

**Enigma Gymnastics Club will operate as a SCIO
 (Scottish Charitable Incorporated Organisation)
 and the principle office will be, and remain, in Scotland.**

CONTENTS		
GENERAL	type of organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 15
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion	clauses 16 - 38
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 39 - 65
BOARD TRUSTEES (CHARITY TRUSTEES)	number, eligibility, election/retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 66 - 100
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 101 - 116
ADMINISTRATION	sub-committees, operation of accounts, accounting records and annual accounts	clauses 117 - 131
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 132 - 137

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), and operate in the Fife region of Scotland.

Name

- 3 The name of the organisation is Enigma Gymnastics Club.

Purposes

- 4 The organisation's principal objective is to advance public participation in sport and the provision of recreational activities with the object of improving the conditions of life, through the development of and the provision of gymnastics opportunities for individuals from the Levenmouth and surrounding areas.

To further these objectives, the organisation seeks;

- 4.1 To organise suitable social, educational and personal development activities for its members as deemed desirable by the board.
- 4.2 To promote, establish, operate and/or support other similar schemes and projects which further the Objects by providing services which include the management, operation and development of sports facilities; the development and delivery of sports activities and events directed towards wider participation in sport; the delivery of services focused on the needs of young people and working with other agencies, businesses, clubs, companies, community bodies and/or other organisations to provide active recreation, physical activity opportunities in community facilities within the operating area.

Powers

- 5 In furtherance of the Objects, the organisation may, in its purpose:
 - 5.1 work with appropriate agencies to highlight needs of the organisation and ensure that these needs are brought to the attention of relevant agencies;
 - 5.2 enter into contracts or agreements with any person or organisation to further the purposes of the organisation.

- 5.3 employ, contract with, train and pay staff (whether employed or self - employed) to supervise, to organise and carry on the work of the organisation, and dismiss such persons as appropriate;
- 5.4 engage the services of professional advisers, coaches and consultants to assist in the work of the organisation, and to pay properly incurred professional remuneration where appropriate;
- 5.5 engage the services of volunteers to assist in the work of the organisation and reimburse approved out-of-pocket expenses;
- 5.6 collaborate with statutory and voluntary agencies in pursuit of the organisation's aims, and promote the organisation to the general public;
- 5.7 arrange and hold (or assist in arranging and holding) exhibitions, meetings, seminars and training courses and competitions;
- 5.8 write, print or otherwise reproduce and circulate, free of charge or for payment, such papers, books, pamphlets, periodicals or other documents which shall raise awareness and further the Objects;
- 5.9 purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said Objects and maintain and alter any buildings necessary for the work of the organisation, and to make regulations for the management of any property;
- 5.10 subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the organisation;
- 5.11 receive contributions by way or subscription or donation and to raise funds, to further the aims of the organisation and to take any gift, bequest or property, whether subject to any Trust or not, in furtherance of the organisation's purposes.
- 5.12 hold a bank account in the name of the organisation and to invest the monies not immediately required in investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- 5.13 purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability;
- 5.14 make application for and secure grants from public bodies, charitable institutions, voluntary organisations, the Lottery Commission and other means to fund the organisation's purposes;
- 5.15 make such rules and procedures as they consider necessary for the day-to-day management of the organisation;

- 5.16 merge with or enter into any partnership or joint venture arrangement with any other body formed for purposes similar to the organisations’;
 - 5.17 Do all such other lawful things as appear to the board to be necessary or desirable in pursuance of these objectives
- 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.

Equal Opportunities

In relation to its objectives, the organisation will:

- 7 Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010, as amended.
- 8 Undertake whatever changes in organisation or facilities may be necessary to implement the above.

Affiliation

- 9 The organisation is an independent association with its own identity. It may enter into formal links with suitable sport and community organisations and form partnerships with local businesses and the community at large which further the objects and to improve the facilities and resources available for the sport of gymnastics in general.
- 10 The organisation shall be affiliated to the sports’ governing body, Scottish Gymnastics Association and therefore British Gymnastics Association, or their successors.

Liability of Members

- 11 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.
- 12 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 11 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.

