity Trustees); or
  - 8.2 reasonable remuneration to any member or Charity Trustee in return for specific services actually rendered to the SCIO (not being of a management nature normally carried out by a Trustee of an organisation); or
  - 8.3 payment of interest at a rate not exceeding the commercial rate on money lent to the SCIO by any member or Charity Trustee; or
  - 8.4 payment of rent at a rate not exceeding the open market rent for property let to the SCIO by any member or Charity Trustee; or
  - 8.5 the purchase of property from any member or Charity Trustee provided that such purchase is at or below market value or the sale of property to any member or Charity Trustee provided that such sale is at or above market value; or
  - 8.6 payment by way of any indemnity, where appropriate and in such event the terms of Clauses 97-101 shall specifically apply.

## POWERS

- 9 The SCIO has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, (but without limiting the range of powers available under the 2005 Act), the SCIO has power:
  - 9.1 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 SCIO to achieve the Purposes.
  - 9.2 To promote and carry out research, surveys and investigations and to promote,

develop and manage initiatives, projects and programmes.

- 9.3 To provide advice, consultancy, training, tuition, expertise and assistance.
- 9.4 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.
- 9.5 To purchase, take on lease, hire, or otherwise acquire (including the use of right to buy) any property suitable for the SCIO.
- 9.6 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 SCIO's property.
- 9.7 To sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the SCIO.
- 9.8 To establish and administer reserve funds for purposes specified by the Board.
- 9.9 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 SCIO.
- 9.10 To take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the SCIO.
- 9.11 To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust.
- 9.12 To borrow or raise money for the Purposes and to give security in support of any such borrowings by the SCIO and/or in support of any obligations undertaken by the SCIO.
- 9.13 To invest any funds which are not immediately required for the activities of the SCIO 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.
- 9.14 To make grants or loans of money and to give guarantees.
- 9.15 To establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the purposes.

- 9.16 To establish, operate and administer and/or otherwise acquire any separate trading organisation or association, relating to the charitable purposes of the SCIO.
- 9.17 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the SCIO and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation.
- 9.18 To enter into contracts to provide services to or on behalf of others.
- 9.19 To effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees).
- 9.20 To oppose, or object to, any application or proceedings which may prejudice the interests of the SCIO.
- 9.21 To pay the costs of forming the SCIO and its subsequent development.

## **LIABILITY OF MEMBERS**

- 10 The members of the SCIO have no liability to pay any sums to help to meet the debts (or other liabilities) of the SCIO if it is wound up; accordingly, if the SCIO 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 OF THE SCIO**

- 12 The structure of the SCIO comprises:
- 12.1 **Members** – who have the right to attend the AGM and any GM and have important powers under these Clauses and the Act, who elect people to serve as Trustees and take decisions in relation to any changes to these Clauses.
- 12.2 **Charity Trustees** – comprising:
- 12.2.1 Elected Charity Trustees and
- 12.2.2 Co-opted Charity Trustees,
- who hold regular meetings between each AGM and, in particular, are responsible for monitoring its financial position, set the strategy and policy, and generally control and

supervise the activities of the SCIO.

13 The following conditions apply to the structure:

13.1 The SCIO shall have not fewer than 20 members at any time; and

13.2 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 not conduct any business other than to ensure the admission of sufficient members to achieve the minimum number and/or take steps to maintain the majority.

13.3 At least three quarters of the Members of the SCIO are members of the Community.

## **MEMBERSHIP**

14 The members of the SCIO shall consist of those individuals who made the application for registration of the SCIO and such other individuals as are admitted to membership under the following clauses.

15 Membership of the SCIO shall be open to those Individuals aged 16 and over who:

15.1 are resident in the Community.

15.2 are entitled to vote at a local government election in a polling district that includes the Community or part of it; and

15.3 support the Purposes.

## **APPLICATION FOR MEMBERSHIP**

16 Any individual who wishes to become a member shall in such written form as the Board prescribe submit a written application for membership.

17 The Board shall promptly consider applications for membership, made in such written form as it shall prescribe from time to time, and thereafter shall approve any valid application provided the applicant is not excluded from membership or has previously been a Member of the SCIO and continues to be excluded from membership by virtue of Clause **22.5** and inform the applicant of the Board's decision.

