

SCVO Model SCIO Constitution (two tier)

CONSTITUTION

of

Aros Park Historic Walled Garden

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Charities and Trustee Investment (Scotland) Act 2005

**Constitution
of**

AROS PARK HISTORIC WALLED GARDEN

In this constitution, the following definitions apply throughout:

- **“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.**
- **“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 Organisation.**
- **“Clauses” means any clause.**
- **“Clear days”, in relation to notice of a meeting, means a period excluding the day when notice is given and the day of the meeting.**
- **“Community” has the meaning given in clause 4.**
- **“GM” means a General Meeting.**
- **“Group” means those other organisations (incorporated or not) that are not this Organisation.**
- **“Individual” means a human/person.**
- **“Members” means those individuals and groups who have joined this organisation.**
- **“Organisation” means the SCIO whose constitution this is.**
- **“OSCR” means the 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.**
- **“them” and “their” refer to individuals or groups (either he, she, or they).**

Words in the singular include the plural and words in the plural include the singular.

	These Clauses supersede any model clauses. 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.
	The Schedule to these Clauses is deemed to form an integral part of these Clauses.

GENERAL

NAME

- 1 The name of the organisation is “Aros Park Historic Walled Garden (“the Organisation”).
- 2 The Organisation is registered with OSCR as a Scottish Charitable Incorporated Organisation (SCIO) SC049377.

REGISTERED OFFICE

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

DEFINITION OF COMMUNITY AND PURPOSES

- 4 The Organisation has been formed to benefit the community (the “Community”) of North Mull as defined by the postcode PA75 to advance community development (including rural regeneration) through the provision of a destination that enables the community to appreciate wildlife, the history of the Aros Park, the benefits of medicinal plants, and to become involved with the garden’s development. This will be achieved by:
 - 4.1 The provision of adult **training** and **workshops** based on horticulture and the botanical heritage of Mull. Working with schools and youth groups to provide opportunities to manage their own gardening plots.
 - 4.2 The advancement of the **arts, heritage, culture, or science** through providing a place to perform music and drama, to learn about the people who worked and lived on the estate, and how the garden evolved and grew over time; and
 - 4.3 the provision of **recreational facilities**, or the organisation of recreational activities with the object of improving the physical and mental health being of the community through volunteering, outdoor activity, and social interaction.

POWERS

5 The Organisation 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 Organisation has power:

5.1 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.

5.2 To promote and carry out research, surveys, and investigations and to promote, develop and manage initiatives, projects, and programmes.

5.3 To provide advice, consultancy, training, tuition, expertise, and assistance.

5.4 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.

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

5.6 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 Organisation's property.

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

5.8 to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds.

5.9 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 Organisation.

5.10 to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation.

5.11 to accept subscriptions, grants, donations, gifts, legacies, and endowments of all kinds, either absolutely, conditionally or in trust.

5.12 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.

5.13 to set aside funds not immediately required as a reserve or for specific purposes.

5.14 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.

5.15 to effect insurance of all kinds (which may include indemnity insurance in respect of Trustees and employees).

GENERAL STRUCTURE OF THE ORGANISATION

6 The majority of the Organisation's voting members must be Individual ordinary members and resident in the Community. At all times more than half the voting seats on the Board must comprise elected Charity Trustees who must be resident within the Community. The Organisation is composed of:

6.1 Ordinary Members - who are members residing in the Community and having the right to attend members' meetings (including any Charity Trustee's Meeting) and have the power under the constitution to:

- i elect the Charity Trustees to serve on the Board, and.
- ii take decisions on changes to the constitution itself.

6.2 Junior Members – under the age of 16, not eligible to serve as Trustees or to vote at members' meetings.

6.3 Associate Members – being persons who are not members of the Community but wish to support the Organisation's purposes: and

6.4 Elected Charity Trustees, who are Members, elected to serve on the management Board of the Organisation.

MEMBERS

7 The members of the Organisation shall consist of those individuals who made an application for registration with the Organisation and are admitted to membership under the following clauses and such individuals and groups who are admitted as Associates.