Protection of Children and Vulnerable Adults

- 13 In compliance with national legislation, the organisation has policies in place for the protection of children and vulnerable adults. The organisation will appoint a Safeguarding Officer when appropriate, who will ensure all members and

workers who come into contact with children have a sound knowledge of these Policies. The organisation will also follow all policies, procedures and protocols in the interests of the health and safety of children and vulnerable adults during training sessions, rehearsals and performances.

General structure

- 14 The structure of the organisation consists of:-
 - 14.1 the MEMBERS - who have the right to attend members' meetings (including any annual 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;
 - 14.2 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.
- 15 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 16 Membership is open to any individual, regardless of age (in accordance with membership criteria outlined in Section 18 below), ability or gender who has an interest in furthering the objects and agrees to be governed by the regulations and byelaws of the organisation.
- 17 Membership fees are payable on an annual basis.
- 18 Classification of membership shall be:
 - 18.1 Junior Membership – for gymnasts aged between 3 years and 18 years of age, who have paid their annual membership and are up to date with their training fees. This membership group can attend training sessions, events and competitions. It also allows members to attend members meetings although they shall have no vote.
 - 18.2 Adult membership – Coaches, club helpers/officers and gymnasts aged over 18 years, who have paid their annual membership, are up to date with their training fees and who agree to abide by the byelaws of the organisation. These members have the right to attend training sessions, events and competition as well as a full vote at members meetings. It also entitles the bearer to stand for election to the board.
 - 18.3 Associate membership – available to all parents, guardians and other individuals who have an interest in furthering the objects. These paid up

members can attend members meetings and have a vote. It also allows the member to stand for election to the board.

- 19 Employees of the organisation are not eligible for membership.
- 20 All trustees, junior and adult members are required to be members of Scottish Gymnastics Association and British Gymnastics Association.
- 21 Coach representatives are eligible to be nominated to the board, although this number should not exceed 50% of the overall board.
- 22 Membership fees shall be set by the board (See Clause 25) and payment must be received in full before the membership is valid.

Application for membership

- 23 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the Trustees at its next board meeting.
- 24 The board may, at its discretion, refuse to admit any person to membership.

The board must notify each applicant promptly of its decision on whether or not to admit him/her to membership.

Membership subscription

- 25 The annual membership subscription shall be decided upon by the board and will be payable each year at a time determined by the board. This membership may be set at different rates for the different membership categories.
- 26 The board will also determine the monthly subscription or training fees. The monthly subscription can be set at different rates for the different session lengths and may include individuals and family rates.
- 27 Said subscriptions will be paid by Standing Order at on the date set by the board, unless circumstances dictate otherwise. The board may alter this, at their discretion and have the power to agree payment terms.
- 28 Non payment of fees for more than **two [2]** months will be subject to membership withdrawal. The board may use discretion in exceptional circumstances.
- 29 Only fully paid up Members may perform in the name of the organisation, and exercise all of the benefits being a member entitled them to.

Register of members

- 30 The board must keep a register of members, setting out
 - 30.1 for each current member:

- 30.1.1 his/her full name and address; and
 - 30.1.2 the date on which he/she was registered as a member of the organisation;
 - 30.2 for each former member - for at least six years from the date on he/she ceased to be a member:
 - 30.2.1 his/her name; and
 - 30.2.2 the date on which he/she ceased to be a member.
- 31 The board must ensure that the register of members is updated within 28 days of any change:
 - 31.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 31.2 which is notified to the organisation.
- 32 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

- 33 Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, he/she will cease to be a member as from the time when the notice is received by the Secretary of the organisation. Any money paid shall not be returned.

Transfer of membership

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

Re-registration of members

- 35 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.
- 36 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 35, the board may expel him/her from membership.

- 37 A notice under clause 35 will not be valid unless it refers specifically to the consequences (under clause 36) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 38 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 board meeting, providing the following procedures have been observed:-
- 38.1 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;
 - 38.2 the member concerned will be entitled to be heard on the resolution at the board meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 39 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 40 The gap between one AGM and the next must not be longer than 15 months.
- 41 Notwithstanding clause 39, 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.
- 42 The business of each AGM must include:-
- 42.1 a report by the chair on the activities of the organisation;
 - 42.2 consideration of the annual accounts of the organisation;
 - 42.3 the election/re-election of charity trustees, as referred to in clauses 70 to 76.
 - 42.4 Appointment of Independent examiner(s).
- 43 The board may arrange a special members' meeting at any time.

