
SCIO Constitution (two tier)

**CONSTITUTION
OF
THE ARCHES ARTS & CREATIVE HUB**

SCIO : SC052947

SCVO Model SCIO Constitution (two tier)

CONSTITUTION

of

THE ARCHES ARTS & CREATIVE HUB

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GENERAL

Type of organisation

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

Scottish principal office

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

Name

3. The name of the organisation is “THE ARCHES ARTS & CREATIVE HUB”.

Purposes

4. The purposes of the organisation are:
 - a) To promote the interests of the Arts in general, and social intercourse amongst its Members. The Arts includes, but is not limited to, music, drama, art, crafts, dance, film.
 - b) To provide a platform for artistes, creative individuals and groups, to showcase their talents and contribute to the cultural enrichment, particularly among the residents of Hawick, and the wider community. Our centre will offer a range of programmes and events that will cater for people of all ages and backgrounds. Our goal is to create a vibrant and inclusive space that fosters creativity, learning, and community engagement.
 - c) To provide, in the interests of social welfare, facilities for recreation and other leisure time occupation available to the public at large within Hawick and the surrounding area of the Scottish Borders, with a view to improving their conditions of life.

Powers

5. The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
6. The organisation shall have the following powers:
 - a) To promote, establish and/or operate a centre for artistic and cultural activities, which may include facilities for; education, leisure time occupation and/or refreshment facilities.
 - b) To advise in relation to, the organisation, coordination and/or presentation of theatre productions, concerts, exhibitions and other artistic productions and cultural events and activities.
 - c) To prepare, organise and/or conduct educational and training courses and events in any field of the arts and/or in craft skills.
 - d) To promote companies whose activities may further one or more of the above objects or may generate income to support the activities of the organisation. And all such functions as may be associated with the holding organisations.
 - e) To purchase, take on feu, lease, hire, take in exchange, and otherwise acquire any property, and rights which may be advantageous for the purposes of the activities of the organisation.
 - f) To improve, manage, develop, turn to account and otherwise deal with all or any part of the undertaking, property and rights of the organisation.
 - g) To sell, feu, let, hire, license, give in part exchange and otherwise dispose of all or any part of the undertaking, property and rights of the organisation.
 - h) To lend money and give credit to any person, with or without security, and to grant guarantees and contracts of indemnity on behalf of any person.
 - i) To borrow money and give security for the payment of money by, or the performance of other obligations of, the organisation or any other person
 - j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques and other negotiable or transferable instruments
 - k) To remunerate any individual in the employment of the organisation and to establish, maintain and contribute to any pension or superannuation fund for the benefit of, and to give or procure the giving of any donation, pension, allowance or remuneration to, and to make payment for or towards the insurance of, any individual who is or was at any

time in the employment of the company and the spouse, widow/er, relatives and dependants of any such individual; to establish, subsidise and subscribe to any institution, association, club and fund which may benefit any such person.

- l) To oppose or object to any application or proceedings which may prejudice the organisation's interests
 - m) 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 obtain from any such organisation, government or authority any right, privilege or concession.
 - n) To enter into any arrangement for co-operation or mutual assistance with any charitable body, whether incorporated or non-incorporated.
 - o) To effect insurance against risks of all kinds
 - p) To establish and support any association or other incorporated body having objects altogether or in part similar to those of the organisation and to promote any company or other incorporated body formed for the purpose of carrying out any activity which the organisation is authorised to perform.
 - q) To subscribe or make contributions to or otherwise support charitable bodies, whether incorporated or unincorporated, and to make donations for any charitable purpose connected with the activities of the organisation or with the furtherance of its objects.
 - r) To accept subscriptions, grants, donations, gifts, legacies and endowments of all kinds, either absolutely or conditionally or in trust for any of the objects of the organisation.
 - s) To take such steps (by the way of personal or written appeals, public meetings or otherwise) as may be deemed expedient for the purpose of procuring contributions to the funds of the organisation, whether by the way of subscriptions, grants, loans, donations or otherwise.
 - t) To carry out any of these objects in any part of the world as principal, agent, contractor, trustee or in any other capacity and through an agent, contractor, sub-contractor, trustee or any other person acting in any other capacity and either alone or in conjunction with others.
 - u) To do anything which may be incidental or conducive to the attainment of any of the objects of the organisation.
7. And it is declared that
- a) In this clause where the context so admits, "property" means any property, heritable or moveable, real or personal, wherever situated.
 - b) in this clause and throughout this memorandum of association the word "charitable" shall have the meaning ascribed to it for purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
8. The income and property of the organisation shall be applied solely towards promoting the organisation's objects (as set out in clause 4 of this constitution)
9. No director of the organisation shall be appointed as a paid employee of the organisation; no director shall hold any office under the organisation for which a salary or fee is payable.
10. No benefit (whether in money or in kind) shall be given by the organisation to any director except (1) repayment of out-of-pocket expenses or (2) reasonable payment in return for particular services (not being of a management nature) actually rendered to the organisation.
11. No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the members - either in the course of the organisation's existence or on dissolution - except where this is done in direct furtherance of the organisation's charitable purposes.

