

**Rokzkool Academy will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principle office will be, and remain, in Scotland**

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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 from Inverness.

Name

- 3 The name of the organisation is Rokzkool Academy SCIO referred hereafter as 'the Organisation'.

Objects

- 4 The Organisation will operate as a non-profit distributing charity whose principal objectives are:
 - (a) The advancement of education;
 - (b) The provision or recreational activities and/or facilities with a view to improving the conditions of life of those for whom the activities/facilities are primarily intended; and
 - (c) The advancement of the art, heritage and culture;

Equalities

- 5 In relation to its objectives and aligned to the Equalities Act 2010 the Organisation will:
 - (a) Strive to avoid intentional and unintentional discrimination by virtue of age, disability, gender reassignment, marriage and civil partnership, pregnancy & maternity, race, religion or belief, sex, sexual orientation or any other such artificial barriers or prejudices;
 - (b) Strive to undertake whatever reasonable changes in services or facilities which may be necessary to implement the above.

Powers

- 6 In furtherance of the Objects, the organisation may, in its purpose:
- (a) facilitate access to a range of services for the Members of the organisation and encourage their involvement in planning and developing services relevant to the needs of its members;
 - (b) where necessary, employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the organisation;
 - (c) open and operate a bank account in the name of the organisation and to make and receive payments in furtherance of the objectives of the organisation;
 - (d) engage and pay fees to professional and technical advisers/consultants, where applicable, to assist in the work of the Organisation;
 - (e) engage the services of volunteers to assist in the work of the organisation and reimburse all approved out-of-pocket expenses;
 - (f) enter into partnerships, or contractual agreements which can further the objectives of the organisation;
 - (g) invite donations in support of the organisation, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
 - (h) be affiliated to the any relevant national governing/regulating body – and comply with their regulations and statutes and in addition take out membership of such organisations that are considered to be in the interest of and compatible with the objects of the organisation;
 - (i) arrange and provide for or join in arranging and providing for the holding of meetings, classes, seminars and local training courses;
 - (j) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects, whether in this country or overseas;
 - (k) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects;
 - (l) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the objects and construct, maintain and alter any buildings necessary for the work of the organisation;
 - (m) make regulations for the management of any property which may be so acquired;

- (n) subject to such consents as may be required by law, borrow or raise money and accept gifts on such terms and on such security as shall be deemed to be necessary;
 - (o) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise provided that the organisation shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose, and;
 - (p) do all such other lawful things as are necessary for the attainment of the objects.
 - (q)
- 7 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

- 8 The members of the Organisation have no liability to pay any sums to help to meet the debts, financial or monetary obligations (or other liabilities) of the Organisation if it is wound up or becomes insolvent; accordingly, if the Organisation is unable to meet its debts, at no stage, will the members be held responsible to meet these liabilities.
- 9 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 8 does not exclude (or limit) any personal liabilities the members or charity trustees 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

- 10 The structure of the Organisation consists of:-
- (a) 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;
 - (b) the BOARD - who hold regular meetings, and generally control the activities of the Organisation;
- 11 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 12 **Full Membership** of the Organisation will be open to all individuals over the age of 18 years who wish to assist in the furtherance of the objectives and who agree to operate within the constitution. These members shall have full voting rights at members meetings;
- 13 **Youth Membership** of the Organisation will be open to all individuals under the age of 18 years who wish to assist in the furtherance of the objectives and who agree to operate within the constitution. These Members shall have no voting rights.
- 14 **Associate Memberships** will be open to any organisation, who wish to assist in the furtherance of the objectives and who agree to operate within the constitution *and* whose activities further the objectives of the Charity. This category of membership will have no voting rights.
- 15 The Board of Trustees shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual representing such organisation (as the case may be) shall have the right to be heard by the Board of Trustees before a final decision is made.

Application for membership

- 16 Any person who wishes to become a member must sign a written or send an electronic application for membership; No application for membership will be refused unless it is deemed prejudicial to the interests of the organisation under Clause 27.

Membership subscription

- 17 The membership subscription shall be recommended by the Board of Trustees and agreed upon by way of a simple majority vote of the members at an AGM and will be payable in February of each year.
- 18 Only eligible members who have fulfilled the requirements of their subscriptions may perform in the name of the organisation, vote and take part in Organisation activities.