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

- 44 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:

- 44.1 the notice states the purposes for which the meeting is to be held; and
 - 44.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 45 If the board receive a notice under clause 44, 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

- 46 At least **fourteen [14]** clear days' notice must be given of any AGM or any special members' meeting.
- 47 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 47.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 47.2 in the case of any other resolution falling within clause 58 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 48 The reference to "clear days" in clause 46 shall be taken to mean that, in calculating the period of notice,
- 48.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
 - 48.2 the day of the meeting itself should also be excluded.
- 49 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.
- 50 Any notice which requires to be given to a member under this constitution must be: -
- 50.1 Communicated in writing to the member, at the address last notified by him/her to the organisation; *or*
 - 50.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation, or
 - 50.3 Posted on the organisation's information board where all members can see it.

Procedure at members' meetings

- 51 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 52 The quorum for a members' meeting is 10% of the total members eligible to vote (adult and associate members) present in person.
- 53 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.
- 54 The chair of the organisation should act as chairperson of each member's meeting.
- 55 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

- 56 Every member has one vote, which must be given in person.
- 57 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 58.
- 58 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 62):
 - 58.1 a resolution amending the constitution;
 - 58.2 a resolution expelling a person from membership under article 38;
 - 58.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 58.4 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);
 - 58.5 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);
 - 58.6 a resolution for the winding up or dissolution of the organisation.

- 59 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 60 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.
- 61 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

- 62 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

- 63 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 64 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 65 The board shall make available copies of the minutes referred to in clause 63 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 116.]

BOARD

Number of charity trustees

- 66 The maximum number of charity trustees is **eleven [11]** 3 of which may be coach representatives.
- 67 The minimum number of charity trustees is **three [3]** 1 of which may be a coach representative.

Eligibility

- 68 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation and has been for a minimum **of one [1]** year.
- 69 A person will not be eligible for election or appointment to the board if he/she is: -
- 69.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or

69.2 an employee of the organisation.

Initial charity trustees

- 70 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.
- 71 The term of office will be 3 years and no trustee should serve more than 2 consecutive terms, unless circumstances dictate otherwise.

Election, retiral, re-election

- 72 A charity Trustee retiring at an AGM will be deemed to have been re-elected unless:-
- 72.1 He/she advises the board prior the conclusion of the AGM that he/she does not wish to be re-appointed as a charity Trustee; or
 - 72.2 An election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 73 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 68 and 69) to be a charity trustee.
- 74 The board may at any time appoint any member (unless he/she is debarred from membership under clause 68 and 69) to be a charity trustee.
- 75 At the first and each subsequent AGM, one third of the elected charity trustees, or the nearest number upwards, shall retire from office - but may then be re-elected under clause 73.
- 75.1 If no other Trustee(s) have decided or agreed to retire, the elected Trustees to retire at each AGM shall be those who have been longest in office since their last election.
- 76 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 76.1 he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - 76.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - 76.3 a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 77 A charity trustee will automatically cease to hold office if: -
- 77.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 77.2 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;
 - 77.3 he/she ceases to be a member of the organisation;
 - 77.4 he/she becomes an employee of the organisation;
 - 77.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 77.6 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;
 - 77.7 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 94);
 - 77.8 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
 - 77.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 78 A resolution under paragraph 77.7, 77.8 or 77.9 shall be valid only if: -
- 78.1 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;
 - 78.2 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
 - 78.3 (in the case of a resolution under paragraph 77.7 or 77.8) 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

- 79 The board must keep a register of charity trustees, setting out
- 79.1 for each current charity trustee:
 - 79.1.1 his/her full name and address;

79.1.2 the date on which he/she was appointed as a charity trustee;
and

79.1.3 any office held by him/her in the organisation;

79.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:

79.2.1 the name of the charity trustee;

79.2.2 any office held by him/her in the organisation; and

79.2.3 the date on which he/she ceased to be a charity trustee.

