**CONSTITUTION**

of

**SOUTH SEEDS SCIO**

(proposed to be adopted by a resolution of the members at the AGM in 2024)

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**GENERAL**

**Type of organisation**

1. The organisation will upon registration be a Scottish Charitable Incorporated Organisation (SCIO).

**Scottish principal office**

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

**Name**

1. The name of the organisation is “South Seeds SCIO”.

**Purposes**

1. The organisation’s purposes are:
	* 4.1 To advance environmental protection and improvement in the south of Glasgow through establishing, coordinating, supporting and/or managing schemes and projects which are directed towards supporting environmentally sustainable living and/or regeneration and reducing any negative impacts on the environment;
	* 4.2 To advance environmental protection and improvement through establishing, coordinating, supporting and/or managing schemes and projects which are directed towards improvements to public realm or other open space for the benefit of the general public and in particular those resident in the areas in which the organisation operates;
	* 4.3 To advance education particularly in relation to sustainable low-carbon lifestyles, gardening, food production, healthy eating, food preparation, composting, craft skills, and matters relating to the environment and sustainability;
	* 4.4 To advance health through encouraging people to become involved in exercise by participating in environmental improvement projects, gardening and similar activities, and by promoting healthy eating, healthy food production and healthy lifestyles;
	* 4.5 To relieve poverty among the residents of the areas in which the organisation operates by promoting environmentally, economically and socially sustainable practices which assist people of limited means to reduce expenditure on energy, food, and other necessities;
	* 4.6 To advance citizenship and community development (including the promotion of volunteering and the promotion of the voluntary sector) by involving people who might otherwise be socially excluded in environmental improvement projects, gardening and other appropriate activities;
	* 4.7 To relieve those in need by reason of age, ill-health, disability, financial hardship or other disadvantage and in particular by encouraging them to engage in environmental improvement projects, gardening and other appropriate activities;
	* 4.8 To promote religious and racial harmony and to promote equality and diversity among people resident in the areas in which the organisation operates; and
	* 4.9 To promote, establish, operate and/or support other similar schemes and projects which further charitable purposes.

**Powers**

1. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
2. 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 purposes.

**Liability of members**

1. 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.
2. 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**

1. The structure of the organisation consists of:
	* 9.1 the MEMBERS - who have the right to attend members’ meetings (including any annual members’ 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.
2. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

**MEMBERS**

**Qualifications for membership**

1. Membership is open to any individual aged 16 or over who has an interest in supporting the aims and activities of the organisation.
2. Employees of the organisation are not eligible for membership.

**Application for membership**

1. 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.
2. The board may at its discretion refuse to admit any person to membership.
3. 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**

1. No membership subscription will be payable.

**Register of members**

1. The board must keep a register of members setting out:
	* 17.1 for each current member:
		+ 17.1.1 his/her full name and address; and
		+ 17.1.2 the date on which he/she was registered as a member of the organisation;
	* 17.2 for each former member - for at least six years from the date on which he/she ceased to be a member:
		+ 17.2.1 his/her name; and
		+ 17.2.2 the date on which he/she ceased to be a member.
2. The board must ensure that the register of members is updated within 28 days of any change:
	* 18.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
	* 18.2 which is notified to the organisation.
3. 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**

1. 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 notice is received by the organisation.

**Transfer of membership**

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

**Re-registration of members**

1. The board may at any time issue notices to the members requiring them to confirm that they wish to remain as members of the organisation and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
2. If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 22 the board may expel him/her from membership.
3. A notice under clause 22 will not be valid unless it refers specifically to the consequences (under clause 23) of failing to provide confirmation within the 28-day period.

**Expulsion from membership**

1. 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**

1. The board must convene a meeting of members (an annual general meeting or "AGM") in each calendar year.
2. The gap between one AGM and the next must not be longer than 15 months.
3. Notwithstanding clause 26 an AGM does not need to be held during the calendar year in which the organisation is formed: but the first AGM must still be held within 15 months of the date on which the organisation is formed.
4. The business of each AGM must include:
	* 28.1 a report by the chair on the activities of the organisation;
	* 28.2 consideration of the annual accounts of the organisation;
	* 28.3 the election/re-election of charity trustees as referred to in clauses 72 to 78.
5. The board may convene a special members' meeting at any time.

