

Constitution of
LARGS TENNIS CLUB

Ref: WRI/REW/096455-000001



CONSTITUTION
of
LARGS TENNIS CLUB

CONTENTS		
GENERAL	type of Organisation, Scottish principal office, name, purposes, powers, liability, general structure	clauses 1 - 8
MEMBERS	qualifications for membership, application, subscription, register of members, withdrawal, transfer, re-registration, expulsion, termination	clauses 9 - 38
DECISION-MAKING BY THE MEMBERS	members' meetings, power to request members' meeting, notice, procedure at members' meetings, voting at members' meetings, written resolutions, minutes	clauses 39 – 68
BOARD (CHARITY TRUSTEES)	number, eligibility, election/ retiral/re-election, termination of office, register of charity trustees, office bearers, powers, general duties, code of conduct	clauses 69 - 102
DECISION-MAKING BY THE CHARITY TRUSTEES	notice, procedure at board meetings, minutes	clauses 103 - 123
ADMINISTRATION & FINANCE	sub-committees, operation of accounts, accounting records and annual accounts	clauses 124 - 134
MISCELLANEOUS	winding up, alterations to the constitution, interpretation	clauses 135 - 139

GENERAL

Name

1. The name of the organisation is "Largs Tennis Club" ("the Organisation").

Type of Organisation

2. The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation ("SCIO").

Scottish Principal Office

3. The principal office of the Organisation will be in Scotland (and must remain in Scotland).

Definition of Community and Purposes

4. The Organisation has been formed to benefit individuals within the community of Largs and the surrounding areas as defined by Postcode districts KA23, KA28, KA29, KA30, PA16, PA17, PA18 and PA19 ("the Community") who have an interest in playing tennis and other associated sports including but not restricted to pickleball, table tennis, badminton, and disability tennis, with the following purposes (the "Purposes"):
 - 4.1. to advance public participation in tennis and other associated sports in the Community;
 - 4.2. to advance citizenship or community development;
 - 4.3. to provide recreational facilities, or the organisation of recreational activities, with the object of improving the conditions of life for the persons in the Community for whom the facilities or activities are primarily intended.

Powers

5. The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so. In particular, (but without limiting the range of powers available under the Charities and Trustee Investment (Scotland) Act 2005), the Organisation has power:
 - 5.1. to encourage and develop a spirit of voluntary or other commitment by, or in co-operation with, individuals, unincorporated associations, societies, federations, partnerships, corporate bodies, agencies, undertakings, local authorities, unions, co-operatives, trusts and others and any groups or groupings thereof willing to assist the Organisation to achieve the Purposes;
 - 5.2. to promote and carry out research, surveys, and investigations and to promote, develop and manage initiatives, projects, and programmes;
 - 5.3. to provide advice, consultancy, training, tuition, expertise, and assistance;
 - 5.4. to prepare, organise, promote, and implement training courses, exhibitions, lectures, seminars, conferences, events and workshops; to collect, collate, disseminate, and exchange information; and to prepare, produce, edit, publish, exhibit and distribute clauses, pamphlets, books and other publications, tapes, motion and still pictures, music and drama and other materials, all in any medium;
 - 5.5. to purchase, take on lease, hire, or otherwise acquire any property suitable for the Organisation;
 - 5.6. to construct, convert, improve, conserve, maintain, alter or demolish any buildings or erections whether of a permanent or temporary nature, and manage and operate or