## **MEMBERSHIP SUBSCRIPTION**

18 No membership subscription shall be payable.

## **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 SCIO, 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 SCIO before the expiry of the 28-day period referred to in Clause **19**, the board may expel them from the membership.
- 21 A notice under Clause **19** will not be valid unless it refers specifically to the consequences (under Clause **20**) of failing to provide confirmation within the 28-day period.

## **CESSATION OF MEMBERSHIP**

- 22 A member shall cease to be a member if:
  - 22.1 They are no longer resident in the Community;
  - 22.2 Any individual who wants to withdraw from membership gives a written notice of withdrawal to the SCIO, signed by them; they will cease to be a member as from the time when the notice is received by the SCIO;
  - 22.3 They die (the right of membership not being assignable);
  - 22.4 Failure to respond to any re-registration request under Clause **20** would result in cessation of membership.
  - 22.5 failure to comply with the members duty of care towards the SCIO as set out in Clause **11**, or in the case of Trustees, they fail to comply with the Code of Conduct set out by the SCIO in Clause **70** which would result in the cessation of both Trustee and membership.

## **TRANSFER OF MEMBERSHIP**

- 23 Membership of the SCIO may not be transferred.

## **REGISTER OF MEMBERS**

- 24 The Board must keep a register of members, setting out for each current member:
  - 24.1 their full name;
  - 24.2 address; and

- 24.3 the date on which they were registered as a member of the SCIO.
- 25 For each former member - for at least six years from the date on which they ceased to be a member:
- 25.1 their name; and
  - 25.2 the date on which they ceased to be a member.
- 26 The Board must ensure that the register of members is updated within 28 days of receiving notice of any change
- 27 If a member or Charity Trustee of the SCIO 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.

### **GENERAL MEETINGS**

- 28 General Meetings (GMs) are meetings to which all members of the SCIO are invited. There are two types of General Meetings: Annual General Meetings (AGMS) which happen routinely each year and are an essential part of governance of the SCIO, and other General Meetings (sometimes called Extraordinary General Meetings (EGMs)) which are called either by decision of the Board or by petition by members of the SCIO. General meetings will normally be held in person; however, if an in-person meeting is not possible, an on-line meeting will be allowable.
- 29 The Board shall convene an Annual General Meeting (AGM) for all members in each year, at such time as it may determine, although the first AGM need not be held in the first year provided that it be held within 15 months after the date of incorporation of the SCIO. Thereafter, not more than 15 months shall elapse between one AGM and the holding of the next.
- 30 The business of each AGM shall include:
- 30.1 the report by the Chairperson on the activities of the SCIO;
  - 30.2 the election of Charity Trustees;
  - 30.3 consideration of the accounts of the SCIO
  - 30.4 the appointment of the auditor (if applicable); and
  - 30.5 the report of the auditor (if applicable).
- 31 The Board may convene an EGM whenever it thinks fit.

- 32 The Board must convene an EGM within 28 days of a valid requisition. To be valid, such requisition must be signed by not less than 5% of the members, , and must clearly state the purposes of the meeting and must be delivered to the Registered Office.
- 33 The provisions regarding notice of a Meeting are as follows:
- 33.1 At least 14 clear days notice must be given of any AGM or EGM.
- 33.2 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 33.3 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 33.4 in the case of any other resolution falling within Clause **46** (requirement for two thirds majority) must set out the exact terms of the resolution
- 34 Any notice which requires to be given to a member under this constitution must be:
- 34.1 sent by post to the member, at the address last notified by them to the SCIO; or
- 34.2 sent by e-mail to the member, at the e-mail address last notified by them to the SCIO.
- 35 Notice of every members' meeting must be given to all the members of the SCIO, 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.

#### **CHAIRPERSON OF GENERAL MEETINGS (AGM & EGM)**

- 36 The Chairperson of the SCIO shall act as Chairperson of each meeting or if not present or willing the Vice-Chairperson of the SCIO shall act as Chairperson of each meeting. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the meeting within 15 minutes after the time at which the General Meeting in question was due to commence, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that meeting.
- 37 For the avoidance of doubt, the Chairperson and Vice-Chairperson shall always be a Member of the SCIO.

#### **QUORUM AT GENERAL MEETINGS**

- 38 The quorum for a general meeting shall be the greater of (a) 10 Members or (b) 10% of the Members, in either event being present in person or by proxy. No business shall be

dealt with at any general meeting unless a quorum is present.

