



**Amended and Restated**

**Constitution of**

**Ellon & District Men's**

**Shed**



# Contents

<b>General.....</b>	<b>1</b>
Definitions .....	1
Name.....	2
Registered Office .....	2
Definition of Community and Purposes .....	2
Powers .....	2
General Structure of the Organisation .....	3
<b>Members .....</b>	<b>4</b>
Membership .....	4
Application for Membership .....	4
Membership Subscriptions.....	4
Re-Registration of Members .....	4
Liability of Members .....	5
Cessation of Membership .....	5
Register of Members .....	5
<b>Decision Making by the Members .....</b>	<b>6</b>
General Meetings: Meetings Of The Members .....	6
Annual General Meeting .....	6
Notice of General Meeting .....	6
Chairperson of General Meetings.....	7
Quorum at General Meetings .....	7
Voting at General Meetings .....	7
Resolutions .....	8
Meeting Adjournment.....	9
<b>Board Charity Trustees .....</b>	<b>9</b>
Organisation Management.....	9
Composition Of The Board Of Charity Trustees.....	10
Appointment of Charity Trustees .....	10
Elected Charity Trustees.....	10
Co-Opted Charity Trustees .....	11
Vacancy.....	11
Charity Trustees – General Duties.....	11
Code of Conduct for Charity Trustees.....	12
Register of Charity Trustees .....	12
Termination of Charity Trustees Office .....	13
<b>Decision Making by the Charity Trustees.....</b>	<b>14</b>
Chairperson and Vice-Chairperson.....	14
Board Meetings .....	14
Voting at Board Meetings .....	15
Sub-Committees .....	15
<b>Administration and Finance .....</b>	<b>15</b>
Constraints On Payments/Benefits To Members And Charity Trustees .....	15
Personal Interests & Conflicts Of Interest.....	16
Office Bearers .....	17
Finances & Accounts.....	17
Notices.....	18
Records of Meetings.....	18

Indemnity..... 18

Amendment to the Clauses ..... 18

Dissolution..... 18

# General

## Definitions

In this constitution, the following definitions apply throughout:

- “**2005 Act**” means the Charities and Trustee Investment (Scotland) Act 2005 and every statutory modification and re-enactment thereof for the time being in force.
- “**AGM**” means an Annual General Meeting.
- “**Board**” means the Board of Charity Trustees.
- “**Charity**” means a body entered in the Scottish Charity Register as defined under section 106 of Charities and Trustee Investment (Scotland) Act 2005.
- “**Charity Trustees**” means the persons having the general control and management of the Organisation.
- “**Clauses**” means any clause.
- “**Clear days**”, in relation to notice of a meeting or document, means a period excluding weekends, public holidays and the day when notice is given and the day of the meeting or document delivered.
- “Community” has the meaning given in clause 4.
- “**GM**” means a General Meeting.
- “**Individual**” means a human/person.
- “**Meeting**” means physical, virtual or combination of both.
- “**Members**” means those individuals who have joined this Organisation.
- “**Notice**” and “**Notify**” means communication in the first instance by email or failing that postal.
- “**Organisation**” means the SCIO whose constitution this is.
- “**OSCR**” means the Office of the Scottish Charity Regulator.
- “**Property**” means any property, assets or rights, heritable or moveable, wherever situated in the world.
- “**SCIO**” means Scottish Charitable Incorporated Organisation.
- “**them**” and “**their**” refer to individuals either he, she or they.

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

These Clauses supersede any model clauses. Any words or expressions defined in the 2005 Act shall, if not inconsistent with the subject or context, bear the same meanings in the Clauses.

## **Name**

1. The name of the Organisation is Ellon & District Men's Shed, "the Organisation".
2. The Organisation is a two tier Scottish Charitable Incorporated Organisation registered in OSCR's Charity Register, SC044586. The Organisation shall do or not do anything which would lead to or cause OSCR to revoke the Organisation's Charity Register listing.