- arrange for the professional (or other appropriate) management and operation of the Organisation's property;
- 5.7. to sell, let, hire, license, give in exchange and otherwise dispose of all or any part of the property of the Organisation;
 - 5.8. to establish and administer a building fund or funds or guarantee fund or funds or endowment fund or funds;
 - 5.9. to employ, contract with, train and pay such (whether employed or self-employed) as are considered appropriate for the proper conduct of the activities of the Organisation;
 - 5.10. to take such steps as may be deemed appropriate to raise funds for the activities of the Organisation;
 - 5.11. to accept subscriptions, grants, donations, gifts, legacies, and endowments of all kinds, either absolutely or conditionally or in trust;
 - 5.12. to borrow or raise money for the Purposes and to give security in support of any such borrowings by the Organisation and/or in support of any obligations undertaken by the Organisation;
 - 5.13. to set aside funds not immediately required as a reserve or for specific purposes;
 - 5.14. to invest any funds which are not immediately required for the activities of the Organisation in such investments as may be considered appropriate, which may be held in the name of a nominee Organisation under the instructions of the Organisation's Board of Trustees (see clause 7.2), and to dispose of, and vary, such investments;
 - 5.15. to make grants or loans of money and to give guarantees;
 - 5.16. to establish, manage and/or support any other charity, and to make donations for any charitable purpose falling within the Purposes;
 - 5.17. to establish, operate and administer and/or otherwise acquire any separate trading Organisation or association, whether charitable or not;
 - 5.18. to enter into any arrangement with any Organisation, government or authority which may be advantageous for the purposes of the activities of the Organisation and to enter into any arrangement for co-operation, mutual assistance, or sharing profit with any charitable Organisation;
 - 5.19. to enter into contracts to provide services to or on behalf of others;
 - 5.20. to effect insurance of all kinds (which may include indemnity insurance in respect of the Board of Trustees and employees);
 - 5.21. to oppose, or object to, any application or proceedings which may prejudice the interest of the Organisation;
 - 5.22. to pay the costs of forming the Organisation and its subsequent development; and
 - 5.23. to carry out the Purposes as principal, agent, contractor, trustee or in any other capacity.
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.

General Structure of the Organisation

7. The Organisation is composed of:

- 7.1. the MEMBERS – comprising (i) Ordinary Members (who have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, Ordinary Members elect people to serve on the board and take decisions on changes to the constitution itself), (ii) Associate Members and (iii) Junior Members;
- 7.2. the BOARD – who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the Organisation; in particular, the board is responsible for monitoring and controlling the financial position of the Organisation.

8. The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

MEMBERS

Categories of Members

9. For the purposes of this constitution:

- 9.1. "Ordinary Member" means a member who fulfils the qualifications set out in clause 12; "Ordinary Membership" shall be interpreted accordingly;
- 9.2. "Associate Member" means a member admitted under clause 13 (as read with clause 14); "Associate Membership" shall be interpreted accordingly; and
- 9.3. "Junior Member" means a member admitted under clause 15; "Junior Membership" shall be interpreted accordingly.

10. Associate Members and Junior Members are not eligible to stand for election to the board nor are they eligible to vote at any members' meeting.

Qualifications for Membership

- 11. The members of the Organisation shall consist of those individuals who made the application for registration of the Organisation and such other individuals as are admitted to membership under clauses 12 to 22.
- 12. Ordinary Membership shall (subject to clauses 16 and 20) be open to any individual aged 16 years or over who:
 - 12.1. is ordinarily resident in the Community (as defined in clause 4);
 - 12.2. is entitled to vote at a local government election in a polling district that includes the Community or part of it; and
 - 12.3. supports the Purposes of the Organisation.
- 13. Associate Membership shall (subject to clauses 17, 18 and 19) be open to individuals who are not ordinarily resident in the Community and (subject to clause 14) to organisations (wherever they have their principal office or place of business or main area of operation) that support the objects and activities of the Organisation.

14. In the case of an organisation which is not a corporate body, the organisation itself cannot be a member of the SCIO; instead, membership shall be open to an individual nominated by that organisation (where the organisation would qualify for membership under clause 13), but on the basis that no more than one individual nominated by each organisation under this clause 14 can be a member of the Organisation at any given time.
15. Junior Membership shall (subject to clause 17) be open to those individuals aged between 12 and 15 (whether or not they are ordinarily resident in the Community) who support the Purposes of the Organisation.
16. An individual, once admitted to Ordinary Membership, shall automatically cease to be a member if they cease to fulfil any of the qualifications for Ordinary Membership set out in clause 12.