- 39 If a quorum is not present within 15 minutes after the time at which the general meeting was due to commence - or if, during a general meeting, a quorum ceases to be present - the general meeting shall stand adjourned to such time, date and place as may be fixed by the Chairperson of the general meeting.
- 40 The board may make any arrangements in advance of any general meetings to allow members to fully participate in such general meetings so long as all those participating in the meeting can clearly comprehend each other; a member participating in any such means other than in person shall be deemed to be present in person at the general meeting.

## **VOTING AT GENERAL MEETINGS**

- 41 The Board may make any arrangements in advance of any general meetings to allow members to fully participate in such general meetings including by electronic or teleconferencing methods, so long as all those participating in the meeting can clearly comprehend each other; a member participating in any such means other than in person shall be deemed to be present in person at the general meeting.
- 42 The Chairperson of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.
- 43 The provisions regarding voting are as follows:
  - 43.1 each Member shall have one vote, to be exercised in person or by proxy, by a show of hands
  - 43.2 Unless a secret ballot is demanded by the Chairperson of the meeting, or by at least two Members present at the meeting and entitled to vote, this may be demanded only before any show of hands takes place and shall be taken immediately at the same meeting.
  - 43.3 This shall be conducted in such a manner as the Chairperson of the meeting may direct and the result of which shall be declared at the same meeting at which the ballot was demanded.
  - 43.4 In that event, the Chairperson of the meeting shall appoint and instruct tellers, who may cast their own personal votes if Members.
  - 43.5 In the event of a tied vote, the chairperson, shall be entitled to have a casting (second) vote.
- 44 Whilst actual attendance by Members is to be encouraged at General Meetings, any Member shall be entitled to complete one form of proxy to appoint a proxy to attend a

General Meeting on their behalf, in respect of which the following apply:

- 44.1 a proxy need not be a member;
- 44.2 a proxy appointed to attend and vote at any meeting instead of an Member shall have the same right as the Member who appointed him or her to speak at the meeting and to vote thereat; and
- 44.3 the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be lodged at the Registered Office not less than 48 hours before the time of the meeting at which the proxy is to be used; and
- 44.4 no form of proxy shall be valid more than 12 months from the date it was granted; and

## **RESOLUTIONS**

- 45 Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting provided that the terms of Clause **46** are followed.
- 46 At any General Meeting a resolution put to the vote of the meeting shall be voted upon by a simple majority of the Members who are present and voting thereon including those voting by proxy, except for decisions relating to any of the following Special Resolutions:
  - 46.1 To alter the name of the SCIO; or
  - 46.2 to amend the Purposes; or
  - 46.3 to amend these Clauses or
  - 46.4 to wind up of the SCIO;
  - 46.5 all other Special Resolutions.

which shall require to be decided upon by not less than two thirds of the Members present and voting thereon (no account therefore being taken of members who abstain from voting or who are absent from the meeting) or if passed by way of written resolution under Clause **47**.

- 47 Where such a written resolution is proposed by members, the following shall apply:
  - 47.1 the resolution must be requested by not less than 5% of the voting members, (“the members request”);
  - 47.2 the members’ request must identify the resolution to be put to members and the Board can reject such resolutions, but must provide reasons for doing so to the

members requesting the resolution;

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

47.4 An explanation to the eligible members how to signify their agreement to the resolution;

47.5 how it can be sent back by them;

47.6 clarification that a failure to reply will be deemed to be a vote against the resolution in question;

47.7 and 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).

48 An ordinary resolution in writing signed by or on behalf of a simple majority of all the Members shall be as valid and effective as if the same had been passed at a General Meeting of the SCIO duly convened and held, provided that the terms of this Clause are followed.

49 A special resolution in writing (where such a special resolution relates to Clauses **46.1, 46.2, 46.3 and 46.5**) must be signed by or on behalf of all the Members (i.e. unanimous approval of the Members) and shall be valid as if it had been passed at a members' meeting provided that the terms of this Clause are followed; the date of the resolution will be taken to be the date on which the last member agreed to it.

50 A special resolution in writing (where such a special resolution relates to Clause **46.4**), must be signed by or on behalf of not less than two thirds of all the Members, and shall be valid as if the same had been passed at a members' meeting provided that the terms of this Clause are followed; the date of the resolution will be taken to be the date on which the last member agreed to it.