## **Registered Office**

3. The principal office of the Organisation is in Scotland and must remain in Scotland.

## **Definition of Community and Purposes**

4. The Organisation has been formed to benefit the 'communities of Buchan and Formartine, Aberdeenshire' for men and women with the following purposes, the "Purposes":
  - 4.1. to provide recreational facilities and advance the social needs, health and wellbeing of men and women of all ages and backgrounds;
  - 4.2. creating, developing and maintaining a facility, namely a Men's Shed;
  - 4.3. offering opportunities for men and women to meet and undertake physical, purposeful and recreational activities of their choice;
  - 4.4. reducing isolation of men and women thus contributing to their physical and mental well being; and
  - 4.5. developing the capacity of men and women to share their skills and knowledge with others in the community.

## **Powers**

5. The Ellon & District Men's Shed has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, but without limiting the range of powers available under the 2005 Act, the Ellon & District Men's Shed has power:
  - 5.1. to encourage and develop a spirit of voluntary or other commitment by, or co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes;
  - 5.2. to promote and carry out research, surveys and investigations and to promote, develop and manage initiatives, projects and programmes;
  - 5.3. to provide advice, consultancy, training, tuition, expertise and assistance;
  - 5.4. to prepare, organise, promote and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops, to collect, collate, disseminate and exchange information and to prepare, produce, edit, publish, exhibit and distribute clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;

- 5.5. to purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation;
- 5.6. providing empowerment exists; to construct, convert, improve, develop, conserve, maintain, alter and demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate, or arrange for the professional or other appropriate management and operation of the Organisation's property;
- 5.7. providing empowerment exists; to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Organisation;
- 5.8. to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;
- 5.9. to employ, contract with, train and pay such staff, whether employed or self-employed, as are considered appropriate for the proper conduct of the activities of the Organisation;
- 5.10. to take such steps as may be deemed appropriate for the purpose of raising funds for the activities of the Organisation;
- 5.11. to accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely, conditionally or in trust;
- 5.12. to set aside funds not immediately required as a reserve or for specific purposes;
- 5.13. to invest any funds which are not immediately required for the activities of the Organisation in such investments as may be considered appropriate, which may be held in the name of a nominee Organisation under the instructions of the Board of Trustees, and to dispose of, and vary, such investments;
- 5.14. to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the purposes;
- 5.15. to enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable organisation;
- 5.16. to effect insurance of all kinds, which may include indemnity insurance in respect of Trustees and employees;
- 5.17. to oppose, or object to, any application or proceedings which may prejudice the interests of the Organisation;
- 5.18. to pay the capital and expense costs of the Organisation; and
- 5.19. to carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.

## **General Structure of the Organisation**

### **6. The Organisation is composed of:**

- 6.1. the Members who have the right to attend Members' Meetings, including GM, and have important powers under the constitution; in particular, the Members appoint people to serve on the Board and take decisions on amendment(s) to the Constitution itself; and

- 6.2. the Board who hold regular meetings, and generally control the activities of Ellon & District Men's Shed; for example, the Board is responsible for monitoring and controlling the financial position of the Organisation.
- 6.3. the people serving on the Board are referred to in this Constitution as Charity Trustees.

## **Members**

### **Membership**

- 7. The Members of the Organisation shall consist of those individuals who are admitted to membership under the following clauses.
- 8. The Organisation shall have not fewer than 20 Members at any time; and
  - 8.1. in the event that the number of Members falls below 30 the Board may conduct only essential business other than taking steps to ensure the admission of sufficient Members to achieve the minimum number.
- 9. Membership of the Organisation is open to
  - 9.1. men and women aged 18 or over who are members of the Community and support the purposes and activities which the Organisation exists to promote.
  - 9.2. if a Member ceases to fulfil the criteria within clause 9.1. that Member must inform the Organisation.

### **Application for Membership**

- 10. No individual may become a Member unless that individual has submitted a written application for membership in the form prescribed by the Charity Trustees and the Charity Trustees have approved the application.
  - 10.1. the term of membership is five years and may be re-newed every five years thereafter.
  - 10.2. the Charity Trustees shall consider applications for membership at the next Board meeting.
  - 10.3. the Charity Trustees shall assess each application to determine whether the applicant meets the criteria for becoming a Member promptly and notifies the applicant their decision.
- 11. Membership of the Organisation is not transferred by a Member.

### **Membership Subscriptions.**

- 12. Members are not required to pay a membership subscription.

### **Re-Registration of Members**

- 13. The Board shall issue a re-registration notice to each Member on expiry of their term of membership and may, at any time, issue notices to the Members requiring them to confirm that they wish to remain as members of the Organisation, allowing them a period of 28 clear days to provide that confirmation to the Board.



