

Fife Family History Society (SCIO)
will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principal office will be, and remain, in Scotland.

original charity registered in August 1996, SC025246

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GENERAL

Type of Society

- 1 The Fife Family History Society will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Scottish principal office

- 2 The principal office of the Society will be in Scotland (and must remain in Scotland), and operate from Fife.

Name

- 3 The name is Fife Family History Society (SCIO), referred to hereafter as 'the Society'.

Purposes

- 4 The Society is a non-profit distributing charity whose principal purposes are:
 - 4.1 The advancement of the arts, heritage, culture or science
 - 4.2 The advancement of citizenship and/or community development
- 5 In furtherance of these purposes, the Society seeks:
 - 5.1 To promote and increase public interest, appreciation, and knowledge in the family history of Fife by presenting public talks, supporting local authors, writers and historians and other events that support and encourage participation.
 - 5.2 To provide opportunities for research, discussing publications, visual displays and any other such facilities and activities as the trustees shall from time to time determine.
 - 5.3 To do all lawful things which are deemed to further the purposes of the Society.

Powers

- 6 In furtherance of the purposes, the Society has the following powers:
 - 6.1 Open and operate a bank account in the name of the Society and to make and receive payments to this account in furtherance of the objects of the Society.
 - 6.2 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.
 - 6.3 Lend resources and equipment to members who wish to pursue Fife Family History research.
 - 6.4 Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription or otherwise including organised fundraising events.
 - 6.5 To invite donations in support of the Society, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients.
 - 6.6 To make application for and secure grants from public bodies, charitable institutions, voluntary Trusts, the Lottery commission and other agencies or organisations to fund the Society's purposes.
 - 6.7 Purchase, take on lease or exchange, hire or otherwise acquire any property, including land, or equipment 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 Society.
 - 6.8 Make regulations for the management of any property or equipment which may be so acquired.

- 6.9 Invest any funds which are not immediately required for the Society's objects in or upon such investments securities or property as may be considered appropriate (and to dispose of, and vary such investments), subject to any conditions as may at the time be imposed or required by law.
- 6.10 To effect insurance of all kinds (which may include officers' liability insurance).
- 6.11 Enter into partnerships or contractual agreements which can further the objects of the Society.
- 6.12 To subscribe to, become a member of, merge or amalgamate with, enter into any partnership or joint venture arrangement with or co-operate with any other SCIO whose objects are wholly or in part similar to those of the Society, but may not merge or amalgamate with any other type of charity, institution, organisation or body.
- 6.13 To be affiliated to the relevant national governing body and comply with 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 Society.
- 6.14 To liaise with other community historic or heritage bodies, Scottish and National Bodies, Scottish Government departments and agencies, and other appropriate bodies to further the Society's objects.
- 6.15 Facilitate access to a range of services for the members of the Society and encourage their involvement in planning and developing services relevant to the needs of its members.
- 6.16 Employ and pay any person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Society.
- 6.17 Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- 6.18 Engage the services of professionals and volunteers to assist in the work of the Society and reimburse approved out-of-pocket expenses.
- 6.19 Collaborate with statutory and voluntary agencies in pursuit of the Society's aims.
- 6.20 Arrange and provide for the holding of exhibitions, meetings, seminars, training courses, and activity events as appropriate.
- 6.21 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and, where considered appropriate, publish the results.
- 6.22 With due regard to confidentiality and prevailing data protection legislation 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.
- 6.23 To facilitate according to identified need the formation of ad hoc groups, committees and working parties and thus enable specific tasks which might be identified locally to be undertaken.
- 6.24 To provide relevant information, including information from statutory bodies, and facilitate the exchange and sharing of resources, ideas and the planning of services to the community.
- 6.25 To make such rules and procedures as considered necessary for the day-to-day management by Trustees of the Society.
- 6.26 Cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, leaflets or other documents or films or recorded media (whether audio or visual or both) as shall further the objects.

- 6.27 Construct, create and regularly update content for and make public a website and social media pages, free of charge or for payment, for the purpose of promoting the work and activities of the Society.
- 6.28 Do all such other lawful things as are necessary for the attainment of the objects.

