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CONSTITUTION

Creative Coathanger SCIO SC054603

As adopted 16 November 2026

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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 Creative Coathanger (SCIO)

Purposes

4 The organisation's purposes are:

- the advancement of education
- the advancement of community development
- the advancement of the arts, heritage, culture or science
- principally in the Scottish Borders but not exclusively.

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 No part of the income or property of the organisation may be paid or transferred (directly or indirectly) to the charity trustees - 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.

7 Clause 6 does not prevent the organisation making any payment which is permitted under clauses 96 to 99 (remuneration and expenses).

Liability of charity trustees

8 The members and charity trustees 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 charity trustees will not be held responsible, except to the extent that any personal liability arises from their own breach of legal duty or other obligation.

9 Nothing is clause 8 excludes or limits any personal liabilities which a charity trustee or member may incur under the Scottish Charities Act or otherwise at law.

General structure

10 The organisation has a two-tier structure consisting of: (a) Community Members, who form the membership body and exercise the powers reserved to members under this constitution and law; and (b) a Board of Charity Trustees, which manages and administers the organisation subject to this constitution and the powers reserved to the members.

11 Membership of the organisation is not dependent on being a charity trustee, and a person may be a Community Member without serving on the Board.

12 The charity trustees are accountable to the Community Members in accordance with this constitution, but the charity trustees remain responsible for the management and administration of the organisation and for compliance with their statutory duties.

The Community

13 The Community to which the organisation relates is the geographic community comprising the area administered by Scottish Borders Council. A person is a member of the Community for the purposes of this constitution if that person's principal place of residence is within that local authority area.

MEMBERS

Eligibility for Community Membership

14 Membership is open to any individual aged 16 years or over whose principal place of residence is within the Community.

15 No eligible person shall be required to demonstrate any additional occupational, professional, artistic, cultural, political, religious or other qualification as a condition of membership.

16 The organisation may maintain non-member categories such as supporters, associates, volunteers, partners or participants, including for persons or organisations outside the Community. Such status does not constitute membership of the SCIO and carries no vote at members' meetings.

Application and admission

17 An eligible person may apply for membership in writing or by an electronic process approved by the Board, providing the information reasonably required to verify eligibility and maintain the statutory register of members.

18 The Board, or a person authorised by the Board for administrative purposes, must admit an applicant who satisfies clause 14 unless there is a lawful and objectively reasonable basis for determining that the eligibility requirement is not met.

19 An eligible applicant becomes a Community Member when the application has been accepted and the applicant's name has been entered in the register of members. Administrative procedures must not be operated so as to frustrate or unreasonably delay open membership.

20 The Board may prescribe reasonable administrative procedures for membership, but no membership subscription or fee shall be imposed at a level or in a manner that would materially restrict membership by eligible members of the Community.

Register of members

21 The Board must keep a register of members in accordance with the Scottish Charities Act and applicable regulations.

22 For each current individual member, the register must record at least the member's full name and address and the date on which the person was registered as a member, together with any other information required by law.

23 The register must record the information required by law in relation to former members for the applicable retention period.

24 The Board must ensure that the register is updated within any period required by law following a change arising from a decision of the organisation or notified to the organisation.

25 A request for a copy of the register shall be dealt with in accordance with the Scottish Charities Act and applicable regulations, including any lawful provisions concerning the withholding of addresses from copies supplied to persons who are not charity trustees.

Duties of members

26 Each member must, when exercising functions as a member, act in the interests of the organisation and seek in good faith to ensure that the organisation acts in a manner consistent with its charitable purposes.

27 Members must comply with this constitution and with any reasonable code of conduct or meeting rules adopted consistently with it.

Resignation and cessation of eligibility

28 A member may resign from membership by giving notice in writing or by email to the organisation. Membership ends on receipt of that notice unless a later date is specified.

29 A Community Member must notify the organisation promptly if their principal place of residence ceases to be within the Community.

30 A person ceases to be a Community Member when they cease to satisfy clause 14. The Board must update the register accordingly as soon as reasonably practicable. The organisation may invite that person to continue involvement in a non-member supporter or associate capacity.

31 Membership is personal and may not be transferred to another person.

Suspension or termination for misconduct

32 The Board may propose the suspension or termination of a person's membership only where the person's conduct has caused, or is reasonably likely to cause, material harm to the organisation, its beneficiaries, staff, volunteers or other members, or where the person has committed a serious or persistent breach of this constitution or a lawful code of conduct.