- 13.1. if a Member fails to provide a confirmation notice to the Board that they wish to remain as a Member of the Organisation before the expiry of the 28 clear day period referred to in clause 13, the Board may expel them from Membership.
- 13.2. a notice under clause 13 shall not be valid unless it refers specifically to the consequences, under clause 13.1 of failing to provide confirmation within the 28 clear day period.

## **Liability of Members**

14. The Members of the Organisation have no liability to pay any sums to help to meet the debts, or other liabilities, of the Organisation if it is wound up; accordingly, if the Organisation is unable to meet its debts, the Members will not be held responsible.
15. The Members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 14 does not exclude, or limit any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

## **Cessation of Membership**

16. A Member shall cease to be a Member if:
  - 16.1. that Member sends a written notice of resignation to registered office of the Organisation; they will cease to be a Member as from the time when the notice is received by the Organisation;
  - 16.2. that Member has failed to respond to any re-registration request under clause 13;
  - 16.3. a resolution that that Member be expelled, where that Member's conduct, in their capacity as a Member, has been detrimental to the effective functioning of the Organisation, is passed by special resolution at a GM, notice of which shall state:
    - 16.3.1. the full text of the resolution proposed; and
    - 16.3.2. the grounds on which it is proposedat which the Member is entitled to be heard;
  - 16.4. in the case of a Member that has died, with immediate effect;
  - 16.5. where the Member is a Charity Trustee of the Organisation, that Member has failed to comply with the code of conduct for Trustees in a manner which would result in them ceasing to be a Trustee and a Member.

## **Register of Members**

17. The Board must keep a register of Members, setting out for each current member:
  - 17.1. their full name;
  - 17.2. their address; and
  - 17.3. the date on which they were registered and if applicable re-registered as a Member of the Organisation.

- 17.4. for each former Member the register must set out, for at least six years from the date on they ceased to be a member:
  - 17.4.1. their name;
  - 17.4.2. the date on which they ceased to be a member: and
  - 17.4.3. for three years their address.
- 17.5. the Board must ensure that the register of Members is updated within 28 days of receiving notice of any change.

## **Decision Making by the Members**

### **General Meetings: Meetings Of The Members**

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

### **Annual General Meeting**

- 19. The Board shall convene one GM a year as an AGM.
  - 19.1. the business of each AGM shall include:
    - 19.1.1. a report by the Chairperson on the activities of the Organisation;
    - 19.1.2. the election of Elected Charity Trustees;
    - 19.1.3. consideration of the accounts of the Organisation;
    - 19.1.4. a report of the examiner or auditor if applicable; and
    - 19.1.5. the appointment of the examiner or auditor as the case may be.

### **Notice of General Meeting**

- 20. Subject to the terms of clause 65, notice of a GM shall be given as follows:
  - 20.1. at least 14 Clear Days' notice shall be given of any GM.
  - 20.2. the notice shall specify the place, date and time of the GM, the general nature of business to be dealt with at the meeting; and
    - 20.2.1. in the case of a resolution to amend the constitution, must set out the exact terms of the proposed amendments(s); and
    - 20.2.2. in the case of any Special Resolution, as defined in clause 27, shall set out the exact terms of the resolution.

- 20.3. notice of every Members' meeting shall 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 shall not invalidate the proceedings at the meeting.

## **Chairperson of General Meetings**

### **21. Chairperson**

- 21.1. The Chairperson of the Organisation shall act as Chairperson of each GM.
- 21.2. If the Chairperson is not present or willing to do so the Vice-Chairperson of the Organisation shall act as Chairperson of the GM.
- 21.3. If neither the Chairperson nor the Vice-Chairperson is present or willing to act as Chairperson of the GM within 15 minutes after the time at which it was due to start, the Charity Trustees present shall elect from among themselves one of the Elected Charity Trustees who will act as Chairperson of that GM.

## **Quorum at General Meetings**

### **22. The quorum for a GM shall be the greater of:**

- 22.1. 11 Members; or
- 22.2. 10% of the Members,

present either in person or by virtual.