Application for Membership

17. Any individual who wishes to become a member must sign and submit to the Organisation a written application for membership in the form prescribed by the charity trustees.
18. Any organisation which is a corporate body and wishes to become an Associate Member must submit to the Organisation a written application for membership, signed on its behalf by an appropriate officer of that organisation.
19. Any individual nominated under clause 14 by an organisation which is an unincorporated body who wishes to become an Associate Member must submit to the Organisation a written application for membership, signed by them and also signed by an appropriate officer of the organisation which is nominating them for membership.
20. An individual applying for Ordinary Membership shall, if the Organisation so requests, supply such evidence as the Organisation may reasonably request to demonstrate that they fulfil the qualifications set out in clause 12.
21. For the avoidance of doubt, when deciding whether to admit any individual or organisation to membership, the board shall adhere to a transparent process which enshrines the principles of equal treatment and non-discrimination.
22. The board shall consider applications for membership promptly; the board shall, within a reasonable time, notify the applicant of their decision on whether or not to admit them to membership.

Minimum Number of Members

23. The Organisation shall have not fewer than 20 members at any time; and
 - 23.1. In the event that the number of members falls below 20, the board may not conduct any business other than taking steps to ensure the admission of sufficient Ordinary Members to achieve the minimum number.

Membership Subscription

24. Members shall be required to pay an annual membership subscription if agreed by members at the Annual General Meeting ("AGM").
 - 24.1. Any annual membership subscriptions payable under Clause 24 above shall be payable in such manner and on such date as shall be determined by the board.
 - 24.2. The members may vary the amount of the annual membership subscription and/or the date on which it falls due in each year, by way of a resolution to that effect passed by majority vote at an AGM.

- 24.3. No member may exercise any entitlements or privileges of the Organisation until their annual membership subscription and arrears (if any) are fully paid.
- 24.4. Any member who has not paid their membership subscription by the due date may be requested by the board to pay the subscription, and if the membership subscription payable remains outstanding for more than 28 days after the date on which it fell due, the board may expel that member from membership; for the avoidance of doubt, it will be open to an individual or organisation expelled from membership under this clause to reapply for membership if they so wish.

Re-registration of Members

25. 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.
26. 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 25, the board may expel them from membership.
27. A notice under clause 25 will not be valid unless it refers specifically to the consequences (under clause 26) of failing to provide confirmation within the 28-day period.

Liability of Members

28. 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.
29. The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 28 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.

Withdrawal from Membership

30. Any individual or organisation who wants to withdraw from membership must give a written notice of withdrawal to the Organisation, signed by them or on their behalf by an appropriate officer of that body; they will cease to be a member as from the time when the notice is received by the Organisation.
31. An organisation which has nominated an individual for membership under clause 14 may withdraw its nomination at any time, by way of notice to the Organisation to that effect, signed by an appropriate officer of that organisation; on receipt of the notice by the Organisation, they will automatically cease to be a member.
32. Any individual or organisation who ceases to be a member shall not be entitled to a refund of their membership subscription.

Transfer of Membership

33. Membership of the Organisation may not be transferred by a member.

Expulsion from Membership

34. Any individual or organisation may be expelled from membership by way of a resolution passed by not less than two thirds of those present (in person or by proxy) and voting at a members' meeting, providing the following procedures have been observed: -

- 34.1. 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;
- 34.2. the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

Termination of Membership

35. A member shall cease to be a member if:

- 35.1. that member sends a written notice of resignation in the form prescribed under clause 30;
- 35.2. that member has failed to pay an annual membership subscription for over six months and has received at least one written reminder, and the board has resolved to expel that member;
- 35.3. that member has failed to respond to any re-registration request under clause 25;
- 35.4. a resolution that that member be expelled (where that member's conduct, in their capacity as a member, has been detrimental to the effective functioning of the Organisation) is passed by special resolution at a members' meeting (notice of which shall state: (a) the full text of the resolution proposed; and (b) the grounds on which it is proposed) at which the member is entitled to be heard;
- 35.5. in the case of an individual, that individual has died (membership of the Organisation not being transferable);
- 35.6. in the case of an organisation, on the liquidation, winding-up, dissolution or striking-off of that organisation;
- 35.7. in the case of an individual admitted to membership on the basis of nomination by an organisation which is not a corporate body, if that organisation is wound-up or dissolved;
- 35.8. where the member is a charity trustee of the Organisation, that member has failed to comply with the code of conduct for trustees in a manner which would result in them ceasing to be a trustee and a member.