33 No decision under clause 32 is valid unless the member is given reasonable written notice of the grounds, a reasonable opportunity to respond, and a right of appeal to the members at the next general meeting; and the member shall not vote on their own appeal.

34 The Board must not use clauses 32 or 33 to circumvent the requirement that membership be open to eligible members of the Community.

Minimum membership for ownership asset transfer

35 Before the organisation makes an asset transfer request for ownership under Part 5 of the Community Empowerment (Scotland) Act 2015, it must have at least 20 Community Members.

36 From the date on which an ownership asset transfer request is made, and for so long as the organisation owns heritable property acquired through such a request, the organisation shall maintain at least 20 Community Members.

37 If membership falls below 20 during a period to which clause 36 applies, the Board shall take reasonable steps without delay to restore membership to at least 20 and shall not take any action inconsistent with the statutory requirements for a community-controlled body.

DECISION MAKING BY THE MEMBERS

Annual General Meetings

38 The Board must convene a meeting of the members in each calendar year, called the annual general meeting (AGM).

39 The gap between one AGM and the next must not be longer than 15 months.

40 The business of each AGM must include: (a) a report on the activities of the organisation; (b) presentation or consideration of the annual accounts and any trustees' annual report; (c) consideration of the future strategy of the organisation, including key risks and opportunities; (d) election of Community Trustees where required; and (e) any other business specified in the notice.

Other members' meetings

41 The Board may convene a general meeting of the members at any time.

42 The Board must convene a general meeting if requested in writing by at least five Community Members or 10% of the total Community Membership, whichever is the greater, provided the request states the general nature of the business to be considered.

43 A meeting requested under clause 42 must be convened as soon as reasonably practicable and, unless the requesting members agree otherwise, must normally be held within 42 days after a valid request is received.

Notice

44 At least 14 clear days' notice must be given of any AGM or other general meeting.

45 The notice must specify the date and time of the meeting, how and where members may participate, the general nature of the business, and the exact text of any resolution which requires a two-thirds majority or proposes an alteration to the constitution.

46 Notice must be given to all current members at the postal or electronic address last notified by them to the organisation. Accidental omission to give notice to one or more members doeS not invalidate the meeting if the omission was not deliberate and did not materially prejudice participation.

47 For the purposes of calculating clear days, the day on which notice is sent and the day of the meeting are excluded.

Participation and quorum

48 A member may participate in a general meeting in person or, where the Board makes appropriate arrangements, by audio or audio-visual link which permits the member to hear and contribute to the meeting.

49 No valid decision may be taken at a general meeting unless a quorum is present.

50 The quorum for a general meeting is five Community Members or 10% of the current Community Membership, whichever is the greater.

51 If a quorum is not present within 30 minutes after the stated starting time, the meeting shall be adjourned to a date determined by the Board. At the reconvened meeting, the members present shall constitute a quorum only if the notice of the reconvened meeting expressly states that this rule will apply; provided that no resolution to alter the constitution, amalgamate, transfer all assets and liabilities, wind up the organisation or dispose of material heritable property may be decided without the quorum in clause 50.

Chairing members' meetings

52 The Chair of the organisation shall normally chair each general meeting. If the Chair is absent or unwilling to act, the Community Members present shall elect a Community Member to chair that meeting.

Voting

53 Each Community Member has one vote.

54 Voting rights shall not be weighted by financial contribution, tenancy, professional status, artistic status, length of membership or any comparable criterion.

55 Except where this constitution or law requires a greater majority, a resolution is passed by a simple majority of the votes cast.

56 The chairperson of a members' meeting has no casting vote. If votes are equal, the resolution is not passed.

57 A resolution shall normally be decided by show of hands or an equivalent verifiable method for remote participants, unless the chairperson or at least two members request a secret ballot.

58 The chairperson shall determine a fair and verifiable procedure for any secret ballot, including arrangements for remote participants where applicable.

Special resolutions

59 The following resolutions are valid only if passed by not less than two thirds of the votes cast by members entitled to vote: (a) an amendment to this constitution; (b) approval of an amalgamation with another SCIO or approval of the constitution of the successor SCIO; (c) approval of a transfer of all of the organisation's property, rights and liabilities to another SCIO, or acceptance of such a transfer from another SCIO; and (d) winding up or dissolution of the organisation.

60 Any higher majority or other procedural requirement imposed by law in relation to a particular decision prevails over clause 59.