Asset Lock

- 7 No part of the income or property of the Society may be paid or transferred (directly or indirectly) to the members – either in the course of the Society’s existence or on dissolution – except where this is done in direct furtherance of the Society’s charitable purposes.

Equal Opportunities

- 8 In relation to its purposes, the Society will.
- 8.1 Strive to avoid intentional and unintentional discrimination by virtue of any protected characteristic as determined by the Equality Act 2010 or any other artificial barriers or prejudices.
- 8.2 Undertake whatever changes in the organisation or facilities that may be necessary to implement the above.

Protection of Children and Vulnerable Adults

- 9 In compliance with national legislation, the Society will ensure that relevant policies and procedures are in place and kept up to date for the protection of children and vulnerable adults. The Society will ensure that all board members and coaches who work with children and vulnerable adults have sound knowledge of these policies and follow all policies, procedures and protocols during training, activities and events accordingly.

Liability of Members

- 10 The members of the Society have no liability to pay any sums to help to meet the debts (or other liabilities) of the Society if it is wound up. Accordingly, if the Society is unable to meet its debts, the members will not be held responsible.
- 11 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005. and clause 10 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

- 12 The structure of the Society consists of: -
- 12.1 The MEMBERS – subject to clauses 14 – 16, who have the right to attend members' meetings (including any annual general meeting) and have important powers under this Constitution. In particular, the members may appoint people to serve on the board and take decisions on changes to the constitution itself.
- 12.2 The BOARD – who hold regular meetings, and generally control the activities of the Society. For example, the board is responsible for monitoring and controlling the financial position of the Society.
- 13 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 14 **Society Membership** as defined in clauses 15 and 16 will be open to any individual, club or organisation that wishes to assist in the furtherance of the purposes and agrees to operate within

the constitution of the Society. For the avoidance of doubt those who are eligible for election onto the board of trustees will be subject to clause 62.

- 15 **Participating Membership** will be open to any individual who is supportive of or is an active participant in recreational and historical information sessions, who wish to assist in the furtherance of the purposes and agrees to operate within the constitution of the Society. This category of membership **shall** be entitled to vote at members' meetings and shall be eligible for election onto the board of trustees.
- 16 **Associate Membership** will be open to any club or organisation that wishes to assist in the furtherance of the purposes and agrees to operate within the constitution of the Society, and whose own activities positively promotes the activities of the Society to the community. This category of membership shall **not** be entitled to vote at members' meetings and shall **not** be eligible for election onto the board of trustees.
- 17 Employees of the Society are not eligible for membership.

Application for membership

- 18 Subject to clauses 15 and 16 any person, club or organisation who wishes to become a member must sign an online application for membership, the application will be considered by the board at its next meeting. Thereafter continued membership of the Society is automatic through an online process, clauses 19 and 20 provide the option to remove a member if this is deemed appropriate by the trustees.
- 19 Membership is open to all and no application for membership will be refused on other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, or sexual orientation, political or other opinion.
- 20 The board must notify any applicant promptly (in writing or by e-mail) of its decision to remove them from membership. Where membership is removed, the member concerned will be entitled to appeal the decision and be heard by the board at a meeting convened for that purpose.

Membership subscription

- 21 The board of trustees will be entitled to charge a membership subscription upon joining the Society for those members with the categories stated in clauses 15 and 16. Where any such subscription exists, it shall be recommended by the board of trustees and decided upon by the members at an AGM. Where any such subscription exists, it shall be recommended by the board of trustees and decided upon by the members at an AGM and, where appropriate, will be payable each year by a date to be prescribed by the board.

Register of members

- 22 The board must keep a register of members, setting out
 - 22.1 For each current member:
 - 22.1.1 His/her full contact details. or in the case of associate members, that of the club or Society and
 - 22.1.2 The date on which he/she/it was registered as a member of the Society.
 - 22.2 For each former member – for at least six years from the date on he/she/it ceased to be a member:
 - 22.2.1 His/her/its name. and
 - 22.2.2 The date on which he/she/it ceased to be a member.