Register of members

- 19 The board must keep a register of members, setting out Data Protection Act (2018) considerations
- (a) for each current member:
 - (i) his/her full name and essential contact information or that of the organisation and
 - (ii) the date on which he/she was registered as a member of the organisation;
 - (b) for each former member - for at least six years from the date on he/she ceased to be a member:
 - (i) his/her name; and
 - (ii) the date on which he/she ceased to be a member.
- 20 The board must ensure that the register of members is updated within 28 days of any change:
- (a) which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - (b) which is notified to the organisation.
- 21 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;

Withdrawal from membership

- 22 Any person, member or organisation 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 organisation.

Transfer of membership

- 23 Membership of the organisation may not be transferred by a member to any other person and shall terminate on death.

Re-registration of members

- 24 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.
- 25 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 24, the board may expel him/her from membership.
- 26 A notice under clause 24 will not be valid unless it refers specifically to the consequences (under clause 25) of failing to provide confirmation within the 28-day period.

Suspension, refusal or termination of membership

- 27 The management committee shall be entitled to:
- (a) Refuse any application for membership on the grounds that such membership would be prejudicial to the objectives of the organisation. Should a membership application be refused, the prospective member shall have the right to appeal to the management committee before a final decision is made.
 - (b) For good and sufficient reason to refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by the full management committee before a final decision is made and provided that the member may apply for reinstatement at the next general meeting.
 - (c) Any member who fails to pay their fees by the date required shall forfeit their right to representation on the management committee and at general meetings and shall be suspended from taking part in any event under the control of the organisation until such fees are paid.
 - (d) Any member under suspension shall be barred from taking part in any event under the control of the organisation.
 - (e) The management committee shall inform the member in writing of any decision to terminate their membership.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 28 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 29 The gap between one AGM and the next must not be longer than 15 months.
- 30 Notwithstanding clause 28, 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.
- 31 The business of each AGM must include: -
- (a) To approve the minutes of the previous AGM;
 - (b) a report by the chair and/or the Secretary on the activities of the organisation;
 - (c) Treasurer's report and consideration of the annual accounts of the organisation;
 - (d) the approval of the annual accounts;
 - (e) the election/re-election of charity trustees, as referred to in clauses 63 to 66;
 - (f) the appointment of the Independent Examiner or Examiners;
 - (g) motions submitted by the Board of Trustees or by members, and;
 - (h) the transactions of such other matter as may from time to time be necessary.

Power to request the board to arrange an Extraordinary General Meeting (EGM)

- 32 The board may arrange a special members' meeting at any time by a simple majority vote.
- 33 The board must arrange an Extraordinary General Meeting (EGM) if they are requested to do so by a written notice signed by 5% of the membership or 10 members (whichever is the lesser), sent to the Secretary providing:
- (a) the notice states the purposes for which the meeting is to be held; and
 - (b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

- 34 If the board receive a notice under clause 33, the date for the meeting which they arrange in accordance with the notice must not be later than **twenty-eight [28]** days from the date on which they received the notice.

Notice of members' meetings

- 35 At least **twenty-one [21]** clear days' notice must be given of any AGM or any EGM.
- 36 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- (a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - (b) in the case of any other resolution falling within clause 51 (requirement for two-thirds majority (this is the minimum for such a resolution)) must set out the exact terms of the resolution.
- 37 The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,
- (a) the day after the notices are posted (or sent by e-mail) should be excluded; and
 - (b) the day of the meeting itself should also be excluded.
- 38 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 or outcome at the meeting.
- 39 Any notice which requires to be given to a member under this constitution must be: -
- (a) Communicated in writing to the member, at the address last notified by him/her to the Organisation or placed in a prominent place in the usual meeting place; *or*
 - (b) sent by e-mail to the member, at the e-mail address last notified by him/her to the Organisation.

Procedure at members' meetings

- 40 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 41 The quorum for a members' meeting is 55% of the total members or 3 members (whichever is the lesser), present in person.

