





CONSTITUTION TEMPLATE

- with thanks to Kinloch Historical Society for sharing this.







CONSTITUTION OF

[NAME] HISTORICAL SOCIETY SCIO

(ALTERNATE NAME IF ANY)

[Charity Number SCXXXXXX]



[NAME] HISTORICAL SOCIETY

SCIO

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1-10
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, expulsion	clauses 0-26
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 27 - 57
BOARD (CHARITY TRUSTEES)	number, categories, eligibility, initial charity trustees, election/retiral, appointment/re-appointment, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 58-92
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 93-106
ADMINISTRATION	sub-committees, operation of accounts, secretary, accounting records and annual accounts	clauses 107 - 116
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 117 - 122

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 "XXXXXX Historical Society".

Purposes

- 4. The organisation's purposes are:
- 4.1 The advancement of citizenship and community development and in particular the regeneration and improvement of the physical, social and economic infrastructure of the area, including assisting people disadvantaged because of social and economic circumstance.
- 4.2 The advancement of the heritage, language, culture, arts, and in particular through exhibitions, facilities and other provisions or services. To collect, identify and preserve documents, artefacts, photographs and other material of historical value in the area for the benefit of the community. To organise and arrange exhibitions, displays, lectures and other events relating to the work of the society and to work in partnership with universities, colleges, schools and other reputable agencies which have an interest in the work and aims of the society. To establish and maintain a dedicated museum for the area.
- 4.3 The advancement of education through a better understanding of the built and natural environment of the area and the development of individual skills, capabilities and understanding to improve the lives of the inhabitants of the area and the public in general.
- 4.4 The provision of recreational and social facilities and activities to improve the lives of the inhabitants of the area and the public in general.
- 4.5 The relief of poverty and improvement of health through services and provision arising from the development of the facilities in the area and in particular at or around the former school.
- 4.6 To support, where possible, charitable institutions with related purposes by fostering a community spirit for the achievement of these and such other purposes as may by law be deemed to be charitable
- 4.7 To do all such other things as shall further the objectives of the Trust and extend public benefit. For the avoidance of doubt, this may include the establishment of any associated or subsidiary community interest or trading companies partly or wholly owned by the Trust

Powers



- 5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so, in particular the powers shall include but not be limited to:
- 5.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3 sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the organisation;
- 5.3.1 the Society shall create no security, charge, pledge or any encumbrance (other than those arising by operation of law) over any Specimen comprised in the Museum and Archive Collection:
- 5.3.2 any decision to sell or otherwise dispose of any Specimen shall be made only by the Directors of the Society acting with the advice of an appropriately qualified and/ or experienced professional museum curator and only for the purpose of improving the quality of the Museum and Archive Collection;
- 5.3.3 any Specimen identified for disposal from the Museum and Archive Collection shall be offered first for transfer by loan, gift or exchange to any museum administered by a charitable trust or public authority- before such Specimen is otherwise gifted or offered for sale to the public at auction or in any other manner;
- 5.3.4 any moneys received from the disposal of any Specimen shall be applied for the benefit of the Museum and Archive Collection and in particular, hut not necessarily exclusively, to purchase items from the Collection;
- 5.4 employ such staff as are considered appropriate for the proper conduct of the organisation's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants;
- advise in relation to, prepare, organise, conduct and/or support training courses, educational and training events and activities of kinds;
- 5.6 design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio visual recordings, multimedia products and display materials, and to create and maintain a website or websites;
- 5.7 promote, operate, co-ordinate, monitor, and/or support other projects and programmes (which may include workspace projects) which further the objects of the organisation;