8 The Organisation shall have no fewer than 20 members at any time.

8.1 In the event that the number of members falls below 20 the Trustees may conduct only essential business other than taking steps to ensure the admission of sufficient Ordinary Members to achieve the minimum number.

9 Membership of the Organisation is open to:

9.1 Individuals aged 16 or over who are members of the Community (“Ordinary Members”).

9.2 Individuals aged between 10 and 15 who are members of the Community (“Junior members”) (such Members not being eligible to serve as Charity Trustees or to vote at General Meetings).

9.3 Associate members wishing to support the Organisation but not being eligible to vote.

9.4 If an Individual ceases to fulfil the criteria within clause 9.1, 9.2 or 9.3 that Individual must inform the Organisation. The Organisation may choose to reclassify a Junior Member as an Ordinary Member.

APPLICATION FOR MEMBERSHIP

10 Membership is open to any person resident in the Community regardless of race, religion, or gender. All applications to become a Member must include, as a minimum, the person’s name and email address which will be recorded in the Organisations records for the sole purpose of communication.

10.1 The Charity Trustees will conform to the requirements of the Data Protection Act 2018 with regard to the use and retention of the personal data of Members.

11 Membership of the Organisation is not transferrable.

MEMBERSHIP SUBSCRIPTION

12 No membership subscription will be payable.

RE REGISTRATION OF MEMBERS

13 The Board may, at any time, issue notices to the members requiring them to confirm that they wish to remain members of the Organisation and allowing them a period of 28 days to provide that confirmation.

13.1 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 13, the Board may remove their name from the records of membership.

13.2 A notice under Clause 13 will not be valid unless it refers specifically to the consequences (under Clause 13.1) of failing to provide confirmation within the 28-day period.

LIABILITY OF MEMBERS

- 14 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.
- 15 The Charity Trustees, as members, have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 14 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.

CESSATION OF MEMBERSHIP

- 16 A Member shall cease to be a Member if:
 - 16.1 that Member sends a written notice of resignation to the registered office of the Organisation; they will cease to be a member as from the time when the notice is received by the Organisation.
 - 16.2 [Intentionally left BLANK]
 - 16.3 that the Member has failed to respond to any re-registration request under Clause 13.
 - 16.4 a resolution that that Member be expelled (where that Member's conduct, in their/its capacity as a Member, has been detrimental to the effective functioning of the Organisation) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Member is entitled to be heard.
 - 16.5 in the case of an Individual, that Individual has died (membership of the Organisation not being transferable).
 - 16.6 [Intentionally left BLANK]
 - 16.7 where the Member is a Charity Trustee of the Organisation, that Member has failed to comply with the code of conduct for Trustees in a manner which would result in them ceasing to be a Trustee and a member.

REGISTER OF MEMBERS

17 The Board must keep a register of Members, setting out for each current Member:

- a) Full name
- b) Email Address or failing that the Postal Address
- c) Date on which they were registered as a member.

17.1 [Intentionally left BLANK]

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

- a) Full name
- b) Date on which membership ceased.

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

17.4 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.

ASSOCIATES

18 Individuals and Groups wishing to support the Purposes who are not members of the Community may become associates of the Organisation ("Associates"). Associates may attend and speak at GM's but may not participate in such meetings for voting or quorum purposes.

18.1 No Individual or Group may become an Associate unless that Individual or Group has submitted a written application to become an Associate in the form prescribed by the Charity Trustees and the Charity Trustees have approved the application. An application submitted by a Group must be signed on behalf of that Group.

18.2 The Charity Trustees shall consider applications for associateship promptly. The Charity Trustees shall assess each application to determine whether the applicant meets the criteria for becoming an Associate.