- 23 The board must ensure that the register of members is updated within 28 days of any change:
- 23.1 Which arises from a resolution of the board or a resolution passed by the members of the Society, or
 - 23.2 Which is notified to the Society.
- 24 If a member or charity trustee of the Society 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 and any other personal details blanked out.

Withdrawal from membership

- 25 Any person or Society who wants to withdraw from membership must give notice of withdrawal to the Society, he/she/it will cease to be a member as from the time when the notice is received by the Society.

Transfer of membership

- 26 Membership of the Society may not be transferred by a member.

Re-registration of members

- 27 An automated membership reminder is emailed but should this electronic process fail, the board may issue notices to the members requiring them to confirm that they wish to remain as members of the Society and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.

Expulsion from membership

- 28 If a member fails to provide confirmation to the board (by automated process, in writing or by e-mail) that they wish to remain as a member of the Society before the expiry of the 28-day period referred to in clause 27, the board may expel them from membership.
- 29 A notice under clause 27 will not be valid unless it refers specifically to the consequences (under clause 28) of failing to provide confirmation within the 28-day period.
- 30 Any person or Society may be expelled from membership by way of a resolution passed by not less than two thirds of those elected Trustees eligible to vote, present in person, video conferencing or represented by a proxy Trustee delegate using an approved proxy voting method at a members' meeting, providing the following procedures have been observed:-
- 30.1 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.
 - 30.2 The member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of membership

- 31 The charity trustees shall have the right, for good and sufficient reason, to terminate the membership of any individual, club or Society provided that the individual member or individual representing such member club or Society (as the case may be) shall have the right to be heard by the board of trustees before a final decision is made.
- 32 Membership shall terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 33 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 34 The gap between one AGM and the next must not be longer than 15 months.
- 35 Notwithstanding clause 33, an AGM does not need to be held during the calendar year in which the Society is formed. but the first AGM must still be held within 15 months of the date on which the Society is formed.
- 36 The business of each AGM, in accordance with clause 40, must include: -
- 36.1 To approve the minutes of the previous AGM.
 - 36.2 A report by the chair and/or the secretary on the activities of the Society.
 - 36.3 Treasurer's report and consideration of the annual accounts of the Society.
 - 36.4 The approval of the annual accounts.
 - 36.5 The nomination/election/re-election of charity trustees, as referred to in clauses 65 to 68.
 - 36.6 The appointment of independent examiner or examiners of the accounts.
 - 36.7 Motions submitted by the board of trustees or by members, and.
 - 36.8 The transactions of such other matter as may from time to time be necessary.

Power to request an Extraordinary General Meeting (EGM)

- 37 The board may arrange an EGM at any time by a simple majority vote.
- 38 The board must arrange an EGM if they are requested to do so by a written notice as detailed in clause 40 (which may take the form of two or more documents in the same terms, each signed by one or more members) by **10 [ten]** members with voting rights, or **25%** whichever is the lesser, whether individual or representative, sent to the Administrator who provides the secretariat function providing:
- 38.1 The notice states the purposes for which the meeting is to be held, and
 - 38.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.
- 39 If the board receive a notice under clause 38, the date for the meeting which they arrange in accordance with the notice must not be later than **thirty one [31]** days from the date on which they received the notice.

Notice of members' meetings

- 40 At least **fourteen [14]** clear days' notice must be given of any AGM or EGM.
- 41 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting, and
- 41.1 In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s), or
 - 41.2 In the case of any other resolution falling within clause 51 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 42 The reference to "clear days" in clause 40 shall be taken to mean that, in calculating the period of notice:

42.1 The day after the notices are posted (or sent by e-mail) should be excluded, and

42.2 The day of the meeting itself should also be excluded.

43 Notice of every members' meeting must be given to all the members of the Society, 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.

44 Any notice which requires to be given to a member under this constitution must be: -

44.1 Communicated in writing to the member, at the address last notified by him/her to the Society or placed in a prominent place in the usual meeting place, *or*

44.2 Sent by e-mail to the member, at the e-mail address last notified by him/her to the Society.

Procedure at members' meetings

45 No valid decisions can be taken at any members' meeting unless a quorum is present, or a proxy declaration has been received. Proxy votes shall be permitted where these are notified to members, in a valid format, by a member and received at the registered office of the SCIO 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: -

46.1. state the name and address of the member appointing the proxy;

46.2 Unless a proxy notice indicates otherwise, it must be treated as:

(a) allowing the Chair appointed under 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.