- 5.8 provide information, advisory, support and/or consultancy services which further the objects of the organisation;
- 5.9 liaise with local authorities, central government authorities and agencies, charities/community benefit bodies and others, all with a view to furthering the objects of the organisation;
- 5.10 promote companies whose activities may further one or more of the above objects, or may generate income to support the activities of the organisation, acquire and hold shares in such companies and carry out, in relation to any such organisation which is a subsidiary of the organisation, all such functions as may be associated with a holding organisation;
- 5.11 acquire and take over the whole or any part of the undertaking and liabilities of anybody holding property or rights which are suitable for the organisation's activities;
- 5.12 purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the organisation's activities;
- 5.13 improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the organisation;
- 5.14 lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
- 5.15 engage such consultants and advisers as are considered appropriate from time to
- 5.16 effect insurance of all kinds (which may include officers' liability insurance);
- 5.17 invest any funds which are not immediately required for the organisation's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments);
- 5.18 establish and/or support any other charity, and to make donations for any charitable purpose falling within the organisation's objects;
- 5.19 take such steps as may be deemed appropriate for the purpose of raising funds for the organisation's activities;
- 5.20 accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them);
- 5.21 oppose, or object to, any application or proceedings which may prejudice the organisation's interests;
- 5.22 enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the organisation, and to enter into any arrangement for co-operation or mutual assistance with any charity;



- 5.23 carry out any activity which may be incidental or conducive to the furtherance of any of the organisation's objects.
- 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 an general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
- 9.2 the BOARD who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation.
- 10. The people serving on the board are referred to in this constitution as **CHARITY TRUSTEES MEMBERS**

There are two categories of membership as follows:

- a.) Full Membership
- b.) Associate Membership

11. Qualifications for membership

- 11.1 Full Membership is open to any individual aged 16 or over who is a resident, connected to the villages, of (add village names and all post codes for the area)
- 11.2 Associate Membership is open to any corporate or incorporate bodies resident or active within the area as defined at 11.1
- 11.3 Associate Membership is also open to all those who agree with the Trust's aims and objectives or has a particular interest in the development of the area as defined at 11
- 11.4 Junior membership is available for those under 16 years of age. Junior member are not entitled to vote but may elect one representative who will have power to vote on their behalf as one of member charity trustees.

Application for membership



- 12. Employees of the organisation are not eligible for membership.
- 13. Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
- 14. The board may, at its discretion, refuse to admit any person or group to membership where they have reasonable grounds to believe that he/she might, if admitted to membership, act in a manner which would damage the reputation of the organisation, undermine the efficiency of its operations and/or disrupt the proper conduct of its meetings.
- 15. The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

Members shall require to pay an annual membership subscription; unless and until otherwise determined by a resolution passed by majority vote at a members' meeting, the amount of the annual membership subscription shall be £ (agree an amount).

- 16. The annual membership subscriptions shall be payable on or before 28lh February in each year.
- 17. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed by majority vote at an annual general meeting.
- 18. If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due (and providing he/she has been given at least one written reminder) the board may, by resolution to that effect, expel him/her from membership; for the avoidance of doubt, it will be open to an individual expelled from membership under this clause to reapply for membership if he/she so wishes.
- 19. A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

Register of members

- 20. The board must keep a register of members, setting out
- 20.1 for each current member:
- 20.1.1 his/her full name and address; and
- 20.1.2 the date on which he/she was registered as a member of the organisation;
- 20.2 for each former member for at least six years from the date on he/she ceased to be a member:
- 20.2.1 his/her name; and
- 20.2.2 the date on which he/she ceased to be a member



- 21. The board must ensure that the register of members is updated within 28 days of any change:
- 21.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or:
- 21.2 which is notified to the organisation.
- 22. 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 him/her 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

23. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the organisation receives the notice.

Transfer of membership

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

Expulsion from membership

- 25. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed
- 25.1 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;
- 25.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

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 27, 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 chair on the activities of the organisation;
- 29.2 consideration of the annual accounts of the organisation;
- 29.3 the election/re-election of charity trustees, as referred to in clauses 66 to 71.
- 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 one or more members) by members who amount to 5% or more of the total 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 32, 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 51 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 35. The reference to "clear days" in clause 34 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: -
- 35.1 sent by post to the member, at the address last notified by him/her to the organisation; or
- 35.2 sent by e-mail to the member, at the e-mail address last notified by him/her 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 ten members, present in person or represented by proxy.
- 40. 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.
- 41. The chair of the organisation should act as chairperson of each members' meeting.
- 42. If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 43. Every member has one vote, which may be given (whether or a show of hands or on a secret ballot) either personally or by proxy.
- 44. A member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting:
- 44.1 must give to the organisation a proxy form (in such terms as the board requires), signed by an appropriate officer of the member; or
- 44.2 must send by electronic means to the organisation at such electronic address as may have been 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 meeting (or, as the case may be, adjourned meeting).