- 19 The Charity Trustees shall cause a register of associates to be maintained containing:
- (a) the name and address of each Associate.
 - (b) the date on which each Individual or Group was registered as an Associate; and
 - (c) the date at which any Individual or Organisation ceased to be an Associate.
- 20 An Associate shall cease to be an Associate if:
- 20.1 that Associate sends a written notice of resignation to the Organisation.
- 20.2 that Associate becomes a member of the Community.
- 20.3 a resolution that that Associate be expelled from being an Associate (where that Associate's conduct, in their capacity as Associate, has been detrimental to the effective functioning of the Organisation) is passed by special resolution at a GM (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the Associate is entitled to be heard).
- 20.4 in the case of an Individual:
- (a) that Individual becomes insolvent or apparently insolvent or makes any arrangement with their creditors; or
 - (b) that Individual has died; or
- 20.5 in the case of a Group, that Group goes into receivership or liquidation, or is dissolved or otherwise ceases to exist.

DECISION-MAKING BY MEMBERS

GENERAL MEETINGS

- 21 The Board may call a GM at any time and must call a GM within 28 days of a valid requisition. To be valid, such requisition must be signed by at least 5% of the Members, must clearly state the purposes of the meeting, and must be delivered to the registered office of the Organisation. The requisition may consist of several documents in like form each signed by one or more of the Members.

Annual General Meeting

22 The Board shall convene one GM a year as an AGM. An AGM need not be held during the calendar year during which the Organisation is incorporated, provided an AGM is held within 15 months of the date of incorporation. Thereafter, not more than 15 months shall elapse between one AGM and the next.

22.1 The business of each AGM must include: -

- a) a report by the Chairperson on the activities of the Organisation.
- b) the election of Elected Charity Trustees.
- c) the fixing of voluntary annual subscription fees
- d) consideration of the accounts of the Organisation.
- e) a report of the auditor if applicable; and
- f) the appointment of the auditor if applicable

Notice of members' meetings

23 Subject to the terms of Clause 67, notice of a GM shall be given as follows:

23.1 At least 14 Clear Days' notice must be given of any GM.

23.2 The notice must specify the place, date and time of the GM, the general nature of business to be dealt with at the meeting; and

- a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); and
- b) in the case of any special resolution (as defined in Clause 30) must set out the exact terms of the resolution.

23.3 Notice of every member's 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.

CHAIRPERSON OF GENERAL MEETING

24 The Chairperson of the Organisation shall act as Chairperson of each GM.

24.1 If the Chairperson is not present or willing to do so the Vice Chairperson of the Organisation shall act as Chairperson of the GM.

24.2 If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the GM within 15 minutes after the time at which it was due to start, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that GM.

QUORUM AT GENERAL MEETING

- 25 The quorum for a GM shall be the greater of:
- (a) seven Members; or
 - (b) 10% of the Members, present either in person or by proxy.

No business shall be dealt with at any GM unless a quorum is present.

25.1 If a quorum is not present within 15 minutes after the time at which the GM was due to start (or if, during a GM, a quorum ceases to be present) the GM shall be adjourned until such time, date and place as may be fixed by the Chairperson of the GM.

25.2 The Board may make arrangements in advance of a GM to allow members (or their proxies) to fully participate remotely, so long as all those participating in the meeting can communicate with each other; and all Members (or their proxies) may vote during the meeting. A Member or proxy participating remotely by such means shall be deemed to be present in person at the GM.

VOTING AT GENERAL MEETINGS

- 26 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.

26.1 Each Member shall have one vote, to be exercised in person, by a show of hands.

26.2 A secret ballot may be demanded by:

- (a) the chairperson of the GM; or
- (b) at least two Members present at the GM, before a show of hands and must be taken immediately and in such manner as the chairperson of the GM directs. The result of a secret ballot shall be declared at that GM.

- 27 There shall be no ability for proxy voting.

- 28 In the event of an equal number of votes for and against any resolution, the Chairperson of the meeting shall have one vote in their capacity as a member of the Organisation.

