

SCVO Model SCIO Constitution (two tier)

CONSTITUTION

of

Falkland Tennis Club [SCIO]

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GENERAL

Type of organisation

The Organisation is called Falkland Tennis Club, hereafter referred to as the Club, and will operate as a SCIO (Scottish Charitable Incorporated Society).

Scottish principal office

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

Name

- 2 The name of the organisation is Falkland Tennis Club SCIO.

Purposes

- 3 The organisation's purposes are:
 - 3.1 To provide facilities and equipment for playing tennis as a means of promoting community participation in healthy recreational activity amongst the inhabitants of Falkland and the surrounding areas.
 - 3.2 To advance public participation in sport through the provision of recreational facilities.
 - 3.3 To provide a programme of tennis activities, for all levels of ability, with the object of improving the conditions of life for those who wish to participate.
 - 3.4 Advance the education of children, young people and adults through the provision of such coaching opportunities to engage in the study, practice and teaching of all aspects of lawn tennis to develop their physical capacities, health and wellbeing in order to improve the conditions of life.

Powers

- 4 Hold a bank account in the name of Falkland Tennis Club SCIO.
- 5 Purchase, lease or hire premises and necessary equipment and provide/lend such where appropriate to further the aims of the Club.
- 6 Receive contributions by way of donations and raise funds to further the purposes of the Club.
- 7 Engage the services of professional coaches, instructors and volunteers to assist in the work of the Club and provide payment or honorarium where appropriate and reimburse approved out of pocket expenses.

- 8 Promote the Club to the general public by means of leaflets, posters and newspaper advertisement.
- 9 Do all such other lawful things as appear to the Committee of Trustees to be necessary or desirable in pursuance of these objectives and no part of the income or property of the Club may be paid or transferred (directly or indirectly) to the members – either in the duration of the Club’s existence, or on dissolution - except where this is done in direct furtherance of the Club.
- 10 The organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 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 duration 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 charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 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.

Equal Opportunities

In relation to its objectives, the Club will:

14. Strive to avoid intentional and unintentional discrimination by virtue of gender, sexual orientation, race, ethnic origin, age, disability and religious belief.
15. Undertake whatever changes in organisation or facilities may be necessary to implement the above.

Protection of Children and Vulnerable Adults

In compliance with national legislation, The Club has Policies in place for the protection of children and vulnerable adults. The Club will ensure all members and coaches who work with children have a sound knowledge of these Policies. The Club will also follow all policies, procedures and protocols in the interests of the health and safety of children and vulnerable adults during training and public events.

General structure

- 17 The structure of the organisation consists of:
- 17.1 the MEMBERS - who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members appoint people to serve on the board and take decisions on changes to the constitution itself.
 - 17.2 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.
- 18 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Qualifications for membership

- 20 19 Membership is open to those categories listed and who are interested in furthering the purposes of the Club and will have full voting rights unless stated at 21.3 Classes of Membership. Membership of the club is open to all individuals providing they comply with the Constitution and its conditions of membership and all members are subject to the constitution of the club and the regulations of the National Governing Body:
- 21 Classes of membership shall be as follows:
- 21.1 Adult (18+ full voting rights)
 - 21.2 Family
 - 21.3 Junior (no voting rights unless a Junior Committee rep)
 - 21.4 Student/unemployed
- 22 Membership is open to all who are not under any legal disqualification. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, sexual orientation, political or other opinion.
- 23 All members shall be entitled to all of the privileges of membership relevant to their class of membership.
- 24 Employees of the organisation are not eligible for membership.

Application for membership

- 25 Any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board.
- 26 The board may, at its discretion, refuse to admit any person to membership.

- 27 The board must notify each applicant promptly (in writing or by e-mail) of its decision on whether to admit them to membership or not.

Membership subscription

- 28 The annual subscription shall be proposed annually by the Board.
- 29 The annual subscription shall be fixed at the Annual General Meeting.
- 30 The annual membership subscription shall be payable on or before the 1st of April in each year.
- 31 If the membership subscription payable by any member remains outstanding more than four weeks after the date on which it fell due – and providing he/she has been given at least one written reminder – the board may, by resolution to that effect, expect them to re-apply for membership.

Register of members.

- 32 The board must keep a register of members, setting out:
- 32.1 for each current member:
 - 32.1.1 their full name and address; and
 - 32.1.2 the date on which they were registered as a member of the organisation.
 - 32.2 for each former member - for at least six years from the date on which they ceased to be a member:
 - 32.2.1 their name; and
 - 32.2.2 the date on which they ceased to be a member.
- 33 The board must ensure that the register of members is updated within 28 days of any change:
- 33.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 33.2 which is notified to the organisation.
- 34 If a member or charity trustee of the organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them 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 blanked out.

Withdrawal from membership

- 35 Any person who wants to withdraw from membership must give a written notice of withdrawal to the organisation, signed by them; they will cease to be a member as from the time when the notice is received by the organisation.

Transfer of membership.