Liability of members

12. 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
13. The members and board of trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 12 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

14. The structure of the organisation consists of:-
 - a) the **MEMBERS** - who have the right to participate in members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself;
 - b) the **BOARD** - who hold regular meetings, and generally control the activities of the organisation; for example, the board is responsible for monitoring and controlling the financial position of the organisation
15. The people serving on the board are referred to in this constitution as **CHARITY TRUSTEES**.

MEMBERS

Qualifications for membership

16. Membership is open to any individual aged 6 years or over living in Hawick and the surrounding area, who support the aims of the organisation. The memberships will be defined by, junior, youth, adult, senior, affiliated groups, and non-voting memberships referred to as associate (non-voting) members (ie. overseas and non-Hawick residents).
17. Employees of the organisation are not eligible for membership and a person who becomes an employee of the organisation after admission to membership will automatically cease to be a member.

Application for membership

18. Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next board meeting.
19. The board may, at its discretion, refuse to admit any person to membership.
20. The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership.

Membership subscription

21. On joining, members will pay a registration fee which will be determined by the Board at its Annual General Meeting.
22. Members will pay an annual subscription which will be determined by the Board at its Annual General Meeting.

Register of members

23. The board must keep a register of members, setting out
 - a) for each current member
 - i. his/her full name and address; and
 - ii. the date on which he/she was registered as a member of the organisation
 - b) for each former member - for at least six years from the date on he/she ceased to be a member:
 - i. his/her name; and
 - ii. the date on which he/she ceased to be a member.
24. The Board must ensure that the register of members is updated within 28 days of change howsoever such change may have occurred.

Withdrawal from membership

25. Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by him/her; he/she will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership

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

Re-registration of members

27. The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the organisation, and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
28. If a member fails to provide confirmation to the board (in writing or by e-mail) that he/she wishes to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 27, the board may expel / delete him/her 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.

Expulsion from membership

30. Any person may be expelled from membership by way of a resolution passed by not less than two thirds of those present and voting at a members' meeting, providing the following procedures have been observed :-
 - a) 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
 - b) the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

31. Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

32. The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
33. The gap between one AGM and the next must not be longer than 15 months.
34. Notwithstanding clause 32, an AGM does not need to be held during the calendar year in which the organisation is formed; but the first AGM must still be held within 15 months of the date on which the organisation is formed.
35. The business of each AGM must include:-
 - a) a report by the chair on the activities of the organisation
 - b) consideration of the annual accounts of the organisation;

- c) the election/re-election of charity trustees, as referred to in clauses 72 to 75.

36. The board may arrange a special members' meeting at any time.

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

37. The board must arrange a special members' meeting if they are requested to do so by a notice (in writing or by email) by members who amount to 5% or more of the total membership of the organisation at the time, providing:
- a) the notice states the purposes for which the meeting is to be held;
 - b) those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
38. A notice under the preceding clause may take the form of:
- a) two or more documents in the same terms, each signed by one or more members; and/or
 - b) a number of emails, each issued by a member;
- and the board will be taken to have received the notice on the date on which they receive sufficient documents and/or emails to equal or exceed the 5% threshold referred to in clause 37.
39. If the board receive a notice under clause 37, the date for the meeting which they arrange in accordance with the notice must not be later than 28 days from the date on which they received the notice.