Written resolutions

61 A resolution agreed in writing or by email by all Community Members entitled to vote on it is as Valid as if passed at a general meeting, provided that the exact terms of the resolution were circulated to all such members. The date of the resolution is the date on which the last required agreement is received.

62 The Board must ensure that proper minutes are kept of all general meetings and a proper record is kept of all written resolutions, including sufficient information to demonstrate the decision taken and the members participating.

BOARD (CHARITY TRUSTEES)

Number and community control

63 The Board shall consist of not fewer than three and not more than eight charity trustees.

64 A majority of the charity trustees then in office must at all times be Community Members. A charity trustee who is a Community Member is referred to in this constitution as a Community Trustee.

65 If the number of Community Trustees ceases to constitute a majority, the remaining charity trustees may take only such actions as are reasonably necessary to protect the organisation, comply with legal duties, recruit or appoint eligible Community Trustees, or call a general meeting, until community control has been restored.

Eligibility

66 A person is not eligible to be a charity trustee if they are disqualified from being a charity trustee under the Scottish Charities Act or are an employee of the organisation.

67 A person elected or appointed as a Community Trustee must be a current Community Member.

68 A person appointed as a Specialist Trustee under clause 73 need not be a Community Member, but their appointment must not cause the requirements of clauses 63 to 65 to be breached.

Election of Community Trustees

69 Community Trustees are elected by the Community Members at an AGM or other general meeting.

70 Subject to transitional arrangements under clause 146, a Community Trustee is elected for a term of three years and is eligible for re-election.

71 A Community Trustee may serve no more than three consecutive three-year terms without a break of at least one year, unless the members approve a temporary extension by ordinary resolution because the Board would otherwise fall below its minimum or community-control requirements.

72 The Board may appoint an eligible Community Member to fill a casual Community Trustee vacancy between general meetings. A person appointed under this clause must retire at the next AGM and may stand for election by the members.

Specialist Trustees

73 The Board may appoint up to two Specialist Trustees for their knowledge, experience or skills, provided that the maximum number of trustees is not exceeded and Community Trustees remain a majority of the Board.

74 A Specialist Trustee appointed by the Board holds office until the conclusion of the next AGM and may be re-appointed by the Board after that AGM, subject to clause 73.

75 The Board must record the reason for each Specialist Trustee appointment and the skills or experience which the appointment is intended to add to the Board.

Termination of office

76 A charity trustee automatically ceases to hold office if they: (a) become disqualified under the Scottish Charities Act; (b) become an employee of the organisation; (c) resign by written or emailed notice; (d) die; or (e) become incapable for medical reasons of carrying out their duties for a period expected to exceed six months, where the Board has obtained appropriate evidence and acted fairly.

77 A Community Trustee also ceases to hold office as a Community Trustee if they cease to be a Community Member, unless the Board immediately appoints them as a Specialist Trustee in accordance with clauses 73 to 75 and community control remains satisfied.

78 The Board may resolve to remove a charity trustee who, without good reason in the Board's opinion, is absent from more than three consecutive Board meetings, or who has committed a serious breach of the trustees' code of conduct or a serious or persistent breach of statutory trustee duties.

79 A resolution under clause 78 is valid only if the trustee is given reasonable written notice of the grounds, a reasonable opportunity to address the meeting, and at least two thirds of the other charity trustees then in office vote in favour.

80 The Community Members may remove an elected Community Trustee by ordinary resolution a general meeting, provided that the trustee is given reasonable notice of the proposed removal and a reasonable opportunity to address the meeting before the vote.

81 Removal under clause 80 does not by itself terminate the person's Community Membership.

Register of charity trustees

82 The Board must keep a register of charity trustees containing the information required by the Scottish Charities Act and applicable regulations.

83 The register must record, for each current charity trustee, at least their full name and address, date of appointment, and any office held; and for each former charity trustee the information required by law for the required retention period.

84 The Board must update the trustee register within the period required by law following any relevant change.

85 Requests for copies of the trustee register shall be dealt with in accordance with the Scottish Charities Act and applicable regulations, including any lawful provisions permitting addresses to be withheld.

Office-bearers

86 The charity trustees must elect from among themselves a Chair, a Treasurer and a Secretary.They may also elect a Vice-Chair and other office-bearers.

87 The Chair, and the Vice-Chair if one is appointed, must at all times be Community Trustees.

88 The Treasurer and Secretary need not be Community Trustees, provided that clauses 63 to 65 remain satisfied.

89 Office-bearers shall normally be elected at the first Board meeting following each AGM and may be re-elected.

90 A person automatically ceases to hold an office if they cease to be a charity trustee or resign from that office by written or emailed notice.

