

**East Fife Community Football Organisation will operate as a SCIO
(Scottish Charitable Incorporated Organisation)
and the principle office will be, and remain, in Scotland.**

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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), and operate in the Levenmouth area of the Fife region of Scotland.

Name

- 3 The name of the organisation is East Fife Community Football Club (EFCFC).

Purposes

- 4 The Organisation is a non-profit distributing charity whose principal objectives are:
 - a) To advance public participation in the sport of football, predominantly but not exclusively the Levenmouth Area of Fife, by children, young people and adults by providing opportunities to develop their spiritual, mental and physical capacities and enable them to improve their conditions of life;
 - b) To advance the education of young people, children and adults by providing opportunities to participate in the practice and teaching of community sport, particularly football and so develop their mental and physical capacities and so enable them to improve their conditions of life;
 - c) To advance health in Fife by the promotion, alone or in conjunction with others, of the benefits of physical activity and provision of assistance in relation to sports-related and healthy lifestyle matters.

To further these purposes, EFCFC will seek:

- i. To support citizenship, community development and community learning through the power of participation in football, whilst working in partnership with stakeholders in local communities, to empower individuals to improve their lives and their environment;
- ii. To support, where appropriate, disadvantaged or underprivileged children, young people or adults to participate in community sport and community learning opportunities which foster and develop a community spirit and improve their life chances;

- iii. To provide recreational facilities and organise recreational activities within the operating area, with such facilities/activities being made available to members of the public at large with the object of improving their conditions of life and providing opportunity;
- iv. To do all such other things which further the objectives of EFCFC and may be deemed to be charitable.

Powers

- 5 In furtherance of the Objectives, the Organisation may, in its purpose:
 - 5.1 Work with the community at large, engage with other groups, and make plans for the day-to-day management of the organisation to develop services relevant to the needs of its members;
 - 5.2 work with appropriate agencies to highlight needs of the Organisation and ensure that these needs are brought to the attention of relevant agencies;
 - 5.3 enter into contracts or agreements with any person or organisation to further the purposes of the Organisation.
 - 5.4 employ, contract with, train and pay staff (whether employed or self-employed) to supervise, to organise and carry on the work of the Organisation, and dismiss such persons as appropriate;
 - 5.5 engage the services of professional advisers, coaches and consultants to assist in the work of the Organisation, and to pay properly incurred professional remuneration where appropriate;
 - 5.6 engage the services of volunteers to assist in the work of the Organisation and reimburse approved out-of-pocket expenses;
 - 5.7 collaborate with statutory and voluntary agencies in pursuit of the Organisation's aims, and promote the Organisation to the general public;
 - 5.8 arrange and hold (or assist in arranging and holding) events, exhibitions, meetings, seminars and training courses;
 - 5.9 write, print or otherwise reproduce and circulate, free of charge or for payment, such papers, books, pamphlets, periodicals or other documents which shall raise awareness and further the Objectives;
 - 5.10 purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said Objectives and maintain and alter any buildings necessary for

the work of the Organisation, and to make regulations for the management of any property;

- 5.11 subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Organisation;
 - 5.12 receive contributions by way of subscription or donation and to raise funds, to further the aims of the Organisation and to take any gift, bequest or property, whether subject to any Trust or not, in furtherance of the Organisation's purposes.
 - 5.13 hold a bank account in the name of the Organisation and to invest the monies not immediately required in investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
 - 5.14 purchase and maintain insurance of all kinds, including, but not limited to, such reasonable and necessary insurance against any liability;
 - 5.15 make application for and secure grants from public bodies, charitable institutions, voluntary organisations, the Lottery Commission and other means to fund the Organisation's purposes;
 - 5.16 make such rules and procedures as they consider necessary for the day-to-day management of the Organisation;
 - 5.17 merge with or enter into any partnership or joint venture arrangement with any other Organisation formed for purposes similar to the Organisation's;
 - 5.18 do all such other lawful things as appear to the Committee of Trustees to be necessary or desirable in pursuance of these objectives
- 6 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.

Equal Opportunities

In relation to its objectives, the Organisation will:

- 7 Strive to avoid intentional and unintentional discrimination by virtue of any of the protected characteristics identified in the Equality Act 2010, as amended.

- 8 Undertake whatever changes in organisation or facilities may be necessary to implement the above.

Affiliation

- 9 The Organisation is an independent organisation with its own identity. It may enter into formal links with suitable community organisations and form partnerships with local or national businesses or associations and the community at large which further the Objectives and to improve the facilities and resources available to the Organisation.
- 10 The group shall be affiliated to *The National Governing Body and leagues deemed appropriate*

Liability of Members

- 11 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.
- 12 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 11 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.