Resolutions

- 29 At any GM an Ordinary Resolution put to the vote of the meeting may be passed by a simple majority of the Members voting.
- 30 Certain resolutions must be passed as Special Resolutions, including resolutions:
- a) to alter the name of the Organisation; or
 - b) to amend the Purposes; or
 - c) to amend these Clauses; or
 - d) to wind up the Organisation in terms of clause 72.

At any GM a Special Resolution put to the vote of the meeting may be passed by not less than two thirds of the Members voting.

- 31 [Intentionally left BLANK]

MEETING ADJOURNMENT

- 32 The Chairperson of the GM may, with the consent of a majority of the Members voting, adjourn the General Meeting to such time, date and place as the Chairperson may determine.

BOARD (CHARITY TRUSTEES)

MANAGEMENT BY THE BOARD

- 33 The affairs, property and funds of the Organisation shall be directed and managed by a Board of Charity Trustees. The Board:
- 33.1 shall set the strategy and policy of the Organisation.
 - 33.2 shall, where no employees or managers are appointed, be responsible for the day-to-day management of the Organisation.
 - 33.3 shall hold regular meetings between each AGM, meeting as often as necessary to despatch all business of the Organisation; 33.4 shall monitor the financial position of the Organisation.
 - 33.5 shall direct and manage the affairs and Property of the Organisation.

33.6 shall generally control and supervise the activities of the Organisation.

33.7 may, on behalf of the Organisation, do all acts which may be performed by the Organisation (other than those required to be performed by the Members at a GM).

33.8 may exercise the powers of the Organisation; and

33.9 may not also be paid employees of the Organisation.

INTERIM BOARD

34 Upon incorporation of the Organisation, the persons 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.

34.1 The Interim Board shall retire at the first AGM, which shall be held as soon as practicable following incorporation but shall remain eligible for re-election.

COMPOSITION OF THE BOARD OF CHARITY TRUSTEES

35 The Board shall comprise of not less than three Charity Trustees and the total number of Charity Trustees serving on the Board shall not be more than 10.

APPOINTMENT OF CHARITY TRUSTEES

36 At the time when notice of an AGM is given to the Members, the Board shall bring to the attention of the Members a statement of the core skills, characteristics and experience that are required of Charity Trustees (as determined by the Board) and advertise the opportunity for Members to put themselves forward for election as a Charity Trustee to fill any vacancy on the Board.

36.1 Any Member who wishes to be considered for election as a Charity Trustee at an annual general meeting must lodge with the Organisation a written notice (in such form as the Board require), confirming that he/she is willing to be appointed and setting out brief information on the skills, characteristics and experience which he/she could bring to the Board, if elected; the notice must be signed by him/her and must be lodged with the company 7 days before the start of the AGM.

36.2 A presiding officer will be appointed at the beginning of each AGM to officiate in relation to the election of Charity Trustees; the presiding officer will make known to those attending the AGM, prior to the votes being taken on election of Charity Trustees, the information on the skills, characteristics and experience of each candidate which was provided to the Organisation.

36.3 In exercising their voting powers in the election procedures at each AGM, the Members shall seek to ensure, so far as reasonably possible, an appropriate balance of skills and competencies across the Board.

ELECTED CHARITY TRUSTEES

37 At each AGM any Charity Trustee who has served on the Board for a period of three years shall retire from office but shall then be eligible for re-election. If any Charity Trustee has held office for a period of three three-year terms as at a given AGM, he/she will not be eligible for re-election as a Charity Trustee until the AGM meeting which next follows.

APPOINTED CHARITY TRUSTEES

38 From time to time a supportive organisation may make a request to appoint a trustee ("Appointed Charity Trustee") to join the Board where that organisation requires to be represented on the Board.

38.1 Nominations, which must contain confirmation from the nominee that they are willing to act as an Appointed Charity Trustee, must be delivered to the registered office of the Organisation at least 2 days before any General Meeting or Annual General Meeting. Any previously appointed Charity Trustee shall remain in office at the behest of the appointing organisation.