- 42 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.
- 43 The chair of the organisation should act as chairperson of each members' meeting.
- 44 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.
- 45 Proxy votes shall be permitted where these are notified to the organisation, in a valid format, by a member and received at the registered office of the organisation not less than 48 hours (weekends are excluded from this requirement) before the start of the general meeting. A valid format means that it must:
- (a) state the name and preferred contact information of the member appointing the proxy;
 - (b) identify the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) be signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the organisation in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 46 The organisation may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 47 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 48 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Voting at members' meetings

- 49 Every eligible member has one vote, which must be given in person or by proxy vote as defined under Clause
- 50 All decisions at members' meetings will be made by simple majority vote - with the exception of the types of resolution listed in clause 51.
- 51 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:
- (a) a resolution amending the constitution;
 - (b) a resolution expelling a person from membership under clause 27;
 - (c) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - (d) 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);
 - (e) 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);
 - (f) a resolution for the winding up or dissolution of the organisation.
- 52 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.
- 53 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.
- 54 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.

Minutes

- 55 The board must ensure that proper minutes are taken in relation to all members' meetings.
- 56 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.
- 57 The board shall make available copies of the minutes referred to in clause 55 to any member of the public requesting them; but on the basis that the board may exclude confidential material.

BOARD

Number of charity trustees

58 The maximum number of charity trustees is ten [10].

59 The minimum number of charity trustees is four [4].

Eligibility

60 A person will not be eligible for election or appointment to the board unless he/she is a full member of the organisation.

61 A person will not be eligible for election or appointment to the board if he/she is: -

- (a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
- (b) an employee of the organisation.

Initial charity trustees

62 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

63 At each AGM, the members may elect any member to be a charity trustee (unless he/she is debarred from membership under clause 60 and 61).

64 The board may at any time appoint any member (unless he/she is debarred from membership under clause 60 and 61) to be a charity trustee.

65 Charity Trustees are elected for a period of two [2] years but are then eligible for re-election under clause 66.

66 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -

- (a) 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
- (b) an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

- (c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Termination of office

- 67 A charity trustee will automatically cease to hold office if: -
- (a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - (b) 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;
 - (c) he/she ceases to be a member of the organisation;
 - (d) he/she becomes an employee of the organisation;
 - (e) he/she gives the organisation a notice of resignation, signed by him/her;
 - (f) 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;
 - (g) 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 86);
 - (h) 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
 - (i) he/she is removed from office by a resolution of the members passed at a members' meeting.
- 68 A resolution under paragraph, 67 (g), 67(h)) or 67(i) shall be valid only if: -
- (a) 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;
 - (b) 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
 - (c) (in the case of a resolution under paragraph 67 (g) or 67 (h) 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

- 69 The board must keep a register of Charity Trustees, setting out
- (a) for each current charity trustee:
 - (i) his/her full name and legally required information;
 - (ii) the date on which he/she was appointed as a charity trustee; and
 - (iii) any office held by him/her in the organisation;
 - (b) for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - (i) the name of the charity trustee;
 - (ii) any office held by him/her in the organisation; and
 - (iii) the date on which he/she ceased to be a charity trustee.
- 70 The board must ensure that the register of charity trustees is updated within **28 days** of any change:
- (a) which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - (b) which is notified to the organisation.
- 71 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.

Office-bearers

- 72 The Charity Trustees must elect (from among themselves) a Chairperson, a Treasurer and a Secretary.
- 73 In addition to the office-bearers required under clause 72, the Charity Trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 74 Office-bearers shall retire from office in rotation but may then be re-elected under clause 72 or 73.
- 75 A person elected to any office will automatically cease to hold that office: -
- (a) if he/she ceases to be a Charity Trustee; *or*
 - (b) if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

- 76 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.
- 77 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 78 The members may, by way of a resolution passed in compliance with clause 50 (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.
- 79 The board may fill any vacancies among the Trustees that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.
- 80 To delegate any of its powers to a sub-committee appointed for any special purpose.
- (a) Such sub-committee shall be set up with a special remit which will lay down the purpose of the sub-group, any powers delegated from the main committee and timescales associated with it.
 - (b) The sub-committee shall make recommendations back to the main committee, who shall have all decision-making authority over the sub-committee and shall have the responsibility of those decisions.
 - (c) At least one member of the Board of Trustees shall sit on any sub-committee and provide a report at each Trustee meeting after the sub-committee set up in order to inform the rest of the Committee members on progress to date.
 - (d) The Chairperson is an ex-officio member of all sub-committees.