Notice of members' meetings

40. At least 14 clear days' notice must be given for any AGM or any special members' meeting.
41. The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- a) in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - b) in the case of any other resolution falling within clause 47 (requirement for two-thirds majority) must set out the exact terms of the resolution.
42. The reference to "clear days" in clause 35 shall be taken to mean that, in calculating the period of notice,
- a) the day after the notices are posted (or sent by e-mail) should be excluded; and
 - b) the day of the meeting itself should also be excluded.
43. Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees.
44. If members and charity trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 46), the notice (or notes accompanying the notice) must:

- a) set out details of how to connect and participate via that link or links; and
 - b) particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose draw members' attention to the following options:
 - i. participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
 - ii. where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend, attending and voting in person at the meeting;
45. Where a members' meeting is to involve participation *solely* via audio and/or audio-visual link(s), the notice (or notes accompanying the notice) must include a statement inviting members to submit questions and/or comments in advance of the meeting, which the chairperson of the meeting will be expected to read out, and address, in the course of the meeting. The chairperson of a members' meeting will not require to read out or address any questions or comments submitted by members in advance of the meeting if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

Procedure at members' meetings

46. The board may if they consider appropriate (and must, if this is required under clause 47) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing
- a) the means by which members and charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
 - b) the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 44; and
 - c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and charity trustees (if any) who are attending in person (and vice versa).
47. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and charity trustees to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in paragraphs (a) to (c) of clause 46 will apply.
48. A members' meeting may involve two or more members or charity trustees participating via attendance in person while other members and/or charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
49. The quorum for a members meeting is as follows; where the total number of members is less than twenty the quorum for a members' meeting is half of the total number of members or

one more than half if there is an odd number of members, present in person. If the total number of members exceeds twenty, then a quorum shall be 6 (six) members

50. No decisions can be undertaken at any members' meeting unless the appropriate quorum is present.
51. An individual participating in a members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person at the meeting.
52. 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.
53. The chair of the organisation should act as chairperson of each members' meeting.
54. 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 (Vice Chairman).

Voting at members' meetings

55. Every member has one vote, which must be given personally (subject to clause 58)
 - a) All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in this clause.
 - b) a resolution amending the constitution;
 - c) a resolution expelling a person from membership under clause 30;
 - d) a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - e) a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - f) a resolution to the effect that all of the organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities)
 - g) a resolution for the winding up or dissolution of the organisation
56. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
57. 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.
58. Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.

59. 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.
60. Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in the earlier clause, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).

Technical objections to remote participation in members' meetings

61. This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:
- a) a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
 - b) the members' meeting need not be held in any particular place;
 - c) the members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
 - d) the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
 - e) a member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

Written resolutions by members

62. A resolution agreed to in writing (or by e-mail) by all the members will be as valid as if it had been passed at a members' meeting; the date of the resolution will be taken to be the date on which the last member agreed to it.

Minutes of members' meetings

63. The Board must ensure that proper minutes are kept in relation to all members meetings and that a proper record is kept of all resolutions agreed to in writing or by email under clause 62
64. Minutes of members' meetings must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
65. The records of resolutions kept under clause 63 must include confirmation that all members agreed to the resolution; and should be signed by the chair of the organisation.

BOARD (CHARITY TRUSTEES)

Number of charity trustees

66. The maximum number of charity trustees is 7 out of that:
- a) no more than 6 shall be charity trustees who were elected or appointed under clauses 71 and 74 (or deemed to have been appointed under clause 70); and
 - b) no more than 1 shall be a charity trustee who was co-opted under the provisions of clauses 58 and 59
67. The minimum number of charity trustees is 3

Eligibility

68. A person shall not be eligible for election/appointment to the board under clauses 71 to 74 unless he/she is a member of the organisation; a person appointed to the board under clause 75 and 76 need not, however, be a member of the organisation.
69. A person will not be eligible for election or appointment to the board if he/she is: -
- a) disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - b) an employee of the organisation.

Initial charity trustees

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

Election, retiral, re-election

71. At each AGM, the members may elect any member (subject to clause 66 and unless he/she is debarred from membership under clause 69) to be a charity trustee.
72. The board may at any time appoint any member subject to maximum numbers of trustee restrictions in this constitution (unless he/she is debarred from membership under clause 69) to be a charity trustee.
73. At each AGM, all of the charity trustees formerly elected/appointed under clauses the two preceding clauses (and, in the case of the first AGM, those deemed to have been appointed as initial trustees) shall retire from office – but shall then be eligible for re-election under clause 71.
74. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- a) he/she advises the board prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a charity trustee; or
 - b) an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
 - c) a resolution for the re-election of that charity trustee was put to the AGM and was not carried.