Protection of Children and Vulnerable Adults

- 13 In compliance with national legislation, the Organisation has Policies in place for the protection of children and vulnerable adults. The Organisation will appoint a Child Protection Officer when appropriate, who will ensure all members and workers who come into contact with children have a sound knowledge of these Policies. The Organisation will also follow all policies, procedures and protocols in the interests of the health and safety of children and vulnerable adults who participate in the Organisation's activities.

General structure

- 14 The structure of the organisation consists of:-
- 14.1 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;

14.2 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.

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, over the age of 18, who has an interest in furthering the Objectives and agrees to be governed by the regulations and byelaws of the Organisation.

17 Classification of membership shall be:

17.1 Adult membership – for those aged over 18 years, open to participants, parents, guardians and other individuals who support the aims and work of East Fife Community Football Organisation. These members have the right to attend training sessions, events and competitions as well as a full vote at members meetings, providing monthly subscriptions are up to date. It also entitles the bearer to stand for election to the Management Committee.

17.2 Junior membership – open to those aged 5 – 17 years who support the aims of EFCFC. Junior members will have the opportunity to participate in the youth forum, which will in turn report to the Trustees, which will include recommendations for consideration and final decision lies with the main Board of Trustees.

This group cannot attend or vote at Members' meetings.

18 Employees of the organisation are not eligible for membership.

18.1 Membership fees, if any, shall be set by the Committee and payment must be received in full before the membership is valid.

Application for membership

19 Any person who wishes to become a member must complete an online application for membership; the application will then be reviewed by a Trustee.

20 The board may, at its discretion, refuse to admit any person to membership.

The board must notify each applicant promptly of its decision on whether or not to admit him/her to membership.

Membership subscription

- 21 The annual membership subscriptions, if any, shall be decided upon at the AGM and will be payable in Jan & August of each year.
- 22 The Board of Trustees will also determine any agreed amendments to this in response to individual circumstances. For example, The board of Trustees, at their discretion, may consider family rates, although will not be limited to this example.
- 23 Said fees will be paid by the date advised by the Board of Trustees, unless circumstances dictate otherwise. The Board of Trustees may alter this, at their discretion and have the power to agree payment terms.
- 24 Non-payment of fees for more than **two [2]** months will be subject to membership withdrawal. The Board of Trustees may use discretion in exceptional circumstances.

Register of members

- 25 The board must keep a register of members, setting out
 - 25.1 for each current member:
 - 25.1.1 his/her full name and address; and
 - 25.1.2 the date on which he/she was registered as a member of the organisation;
 - 25.2 for each former member - for at least five years from the date on he/she ceased to be a member:
 - 25.2.1 his/her name; and
 - 25.2.2 the date on which he/she ceased to be a member.
- 26 The board must ensure that the register of members is updated within 28 days of any change:
 - 26.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or
 - 26.2 which is notified to the organisation.

Withdrawal from membership

- 27 Any person who wants to withdraw from membership must give notice of withdrawal to the organisation, he/she will cease to be a member as from the time when the notice is received by the Secretary of the Organisation. Any money paid shall not be returned.

Transfer of membership

- 28 Membership of the East Fife Community Football Organisation may not be transferred by a member.

Re-registration of members

- 29 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.
- 30 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 29, the board may expel him/her from membership.
- 31 A notice under clause 29 will not be valid unless it refers specifically to the consequences (under clause 30) of failing to provide confirmation within the 28-day period.

Expulsion from membership

- 32 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:-
- 32.1 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;
- 32.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

DECISION-MAKING BY THE MEMBERS

Members' meetings

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

- 36 The business of each AGM must include:-
- 36.1 a report by the chair on the activities of the organisation;
 - 36.2 consideration of the annual accounts of the organisation;
 - 36.3 the election/re-election of charity trustees, as referred to in clauses 70 to **Error! Reference source not found.**
 - 36.4 Appointment of Independent examiner(s).
- 37 The board may arrange a special members' meeting at any time.

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

- 38 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 5% or more of the total membership of the organisation at the time, providing:
- 38.1 the notice states the purposes for which the meeting is to be held; and
 - 38.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 39 If the board receive a notice under clause 39, 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 **fourteen [14]** clear days' notice must be given of 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
- 41.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 41.2 in the case of any other resolution falling within clause 52 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 42 The reference to "clear days" in clause 42 shall be taken to mean that, in calculating the period of notice,

- 42.1 the day after the notices are posted (or sent by e-mail) should be excluded; and
- 42.2 the day of the meeting itself should also be excluded.
- 43 Notice of every members' meeting must be given to all the members of the 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.
- 44 Any notice which requires to be given to a member under this constitution must be: -
 - 44.1 Communicated in writing to the member, at the address last notified by him/her to the organisation; *or*
 - 44.2 sent by e-mail to the member, at the e-mail address last notified by him/her to the organisation, or
 - 44.3 Posted on the Organisation's information board where all members can see it.