38.2 For the avoidance of doubt, an Appointed Charity Trustee may attend and vote at Board meetings (subject to Clause 63).

38.3 The combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the total of Elected Charity Trustees.

CO-OPTED CHARITY TRUSTEES

38 Subject to Clause 35, the Charity Trustees may appoint individuals as Charity Trustees to ensure a spread of skills and experience within the Board (Co-opted Charity Trustees") and may remove a Co-opted Trustee at any time.

39.1 A Co-opted Charity Trustee shall retire at the AGM following their appointment unless re-appointed by the Charity Trustees.

39.2 A Co-opted Trustee can be removed from office at any time by a simple majority of the Board.

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

39 The number of Elected Charity Trustees on the Board must, at all times, be in the majority. The combined total of Appointed Charity Trustees and Co-opted Charity Trustees must not outnumber the number of Elected Charity Trustees.

VACANCY

40 Where a vacancy arises due to the retiral (or deemed retiral for any reason) of an elected Charity Trustee, the Board shall call for candidates from the membership to stand for election as a Charity Trustee at the next AGM. If the vacancy so caused reduces the number of Charity Trustees on the Board below the minimum required by Clause 35, the Board shall immediately call a General Meeting at which the Members are able to elect replacement Charity Trustees.

CHARITY TRUSTEES - GENERAL DUTIES

41 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:

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

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

41.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party; 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 regarding the matter in question.

41.4 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.

- 42 In addition to the duties outlined in clause 41, all the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 42.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 42.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 43 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 0 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.
- 44 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.
- 45 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

- 46 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.
- 46.1 The code of conduct 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

- 47 The Board must keep a register of Charity Trustees, setting out for each current Charity Trustee:
- a) the name of the Charity Trustee.

- b) the address of the Charity Trustee.
- c) the date on which they were appointed as a Charity Trustee;
and
- d) any office held by them in the Organisation.

47.1 The Board must ensure that the register of Charity Trustees is updated within 28 days of receiving notice of any change.

47.2 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 name and address of any of the Charity Trustees blanked out. The name of a Charity Trustee may only be blanked out if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

TERMINATION OF CHARITY TRUSTEES OFFICE

48 A Charity Trustee will automatically cease to hold office if:

48.1 they give the Organisation a notice of resignation, signed by them.

48.2 they become an employee of the Organisation.

48.3 they cease to be a member of the Organisation.

48.4 they become disqualified from being a Charity Trustee under the Charities and Trustees Investment (Scotland) Act 2005.

48.5 they become incapable for medical reasons of carrying out their duties.

48.6 they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the Code of Conduct for Charity Trustees as referred to in Clause 46).

49 Clause 48.6 will only apply if the following conditions are met:

49.1 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.

49.2 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 a vote; and

49.3 at least two thirds of the Charity Trustees then in office vote in favour of the resolution.

DECISION-MAKING BY CHARITY TRUSTEES

CHAIRPERSON AND VICE-CHAIRPERSON

50 The Board shall meet as soon as practicable meeting immediately after each AGM or following the resignation of the existing Chairperson/Vicechair person to appoint:

- (a) an Elected Charity Trustee to chair Board meetings and GMs (the "Chairperson").

BOARD MEETINGS

51 The quorum for Board meetings shall be not less than 50% of all the Trustees, a majority of whom are Elected Charity Trustees. No business shall be dealt with at a Board meeting unless such a quorum is present.

51.1 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, they are not entitled to vote.

51.2 The Board may make any arrangements in advance of any Board meeting to allow members to fully participate in such 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 Board meeting.

52 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 30 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.

52.1 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.

52.2 On the request of a Charity Trustee the Chairperson shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.

53 No alteration of the Clauses and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that alteration had not been made or that direction had not been given.

- 54 The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in clause 35, it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.
- 55 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.
- 56 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.