46 The quorum for a members' meeting is **either** one-third of members **or** no fewer than 20 eligible members, either present in person or by phone, video conferencing, electronic participation, or email or having submitted a proxy declaration in advance of the members meeting.

47 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.

48 The chair of the organisation should act as chairperson of each members' meeting.

49 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

- 50 Every eligible member of the Society, as detailed in clause 15, has one vote, which must be given in person, or by phone or video conferencing or email and subject to clause 45 proxy vote permissions.
- 51 All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 52.
- 52 The following resolutions submitted by either trustees or members will be valid only if passed by a majority of not less than **20** members or by **two-thirds** of those eligible to vote, present in person, video conferencing or represented by a proxy delegate using an approved proxy voting method on the resolution at a members' meeting:
- 52.1 A resolution amending the constitution.
 - 52.2 A resolution expelling a person from membership under clause 28.
 - 52.3 A resolution directing the board to take any particular step (or directing the board not to take any particular step).
 - 52.4 A resolution approving the amalgamation of the Society with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation).
 - 52.5 A resolution to the effect that all of the Society'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).
 - 52.6 A resolution for the winding up or dissolution of the Society.
- 53 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.
- 54 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.
- 55 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

- 56 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

- 57 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 58 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.
- 59 The board shall make available copies of the minutes referred to in clause 57 to any member of the public requesting them, but on the basis that the board may exclude material considered by them to be confidential.

BOARD OF TRUSTEES

Number of charity trustees

- 60 The maximum number of charity trustees is **ten [10]**, out of that:
- 60.1 no more than **ten [10]** shall be charity trustees who were elected/appointed under clauses 65 and 68 (or deemed to have been appointed under clause 65), and
 - 60.2 no more than **two [2]** shall be charity trustees who were co-opted under the provisions of clauses 69 and 71.
- 61 The minimum number of charity trustees is **three [3]**.

Eligibility

- 62 A person shall not be eligible for election or appointment to the board under clauses 64 to 68 unless he/she is a member of the Society in a relevant category.
- 63 A person will not be eligible for election or appointment to the board if he/she is: -
- 63.1 Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005. or
 - 63.2 An employee of the Society.

Initial charity trustees

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

Election, retiral, re-election

- 65 At each AGM, the members may nominate any member to be a charity trustee (unless he/she is debarred from membership under clause 62 and 63), such nominations will be subject to a formal trustee recruitment process.
- 66 The board may at any time appoint any member (unless he/she is debarred from membership under clause 62 and 63) to be a charity trustee.
- 67 Charity Trustees elected/appointed under clauses 65 and 66 (and, in the case of the first AGM, those deemed to have been appointed under clause 5) are appointed for a period of **three [3]** years, but are then eligible for re-election under clause 69.
- 68 A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 68.1 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
 - 68.2 A trustee recruitment process was held prior to the AGM and he/she was not among those elected/re-elected through that process, or
 - 68.3 A resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

- 69 In addition to their powers under clause 67, the board may at any time appoint any individual non-member of the Society to be a charity trustee (subject to clause 61, and providing he/she is not debarred from membership under clause 64) either on the basis that he/she has been nominated

by a body with which the Society has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.

- 70 At each AGM, all of the charity trustees appointed under clause shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 71 A charity trustee will automatically cease to hold office if: -
- 71.1 He/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
 - 71.2 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.
 - 71.3 He/she ceases to be a member of the Society, except when appointed under clause 69.
 - 71.4 He/she becomes an employee of the Society.
 - 71.5 He/she gives the Society a notice of resignation, signed by him/her.
 - 71.6 He/she is absent (without good reason, in the opinion of the board) from more than three consecutive board meetings—but only if the board resolves to remove him/her from office.
 - 71.7 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 95).
 - 71.8 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
 - 71.9 He/she is removed from office by a resolution of the members passed at a members' meeting.
- 72 A resolution under clause, 72.7, 71.8 or 71.9 shall be valid only if: -
- 72.1 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.
 - 72.2 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
 - 72.3 (in the case of a resolution under clause 71.7 or 71.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
 - 72.4 There is a mechanism for appeal.