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

- 22.3. If a quorum is not present within 15 minutes after the time at which the GM was due to start, or if during a GM a quorum ceases to be present, the GM shall be adjourned until such time, date and place as may be fixed by the Chairperson of the GM.
- 22.4. The Board may make arrangements in advance of a GM to allow Members to fully participate remotely, so long as all those participating in the meeting can communicate with each other and all Members, may vote during the meeting. A Member participating remotely by such means shall be deemed to be present in person at the GM.

## **Voting at General Meetings**

### **23. The Chairperson of the meeting shall endeavour to achieve consensus wherever possible but, if necessary, matter(s) in question arising shall be decided by being put to the vote.**

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

23.1.1. a secret ballot may be demanded by:

23.1.2. the chairperson of the GM; or

23.1.3. at least two Members present at the GM,

before a show of hands and must be taken immediately and in such manner as the chairperson of the GM directs. The result of a secret ballot shall be declared at that

GM.

- 24. the event of an equal number of votes for and against any resolution, the Chairperson of the meeting shall have a vote in their capacity as a member of the Organisation.
- 25. there shall be no ability for proxy voting.

## **Resolutions**

- 26. At any GM an Ordinary Resolution put to the vote of the meeting may be passed by a simple majority of the Members voting in person.
- 27. Certain resolutions must be passed as Special Resolutions, including resolutions:
  - 27.1. to amend the name of the Organisation; or
  - 27.2. to amend the Purposes; or
  - 27.3. to amend these Clauses; or
  - 27.4. to wind up the Organisation in terms of clause 69.

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

- 28. Ordinary and Special Resolutions may be passed in writing, rather than at a General Meeting, and shall have effect as if they had been passed at a GM, provided the terms of this Clause are followed.
  - 28.1. An Ordinary Resolution may be passed in writing if signed by a simple majority of all the Members.
  - 28.2. A Special Resolution to wind up the Organisation may be passed in writing if signed by all the Members.
  - 28.3. Any other Special Resolution may be passed in writing if signed by not less than two thirds of all the Members.
  - 28.4. Written resolutions shall be notified to all Members at the same time, the “Circulation Date”.
  - 28.5. Written resolutions must be accompanied by a statement informing the Member:
    - 28.5.1. how to signify agreement to the resolution;
    - 28.5.2. how to return the signed resolution to notify the Organisation;
    - 28.5.3. the date by which the resolution must be passed if it is not to lapse; that is, the date which is 28 clear days after the Circulation Date; and
    - 28.5.4. that they will be deemed to have abstained to the resolution if they fail to reply.
  - 28.6. A written resolution may consist of several documents in the same form, each signed by or on behalf of one or more Members.

- 28.7. Once a Member has signed and notified the Organisation that Members' agreement is irrevocable.
- 28.8. The Members may require the Organisation to circulate a resolution by notification.
  - 28.8.1. The resolution must be requested by at least 5% of the Members. Requests must be notified to the Organisation and must identify the resolution and may be accompanied by a statement not exceeding 1,000 words which the Organisation will also be required to circulate.
  - 28.8.2. The Board may reject the resolution but must provide reasons for doing so to the Members requesting the resolution.
  - 28.8.3. If accepted, the Organisation shall notify Members the resolution and any accompanying statement within 21 days, and may require the requesting Members to cover the expenses it incurs circulating the resolution.

## **Meeting Adjournment**

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

## **Board Charity Trustees**

### **Organisation Management**

- 30. The affairs, property and funds of the Organisation shall be directed and managed by a Board of Charity Trustees. The Board:
  - 30.1. shall set the strategy and policy of the Organisation;
  - 30.2. shall, where no employees or managers are appointed, be responsible for the day-to-day management of the Organisation;
  - 30.3. shall hold regular meetings between each AGM, meeting as often as necessary to dispatch all business of the Organisation;
  - 30.4. shall monitor the financial position of the Organisation;
  - 30.5. shall direct and manage the affairs and Property of the Organisation;
  - 30.6. shall generally control and supervise the activities of the Organisation;
  - 30.7. may, on behalf of the Organisation, do all acts which may be performed by the Organisation, other than those required to be performed by the Members at a GM;
  - 30.8. may exercise the powers of the Organisation; and
  - 30.9. may not also be paid employees of the Organisation.

## **Composition Of The Board Of Charity Trustees**

31. The number of Charity Trustees shall be not less than five and the total number of Charity Trustees shall not be more than 11. The number of Member Charity Trustees must always exceed non-member Co-opted Charity Trustees.