**Power to request the board to convene a special members’ meeting**

1. The board must convene 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 10% 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.
2. If the board receive a notice under clause 31 the date for the meeting which they convene 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**

1. At least 14 clear days’ notice must be given of any AGM or any special members' meeting.
2. A notice calling a meeting shall specify the time of the meeting, and (subject to clause 39) the place where the meeting is to be held; and
	* 34.1 it shall indicate the general nature of the business to be dealt with at the meeting;
	* 34.2 if a special resolution (see clause 31) (or a resolution requiring special notice under the Charities and Trustee Investment (Scotland) Act 2005) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
	* 34.3 it shall notify the Ordinary Members of their right to appoint a proxy.
3. The reference to “clear days” in clause 33 shall be taken to mean that in calculating the period of notice:
	* 35.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
	* 35.2 the day of the meeting itself should also be excluded.
4. 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.
5. Any notice which requires to be given to a member under this constitution must be:
	* 37.1 sent by e-mail to the member at the e-mail address last intimated by him/her to the organisation:
	* 37.2 subject to the members being notified in advance of the presence of the notice on the website by means of a website.
6. If members and trustees are to be permitted to participate in the meeting by way of audio and/or audio-visual link(s), the notice (or notes accompanying the notice) shall:
	* 38.1 set out details of how to connect and participate via that link or links; and
	* 38.2 for the benefit of those members who may have difficulty in using a computer or laptop for this purpose, draw members’ attention to the following options:

38.21 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements),

38.22 (Ordinary Members only) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should vote in relation to each resolution to be proposed at the meeting,

38.23 (where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting

38.24 submitting questions and/or comments in advance of the meeting.

1. If participation in the meeting is to be solely by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the place of the meeting shall, for the purposes of the notice calling the meeting, be taken to be the place where the anticipated chairperson of the meeting is expected to be, as at the time fixed for the commencement of the meeting; and, if it transpires that the chairperson of the meeting is at some other place as at the commencement of the meeting, the meeting shall be taken to have been validly adjourned to that other place.
2. Where a general meeting is to involve participation solely via audio and/or audio-visual links, the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which (subject to clause 41) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting
3. Where clause 40 applies, the chairperson of a general meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.
4. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

**Procedure at members’ meetings**

1. No valid decisions can be taken at any members’ meeting unless a quorum is present.
2. The quorum for a members’ meeting is:
	* 44.1 one third (rounded downwards if necessary) of the total membership; or
	* 44.2 10 members (whichever is less) present in person.
3. The board may, if they consider appropriate (and must, if that is required under clause 46) make arrangements for members and trustees to participate in general meetings by way of audio and/or audio-visual links which allow them to hear and contribute to discussions at the meeting, providing:
	* 45.1 the means by which members and trustees can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;
	* 45.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 38; and
	* 45.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and trustees (if any) who are attending in person (and vice versa).
4. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed general meeting would not be possible or advisable for all or a significant proportion of the membership, the trustees must make arrangements for members and trustees to participate in that general meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (45.1) to (45.2) of clause 45 will apply.
5. A general meeting may involve two or more members or trustees participating via attendance in person while other members and/or trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
6. An individual participating in a general meeting (whether as a member, as a proxy for a member, as a trustee, or as the chairperson of the meeting) via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting shall be deemed to be present in person (or, if they are not a member or the authorised representative of a member which is a corporate body, will be deemed to be in attendance) at the meeting.
7. 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.
8. The chair of the organisation should act as chairperson of each members’ meeting.
9. 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.