Registers of Members

36. The board must keep a register of members, setting out:

- 36.1. for each current member:
 - 36.1.1. their full name and address; and
 - 36.1.2. the date on which they were registered as a member of the Organisation;
- 36.2. for each former member - for at least six years from the date on which they ceased to be a member:
 - 36.2.1. their name; and
 - 36.2.2. the date on which they ceased to be a member.

- 36.3. Where an individual was admitted to Associate Membership on the basis of nomination by an organisation which is not a corporate body, the entries against their name in the register of members shall include details of the organisation which nominated them for membership.
37. The board must ensure that the register of members is updated within 28 days of any change:
- 37.1. which arises from a resolution of the board, or a resolution passed by the members of the Organisation; or
- 37.2. which is notified to the Organisation.
38. 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.

DECISION MAKING BY THE MEMBERS

Members' Meetings

39. The board must arrange a meeting of members (an AGM) in each calendar year.
40. The gap between one AGM and the next must not be longer than 15 months.
41. Notwithstanding clause 39, 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.
42. The business of each AGM shall include:
- 42.1. a report by the chair on the activities of the Organisation;
- 42.2. the election/re-election of the charity trustees
- 42.3. the fixing of annual subscriptions;
- 42.4. consideration of the annual accounts of the Organisation;
- 42.5. a report of the auditor if applicable; and
- 42.6. the appointment of the auditor if applicable.
43. The board may arrange a special members' meeting at any time.

Power to Request the Board to Arrange a Special Members' Meeting

44. 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 10% or more of the total membership of the Organisation at the time, providing:
- 44.1. the notice states the purposes for which the meeting is to be held; and
- 44.2. those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

45. If the board receive a notice under clause 44, 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

46. At least 14 clear days' notice must be given of any AGM or any special members' meeting.
47. The notice must specify the place, date and time, the general nature of business to be dealt with at the meeting; and
- 47.1. in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
- 47.2. in the case of any other resolution falling within clause 59 (requirement for two-thirds majority) must set out the exact terms of the resolution.
48. The reference to "clear days" in clause 46 shall be taken to mean that, in calculating the period of notice,
- 48.1. the day after the notices are posted (or sent by e-mail) shall be excluded; and
- 48.2. the day of the meeting itself shall also be excluded.
49. 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.
50. Any notice which requires to be given to a member under this constitution must be: -
- 50.1. sent by post to the member, at the address last notified by them to the Organisation; or
- 50.2. sent by e-mail to the member, at the e-mail address last notified by them to the Organisation.

Chairperson of Members' Meetings

51. The chair of the Organisation shall act as chairperson of each members' meeting.
52. 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 for that meeting.
53. The chairperson of a members' meeting may, with the consent of the meeting, adjourn the meeting to such date, time and place as the chairperson may determine.

Quorum at Members' Meetings

54. No valid decisions can be taken at any members' meeting unless a quorum is present.
55. The quorum for a members' meeting shall be the greater of eleven members or 10% of the members, entitled to vote (each being an Ordinary Member or a proxy for an Ordinary Member), present either in person or by proxy.
- 55.1. If a quorum is not present within 15 minutes after the time at which the 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.

- 55.2. The board may make arrangements in advance of a members' meeting to allow members (or their proxies) to fully participate remotely, so long as all those participating in the meeting can communicate with each other; and all members (or their proxies) may vote during the meeting. A member or proxy participating remotely by such means shall be deemed to be present in person at the members' meeting.