Register of charity trustees

- 73 The board must keep a register of charity trustees, setting out
- 73.1 for each current charity trustee:
 - 73.1.1 His/her full name and address.
 - 73.1.2 The date on which he/she was appointed as a charity trustee, and
 - 73.1.3 Any office held by him/her in the Society.
 - 73.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 73.2.1 The name of the charity trustee.

73.2.2 Any office held by him/her in the Society. and

73.2.3 The date on which he/she ceased to be a charity trustee.

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

74.1 Which arises from a resolution of the board or a resolution passed by the members of the Society, or

74.2 Which is notified to the Society.

75 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 Society, the board may provide a copy which has the addresses blanked out.

Office-bearers

76 The charity trustees must elect (from among themselves) a Chairperson, a Treasurer and a Secretary.

77 In addition to the office-bearers required under clause 76, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

78 Office-bearers shall retire from office in rotation but may then be re-elected under clause 76 or 77.

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

79.1 If he/she ceases to be a charity trustee. *or*

79.2 If he/she gives to the Society a notice of resignation from that office, signed by him/her.

Powers of board

80 Except where this constitution states otherwise, the Society (and its assets and operations) will be managed by the board, and the board may exercise all the powers of the Society.

81 A meeting of the board at which a quorum is present, as detailed in clause 98, may implement all powers exercisable by the board.

82 The board may fill any vacancies among the board members 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.

83 The members may, by way of a resolution passed in compliance with clause 53 (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.

Delegation of powers

84 The board may delegate any of its powers to a sub-committee appointed for any special purpose:

84.1 Each sub-committee shall be set up with a special remit which will lay down the purpose of the group, any powers delegated from the main board and timescales associated with it.

84.2 At least one member of the board shall sit on any sub-committee and provide a report at each board meeting in order to inform the rest of the board members on progress to date.

84.3 The Chairperson of the Society is an ex-officio member of all sub-committees.

85 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

- 86 The board may also delegate to the chair of the Society (or the holder of any other post) such of their powers as they may consider appropriate.
- 87 When delegating powers under clause 84 or 86, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 88 Any delegation of powers under clause 84 or 86 may be revoked or altered by the board at any time.

General duties

- 89 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Society. and, in particular, must: -
- 89.1 Seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its purposes.
 - 89.2 Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
 - 89.3 In circumstances giving rise to the possibility of a conflict of interest between the Society and any other party:
 - 89.3.1 Put the interests of the Society before that of the other party.
 - 89.3.2 Where any other duty prevents him/her from doing so, disclose the conflicting interest to the Society and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question.
 - 89.4 Ensure that the Society complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 90 In addition to the duties outlined in clause 89, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 90.1 That any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated, and
 - 90.2 That any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 91 Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Society should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest. and (subject to clause 92 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.
- 92 No charity trustee may serve as an employee (full time or part time) of the Society. and no charity trustee may be given any remuneration by the Society 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.
- 93 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

- 94 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.
- 95 The code of conduct referred to in clause 94 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and described in Clause 89 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

- 96 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 97 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.
- 97.1 In such cases, the notice for the meeting shall be **seven [7]** days, this notice being given personally to each board member.

Procedure at board meetings

- 98 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 or video conferencing.
- 99 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 98, 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.
- 100 The chair of the Society should act as chairperson of each board meeting.
- 101 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.
- 102 Every charity trustee has one vote, which must be given personally.
- 103 All decisions at board meetings regarding the day to day management of the Society will be made by majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.
- 104 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.
- 105 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.
- 106 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 Society. He/she must withdraw from the meeting while an item of that nature is being dealt with.

107 For the purposes of clause 106 : -

107.1 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.

107.2 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 board of trustees, officer or elected representative has an interest in that matter.