## **Appointment of Charity Trustees**

32. at each GM of the Organisation, the Board shall comprise the following individual persons:
- 32.1. up to 11 Members elected as Charity Trustees by the Members in accordance with clause 33, “the Elected Charity Trustees”; and.
  - 32.2. subject to clause 31, up to 3 co-opted Trustees in accordance with clause 34, “the Co-opted Charity Trustees”.
  - 32.3. Employees of the Organisation may not be nominated as or become Charity Trustees.

## **Elected Charity Trustees**

33. At each AGM of the Organisation, the Members shall elect Members as Elected Charity Trustees.
- 33.1. Elected Charity Trustees must be nominated in writing by at least two Members. Such nominations must contain confirmation from the nominee that they are willing to act as an Elected Charity Trustee and must be delivered to the registered office of the Organisation at least seven days before the AGM.
  - 33.2. Each Member has one vote for each vacancy in the Elected Charity Trustees on the Board.
  - 33.3. Elected Charity Trustees election and term of office
    - 33.3.1. At each AGM, one-third of the Elected Charity Trustees, rounding upwards if this is not a whole number, shall retire from office.
    - 33.3.2. The incumbent Charity Trustees shall continue their term of office until the end of the AGM.
    - 33.3.3. Those Charity Trustees seeking re-election may be elected at any time during the AGM however their term of office and duties start at the end of that meeting.
    - 33.3.4. An Elected Charity Trustee retiring at an AGM may retire at any time during that meeting however their term of office and duties continues until the end of that meeting.
    - 33.3.5. A newly Elected Charity Trustee at an AGM may be elected at any time during that meeting however their term of office and duties start at the end of that meeting.
  - 33.4. A retiring Charity Trustee shall be eligible for re-election.
  - 33.5. The Elected Charity Trustee Retirement

- 33.5.1. The Elected Charity Trustee(s) to retire at an AGM shall be those who have been longest in office since their election/re-election, unless other Elected Charity Trustee(s) have agreed to retire at that AGM.
- 33.5.2. Retiring Elected Charity Trustees who were appointed on the same date, shall agree between the Individuals who will retire or otherwise determined by lot.

### **Co-Opted Charity Trustees**

- 34. Subject to clause 31, the Charity Trustees may appoint Individuals as Charity Trustees to ensure a spread of skills and experience within the Board, “Co-opted Charity Trustees” and may remove a Co-opted Charity Trustee at any time.
  - 34.1. A Co-opted Charity Trustee shall retire at the AGM following their appointment. Following the AGM they may make it known they are available for reappointment by the Charity Trustees.
  - 34.2. A Co-opted Charity Trustee can be removed from office at any time by a simple majority of the Board.
  - 34.3. For the avoidance of doubt, a Co-opted Charity Trustee may participate fully in at all Board meetings which they attend, and is eligible to vote at them.

### **Vacancy**

- 35. The Board may from time to time fill any casual vacancy arising from an Elected Charity Trustee retiral or deemed retiral for any reason from the Organisation’s Membership. Any appointment under this clause shall be effective until the next AGM.

### **Charity Trustees – General Duties**

- 36. 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:
  - 36.1. seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
  - 36.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
  - 36.3. in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party, put the interests of the Organisation before that of the other party; where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other Charity Trustees with regard to the matter in question;
  - 36.4. 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.
- 37. In addition to the duties outlined in clause 36, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:

- 37.1. that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and
- 37.2. that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.
- 38. Provided they have declared their interest - and have not voted on the question of whether or not the Organisation should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the group in which they have a personal interest; and, subject to clause 56 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005, they may retain any personal benefit which arises from that arrangement. No Charity Trustee may serve as an employee, full time or part time, of the Organisation; and no Charity Trustee may be given any remuneration by the Organisation for carrying out their duties as a Charity Trustee.
- 39. The Charity Trustees may be paid all traveling 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**

- 40. 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.
- 41. The code of conduct shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

### **Register of Charity Trustees**

- 42. The Board shall keep a register of Charity Trustees, setting out for each current Charity Trustee:
  - 42.2.1. the name of the Charity Trustee;
  - 42.2.2. the address of the Charity Trustee;
  - 42.2.3. the date on which they were appointed as a Charity Trustee; and
  - 42.2.4. any office held by them in the Organisation.
- 42.1. Where the Charity Trustee is appointed by OSCR under section 70A of the 2005 Act it must be recorded in the register.
- 42.2. For each former Charity Trustee the register must set out, for at least 6 years from the date on which they ceased to be a Charity Trustee:
  - 42.2.1. the name of the Charity Trustee;
  - 42.2.2. any office held by the Charity Trustee in the Organisation;
  - 42.2.3. the date on which they ceased to be a Charity Trustee.