Voting at Members' Meetings

56. Every Ordinary Member shall have one vote, which may be given (whether on a show of hands or on a secret ballot) either personally or by proxy.
57. Whilst attendance at members' meetings is encouraged, an Ordinary Member may appoint a proxy to attend a members' meetings on their behalf. A proxy appointed to attend and vote at a members' meeting on behalf of an Ordinary Member need not be a member and shall have the same rights as the member who appointed them to speak and vote at the members' meeting.
- 57.1. Any Ordinary Member who wishes to appoint a proxy to vote on their behalf at any members' meeting:
- 57.1.1. must give to the Organisation a proxy form (in such terms as the board requires), signed by them; or
 - 57.1.2. must send by electronic means to the Organisation at the email address notified to the members for that purpose, a proxy form (in such terms as the board requires) providing (in either case) the proxy form is received by the Organisation at the relevant address not less than 48 hours before the time for holding the members' meeting.
- 57.2. An instrument of proxy which does not comply with the provisions of clause 57.1, or which is not submitted or given in accordance with such provisions, shall be invalid.
- 57.3. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 57.4. An Associate Member which is a corporate body shall be entitled to appoint an individual to attend and speak at any members' meeting as its authorised representative.

Resolutions

58. All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 59.
59. The following resolutions will be valid only if passed by not less than two thirds of those voting (in person or by proxy) on the resolution at a members' meeting (or if passed by way of a written resolution under clause 64) providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with clauses 46 to 50:
- 59.1. a resolution amending the constitution (subject to clause 63);
 - 59.2. a resolution expelling an individual or organisation from membership under clause 34;
 - 59.3. a resolution directing the board to take any particular step (or directing the board not to take any particular step);

- 59.4. 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);
- 59.5. 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);
- 59.6. a resolution for the winding up or dissolution of the Organisation.
60. 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 (provided that the chairperson is an Ordinary Member under clause 12).
61. 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 and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members) ask for a secret ballot; a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
62. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.
63. Amendments to the purposes of the Organisation (as set out in clause 4) will require the prior approval of the Office of the Scottish Charity Regulator ("OSCR").

Written Resolutions by Members

64. 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

65. The board must ensure that proper minutes are kept in relation to all members' meetings.
66. 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.
67. Any person may request a copy of the minutes of members' meetings and, provided that the request is reasonable, the Organisation must, subject to clause 68, provide a copy of the minutes to that person within 28 days of the request.
68. Where a request for a copy of minutes is made under clause 67, the Organisation may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

BOARD

Categories of Charity Trustee

69. In this constitution:

- 69.1. "Member Trustee" means a charity trustee (drawn from the Ordinary Membership of the Organisation) elected/appointed under clauses 76 to 79.
- 69.2. "Co-opted Trustee" means a (non-member) charity trustee appointed by the board under clause 80.

Number of Charity Trustees

70. The maximum number of charity trustees is 12, provided out of that number no more than one third shall be Co-opted Trustees.
71. At any given time, charity trustees who are also Ordinary Members must form a majority of the total number of charity trustees in office.
72. The minimum number of charity trustees is 3, of whom a majority must be Member Trustees.

Eligibility

73. A person shall not be eligible for election/appointment as a Member Trustee unless they are an Ordinary Member of the Organisation; a person appointed as a Co-opted Trustee need not, however, be a member of the Organisation.
74. A person will not be eligible for election or appointment as a charity trustee if they are: -
- 74.1. disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
 - 74.2. an employee of the Organisation.

Initial Charity Trustees

75. The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Organisation, being Ordinary Members, shall be deemed to have been appointed by the members as charity trustees (within the category of "Member Trustees") with effect from the date of incorporation of the Organisation.

Election, Retiral, Re-election: Member Trustees

76. At each AGM, the Ordinary Members may (subject to clauses 70 and 74) elect any member from among the Ordinary Members (providing they are willing to act) to be a charity trustee (a "Member Trustee") for a period of 2 years.
77. The board may (subject to clauses 70 and 74) at any time appoint any member from among the Ordinary Members (providing they are willing to act) to be a charity trustee (a "Member Trustee") for a period of 2 years.
78. At each AGM, all of the Member Trustees elected/appointed under clauses 76 and 77 and having completed 2 years in office (and, in the case of the first AGM, those deemed to have been appointed under clause 75) shall retire from office – but shall then be eligible for re-election under clause 76.
79. A charity trustee retiring at an AGM will be deemed to have been re-elected unless: -
- 79.1. they advise the board prior to the conclusion of the AGM that they do not wish to be re-appointed as a Member Trustee; or
 - 79.2. an election process was held at the AGM, and they were not among those elected/re-elected through that process; or
 - 79.3. a resolution for the re-election of that Member Trustee was put to the AGM and was not carried.