Minutes

108 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.

109 The board minutes to be kept under clause 108 must include the names of those present. and (as far as possible) should be signed by the chairperson of the meeting.

110 The board shall (subject to clause 111) make available copies of the minutes referred to in clause 108 to any member of the public requesting them.

111 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 Society or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Accounting records and annual accounts

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

113 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

114 The Treasurer must lodge all monies in a bank account in the name of the Society. Cheques may only be drawn on the signature of the Treasurer and one other nominated signatory.

115 The funds of the Society may only be used to support the stated purposes of the Society.

116 No member of the Society may receive payment directly or indirectly for services to the Society other than to reimburse legitimate expenses incurred in its work or by written service provision agreement.

117 The Treasurer keeps correct accounts showing the financial affairs of the Society and must arrange for their scrutiny by an independent financial examiner at the end of the financial year (30 April).

118 A statement showing the balance of Society funds is presented to the Board of Trustees prior to its submissions to the Annual General Meeting.

- 119 The Board of Trustees 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 Society and the activities of the Society.
- 120 All monies due and owing to the Society shall be recoverable, at law, in the name of the Society.

Operation of bank accounts

- 121 Subject to clause 114, the signatures of two out of three signatories authorised by the board will be required in relation to all operations (other than the lodging of funds) on any bank accounts held by the Society, in accordance with the financial regulations of the Society and the terms of any mandates with the Society's bankers. At least one out of the two signatures must be the signature of the Treasurer.
- 122 The Society may also make payments by direct debit, standing order, BACS or CHAPS direct credit and Faster Payment by specifically authorised individuals. Direct payments must only be made for expenditure properly authorised and incurred by the Society.
- 123 Where the Society uses electronic facilities for the operation of any bank account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 121. Electronic transactions require dual-authority whereby two authorised individuals whose details are properly registered with the bank are required to complete all transactions as per a trustee approved method.
- 124 Where electronic banking is used, passwords are to be changed periodically and all electronic equipment is kept up to date with antivirus, spyware and firewall software.

No two signatories or individuals authorised to operate the bank account may be connected.

MISCELLANEOUS

Dissolution of the Society

- 125 If the Society 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.
- 126 If the Society 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 passed by **either** a minimum of **20 or two-thirds** majority of the full members, eligible to vote, present in person, video conferencing or represented by a proxy delegate using an approved proxy voting method.
- 127 In special circumstances where the Society 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.
- 128 After satisfaction of all the Society's debts and liabilities, any surplus assets available to the Society immediately preceding its winding up or dissolution shall not be paid to or distributed among the members of the Society and must instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are the same as – or which closely resemble – the purposes of the Society as set out in this constitution.
- 129 The charity or charities to which property is transferred under clause 128 shall be determined by the members of the Society at or before the time of dissolution or, failing such determination, by such authority as may have jurisdiction at the time.

- 130 To the extent that effect cannot be given to the provisions of clauses 128 and 129 above, the relevant property shall be applied to some other charitable purpose or purposes.

Alterations to the constitution

- 131 This constitution may (subject to clause 132) be altered by resolution of a majority of the Board of Trustees then advised and passed at a members' meeting (subject to achieving the minimum 20 members or by **two-thirds** of those eligible to vote majority referred to in clause 52) or by way of a written resolution of the eligible members.
- 132 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 133 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 133.1 Any statutory provision which adds to, modifies or replaces that Act. and
- 133.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 133 above.
- 134 In this constitution: -
- 134.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its purposes are limited to charitable purposes.
- 134.2 "charitable purpose" means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- 134.3 "connected" is defined by the Charities and Trustee Investment (Scotland) Act 2005 as:
- Any person to whom the [signatory] is married, is the civil partner of the [signatory] or with whom the [signatory] is living as husband and wife or, where the [signatory] and the other person are of the same sex, in an equivalent relationship.
 - Any child, parent, grandchild, grandparent, brother or sister of the [signatory] (and any spouse of any such person)
 - For the purposes of the above, a person who is another person's stepchild or brought up or treated by another person as if the person were a child of the other person, is to be treated as that other person's child.