- 42.3. The Board must ensure that the register of Charity Trustees is updated within 28 clear days of receiving notice of any change.
- 42.4. If any person requests a copy of the register of Charity Trustees, the Board must ensure that a copy is supplied to them within 28 clear days, providing the request is reasonable; if the request is made by a person who is not a Charity Trustee of the Organisation, the Board may provide a copy which has the name and address of any of the Charity Trustees blanked out. The name of a Charity Trustee may only be blanked out if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

## **Termination of Charity Trustees Office**

43. A Charity Trustee will automatically cease to hold office if: -

- 43.1. they give the Organisation a notice of resignation, signed by them;
- 43.2. they become an employee of the Organisation;
- 43.3. in the case of a Charity Trustee co-opted under clause 34 the Board under clause 34.2 vote to end the appointment;
- 43.4. they become disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 43.5. they are 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 them from office;
- 43.6. they become incapable for medical reasons of carrying out their duties as a Charity Trustee - but only if that has continued, or is expected to continue, for a period of more than six months;
- 43.7. they are removed from office by resolution of the Board on the grounds that they are considered to have committed a material breach of the code of conduct for Charity Trustees, as referred to in clauses 40;
- 43.8. they are removed from office by resolution of the Board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the 2005 Act;
- 43.9. they become prohibited from being a Charity Trustee by virtue of section 69(2) of the 2005 Act
- 43.10. they commit any offence under section 53 of the 2005 Act.

44. Clauses 43.7 and 43.8 apply only if the following conditions are met:

- 44.1. the Charity Trustee who is subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for removal is to be proposed;
- 44.2. the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed prior to the resolution being put to a vote; and
- 44.3. at least two thirds of the Charity Trustees then in office vote in favour of the resolution.

# **Decision Making by the Charity Trustees**

## **Chairperson and Vice-Chairperson**

45. The Board shall meet as soon as practicable meeting immediately after each AGM or following the resignation of the existing Chairperson/Vice-Chairperson to appoint:
- 45.3.1. an Elected Charity Trustee to chair Board meetings and GMs, the “Chairperson”, and
  - 45.3.2. an Elected Charity Trustee to chair Board meetings and GMs in the event that the Chairperson is not present and willing to do so, the “Vice Chairperson”.
- 45.1. In the event that:
- 45.1.1. the Chairperson is not present and willing to act within 15 minutes of the time at which the GM/Board meeting is due to start, or no Chairperson is currently appointed; and
  - 45.1.2. the Vice-Chairperson is not present and willing to act within 15 minutes of the time at which the GM/Board meeting is due to start, or no Vice-Chairperson is currently appointed, the Charity Trustees present must appoint an Elected Charity Trustee to chair the GM/Board meeting.

## **Board Meetings**

46. The quorum for Board meetings shall be not less than 50% of all the Trustees, a majority of whom are Elected Charity Trustees. No business shall be dealt with at a Board meeting unless such a quorum is present.
- 46.1. A Charity Trustee shall not be counted in the quorum at a meeting, or at least the relevant part thereof, in relation to a resolution on which, whether because of personal interest or otherwise, they are not entitled to vote.
  - 46.2. The Board may make any arrangements in advance of any Board meeting to allow members to fully participate in such meetings so long as all those participating in the meeting can clearly comprehend each other; a Member participating in any such means other than in person shall be deemed to be present in person at the Board meeting.
47. Seven Clear Days’ notice in writing shall be given of any meeting of the Board at which a decision in relation to any of the matters referred to in clause 27 is to be made, which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided.
- 47.1. All other Board meetings shall require not less than seven days’ prior notice, unless all Charity Trustees agree unanimously in writing to dispense with such notice on any specific occasion.
  - 47.2. On the request of a Charity Trustee the Chairperson shall summon a meeting of the Board by notice served upon all Charity Trustees, to take place at a reasonably convenient time and date.
48. No amendment of the Clauses and no direction given by Special Resolution shall invalidate any prior act of the Board which would have been valid if that amendment had not been made or that direction had not been given.