## **MEETING ADJOURNMENT**

51 The Chairperson of the General Meeting may, with the consent of a majority of the Members present and voting thereat, adjourn the General Meeting to such time, date and place as they may determine,

## **MANAGEMENT OF THE SCIO**

52 The affairs, property and funds of the SCIO shall be directed and managed by a Board of Charity Trustees. The Board may exercise all such powers of the SCIO, and may on behalf of the SCIO do all acts as may be exercised and done by the SCIO, other than those required to be exercised or carried out by the Members in a General Meeting, and

subject always to these Clauses and to the provisions of the 2005 Act.

## **INTERIM BOARD**

53 Upon incorporation of the organisation, the individuals meet the criteria of members under Clause **15** and who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the SCIO, shall be deemed to have been appointed by the members as Charity Trustees with effect from the date of incorporation of the SCIO.

## **COMPOSITION OF THE BOARD OF CHARITY TRUSTEES**

54 The number of Charity Trustees shall be not less than three (3) and the total number of Charity Trustees shall not be more than nine (9). Elected member trustees must always be the majority of the total trustees.

55 From and after the first General Meeting of the SCIO, the Board shall comprise the following individual persons (a majority of whom shall always be Elected Charity Trustees), namely:

55.1 up to Six (6) individual persons elected as Charity Trustees by the Members in terms of Clauses **57-61** (“the Elected Charity Trustees”), who must themselves be Members; and

55.2 up to three (3) individual persons co-opted in terms of Clause **62** (“the Co-opted Charity Trustees”), so as to ensure a spread of skills and experience within the Board;

55.3 Who shall meet as often as necessary to despatch all business of the SCIO and particularly with reference to the restrictions in the quorum for Board meetings specified in Clause **81**.

56 Employees of the SCIO may not be nominated as or become Charity Trustees.

## **APPOINTMENT OF ELECTED CHARITY TRUSTEES**

57 An Elected Charity Trustee shall be voted for by the Members present at the AGM, each Member having one vote for each vacancy in the Elected Charity Trustees on the Board.

58 The term in office for Elected Charity Trustees is three (3) years but after this term has expired, they may be re-elected, subject to clause **59**.

59 Upon expiry of a nine (9) year term in office, Charity trustees shall automatically vacate office.

60 A retiring Elected Charity Trustee shall retain office until the close or adjournment of the meeting.

- 61 An Elected Charity Trustee, that has served the maximum term of nine (9) years, shall be eligible for re-election after one year has passed from the date of their retiral.

#### **APPOINTMENT OF CO-OPED CHARITY TRUSTEES**

- 62 Subject to Clause **54**, up to three individuals may be co-opted from time to time by the Board of Trustees itself, as follows:

62.1 a Co-opted Charity Trustee shall serve until the next AGM after their cooption;

62.2 a Co-opted Charity Trustee can be re-co-opted at such next AGM;

62.3 Upon expiry of a period of three (3) years Co-Opted Charity trustees shall automatically vacate office but they may be co-opted again after a further one year has passed following their retiral.

62.4 a Co-opted Charity Trustee can be removed from office at any time by a simple majority of the Board; and

62.5 for the avoidance of doubt, a Co-opted Charity Trustee may participate fully in all Board meetings which they attend, and is eligible to vote at them.

#### **VACANCY & JUNIOR REPRESENTATION ON BOARD**

- 63 The Board may from time to time fill any casual vacancy arising as a result of the retiral (or deemed retiral for any reason) of any Elected Charity Trustee from or after the date of such retiral or deemed retiral until the next AGM.

- 64 Annually after each AGM, the Board may also co-opt a Co-opted Charity Trustee, who is aged between 16 and 25 years, with the specific role of representing the interests of young people in the Community. For the avoidance of doubt, Charity Trustees appointed under this clause shall be deemed to be included in the total number of Co-opted Charity Trustees which should not exceed the maximum number as stated in Clause **62**.

#### **CHARITY TRUSTEES – GENERAL DUTIES**

- 65 Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interests of the SCIO; and, in particular, must:-

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

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

- 65.3 in circumstances giving rise to the possibility of a conflict of interest between the SCIO and any other party, put the interests of the SCIO before that of the other party; where any other duty prevents them from doing so, disclose the conflicting interest to the SCIO and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question.
- 65.4 ensure that the SCIO complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 66 In addition to the duties outlined in clause **65**, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 66.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 66.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
- 67 Provided they have declared their interest - and have not voted on the question of whether or not the SCIO should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the group in which they have a personal interest; and they may retain any personal benefit which arises from that arrangement.
- 68 No Charity Trustee may serve as an employee (full time or part time) of the SCIO; and no Charity Trustee may be given any remuneration by the SCIO for carrying out their duties as a Charity Trustee.
- 69 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**

- 70 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.
- 71 The code of conduct referred to in Clause **70** 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.