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

Re-registration of members

- 37 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.
- 38 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the organisation before the expiry of the 28-day period referred to in clause 37, the board may expel them from membership.
- 39 A notice under clause 37 will not be valid unless it refers specifically to the consequences (under clause 38) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 40 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:
- 40.1 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.
- 40.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination

- 41 Membership of the organisation will terminate on death.

DECISION-MAKING BY THE MEMBERS

Members' meetings

- 42 The board must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.
- 43 The gap between one AGM and the next must not be longer than 15 months.

- 44 Notwithstanding clause 42, 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.
- 45 The business of each AGM must include:
- 45.1 a report by the chair on the activities of the organisation.
 - 45.2 consideration of the annual accounts of the organisation.
 - 45.3 the election/re-election of charity trustees, as referred to in clauses 73 to 76.
- 46 The board may arrange a special members' meeting at any time.

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

- 47 The board must arrange a special members' meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by members who amount to 20% or more of the total membership of the organisation at the time, providing:
- 47.1 the notice states the purposes for which the meeting is to be held; and
 - 47.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 48 If the board receive a notice under clause 47, 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.

- 49 At least 14 clear days' notice must be given of any AGM or any special members' meeting.
- 50 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 50.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 50.2 in the case of any other resolution falling within clause 45 (requirement for two-thirds majority) must set out the exact terms of the resolution.

- 51 The reference to “clear days” in clause 49 shall be taken to mean that, in calculating the period of notice,
- 51.1 the day after the notice is posted (or sent by e-mail) should be excluded; and
 - 51.2 the day of the meeting itself should also be excluded.
- 52 Notice of every members' meeting must be given to all the members of the organisation, and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 53 Any notice which requires to be given to a member under this constitution must be: -
- 53.1 sent by post to the member, at the address last notified by them to the organisation; *or*
 - 53.2 sent by e-mail to the member, at the e-mail address last notified by them to the organisation.
- 53.2.1 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation.

Procedure at members' meetings

- 54 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: -
- 54.1 State the name and address of the member appointing the proxy.
 - 54.2 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.
- 55 The quorum for a members' meeting is a minimum of eight members, either present in person or by phone or video conferencing, or email or having submitted a proxy declaration in advance of the members meeting.
- 56 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.

- 57 The chair of the organisation should act as chairperson of each members' meeting.
- 58 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

- 59 Every member has one vote, which must be given personally.
- 60 All decisions at members' meetings will be made by a majority vote excepting the types of resolution listed in clause 61.
- 61 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 65):
- 61.1 a resolution amending the constitution.
 - 61.2 a resolution expelling a person from membership under clause 40.
 - 61.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step).
 - 61.4 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).
 - 61.5 a resolution to the effect that all 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).
 - 61.6 a resolution for the winding up or dissolution of the organisation.
- 62 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.
- 63 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.
- 64 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

Written resolutions by members

- 65 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

- 66 The board must ensure that proper minutes are kept in relation to all members' meetings.
- 67 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.
- 68 [The board shall make available copies of the minutes referred to in clause 66 to any member of the public requesting them; but on the basis that the board may exclude confidential material to the extent permitted under clause 113.]

BOARD

Number of charity trustees

- 69 The maximum number of charity trustees is 10, of whom: no more than 8 shall be charity trustees who were elected/appointed under clauses 74 and 75; and no more than 2 shall be charity trustees who were co-opted under the provisions of clauses 75 and 76.
- 70 The minimum number of charity trustees is 3.

Eligibility

- 71 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation.
- 72 A person will not be eligible for election or appointment to the board if they are: -
- 72.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 72.2 an employee of the organisation.

Initial charity trustees

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

- 73 At each AGM, the members may elect any member (unless they are debarred from membership under clause 72.1, 72.2) to be a charity trustee.

- 74 The board may at any time appoint any member (unless they are debarred from membership under clause 72.1,72.2) to be a charity trustee.
- 75 Each Trustee (aside from the Hon Treasurer) will be elected/appointed for a period of three years, renewable once for a maximum tenure of six years after which they will be required to stand down. The position of Hon Treasurer will be elected annually at the AGM.
- 76 A charity trustee retiring at an AGM and eligible for re-election under clause 76, will be deemed to have been re-elected unless: -
- 76.1 they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a charity trustee; or
- 76.2 an election process was held at the AGM and they were not among those elected/re-elected through that process; or
- 76.3 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

- 77 In addition to their powers under clause 75, the board may at any time appoint any non-member of the organisation to be a charity trustee (subject to clause 69, and providing they are not debarred from membership under clause 72) either on the basis that they have been nominated by "*a body with which the organisation has close contact in the course of its activities*" or on the basis that they have specialist experience and/or skills which could be of assistance to the board.
- 78 At each AGM, all the charity trustees appointed under clause 77 shall retire from office – but shall then be eligible for re-appointment under that clause.