Powers of Board

91 Except where this constitution or law reserves a power to the Community Members, the organisation and its assets and operations are managed by the Board, and the Board may exercise all powers of the organisation.

92 A quorate meeting of the Board may exercise all powers exercisable by the Board.

General duties

93 Each charity trustee must, in exercising functions as a charity trustee, act in the interests of the organisation and comply with the duties imposed by the Scottish Charities Act.

94 In particular, each charity trustee must: (a) seek in good faith to ensure that the organisation acts consistently with its purposes; (b) act with the care and diligence reasonably expected of a person managing another person's affairs; (c) manage conflicts of interest in accordance with law and this constitution; and (d) ensure, so far as required of them, that the organisation complies with directions, requirements, notices and duties imposed under charity law.

95 The charity trustees must take reasonably practicable steps to correct breaches of trustee duty and to ensure that serious or persistent breaches are addressed appropriately.

Conflicts of interest

96 The Board must use reasonable efforts to identify conflicts of interest involving charity trustees and connected persons at the earliest opportunity and must manage them in accordance with law, this constitution and the trustees' code of conduct.

97 The Board must maintain a register of charity trustee interests, invite declarations of interest at Board meetings, and ensure the minutes record material conflicts and how they were managed.

98 A charity trustee must not vote on, and must withdraw from deliberation on, a matter in which they have a personal interest or duty which conflicts or may conflict with the interests of the organisation, subject to any lawful exception.

Remuneration and expenses

99 No charity trustee may be employed by the organisation while serving as a charity trustee, and no charity trustee may receive remuneration for carrying out their duties as a charity trustee.

100 Where a charity trustee provides services to the organisation, or may benefit from remuneration paid to a connected party for services, the arrangement must comply with thE Scottish Charities Act, must be in the organisation's interests, must be reasonable, must be documented in writing, and the conflicted trustee must not participate in the decision.

101 Charity trustees may be reimbursed for travelling and other expenses reasonably and properly incurred in carrying out their duties.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice

102 Any charity trustee may call a Board meeting or ask the Secretary to call one.

103 At least seven days' notice must normally be given of a Board meeting unless, in the opinion of the person calling it, urgency makes that inappropriate.

104 Where remote participation is permitted, the notice should provide sufficient information to enable charity trustees to connect and participate.

Procedure and quorum

105 No valid decision may be taken at a Board meeting unless a quorum is present.

106 The quorum for Board meetings is three charity trustees, of whom a majority must be Community Trustees.

107 A charity trustee participating by audio or audio-visual link in accordance with this constitution is deemed present for quorum and voting purposes.

108 If the number of charity trustees in office falls below the quorum, the remaining trustees may take only actions necessary to protect the organisation, comply with legal duties, fill vacancies or call a general meeting.

109 The Chair should chair each Board meeting. If absent or unwilling to act within 15 minutes after the stated start time, the trustees present shall elect one of the Community Trustees present to chair that meeting.

Voting

110 Each charity trustee has one vote.

111 Board decisions are made by simple majority unless this constitution or law requires otherwise.

112 If votes are equal, the chairperson of the meeting may exercise a casting vote only if that chairperson is a Community Trustee. If the chairperson is not entitled to a casting vote, the resolution is not passed.

Remote participation

113 The Board may permit participation through audio or audio-visual means which allow participants to hear and contribute to discussions, provided the arrangements are reasonably accessible and do not materially disadvantage remote or in-person participants.

114 A Board meeting may consist entirely of remote participation or a combination of in-person and remote participation.

115 A remote participant may vote orally, by visual indication, by an electronic voting function or by another verifiable method determined by the chairperson.

116 The Board may allow non-trustees to attend and speak at Board meetings but such persons may not vote.

Conflicts at Board meetings

117 A charity trustee who is prohibited from voting under clause 98 is not counted in the quorum for that item, unless applicable law permits otherwise.

118 An interest held by a person connected with a charity trustee shall be treated as an interest of the charity trustee to the extent required by law.

Written Board resolutions

119 A resolution agreed in writing or by email by a majority of the charity trustees then in office is as valid as if passed at a Board meeting, subject to clauses 120 and 121.

120 A written Board resolution is not valid unless its exact terms are circulated to all charity trustees with a reasonable cut-off time for responses.