- 45. In calculating the 48-hour period referred to in clause 45, no account shall be taken of any part of a day that is not a working day.
- 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 appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting; and need not be a member of the organisation.
- 49. All decisions at members' meetings will be made by majority vote with the exception of the types of resolution listed in clause 51.
- 50. 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 55):
- 50.1 a resolution amending the constitution;
- 50.2 a resolution expelling a person from membership under article 26;
- 50.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
- 50.4 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);
- 50.5 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);
- 50.6 a resolution for the winding up or dissolution of the organisation.
- 51. 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.
- 52. A resolution put to the vote at a members' meeting will be decided on a show of hands unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 53. The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

54. 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



- 55. The board must ensure that proper minutes are kept in relation to all members' meetings.
- 56. 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.

BOARD

Number of charity trustees

57. The maximum number of charity trustees is 16 (sixteen)

Categories of charity trustee

- 58. In this constitution:
- 58.1 "Member Trustee" means a charity trustee (drawn from the membership of the organisation) elected/appointed under clauses 66 to 71;
- 58.2 "Co-opted Trustee" means a (non-member) charity trustee appointed by the board under clauses 72 and 73.

Maximum/minimum number of charity trustees

- 59. The maximum number of charity trustees shall be 16 (sixteen); out of that number, no more than twelve shall be Member Trustees and no more than four shall be Co-opted Trustees.
- 60. The minimum number of charity trustees shall be 5 (five).
- 61. At any given time, a majority of the charity trustees must be Member Trustees.

Eligibility

- 62. A person shall not be eligible for election/appointment as a Member Trustee unless he/she is a member of the organisation; a person appointed as a Coopted Trustee need not, however, be a member of the organisation.
- 63. A person will not be eligible for election or appointment as a charity trustee if he/she is: -
- 63.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- 63.2 an employee of the organisation.

Initial charity trustees

64. 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 (within the category of "Member Trustees") with effect from the date of incorporation of the organisation. Election, retiral, re-election: Member Trustees



- 65. At each AGM, the members may (subject to clauses 60 and 64) elect any member (providing he/she is willing to act) to be a charity trustee (a "Member Trustee")
- 66. At each AGM, the members may (subject to clauses 60 and 64) elect any member (providing he/she is willing to act) to be a charity trustee (a "Member Trustee")
- 67. At the first AGM, [one third (to the nearest round number)] of the Member Trustees shall retire from office; the question of which of them is to retire shall be determined by some random method.
- 68. At each AGM (other than the first)
- 68.1 any Member Trustee appointed under clause 67 during the period since the preceding AGM shall retire from office;
- 68.2 out of the remaining Member Trustees, one third (to the nearest round number) shall retire from office.
- 69. The charity trustees to retire under paragraph 69.2 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
- 70. A charity trustee who retires from office under clause 68 or 69 shall be eligible for reelection.

Appointment/re-appointment: Co-opted Trustees

- 71. In addition to their powers under clause 67, the board may (subject to clauses 60 and 64) at any time appoint any non-member of the organisation (providing he/she is willing to act) to be a charity trustee (a "Co-opted Trustee") either on the basis that he/she has been nominated by [insert name of body or bodies or state "a body with which the organisation has close contact in the course of its activities"] or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
- 72. At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office but shall then be eligible for re-appointment under clause 72.

Termination of office

If no public meeting is held prior to the formation of the SCIO to ensure that the community is happy with those who are to form the initial board (and give an opportunity for others to come forward), then it may be felt appropriate - in line with principles of democratic accountability - that all the Member Trustees should retire from office at the first AGM. It is important, however, to take into account the issues round loss of continuity if the effect of that was that a completely new board (lacking the experience built up by the initial board) was put in place.