Termination of office

- 79 A charity trustee will automatically cease to hold office if: -
- 79.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005.
- 79.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months.
- 79.3 (in the case of a charity trustee elected/appointed under clauses 58 to 76) they cease to be a member of the organisation.
- 79.4 they become an employee of the organisation.
- 79.5 they give the organisation a notice of resignation, signed by them.

- 79.6 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office.
 - 79.7 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 96).
 - 79.8 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 79.9 they are removed from office by a resolution of the members passed at a members' meeting.
- 80 A resolution under paragraph 79.7, 79.8 or 79.9 shall be valid only if: -
- 80.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed.
 - 80.2 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
 - 80.3 (in the case of a resolution under paragraph 79.7 or 79.8) 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.

- 81 The board must keep a register of charity trustees, setting out:
- 81.1 for each current charity trustee:
 - 81.1.1 their full name and address.
 - 81.1.2 the date on which they were appointed as a charity trustee; and
 - 81.1.3 any office held by them in the organisation.
 - 81.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
 - 81.2.1 the name of the charity trustee.
 - 81.2.2 any office held by them in the organisation; and
 - 81.2.3 the date on which they ceased to be a charity trustee.

- 82 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 82.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 82.2 which is notified to the organisation.
- 83 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the organisation, the board may provide a copy which has the addresses blanked out - if the SCIO is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

Office-bearers

- 84 The charity trustees must elect, (from among themselves), a chair, a treasurer and a secretary.
- 85 In addition to the office-bearers required under clause 84, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 86 All of the office-bearers will cease to hold office at the conclusion of each AGM but may then be re-elected under clause 84 or 85.
- 87 A person elected to any office will automatically cease to hold that office: -
- 87.1 if they cease to be a charity trustee; *or*
 - 87.2 if they give to the organisation a notice of resignation from that office, signed by them.

Powers of board

- 88 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.
- 89 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
- 90 The members may, by way of a resolution passed in compliance with clause 61 (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.

Charity trustees - general duties

- 91 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:
- 91.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes.
 - 91.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.
 - 91.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 91.3.1 put the interests of the organisation before that of the other party.
 - 91.3.2 where any other duty prevents them from doing so, disclose the conflicting interest to the organisation and refrain from participating in any deliberation or decision of the other charity trustees in regard to the matter in question.
 - 91.4 ensure that the organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 92 In addition to the duties outlined in clause 91 all the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring:
- 92.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 92.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 93 Provided they have declared their interest - and have not voted on the question of whether or not the organisation should enter into the arrangement - a charity trustee will not be debarred from entering into an arrangement with the organisation in which they have a personal interest; and (subject to clause 94 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), they may retain any personal benefit which arises from that arrangement.
- 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 their duties as a charity trustee.
- 95 The charity trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of conduct for charity trustees

- 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 in clause 96 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.

Procedure at board meetings

- 100 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is three charity trustees, or 50% of charity Trustees (whichever is the greater), present in person, or by phone or video conferencing or email.
- 101 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 100, 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.
- 102 The chair of the organisation should act as chairperson of each board meeting.
- 103 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.
- 104 Every charity trustee has one vote, which must be given personally or by phone or video conferencing or email.
- 105 All decisions at board meetings will be made by majority vote.
- 106 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.

- 107 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 108 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 109 For the purposes of clause 108: -
- 109.1 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.
- 109.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

Minutes

- 110 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 111 The minutes to be kept under clause 110 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 112 The board shall (subject to clause 113) make available copies of the minutes referred to in clause 110 to any member of the public requesting them.
- 113 The board may exclude from any copy minutes made available to a member of the public under clause 112 any material which the board considers ought properly to be kept confidential - on the grounds that allowing access to such material could cause significant prejudice to the interests of the organisation or on the basis that the material contains reference to employee or other matters which it would be inappropriate to divulge.

ADMINISTRATION

Delegation to sub-committees

- 114 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.
- 115 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.

- 116 When delegating powers under clause 114 or 115, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 117 Any delegation of powers under clause 114 or 115 may be revoked or altered by the board at any time.
- 118 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the board.

Accounting records and annual accounts

- 119 Subject to clause 118, the signatures of two out of three unconnected signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 119.1 The charity defines “connected” as “Any person to whom a signatory is married, is the civil partner of a 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.”
- 121 Where the organisation uses electronic facilities for the operation of any bank or building society account, the authorisations required for operations on that account must be consistent with the approach reflected in clauses 118 and 118.1. and any subsequent financial operational policy agreed by all Charity Trustees.
- 120 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 121 The board must prepare annual accounts, complying with all relevant statutory requirements; 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.

MISCELLANEOUS

Winding-up

- 122 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.
- 123 Any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution.

Alterations to the constitution

- 124 This constitution may (subject to clause 125) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 61) or by way of a written resolution of the members.
- 125 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 126 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 126.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 126.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 126.1 above.
- 127 In this constitution: -
- 127.1 "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 2011, providing (in either case) that its objects are limited to charitable purposes.
 - 127.2 "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.