**Voting at members’ meetings**

1. Every member has one vote which must be given personally; for the avoidance of doubt a vote given by a member participating in the meeting through any of the methods referred to in clause 38 will be taken to be given personally for the purposes of this clause.
2. All decisions at members’ meetings will be made by majority vote - with the exception of the types of resolution listed in clause 55.
3. Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.
4. 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 61):
	* 55.1 a resolution amending the constitution;
	* 55.2 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
	* 55.3 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);
	* 55.4 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);
	* 55.5 a resolution for the winding up or dissolution of the organisation.
5. 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.
6. 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.
7. 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.
8. Where an Ordinary Member, or a proxy for an Ordinary Member, is participating in a meeting via an audio or audio-visual link, the chairperson’s directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in article 54, providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).
9. This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting (and the manner in which the general meeting is conducted) are consistent with those requirements:
	* 60.1 a member cannot insist on participating in the general meeting, or (in the case of an Ordinary Member) voting at the general meeting, by any particular means;
	* 60.2 the general meeting need not be held in any particular place;
	* 60.3 the general meeting may be held without any number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements – taking account of those participating via audio and/or audio-visual links – must still be met);
	* 60.4 the general meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
	* 60.5 an Ordinary Member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that Ordinary Member’s vote to be taken into account in determining whether or not a resolution is passed.

**Written resolutions by members**

1. 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**

1. The board must ensure that proper minutes are kept in relation to all members’ meetings.
2. 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 (CHARITY TRUSTEES)**

**Board**

1. In this constitution:
	* 64.1 “Member Trustee” means a charity trustee (drawn from the membership of the SCIO) elected/appointed under clauses 72 to 78;
	* 64.2 “Co-opted Trustee” means a (non-member) charity trustee appointed by the board under clauses 79 and 80.

**Number of charity trustees**

1. The maximum number of charity trustees is 12; out of that number:
	* 65.1 no more than 12 shall be Member Trustees; and
	* 65.2 no more than 3 shall be Co-opted Trustees.
2. At any given time, charity trustees who are also Ordinary Members must form a majority of the total number of charity trustees in office.
3. The minimum number of charity trustees shall be 4, of whom a majority must be Member Trustees.
4. The board may (subject to clauses 65 and current clause 67) at any time appoint any member (providing he/she is willing to act) to be a charity trustee (a “Member Trustee”).

**Eligibility**

1. A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation.
2. A person will not be eligible for election or appointment to the board if he/she is:
	* 70.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
	* 70.2 an employee of the organisation.

**Initial charity trustees**

1. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the organisation.

**Election, retiral, re-election**

1. At each AGM the members may elect any member to be a charity trustee.
2. The board may at any time appoint any member to be a charity trustee.
3. At the first AGM, [one third (to the nearest round number) of all of the Member Trustees shall retire from office; the question of which of them is to retire shall be determined by some random method.
4. At each AGM (other than the first)
	* 75.1 any Member Trustee appointed under clause 73 during the period since the preceding AGM shall retire from office;
	* 75.2 out of the remaining Member Trustees, one third (to the nearest round number) shall retire from office.
5. The charity trustees to retire under paragraph 59.2 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.
6. A charity trustee who retires from office under clause 74or 75 shall be eligible for re-election.
7. A charity trustee retiring at an AGM will be deemed to have been re-elected with effect from the conclusion of the AGM unless:
	* 78.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed; or
	* 78.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
	* 78.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

**Appointment/re-appointment: Co-opted Trustees**

1. In addition to their powers under clause 73, the board may (subject to clauses 69 and current clause 70) at any time appoint any non-member of the SCIO (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 SCIO 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.
2. At the conclusion of each AGM, all of the Co-opted Trustees shall retire from office – but shall then (subject to clauses 69 and current clause 70) be eligible for re-appointment under clause 79.