- 73. A charity trustee will automatically cease to hold office if: -
- 73.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 73.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee but only if that has continued (or is expected to continue) for a period of more than six months;



- 73.3 (in the case of a Member Trustee) he/she ceases to be a member of the organisation;
- 73.4 he/she becomes an employee of the organisation;
- 73.5 he/she gives the organisation a notice of resignation, signed by him/her;
- 73.6 he/she is 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 him/her from office.
- 73.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 91);
- 73.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 73.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 74. A resolution under paragraph 74.7, 74.8 or 74.9 shall be valid only if: -
- 74.1 he charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- 74.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 74.3 (in the case of a resolution under paragraph 74.7 or 74.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

- 75. The board must keep a register of charity trustees, setting out:
- 75.1 for each current charity trustee:
 - 75.1.1 his/her full name and address;
 - 75.1.2 the date on which he/she was appointed as a charity trustee; and
 - 75.1.3 any office held by him/her in the organisation;
- 75.2 for each former charity trustee for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 75.2.1 the name of the charity trustee;
 - 75.2.2 any office held by him/her in the organisation; and
 - 75.2.3 the date on which he/she ceased to be a charity trustee.



- 76. The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 76.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
- 76.2 which is notified to the organisation.
- 77. If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 78. The charity trustees must elect (from among themselves) a chair and a treasurer.
- 79. In addition to the office-bearers required under clause 79, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 80. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 79 or 80.
- 81. A person elected to any office will automatically cease to hold that office: -
- 81.1 if he/she ceases to be a charity trustee; or
- 81.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her

Powers of board

- 82. 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.
- 83. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 84. The members may, by way of a resolution passed in compliance with clause 51 (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

- 85. 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:-
- 85.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;



- act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 85.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 85.3.1 put the interests of the organisation before that of the other party;
 - 85.3.2 where any other duty prevents him/her 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;
- 85.4 sure 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.
- 86. In addition to the duties outlined in clause 86, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 85.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 86.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 87. Provided he/she has declared his/her interest and has not voted on the question of whether or not the organisation should enter into the arrangement a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and (subject to clause 89 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 88. 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 his/her duties as a charity trustee.
- 89. 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

- 90. 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.
- 91. The code of conduct referred to in clause 91 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES



Notice of board meetings

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

Notice of board meetings

- 94. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings will a third of all charity trustees, present in person.
- 95. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 95, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting but will not be able to take any other valid decisions.
- 96. The chair of the organisation should act as chairperson of each board meeting.
- 97. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 98. Every charity trustee has one vote, which must be given personally.
- 99. All decisions at board meetings will be made by majority vote.
- 100. 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.
- 101. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee but on the basis that he/she must not participate in decision-making.
- 102. A charity trustee must not vote at a board meeting (or at a meeting of a subcommittee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 103. For the purposes of clause 103: -
- 103.1 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;
- 103.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

DECISION-MAKING BY THE CHARITY TRUSTEES



Notice of board meetings

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

Notice of board meetings

- 94. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings will a third of all charity trustees, present in person.
- 95. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 95, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting but will not be able to take any other valid decisions.
- 96. The chair of the organisation should act as chairperson of each board meeting.
- 97. If the chair is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 98. Every charity trustee has one vote, which must be given personally.
- 99. All decisions at board meetings will be made by majority vote.
- 100. 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.
- 101. The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee but on the basis that he/she must not participate in decision-making.
- 102. A charity trustee must not vote at a board meeting (or at a meeting of a subcommittee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
- 103. For the purposes of clause 103: -
- 103.1 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;
- 103.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes



- 104. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 105. The minutes to be kept under clause 105 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

Delegation to sub-committees

- 106. The board may delegate any of their powers to sub-committees; a subcommittee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
- 107. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 108. 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).
- 109. Any delegation of powers under clause 107 or 108 may be revoked or altered by the board at any time.
- 110. 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

- 111. Subject to clause 113, the signatures of two out of four 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.
- 112. 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.

Secretary

113. The board shall appoint a secretary, and on the basis that the term of the appointment, the remuneration (if any) payable to the secretary, and the such conditions of appointment shall be as determined by the board; the secretary may be removed by them at any time.

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 120) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 51) or by way of a written resolution of the members.
- 119. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 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 121.1 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 2006, providing (in either case) that its objects are limited to charitable purposes; "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.

Constitution signed and agreed at XXXXXX on XX OF XXXXX 20XX		
XXXXXX	(Trustee)	
XXXXXX	(Trustee)	