Trustees - general duties **Legal and Legislative Duties**

- 81 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:-
- (a) seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - (c) in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - (i) put the interests of the organisation before that of the other party;
 - (ii) 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;
 - (d) 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.
- 82 In addition to the duties outlined in clause 81, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- (a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - (b) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 83 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 81c 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.
- 84 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.

- 85 The Charity Trustees may be paid all travelling and other out of pocket 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

- 86 Each of the Charity Trustees shall comply with the code of conduct prescribed by the board from time to time.
- 87 The code of conduct referred to in clause 86 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

- 88 Any Charity Trustee may call or request a meeting of the board *or* ask the secretary to call a meeting of the board.
- 89 At least **fourteen [14]** 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. In such cases, the notice for the meeting shall be 7 days, this notice being given personally to each committee member.

Procedure at board meetings

- 90 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.
- 91 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 90, the remaining Charity Trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take or make any other valid decisions.
- 92 The chair of the organisation should act as chairperson of each board meeting.

- 93 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.
- 94 Every Charity Trustee has one vote, which must be given personally.
- 95 All decisions at board meetings regarding the day to day management of the organisation will be made by simple majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.
- 96 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.
- 97 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.
- 98 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.
- 99 For the purposes of clause 98:-
- (a) 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;
 - (b) 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 Board of Trustees, officer or elected representative has an interest in that matter.

Minutes

- 100 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 101 The board minutes to be kept under clause 100 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 102 The board shall (subject to clause 103) make available copies of the minutes referred to in clause 98 to any member of the organisation requesting them.

- 103 The board may exclude from any copy minutes made available to a member of the public 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

- 104 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.
- 105 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.
- 106 When delegating powers under clause 104 or 105, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 107 Any delegation of powers under clause 104 or 105 may be revoked or altered by the board at any time.
- 108 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

- 109 Subject to clause 115, 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; One of the two signatures must always ideally be the signature of the Treasurer. The two signatories must not be connected persons as defined in clause 127 (d).
- 110 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 111.

Accounting records and annual accounts

- 111 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 112 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

- 113 The funds of the organisation may only be used to support the stated objectives of the organisation;
- 114 No member of the organisation may receive payment directly or indirectly for services to the organisation other than to reimburse legitimate out of pocket expenses incurred by them in their work, on behalf of the organisation, or by written service provision agreement;
- 115 The Treasurer must lodge all monies in a bank account in the name of the organisation. Cheques should only ideally be drawn on the signature of the Treasurer and one of the other nominated Officers.
- 116 The Treasurer keeps correct accounts showing the financial affairs of the organisation and must arrange for their scrutiny by an independent financial accountant at the end of the financial year - 31st March.
- 117 A statement showing the balance of organisation funds held in hand or designated organisation bank account is presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.
- 118 The Committee of Trustees will prepare a Trustees' Annual Report for the AGM to explain any 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;
- 119 All monies due and owing to the organisation shall be recoverable, at law, in the name of the organisation.

MISCELLANEOUS

Dissolution of the Organisation

- 120 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.
- 121 If the organisation is to be dissolved, the Board of Trustees will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a two-thirds majority of the full members, present and voting.
- 122 In special circumstances where the organisation has been awarded monies from funding bodies, then the money remaining and which was ring-fenced for a particular project, will be disposed of in the manner set out by each independent funding body in line with their funding policies and criteria.
- 123 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

- 124 This constitution may (subject to clause 125) 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.
- 125 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

- 126 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- (a) any statutory provision which adds to, modifies or replaces that Act; and
 - (b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 125 (a) above.

127 In this constitution: -

- (a) “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;
- (b) “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.
- (c) “board” refers to the board of trustees.
- (d) “connected persons” means:
 - (i) spouses, civil partners and cohabitees of a charity trustee;
 - (ii) child, stepchild, parent, grandchild, grandparent, brother or sister of a charity trustee (and a spouse of any such person);
 - (iii) an institution controlled by a charity trustee or a person connected with them or two or more trustees/connected persons when taken together;
 - (iv) a body corporate or company in which the charity trustee or a person connected with them has a substantial interest; or
 - (v) a Scottish partnership (business) in which the charity trustee or, a person connected with them is a partner.