## **REGISTER OF CHARITY TRUSTEES**

- 72 The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee, the register must record:
- 72.1 The name of the Charity Trustee;
  - 72.2 The address of the Charity Trustee;
  - 72.3 The date on which they were appointed as a Charity Trustee; and
  - 72.4 any office held by them in the SCIO.
- 73 Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act it must be recorded in the register.
- 74 For each former Charity Trustee - for at least 6 years from the date on which they ceased to be a charity Trustee, the register must record:
- 74.1 the name of the Charity Trustee;
  - 74.2 any office held by the Charity Trustee in the SCIO; and
  - 74.3 the date on which they ceased to be a charity Trustee.
- 75 The Board must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change.
- 76 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 SCIO, 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.

## **TERMINATION OF CHARITY TRUSTEES OFFICE**

- 77 A Charity Trustee will automatically cease to hold office if:
- 77.1 they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 77.2 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;

- 77.3 in the case of an Elected Trustee they cease to be a member of the SCIO;
  - 77.4 in the case of a Co-Opted Trustee appointed under Clause 62, the board vote to end the appointment;
  - 77.5 they become an employee of the SCIO;
  - 77.6 they give the SCIO a notice of resignation, signed by them;
  - 77.7 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;
  - 77.8 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in Clauses **70 & 71**);
  - 77.9 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the 2005 Act; or
  - 77.10 they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act
  - 77.11 they commit any offence under section 53 of the 2005 Act.
- 78 Subject to clause **77.8** the Charity Trustee who is subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed.
- 79 The Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed prior to the resolution being put to a vote.
- 80 In the case of a resolution under clause **77.8** at least two thirds of the Charity Trustees then in office are required to vote in favour of the resolution.

## **BOARD MEETINGS**

- 81 The quorum for Board meetings shall be 50% of all the Trustees, provided that the Elected Charity Trustees are always in the majority at any Board meeting. No business shall be dealt with at a Board meeting unless such a quorum is present.
- 82 A Charity Trustee shall not be counted in the quorum at a meeting (or at least the relevant part thereof) in relation to a resolution on which, whether because of personal interest or otherwise, he or she is not entitled to vote.

- 83 7 clear days notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in Clause 46 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.
- 84 All other Board meetings shall require not less than 7 days' prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
- 85 On the request of a Charity Trustee, an Office Bearer shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.
- 86 A resolution in writing (whether one single document signed by all or a sufficient majority of the Charity Trustees, or all or a sufficient majority of the members of any sub-committee), whether in one or several documents in the same form each signed by one or more Charity Trustees or members of any relative sub-committee as appropriate, shall be as valid and effectual as if it had been passed at a meeting of the Board or of such sub-committee duly convened and constituted.
- 87 The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in Clause 53, it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.
- 88 The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees
- 89 The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to members/Charity Trustees.

## **BOARD MEETING VOTING**

- 90 The Chairperson, whom failing the Vice-Chairperson (if any), shall be entitled to preside as Chairperson of all Board meetings at which they are present. If at any meeting neither the Chairperson nor the Vice-Chairperson is present and willing to act as Chairperson of the meeting within 15 minutes after the time appointed for holding the meeting, the remaining Charity Trustees may appoint one of the Elected Charity Trustees to be Chairperson of the Board meeting, which failing the meeting shall be adjourned until a time and date when the Chairperson or Vice-Chairperson will be available.
- 91 The Chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising shall be decided by being put to the vote.

- 92 Each Charity Trustee present (and who is eligible to vote) has one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

## **MINUTES**

- 93 The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 94 Subject to Clause **93**, the SCIO, upon request of any person for a copy of any minutes must, if the request is reasonable, give the person within 28 days of the request a copy of the requested minutes.
- 95 Where such a request is received under Clause **94** the SCIO:
- 95.1 may withhold information contained in the minutes and
- 95.2 if it does so, must inform the person requesting a copy of the minutes of its reason for doing so.