Appointment/re-appointment of co-opted charity trustees

75. In addition to their powers to appoint members and providing the maximum number restrictions are not thereby exceeded, the board may at any time appoint / co-opt, any non-member of the organisation to be a charity trustee, full, or temporary (subject to clause 66, and providing he/she is not debarred from membership under clause 69) on the basis that he/she has specialist experience and/or skills which could be of assistance to the board.
76. At each AGM, all of the charity trustees appointed under clause the preceding clause shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

77. A charity trustee will automatically cease to hold office if: -
- a) he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - b) he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - c) (in the case of a charity trustee elected/appointed under clauses 71 to 74 or deemed to be appointed under clause 70) he/she ceases to be a member of the organisation;
 - d) he/she becomes an employee of the organisation;
 - e) he/she gives the organisation a notice of resignation, signed by him/her
 - f) he/she is absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove him/her from office;
 - g) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 96);
 - h) he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - i) he/she is removed from office by a resolution of the members passed at a members' meeting.
78. A resolution to terminate a trustee will be valid only if: -
- a) the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - b) the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - c) (in the case of a resolution to terminate, at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

Register of charity trustees

79. The board must keep a register of charity trustees, setting out
- a) for each current charity trustee:

- i. his/her/their full name and address;
 - ii. the date on which he/she was appointed as a charity trustee; and
 - iii. any office held by him/her in the organisation;
 - b) for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee
 - i. the name of the charity trustee;
 - ii. any office held by him/her in the organisation; and
 - iii. the date on which he/she ceased to be a charity trustee.
80. The board must ensure that the register of charity trustees is updated within 28 days of any change:
- a) which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - b) which is notified to the organisation.
81. If a person who is not a charity trustee requests a copy of the register of trustees, the Board must ensure that a copy, redacted in accordance with the provisions of the data protection regulations etc. as required, is supplied within 28 days

Office-bearers

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

Powers of board

86. Except where this constitution states otherwise, the organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the organisation.
87. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
88. The members may, by way of a resolution passed by a two-thirds majority, direct the board to take any particular step or direct the board not to take any particular step; and the board shall give effect to any such direction accordingly.

Charity trustees - general duties

89. Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the organisation; and, in particular, must:-
- a) seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - c) in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - i. put the interests of the organisation before that of the other party;
 - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question;
 - iii. 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.
90. In addition to the duties outlined in the preceding clause, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- a) that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - b) that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

In addition to complying with the above provisions;

- c) the board must maintain a register of charity trustees' interests;
- d) the chairperson of each board meeting must invite declarations of interest, shortly after the start of the meeting;
- e) the minutes of each board meeting must record any conflicts of interest which have been declared at the meeting, and must set out in detail how any such conflicts of interest have been managed.

Remuneration and expenses

91. Where a charity trustee provides services to the organisation or might benefit from any remuneration paid to a connected party for such services:
- a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;
 - b) the board must be satisfied that it would be in the interests of the organisation to enter into the arrangement (taking account of that maximum amount); and
 - c) less than half of the charity trustees must be receiving remuneration from the organisation (or benefit from remuneration of that nature).

92. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which he/she has a personal interest; and where this is not prohibited under the preceding two clauses and subject 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.
93. The organisation may also enter into an arrangement with a member who is not a charity trustee (or with a person or body *connected* with a member who is not a charity trustee) under which that member (or the connected person or body) receives payment for goods or services provided by them to the organisation, but only if:
- a) the terms and conditions (including the amount of the payment(s)) are at least as good (from the organisation's point of view) as those which would be expected if the goods or services had been sourced on the open market; and
 - b) the board are satisfied, after careful consideration, that the arrangement is in the best interests of the organisation;
- and the same principles will apply in relation to any arrangement under which a member (or a person or body connected with a member) lets premises to the organisation or makes a loan to the organisation.
94. No charity trustee may serve as an employee (full time or part time) of the organisation; and no charity trustee may be given any remuneration by the organisation for carrying out his/her duties as a charity trustee.
95. The charity trustees may be paid all travelling and the expenses reasonable 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

96. 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.
97. The code of conduct referred to above shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005; and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of board meetings

98. Any charity trustee may call a meeting of the board *or*, ask the secretary to call a meeting of the board.
99. At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.
100. If charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the charity trustees must, in advance of the meeting, be provided with

details of how to connect and participate via that link or links; and (particularly for the benefit of those charity trustees who may have difficulties in using a computer or laptop for this purpose) the charity trustees' attention should be drawn to the following options:

- a) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);
- b) (where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person.