121 Before the cut-off time, any two charity trustees may require that the matter instead be discussed at a Board meeting; in that event the written resolution shall not take effect unless subsequently confirmed at a quorate Board meeting.

Minutes

122 The Board must ensure that proper minutes are kept of all Board and sub-committee meetings and that a proper record is kept of written Board resolutions.

123 Minutes should record those present, material decisions, declarations of interest and how conflicts were managed.

124 Records of written resolutions must identify the trustees who agreed, disagreed or abstained and should be authenticated by the Chair or Secretary.

Code of conduct

125 Each charity trustee shall comply with a code of conduct prescribed by the Board from time to time, including detailed provisions for conflicts of interest.

126 The code of conduct supplements, and does not replace, the duties imposed by this constitution and the Scottish Charities Act.

127 Any provision of a code or policy which is inconsistent with this constitution is ineffective to the extent of that inconsistency.

ADMINISTRATION

Delegation

128 The Board may delegate any of its powers to sub-committees, provided each sub-committee includes at least one charity trustee. Other members of a sub-committee need not be charity trustees.

129 The Board may delegate appropriate powers to an office-bearer, employee or other person, subject to written limits and reporting requirements.

130 Any delegation may be revoked or varied by the Board at any time.

131 The Board shall determine the membership and rules of procedure of sub-committees, subject to this constitution.

Operation of accounts

132 The Board must ensure that appropriate systems of financial control are maintained for all bank accounts, online banking and other financial arrangements, taking account of recommendations made by auditors, independent examiners or professional advisers.

Accounting records and annual accounts

133 The Board must ensure that proper accounting records are kept in accordance with applicable statutory requirements.

134 The Board must prepare annual accounts and a trustees' annual report in accordance with all applicable statutory requirements.

135 Where an audit is required by law or considered appropriate by the Board, the accounts shall be audited by a qualified auditor; otherwise the Board shall arrange any independent examination required by law.

MISCELLANEOUS

Community benefit and application of assets

136 The income, property and other assets of the organisation shall be applied solely in furtherance of its charitable purposes.

137 Insofar as required for the organisation to qualify or remain qualified as a community-controlled body, its surplus funds and assets shall be applied for the benefit of the Community as a whole and not for the private benefit of members.

138 Nothing in clauses 136 or 137 prevents the organisation from carrying out charitable activities beyond the Community where those activities are consistent with its purposes and applicable law.

Winding up

139 If the organisation is to be wound up or dissolved, the process shall be carried out in accordance with the Scottish Charities Act and the regulations governing SCIOs.

140 After satisfaction of all debts and liabilities, any surplus property must be transferred or applied for charitable purposes which are the same as or closely resemble the purposes of the organisation and, so far as required for community-transfer-body eligibility, for the benefit of the Community.

141 Any recipient body named in a winding-up resolution must satisfy all requirements imposed at that time by the legislation and regulations governing SCIO dissolution and, where relevant, the statutory requirements applicable to assets acquired through community asset transfer.

Alterations to the constitution

142 Subject to clause 143, this constitution may be altered by a resolution passed by not less than two thirds of the votes cast by Community Members at a general meeting, or by a unanimous written resolution under clause 61.

143 No alteration shall take effect where prior consent, approval or notification is required by the Scottish Charities Act or other applicable law until the relevant statutory requirements have been satisfied.

144 No alteration may remove or materially weaken the provisions which are necessary for the organisation to remain community-controlled while it is pursuing or holding property acquired through an ownership asset transfer, unless the members have first resolved that the organisation will cease to pursue that status and all legal, funding and contractual consequences have been addressed.

Notices and electronic communication

145 A notice or other communication required under this constitution may be sent by post or electronically to the address last notified to the organisation, unless law requires another form.

Interpretation

146 References in this constitution to the Scottish Charities Act include the Charities and Trustee Investment (Scotland) Act 2005, the Charities (Regulation and Administration) (Scotland) Act 2023 insofar as in force, any enactment which amends or replaces them, and regulations made under them, as applicable.

147 In this constitution: 'Board' means the Board of Charity Trustees; 'charity trustee' has the meaning given by Scottish charity law; 'Community' has the meaning in clause 13; 'Community Member' means a member admitted under clauses 14 to 20; 'Community Trustee' means a charity trustee who is also a Community Member; 'general meeting' includes an AGM; 'Scottish Charities Act' has the meaning in clause 146; and 'Specialist Trustee' means a trustee appointed under clause 73.

END.