Appointment/Re-appointment: Co-opted Trustees

80. In addition to their powers under clause 77, the board may (subject to clauses 70 and 74) at any time appoint any non-member of the Organisation (providing they are willing to act) to be a charity trustee (a "Co-opted Trustee") 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.
- 80.1. A Co-opted Trustee shall retire at the AGM following their appointment unless re-appointed by the board.
- 80.2. A Co-opted Trustee can be removed from office at any time by a simple majority of the board.
- 80.3. For the avoidance of doubt, a Co-opted Trustee may participate fully in all board meetings which they attend and is eligible to vote at them.

Termination of Office

81. A charity trustee will automatically cease to hold office if: -

- 81.1. they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
- 81.2. 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;
- 81.3. (in the case of a Member Trustee) they cease to be a member of the Organisation;
- 81.4. they become an employee of the Organisation;
- 81.5. they give the Organisation a notice of resignation, signed by them;
- 81.6. 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;
- 81.7. 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 101);
- 81.8. 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
- 81.9. they are removed from office by a resolution of the members passed at a members' meeting.

82. A resolution under paragraph 81.7, 81.8 and 81.9 shall be valid only if: -

- 82.1. 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;
- 82.2. 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

- 82.3. (in the case of a resolution under paragraph 81.8 and 81.9) 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

83. The board must keep a register of charity trustees, setting out:

83.1. for each current charity trustee: -

83.1.1. their full name and address;

83.1.2. the date on which they were appointed as a charity trustee; and

83.1.3. any office held by them in the Organisation;

83.2. for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee: -

83.2.1. the name of the charity trustee;

83.2.2. any office held by them in the Organisation; and

83.2.3. the date on which they ceased to be a charity trustee.

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

84.1. which arises from a resolution of the board or a resolution passed by the members of the Organisation; or

84.2. which is notified to the Organisation.

85. 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

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

87. In addition to the office-bearers required under clause 86, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

88. All of the office bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clauses 86 or 87.

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

89.1. if they cease to be a charity trustee; or

89.2. if they give to the Organisation a notice of resignation from that office, signed by them.

Powers of Board

90. 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.
91. A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.
92. The members may, by way of a resolution passed in compliance with clause 59 (requirement for two-thirds majority), direct the board to take a particular step or direct the board not to take any particular step; and the board shall give effect to such direction accordingly.

Charity Trustees – General Duties

93. 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: -
 - 93.1. seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes (as set out in clause 4);
 - 93.2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
 - 93.3. in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
 - 93.3.1. put the interests of the Organisation before that of the other party;
 - 93.3.2. 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 with regard to the matter in question;
 - 93.4. ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustees Investment (Scotland) Act 2005.
94. In addition to the duties outlined in clause 93, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
 - 94.1. that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
 - 94.2. that any charity trustee who has been in serious and persistent breach of those duties is removed as a trustee.
95. A charity trustee who has a personal interest in any transaction or other arrangement which the Organisation is proposing to enter into, must declare that interest at a board meeting; they will be debarred (under clause 93.3) from voting on the question of whether or not the Organisation should enter into that arrangement.
96. For the purposes of the preceding clause, a charity trustee shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a substantial shareholder or director or any limited liability partnership of which they are a member (or any other party that is deemed to be connected with them), has a personal interest in that arrangement.
97. 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 99 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.

98. Where a charity trustee provides services to the Organisation or might benefit from any remuneration paid to a connected party for such services, then:

98.1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable;

98.2. the charity trustees must be satisfied that it would be in the interests of the Organisation to enter into the arrangement (taking account of that maximum amount); and

98.3. less than half of the charity trustees must be receiving remuneration from the Organisation (or benefit from remuneration of that nature).