**Termination of office**

1. A charity trustee will automatically cease to hold office if:
	* 81.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
	* 81.2 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;
	* 81.3 he/she ceases to be a member of the organisation;
	* 81.4 he/she becomes an employee of the organisation;
	* 81.5 he/she gives the organisation a notice of resignation signed by him/her;
	* 81.6 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;
	* 81.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 98);
	* 81.8 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
	* 81.9 he/she is removed from office by a resolution of the members passed at a members’ meeting.
2. A resolution under paragraph 81.7,81.8 or 81.9 shall be valid only if:
	* 82.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
	* 82.2 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
	* 82.3 (in the case of a resolution under paragraph 81.7 or 81.8) 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**

1. The board must keep a register of charity trustees setting out:
	* 83.1 for each current charity trustee:
		+ 83.1.1 his/her full name and address;
		+ 83.1.2 the date on which he/she was appointed as a charity trustee; and
		+ 83.1.3 any office held by him/her in the organisation;
	* 83.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
		+ 83.2.1 the name of the charity trustee;
		+ 83.2.2 any office held by him/her in the organisation; and
		+ 83.2.3 the date on which he/she ceased to be a charity trustee.
2. The board must ensure that the register of charity trustees is updated within 28 days of any change:
	* 83.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
	* 83.2 which is notified to the organisation.
3. 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**

1. The charity trustees must elect (from among themselves) a chair and a treasurer.
2. In addition to the office-bearers required under clause 86 the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
3. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 86 or 87.
4. A person elected to any office will automatically cease to hold that office:
	* 89.1 if he/she ceases to be a charity trustee; or
	* 89.2 if he/she gives to the organisation a notice of resignation from that office signed by him/her.

**Powers of board**

1. 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.
2. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
3. The members may by way of a resolution passed in compliance with clause 55 (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**

1. 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:
	* 93.1 seek in good faith to ensure that the organisation acts in a manner which is in accordance with its purposes;
	* 93.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
	* 93.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
		+ 93.3.1 put the interests of the organisation before that of the other party;
		+ 93.3.2 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;
	* 93.4 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.
2. In addition to the duties outlined in clause 93 all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
	* 94.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
	* 94.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
3. 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 94 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.
4. 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.
5. 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**

1. 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.
2. The code of conduct referred to in clause 98 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 BOARD**

**Notice of board meetings**

1. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.
2. At least 7 days' notice must be given of each board meeting unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

**Procedure at board meetings**

1. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is:
	* 102.1 4 charity trustees; or
	* 102.2 50% of the total number of charity trustees then in office (rounded up to the nearest round number if necessary) whichever is the higher.
2. A charity trustee may participate in a meeting of the board by means of a conference telephone, video conferencing facility or similar communications equipment - so long as all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
3. If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 102 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.
4. The chair of the organisation should act as chairperson of each board meeting.
5. 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.
6. Every charity trustee has one vote which must be given personally.
7. Every charity trustee has one vote which must be given personally; for the avoidance of doubt a vote given by a charity trustee participating in the meeting through any of the methods referred to in clause 102 will be taken to be given personally for the purposes of this clause.
8. All decisions at board meetings will be made by majority vote.
9. 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.
10. 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.
11. 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 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.
12. For the purposes of clause 112:
	* 113.1 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;
	* 113.2 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**

1. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
2. The minutes to be kept under clause 114 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

**ADMINISTRATION**

**Delegation to sub-committees**

1. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee but other members of a sub-committee need not be charity trustees.
2. 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.
3. When delegating powers under clauses 116 and 117 the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
4. Any delegation of powers under clause 116 or 117 may be revoked or altered by the board at any time.
5. 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**

1. Subject to clause 122 the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
2. 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 121.

**Accounting records and annual accounts**

1. The board must ensure that proper accounting records are kept in accordance with all applicable statutory requirements.
2. 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**

1. 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.
2. 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 resemble closely the purposes of the organisation as set out in this constitution.

**Alterations to the constitution**

1. This constitution may (subject to clause 106) be altered by resolution of the members passed at a members’ meeting (subject to achieving the two thirds majority referred to in clause 55) or by way of a written resolution of the members.
2. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

**Interpretation**

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

- 129.1 any statutory provision which adds to, modifies or replaces that Act; and
- 129.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under (a) above.

1. In this constitution: -
- 130.1 “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;

- 130.2 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.