49. The Board may act notwithstanding any vacancy in it, but where the number of Charity Trustees falls below the minimum number specified in clause 31, it may not conduct any business other than to appoint sufficient Charity Trustees to match or exceed that minimum.
50. The Board may invite or allow any person to attend and speak, but not to vote, at any meeting of the Board or of its sub-committees.
51. The Board may from time to time promulgate, review and amend any Ancillary Regulations, Guidelines and/or Policies, subordinate at all times to these Clauses, as it deems necessary and appropriate to provide additional explanation, guidance and governance to Members/ Charity Trustees.

## **Voting at Board Meetings**

52. The Chairperson of the Board meeting shall endeavour to achieve consensus wherever possible but, if necessary, questions arising that need a decision, shall be decided by being put to the vote,
  - 52.1. Each Charity Trustee present, and who is eligible to vote, has one vote. In the event of an equal number of votes for and against any resolution at a Board meeting, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.
  - 52.2. A resolution in writing shall be as valid and effectual as if it had been passed at a meeting of the Board or of a sub-committee. A resolution may consist of one or several documents in the same form each signed by one or more Charity Trustees or Members of any relative sub-committee as appropriate.

## **Sub-Committees**

53. The Board may delegate any of its powers to sub-committees, each consisting of not less than one Charity Trustee and such other person or persons as it thinks fit or which it delegates to the committee to appoint.
  - 53.1. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any remit and regulations imposed on it by the Board. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Clauses for regulating the meetings and proceedings of the Board so far as applicable and so far as they are not superseded by any regulations made by the Board.
  - 53.2. Each sub-committee shall ensure the regular and prompt circulation of, the minutes of its meetings to all Charity Trustees.

## **Administration and Finance**

### **Constraints On Payments/Benefits To Members And Charity Trustees**

54. The income and property of the Organisation shall be applied solely towards promoting the Purposes and do not belong to the Members. Any surplus income or assets of the Organisation are to be applied for the benefit of the Community.
55. No part of the income or property of the Organisation shall be paid or transferred, directly or indirectly, to the members of the Organisation, or to any other individual, whether by way of dividend, bonus or otherwise, except in the circumstances provided for in clause 56.

56. No benefit, whether in money or in kind, shall be given by the Organisation to any Member or Charity Trustee except the possibility of:
- 56.1. repayment of out-of-pocket expenses, subject to prior documented agreement by the Board;
  - 56.2. reasonable remuneration in return for specific services actually rendered to the Organisation, in the case of a Charity Trustee such services must not be of a management nature normally carried out by a Trustee of an Organisation;
  - 56.3. payment of interest at a rate not exceeding the commercial rate on money lent to the Organisation;
  - 56.4. payment of rent at a rate not exceeding the open market rent for property let to the Organisation;
  - 56.5. the purchase of property from any Member or Charity Trustee provided that such purchase is at or below market value;
  - 56.6. the sale of property to any Member or Charity Trustee provided that such sale is at or above market value; or
  - 56.7. payment by way of any indemnity, where appropriate in accordance with clause 67.
57. Where any payment is made under clause 55, the terms of clause 58 shall be observed.

### **Personal Interests & Conflicts Of Interest**

58. Whenever a Charity Trustee finds that there is a personal interest, as defined in sub-clauses 58.3 and 58.4, they have a duty to declare this to the Board meeting in question.
- 58.1. 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 they have a personal interest or duty which conflicts, or may conflict, with the interests of the Organisation.
  - 58.2. It will be up to the Chairperson of the meeting in question to determine:
    - 58.2.1. whether the potential or real conflict simply be noted in the Minutes of any relevant meeting, or
    - 58.2.2. whether the Charity Trustee in question, whilst being permitted to remain in the meeting in question, must not partake in discussions or decisions relating to such matter, or
    - 58.2.3. whether the Charity Trustee in question should be required to be absent during that particular element of the meeting. Where a Charity Trustee leaves, or is required to leave, the meeting they no longer form part of the quorum for that meeting.
  - 58.3. 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;

- 58.4. A Charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, Member of the management committee, officer or elected representative has an interest in that matter.
- 58.5. The Board shall determine from time to time what interests shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained, which shall be open for inspection by both the Board and members of the Organisation and, with the express prior written approval of the Charity Trustee or employee concerned, by members of the public.