99. 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.

100. 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

101. Each of the charity trustees shall comply with any code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.

102. The code of conduct referred to in clause 101 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

103. Any charity trustee may call a meeting of the board or ask the secretary to call a meeting of the board.

104. 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

105. No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is 50% of all the charity trustees, present in person or virtually (virtual meetings are at the discretion of the board should they deem it necessary or expedient), which should include at least 1 officer of the Organisation.

106. A quorum shall not be deemed to be constituted at any board meeting unless the Member Trustees who are also Ordinary Members form a majority of the total number of charity trustees present at the meeting.

107. A charity trustee may participate in a board meeting by means of a conference telephone, video conferencing facility or similar communications equipment whereby all the charity trustees participating in the meeting can hear each other; a charity trustee participating in a meeting in this manner shall be deemed to be present in person at the meeting.
108. If at any time the number of charity trustees in office falls below three, 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.
109. The chair of the Organisation should act as chairperson of each board meeting.
110. 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.
111. Every charity trustee has one vote, which must be given personally.
112. All decisions at board meetings will be made by majority vote.
113. If there is an equal number of votes for and against any resolution, the chairperson of the meeting will (subject to clause 114) be entitled to a second (casting) vote.
114. A chairperson who is not an Ordinary Member shall not be entitled to a casting vote.
115. 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.
116. 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.
117. For the purposes of clause 116: -
- 117.1. 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;
 - 117.2. 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.
118. A charity trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
119. The Organisation may, by majority vote, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of clauses 115 to 117.

Minutes

120. The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
121. The minutes to be kept under clause 120 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

122. Any person may request a copy of the minutes of meetings of the charity trustees of the Organisation and, provided that the request is reasonable, the Organisation must, subject to clause 123, provide a copy of the minutes to that person within 28 days of the request.
123. Where a request for a copy of the minutes is made under clause 122, the Organisation may withhold information contained in the minutes provided that the person requesting a copy of the minutes is informed of the reasons for doing so.

ADMINISTRATION & FINANCE

Delegation to Sub-Committees

124. 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.
125. 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.
126. When delegating powers under clause 124 or 125, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).
127. Any delegation of powers under clause 124 or 125 may be revoked or altered by the board at any time.
128. 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

129. Subject to clause 130, the signatures of two out of three 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.
130. 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 129.

Accounting Records and Annual Accounts

131. The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
132. The accounting records shall be maintained by the treasurer and overseen by the chair, or otherwise by, or as determined by, the board; such records shall be kept at such place or places as the board think fit and shall always be open to the inspection of the board.
133. 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.
134. No member shall (unless they are a charity trustee) have any right of inspecting any accounting or other records, or any document of the Organisation, except as conferred by statute or authorised by a resolution passed at a meeting of the members of the Organisation.

MISCELLANEOUS

Winding-up

135. 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.
136. Any surplus assets available to the Organisation immediately preceding its winding up or dissolution must be applied for the benefit of the Community to 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

137. This constitution may (subject to the terms of this clause) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 59) or by way of a written resolution of the members.
- 137.1. Any changes to the Purposes set out in clause 4 are subject to written consent being obtained from OSCR (and its successors) in terms of section 16 of the Charities and Trustee Investment (Scotland) Act 2005;
- 137.2. The board must notify OSCR (and its successors) of any changes to the constitution not relating to the purposes, in terms of section 17 of The Charities and Trustees (Scotland) Act 2005.

Interpretation

138. References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 138.1. any statutory provision which adds to, modifies, or replaces that Act; and
- 138.2. any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 138.1 above.
139. In this constitution: -
- 139.1. "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;
- 139.2. "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.
- 139.3. "area of benefit" means all or part of the geographical area covered within the Community as defined in clause 4.
- 139.4. "ordinarily resident" means residing in the area of benefit on a voluntary and settled basis as part of the regular order of their life for the time being.