VOTING AT BOARD MEETINGS

- 57 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. Each Board member shall have one vote and the Chairperson shall have a casting vote in the event of a tie.

SUB-COMMITTEES

- 58 The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint.

ADMINISTRATION & FINANCE

CONSTRAINTS ON PAYMENTS/BENEFITS TO MEMBERS AND CHARITY TRUSTEES

- 59 The income and property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the members. Any surplus income or assets of the Organisation are to be applied for the benefit of the Community.
- 60 No part of the income or property of the Organisation shall be paid or transferred (directly or indirectly) to the members of the Organisation, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in clause 61.

61 No benefit (whether in money or in kind) shall be given by the Organisation to any member or Charity Trustee except the possibility of:

61.1 repayment of out-of-pocket expenses (subject to prior agreement by the Board).

61.2 reasonable remuneration in return for specific services rendered to the Organisation (in the case of a Charity Trustee such services must not be of a management nature normally carried out by a Trustee of an Organisation).

62 Where any payment is made under clause 61, the terms of clause 63 must be observed.

PERSONAL INTERESTS & CONFLICTS OF INTEREST

63 Whenever a Charity Trustee finds that there is a personal interest, as defined in sub-clauses 63.3 and 63.4, they have a duty to declare this to the Board

OFFICE BEARERS

64 The Board may appoint office bearers for such term and upon such terms and conditions as they think fit. Any officer bearer may be removed by the Board at any time

FINANCES & ACCOUNTS

65 The Board shall determine which bank(s) the bank accounts of the Organisation shall be maintained at, how the accounts shall be operated.

66 The Board shall cause accounting records to be kept for the Organisation in accordance with the requirements of the 2005 Act and other relevant legislation.

66.1 The accounting records shall be maintained by the Treasurer and overseen 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.

66.2 The Board must prepare annual accounts, complying with all relevant statutory requirements, and must ensure the accounts are examined or audited, as appropriate, by a qualified examiner or auditor.

66.3 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 Organisation). The accounts shall be accompanied by proper reports of the Board.

66.4 Copies of such accounts shall, not less than 21 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 Organisation (with all members, Charity Trustees, the Organisation Secretary, and the auditor being made aware that they are so available for inspection there).

NOTICES

- 67 The Organisation may serve a notice on a Member in hard copy (addressed to the address given for that Member in the register of members, and posted or hand-delivered) or electronic form (faxed or e-mailed). A notice is deemed to have been served on the day following the day on which it is hand-delivered, posted faxed or emailed.
- 68 The Organisation may communicate with a Member by electronic means (including fax and e-mail) unless the Member has requested that communications from the Organisation be sent in hard copy. The Organisation may publish notifications by means of a website provided the Organisation has advised Members of this and taken reasonable steps to notify Members who have informed the Organisation that they do not have internet access.

RECORD OF MEETINGS

- 69 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

INDEMNITY

- 70 Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or member of any sub-committee, the Organisation Office Bearers and all employees of the Organisation

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

ALTERATION TO THE CLAUSES

71 Subject to the terms of this clause, this constitution may be altered by a Special Resolution of the members passed in accordance with clause 30 or 31.3

71.1 Any changes to the purposes set out in clause 4 are subject to written consent being obtained from OSCR (and its successors) in terms of section 16 of the Charities and Trustee Investment (Scotland) Act 2005.

71.2 The Board must notify OSCR (and its successors) of any changes to the constitution not relating to the purposes, in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005.

DISSOLUTION

72 The Organisation may be wound up or dissolved only on the passing of a Special Resolution for that purpose in accordance with clauses 30 and 31.4, and subject to written consent being obtained from OSCR.

72.1 If, on the winding-up of the Organisation, 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, which has purposes which resemble closely the purposes of the Organisation, as may be:

(a) determined by not less than two thirds of the Ordinary Members of the Organisation voting (in person or by proxy) at a General Meeting called specifically (but not necessarily exclusively) for the purpose; and (b) approved by OSCR (and its successors)