## **Office Bearers**

59. The charity trustees shall elect, from among themselves, a chairperson, a treasurer and a secretary.
60. In addition to the office-bearers required under clause 59, the charity trustees may elect, from among themselves, further office-bearers if they consider that appropriate.
61. All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected by the board, after the AGM, under clause 19 or 60.
62. A person elected to any office will automatically cease to hold that office:
- 62.1. if they cease to be a charity trustee; or
  - 62.2. if they give to the Organisation a notice of resignation from that office.

## **Finances & Accounts**

63. The Board shall determine:
- 63.1. which banks or building societies the bank accounts of the Organisation shall be held with;
  - 63.2. how bank accounts shall be maintained and operated; and
  - 63.3. how cheques, on-line banking and other negotiable instruments, and receipts for monies paid to and by the Organisation, shall be signed, drawn, accepted, endorsed or otherwise executed.
64. The Board shall cause accounting records to be kept for the Organisation in accordance with the requirements of the 2005 Act and other relevant legislation.
- 64.1. The accounting records shall be maintained by the Treasurer, or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board thinks fit and shall always be open to the inspection of the Trustees.
  - 64.2. The Board shall prepare annual accounts, complying with all relevant statutory requirements, and must ensure the accounts are examined or audited, as appropriate, by a qualified examiner or auditor.
  - 64.3. At each AGM, the Board shall provide the Members with a copy of the accounts for the period since the last preceding accounting reference date. The accounts shall be accompanied by proper reports of the Board. The 'accounting reference date' is the official name for the year end.

- 64.4. Copies of such accounts shall, not less than 21 clear days before the date of the General Meeting, be delivered or sent to all members, Charity Trustees, the Office Bearers and the auditor, or otherwise be available for inspection on the website or other location of the Organisation, with all members, Charity Trustees, the Organisation Secretary and the auditor being made aware that they are so available for inspection there.

## **Notices**

65. The Organisation may serve a notice to Members as determined by the Board. A notice is deemed to have been served on the day following the day on which it was sent.

## **Records of Meetings**

66. The Board shall cause minutes to be made of all appointments of officers made by it and of the proceedings of all General Meetings and of all Board meetings and of sub-committees, including the names of those present, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed after approval, either by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **Indemnity**

67. Subject to the terms of the 2005 Act and without prejudice to any other indemnity, the Charity Trustees, or Member of any sub-committee, the Organisation Office Bearers and all employees of the Organisation may be indemnified out of the funds of the Organisation against any loss or liability, including the costs of defending successfully any court proceedings, which he, she or they may incur or sustain, in connection with or on behalf of the Organisation.

## **Amendment to the Clauses**

68. Subject to the terms of this clause, this constitution may be altered by a Special Resolution of the members passed in accordance with clause 27 or 28.3.
- 68.1. Any changes to the purposes set out in clause 4 are subject to written consent being obtained from OSCR, and its successors, in terms of section 16 of the Charities and Trustee Investment (Scotland) Act 2005
- 68.2. The Board must notify OSCR, and its successors, of any changes to the constitution not relating to the purposes, in terms of section 17 of The Charities and Trustee Investment (Scotland) Act 2005

## **Dissolution**

69. The Organisation may be wound up or dissolved only on the passing of a Special Resolution for that purpose in accordance with clauses 27 and 28.4, and subject to written consent being obtained from OSCR.
- 69.1. If, on the winding-up of the Organisation, any property or assets remains after satisfaction of all its debts and liabilities, such property shall be given or transferred to such other community body or bodies or charitable group, which has purposes which resemble closely the purposes of the Organisation, as may be:

- 69.1.1. determined by not less than two thirds of the Ordinary Members of the Organisation voting at a General Meeting called specifically, but not necessarily exclusively, for the purpose; and
- 69.1.2. approved by OSCR or its successors.

Name, print      ANDREW LEONARD

Signature      

Position      CHAIRMAN

Date      28/4/25