Procedure at members' meetings

- 45 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 46 The quorum for a members' meeting is 20, (there must be a minimum of one member from each age group who is affiliated to a league) , present in person, and eligible to vote.
- 47 If a quorum is not present within 15 minutes after the time at which a members' meeting was due to start - or if a quorum ceases to be present during a members' meeting - the meeting cannot proceed; and fresh notices of meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 48 The chair of the organisation should act as chairperson of each member's meeting.
- 49 If the chair of the organisation is not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

Voting at members' meetings

- 50 Every member has one vote, which must be given in person.

- 51 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 52.
- 52 The following resolutions 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 57):
- 52.1 a resolution amending the constitution;
 - 52.2 a resolution expelling a person from membership under article 33;
 - 52.3 a resolution directing the board to take any particular step (or directing the board not to take any particular step);
 - 52.4 a resolution approving the amalgamation of the organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 52.5 a resolution to the effect that all of the 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);
 - 52.6 a resolution for the winding up or dissolution of the organisation.
- 53 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 54 A resolution put to the vote at a members' meeting will be decided on a show of hands - unless the chairperson (or at least two other members present at the meeting) ask for a secret ballot.
- 55 The chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the meeting.

Written resolutions by members

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

Minutes

- 57 The board must ensure that proper minutes are kept in relation to all members' meetings.

- 58 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 59 The board shall make available copies of the minutes referred to in clause 59 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 111.]

BOARD

Number of charity trustees

- 60 The maximum number of charity trustees is **eleven [11]**, no more than one third of which may be coach representatives
- 61 The minimum number of charity trustees is **three [3]** no more than one third of which may be a coach representative.

Eligibility

- 62 A person will not be eligible for election or appointment to the board unless he/she is a member of the organisation and has been for a minimum **of one [1]** year.
- 63 A person will not be eligible for election or appointment to the board if he/she is: -
- 63.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 63.2 an employee of the organisation.

Initial charity trustees

- 64 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.
- 65 The term of office will be 3 years and no trustee should serve more than 2 consecutive terms, unless circumstances dictate otherwise.

Election, retiral, re-election

- 66 A charity Trustee retiring at an AGM will be deemed to have been re-elected unless:-

- 66.1 He/she advises the board prior the conclusion of the AGM that he/she does not wish to be re-appointed as a charity Trustee; or
- 66.2 An election process was held at the AGM and he/she was not among those elected/re-elected through that process; or
- 67 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 64 and 65) to be a charity trustee.
- 68 The board may at any time appoint any member (unless he/she is debarred from membership under clause 64 and 65) to be a charity trustee.
- 69 At the first and each subsequent AGM, one third of the elected charity trustees, or the nearest number upwards, shall retire from office - but may then be re-elected under clause 68.
 - 69.1 If no other Trustee(s) have decided or agreed to retire, the elected Trustees to retire at each AGM shall be those who have been longest in office since their last election.

Termination of office

- 70 A charity trustee will automatically cease to hold office if: -
 - 70.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 70.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 70.3 he/she ceases to be a member of the organisation;
 - 70.4 he/she becomes an employee of the organisation;
 - 70.5 he/she gives the organisation a notice of resignation, signed by him/her;
 - 70.6 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;
 - 70.7 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 87);

- 70.8 he/she is removed from office by resolution of the board on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
 - 70.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 71 A resolution under paragraph 73.7, 73.8 or 70.9 shall be valid only if: -
- 71.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
 - 71.2 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
 - 71.3 (in the case of a resolution under paragraph 73.7 or 73.8) 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

- 72 The board must keep a register of charity trustees, setting out
- 72.1 for each current charity trustee:
 - 72.1.1 his/her full name and address;
 - 72.1.2 the date on which he/she was appointed as a charity trustee; and
 - 72.1.3 any office held by him/her in the organisation;
 - 72.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
 - 72.2.1 the name of the charity trustee;
 - 72.2.2 any office held by him/her in the organisation; and
 - 72.2.3 the date on which he/she ceased to be a charity trustee.
- 73 The board must ensure that the register of charity trustees is updated within 28 days of any change:
- 73.1 which arises from a resolution of the board or a resolution passed by the members of the organisation; or

73.2 which is notified to the organisation.

74 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to him/her within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the 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

75 The charity trustees must elect (from among themselves) a chair, a treasurer and a secretary.

76 In addition to the office-bearers required under clause 75, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

77 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 64 or 69.

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

78.1 if he/she ceases to be a charity trustee; *or*

78.2 if he/she gives to the organisation a notice of resignation from that office, signed by him/her.

Powers of board

79 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.

80 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

81 The members may, by way of a resolution passed in compliance with clause 54 (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.