## **SUB-COMMITTEES**

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

## **PERSONAL INTERESTS & CONFLICTS OF INTEREST**

- 97 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 SCIO; they must withdraw from the meeting while an item of that nature is being dealt with.
- 98 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.

- 99 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.
- 100 The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of such interests is maintained, which shall be open for inspection by both the Board and members of the SCIO and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.
- 101 Whenever a Charity Trustee finds that there is a personal interest, as defined in Clause **98**, they have a duty to declare this to the Board meeting in question. It will be up to the Chairperson of the meeting in question to determine:
- 101.1 whether the potential or real conflict simply be noted in the Minutes of any relevant meeting; or
- 101.2 whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter; or
- 101.3 whether the Charity Trustee in question should be required to be absent during that particular element of the meeting and, where a Charity Trustee leaves, or is required to leave, the meeting they no longer form part of the quorum thereat.

## **OFFICE BEARERS**

- 102 The Board may appoint office bearers such as the Chair and Vice-Chair (who must be members of the SCIO), Treasurer and Secretary, and on the basis that the term of the appointment, and any other conditions of appointment, shall be as determined by the Board; the office bearers may be removed by them at any time.

## **FINANCES & ACCOUNTS**

- 103 The banking account or accounts of the SCIO shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time by resolution determine.
- 104 All cheques and other negotiable instruments, and all receipts for monies paid to the SCIO, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

- 105 The SCIO must use and apply its property in furtherance of its purposes and in accordance with its constitution.
- 106 The Board shall cause accounting records to be kept for the SCIO in accordance with the requirements of the 2005 Act and other relevant regulations.
- 107 The accounting records shall be maintained by the Treasurer (if there is one) and overseen by the Principal Officer (if there is one), 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.
- 108 At each AGM, the Board shall provide the members with a copy of the accounts for the period since the last preceding accounting reference date (or, in the case of the first account, since the incorporation of the SCIO). The accounts shall be accompanied by proper reports of the Board. Copies of such accounts shall, not less than 14 clear days before the date of the General Meeting, be delivered or sent to all members, Charity Trustees, the Office Bearers and the auditor, or otherwise be available for inspection on the website or other location of the SCIO (with all members, Charity Trustees, the SCIO Secretary and the auditor being made aware that they are so available for inspection there).

## **NOTICES**

- 109 A notice may be served by the SCIO upon any Member, either personally or by sending it by post, fax, e-mail or other appropriate electronic means, addressed to such member at their address as appearing in the Register of Members or as last notified by them to the SCIO. Any notice, whether served by post or otherwise, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post or is otherwise despatched.

## **INDEMNITY**

- 110 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 SCIO Office Bearers and all employees of the SCIO shall be indemnified out of the funds of the SCIO against any loss or liability (including the costs of defending successfully any court proceedings) which they may respectively incur or sustain, in connection with or on behalf of the SCIO and each of them shall be chargeable only for so much money as they may actually receive and they shall not be answerable for the acts, receipts, neglects or defaults of each other, but each of them for their own acts, receipts, neglects or defaults only.

## **ALTERATION TO THE CLAUSES**

111 Any alteration to this constitution should comply with the following conditions:

111.1 upon the decision of not less than two thirds of the Members present and voting at a General Meeting (including those represented by proxy) called specifically (but not necessarily exclusively) for the purpose in terms of Clause **46** ;

111.2 any changes to the purposes are subject to written consent being obtained from the Office of the Scottish Charity Regulator (and its successors) in terms of section 16 of The Charities and Trustee Investment (Scotland) Act 2005;

111.3 notification to the Office of the Scottish Charity Regulator (and its successors) of any other changes to the Clauses not covered under Clause **111.2** (i.e. not related to purposes) in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005.

111.4 notification to the Scottish Ministers of any alterations to these Clauses.

## **DISSOLUTION**

112 The winding-up of the SCIO may take place only on the decision of not less than two thirds of its Members who are present and voting at a General Meeting (including those represented by proxy) called specifically (but not necessarily exclusively) for the purpose.

113 If, on the winding-up of the SCIO, any property or assets remains, after satisfaction of all its debts and liabilities, such property shall be given or transferred to such other Community body or bodies or charitable group as may be:

113.1 determined by not less than two thirds of the Members of the SCIO who are present and voting at a General Meeting called specifically (but not necessarily exclusively) for the purpose;

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

113.3 approved by the Office of the Scottish Charity Regulator (and its successors).