Procedure at board meetings

- 101. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 3 charity trustees, present in person. An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person
- 102. If at any time the number of charity trustees in office falls below the number stated as the quorum in the preceding clause 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.
- 103. The chair of the organisation should act as chairperson of each board meeting.
- 104. 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.
- 105. Every charity trustee has one vote, which must be given personally. Where a charity trustee or charity trustees are participating in a board meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 106. All decisions at board meetings will be made by majority vote.
- 107. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 108. The board may if they consider appropriate (and must, if this is required under the following clause), allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
 - a) the means by which charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the charity trustees - a barrier to participation; and
 - b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those charity trustees (if any) who are attending in person (and vice versa).
- 109. If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to

participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:

- a) the requirements set out in paragraphs (a) and (b) of the clause 108 will apply; and
- b) the board must use all reasonable endeavours to ensure that all charity trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.

110. A board meeting may involve two or more charity trustees participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
111. The board may, at its discretion, allow any person to attend (in person or by way of audio or audio-visual link) 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.
112. A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; he/she must withdraw from the meeting while an item of that nature is being dealt with.
113. For the purposes of the above clause; -
- a) an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
 - b) a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative (or a body in relation to which they are a major shareholder or have some other significant financial interest) has an interest in that matter.
114. Where a subsidiary of the organisation has an interest in a particular matter which is to be considered by the board, a charity trustee who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

Technical objections to remote participation in board meeting

115. The principles set out in clause 61 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that clause to a member were a reference to a charity trustee and each reference in that clause to a members' meeting were a reference to a board meeting.

Board resolutions agreed in writing or by email

116. A resolution agreed to in writing (or by email) by a majority of the charity trustees then in office shall (subject to clauses 117 and 118) be as valid as if duly passed at a board meeting.
117. A resolution under clause 116 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 118.

118. If a resolution is circulated to the charity trustees under clause 117, any one or more charity trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- a) the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
 - b) the resolution cannot be treated as valid under clause 116 unless and until that board meeting has taken place;
 - c) the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by email) by a majority of the charity trustees then in office.

Minutes of Board Meetings

119. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees and that a proper record is kept of all resolutions agreed to (in writing or email) by the charity trustees under clause 116.
120. The minutes to be kept under the preceding clause must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
121. The records of resolutions kept under clause 119 must include the names of those charity trustees who agreed to the resolution (as well as the names of any charity trustees who stated that they disagreed with the resolution); and should be signed by the chair of the organisation.

ADMINISTRATION

Delegation to sub-committees

122. The board may delegate any of their powers to sub-committees; a sub-committee must include at least one charity trustee, but other members of a sub-committee need not be charity trustees.
123. The board may also delegate to the chair of the organisation (or the holder of any other post) such of their powers as they may consider appropriate.
124. When delegating powers under clause the preceding two clauses, the board must set out appropriate conditions (which must include an obligation to report regularly to the board). Any delegation of powers may be revoked or altered by the board at any time.
125. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Operation of accounts

126. The board should ensure that the systems of financial control adopted by the organisation in relation to the operation of the organisation's bank accounts (including online banking) reflect the recommendations made from time to time by the organisation's auditors (or independent examiners) or other external accountants.

Accounting records and annual accounts

127. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
128. The board must prepare annual accounts, complying with all relevant statutory requirements; and
- a) if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor;
 - b) if an audit is not carried out, the board must ensure that an independent examination of the accounts is carried out by a qualified independent examiner.

MISCELLANEOUS

Winding-up

129. If the organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
130. Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution, and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of SCIOs.

Alterations to the constitution

131. This constitution may (subject to the following clause) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 57) or by way of a written resolution of the members.
132. The Scottish Charities Act 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 Scottish Charities Act should be taken to include: -
- a) any statutory provision which adds to, modifies or replaces that Act; and
 - b) any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 111.1 above.
134. In this constitution: -
- a) "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
 - b) "charitable purpose" means a charitable purpose under section 7 of the Scottish Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

c) "Scottish Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005;

Adopted by the members at a meeting on **(6/11/2023)**

Signed:

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Name:

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Position:

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