82 The directors may co-opt on members to the Board of Trustees but this number may not exceed $\frac{1}{4}$ of the overall Board. For the avoidance of doubt, individuals are co-opted on for their skills and expertise in a specific area and are required to retire at the AGM, and are eligible to vote.

- 83 The directors may fill any vacancies that may arise. These individuals are required to retire at the next AGM but are available for re-election under clauses 67-70.
- 84 To invite donations in support of the Organisation.
- 85 To allocate donations to charities, keeping records of any such donations and of feedback from recipients.
- 86 To delegate any of its tasks to a Sub-Committee appointed for any special purpose. Any decision or actions of a Sub-Committee are subject to the authority of the Management Committee of Trustees. See clauses 113-116.

Charity trustees - general duties

- 87 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:-
 - 87.1 seek, in good faith, to ensure that the organisation acts in a manner which is in accordance with its purposes;
 - 87.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 87.3 in circumstances giving rise to the possibility of a conflict of interest between the organisation and any other party:
 - 87.3.1 put the interests of the organisation before that of the other party;
 - 87.3.2 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;
 - 87.4 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.
- 88 In addition to the duties outlined in clause 88, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - 88.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and

88.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.

- 89 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 (subject to clause 93 and to the provisions relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.
- 90 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 but may receive commensurate remuneration for any other such duty or service provided through a written agreement. The number of charity trustees receiving such remuneration will not be more than one quarter of the total number of trustees.
- 91 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

- 92 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.
- 93 The code of conduct referred to in clause 93 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

- 94 Any charity trustee may call a meeting of the board *or* ask the secretary to call a meeting of the board.
- 95 At least **seven (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.

- i. A meeting is called with a shorter calling notice and which allows all Trustees to attend, or
- ii. Each Trustee must be contacted personally, supplied with all the relevant information which will allow them make an informed decision and to submit that decision in a recordable fashion.

Procedure at board meetings

- 96 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% **three [3]**, charity trustees, whichever is the greater, present in person and eligible to vote.
- 97 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 61, 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.
- 98 The chair of the Organisation should act as chairperson of each board meeting.
- 99 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.
- 100 Every charity trustee has one vote, which must be given personally.
- 101 All decisions at board meetings will be made by majority vote.
- 102 If there are an equal number of votes for and against any resolution, the chairperson of the meeting will be entitled to a second (casting) vote.
- 103 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 104 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.
- 105 For the purposes of clause 105 : -
- 106 an interest held by an individual who is “connected” with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act

2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;

- 107 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 has an interest in that matter.

Minutes

- 108 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 109 The minutes to be kept under clause 109 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 110 The board shall (subject to clause 112) make available copies of the minutes referred to in clause 109 to any member of the public requesting them.
- 111 The board may exclude from any copy minutes made available to a member of the public under clause 59 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

- 112 The board may delegate any of their tasks 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.
- 113 When delegating tasks under clause 113, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
- 114 Any delegation of tasks and/or powers under clause 113 or 114 may be revoked or altered by the board at any time.
- 115 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

- 116 Subject to clause 123, the signatures of two out of three unrelated 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.
- 117 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 clause 116.

Accounting records and annual accounts

- 118 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 119 The board must prepare annual accounts, complying with all relevant statutory requirements including an independent examination; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a suitably qualified examiner.

Finance

- 120 The funds of the Organisation may only be used to support the stated objectives of the Organisation;
- 121 No Member of the Organisation may receive payment directly or indirectly for services to the Organisation other than to reimburse legitimate expenses incurred in its work or by written service provision agreement;
- 122 The Treasurer must lodge all monies in a bank account in the name of the Organisation. Cheques may only be drawn on the signature of the Treasurer and one of two other nominated Officers;
- 123 The Treasurer keeps correct accounts showing the financial affairs of the Organisation and must arrange for their scrutiny by an independent financial examiner at the end of the financial year 31st March.
- 124 A statement showing the balance of Organisation funds is presented to the Committee of Trustees prior to its submissions to the Annual General Meeting.
- 125 The Committee of Trustees will prepare a Trustees' Annual Report for the AGM to explain areas not covered in the financial statements and to show how the financial information presented relates to the organisation and the activities of the Organisation;

- 126 All monies due and owing to the Organisation shall be recoverable, at law, in the name of the Organisation.

MISCELLANEOUS

Dissolution of the Organisation

- 127 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.
- 128 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

- 129 This constitution may (subject to clause 131) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 53) or by way of a written resolution of the members.
- 130 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

Interpretation

- 131 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 131.1 any statutory provision which adds to, modifies or replaces that Act; and
 - 131.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 132.1 above.
- 132 In this constitution: -
- 132.1 "charity" means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its Objectives are limited to charitable purposes;
"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.