80 The board must ensure that the register of charity trustees is updated within 28 days of any change:

80.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

80.2 which is notified to the organisation.

81 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

82 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

83 In addition to the office-bearers required under clause 82, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

84 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 68 or 73.

85 A person elected to any office will automatically cease to hold that office: -

85.1 if he/she ceases to be a charity trustee; *or*

85.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

- 86 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.
- 87 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 88 The members may, by way of a resolution passed in compliance with clause 58 (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.
- 89 The trustees may co-opt on members to the Board of Trustees but this number may not exceed $\frac{1}{4}$ of the overall Board following the co-option. For the avoidance of doubt, individuals are co-opted on for their skills and expertise in a specific area and are required to retire at the AGM.
- 90 The trustees may fill any vacancies that may arise. These individuals are required to retire at the next AGM but are available for re-election under clauses 73 - 76.
- 91 To invite donations in support of the organisation.
- 92 To allocate donations to charities, keeping records of any such donations and of feedback from recipients.
- 93 To delegate any of its tasks to a Sub-Committee appointed for any special purpose. Any decision or actions of a Sub-Committee are subject to the authority of the board.

Charity trustees - general duties

- 94 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:-
- 94.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 94.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 94.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 94.3.1 put the interests of the organisation before that of the other party;
 - 94.3.2 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;

- 94.4 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.
- 95 In addition to the duties outlined in clause 94, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 95.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 95.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 96 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 97 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.
- 97 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 but may receive commensurate remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of trustees.
- 98 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

- 99 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.
- 100 The code of conduct referred to in clause 99 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

- 101 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 102 At least **seven (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

- 103 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is **three [3]** charity trustees, present in person.
- 104 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 67, 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.
- 105 The chair of the organisation should act as chairperson of each board meeting.
- 106 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.
- 107 Every charity trustee has one vote, which must be given personally.
- 108 All decisions at board meetings will be made by majority vote.
- 109 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 110 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.
- 111 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.
- 112 For the purposes of clause 111 : -
- 112.1 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;
 - 112.2 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

- 113 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 114 The minutes to be kept under clause 113 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 115 The board shall (subject to clause 116) make available copies of the minutes referred to in clause 113 to any member of the public requesting them.
- 116 The board may exclude from any copy minutes made available to a member of the public under clause 63 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 117 The board may delegate any of their tasks 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.
- 118 When delegating tasks under clause 117, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 119 Any delegation of tasks and/or powers under clause 116 or 117 may be revoked or altered by the board at any time.
- 120 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

- 121 Subject to clause 127, the signatures of two out of three unrelated 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.
- 122 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

- 123 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 124 The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; 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 suitably qualified examiner.

Finance

- 125 The funds of the organisation may only be used to support the stated objectives of the organisation;
- 126 No member of the organisation may receive payment directly or indirectly for services to the organisation other than to reimburse legitimate expenses incurred in its work or by written service provision agreement;
- 127 The Treasurer must lodge all monies in a bank account in the name of the organisation. Cheques may only be drawn on the signature of the Treasurer and one of two other nominated Officers;
- 128 The Treasurer keeps correct accounts showing the financial affairs of the organisation and must arrange for their scrutiny by an independent financial examiner at the end of the financial year 31 July.
- 129 A statement showing the balance of the organisation's funds is presented to the board prior to its submissions to the Annual General Meeting.
- 130 The board will prepare a Trustees' Annual Report for the AGM to explain areas not covered in the financial statements and to show how the financial information presented relates to the organisation and the activities of the organisation;
- 131 All monies due and owing to the organisation shall be recoverable, at law, in the name of the organisation.

MISCELLANEOUS

Dissolution of the Organisation

- 132 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.
- 133 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

- 134 This constitution may (subject to clause 135) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 58) or by way of a written resolution of the members.
- 135 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

- 136 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 136.1 any statutory provision which adds to, modifies or replaces that Act; and
- 136.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 136.1 above.
- 137 In this constitution: -
- “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.