

## CONSTITUTION

Registered as Scottish Charitable Incorporated Organisation  
(SCIO No SC047418)

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## **I. GENERAL**

### **A. Name**

- 1 The name of the organisation is "Yoga Scotland SCIO", hereinafter referred to as "The Organisation".

### **B. Type of organisation**

- 2 The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO) and shall comply with the provisions of the Charities and Trustee Investment (Scotland) Act 2005.

### **C. Charitable Purposes**

- 3 The Organisation's purposes are:
  - 3.1 To advance the public participation in sport by encouraging and promoting yoga in all its aspects throughout Scotland.
  - 3.2 To provide courses, lectures, seminars and other such forms of instruction as may be deemed necessary for the training of teachers of yoga.

### **D. Powers**

- 4 In pursuance of the objects set out in clause 3 (but not otherwise), the Organisation Charity Trustees shall have discretionary powers, including but not limited to the following:-
  - 4.1 To provide courses, lectures, seminars and other such forms of instruction as may be deemed necessary for the training of teachers of yoga
  - 4.2 To carry on any other activities which further any of the above objects
  - 4.3 To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Organisation's activities
  - 4.4 To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Organisation
  - 4.5 To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Organisation
  - 4.6 To borrow money, and to give security in support of any such borrowings by the Organisation
  - 4.7 To employ such staff as are considered appropriate for the proper conduct of the Organisation's activities
  - 4.8 To engage such consultants and advisers as are considered appropriate from time to time



- 4.9 To effect insurance of all kinds (which may include officers' liability insurance)
- 4.10 To invest any funds which are not immediately required for the Organisation's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments)
- 4.11 To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the Organisation's objects
- 4.12 To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the Organisation's objects
- 4.13 To form any charitable company with similar objects to those of the Organisation, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the Organisation's assets and undertaking
- 4.14 To take such steps as may be deemed appropriate for the purpose of raising funds for the Organisation's activities
- 4.15 To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them)
- 4.16 To do anything which may be incidental or conducive to the furtherance of any of the Organisation's objects.
- 4.17 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.

**E. Liability of members**

- 5 The members of the Organisation shall 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.
- 6 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 5 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.



## II. GENERAL STRUCTURE

- 7 The structure of the Organisation shall be that of a two-tier SCIO and shall consist of:-
- 7.1 **THE MEMBERS** - who shall have the right to attend members' meetings (including the annual general meeting) and shall have important powers under the constitution; in particular, the members appoint people to serve on the Executive Committee, including directly electing the Chairperson, and take decisions on changes to the constitution itself;
- 7.2 **THE EXECUTIVE COMMITTEE** - who shall hold regular meetings, and generally manage the activities of the Organisation; for example, the Executive Committee is responsible for monitoring and controlling the financial position of the Organisation.
- 8 Those members elected to serve on the Executive Committee shall be referred to in this constitution as CHARITY TRUSTEES, and as such shall discharge their duties in accordance with Scottish Charitable Law. Their numbers will be supplemented by co-opted members (Section 52 below).

## III. MEMBERS

### A. Qualifications for membership

- 9 There shall be five categories of membership:
- 9.1 **Yoga Scotland Teaching Members** – qualified with and insured by Yoga Scotland
- 9.2 **Yoga Scotland Student Teacher Members** - for all students on the Teacher Training Course (includes teaching insurance)
- 9.3 **Yoga Teachers (Non-Insured) Members** - who trained with other schools but who satisfy the requirements for teaching membership, as may be determined from time to time by the Executive Committee.
- 9.4 **Ordinary Members** - open to any person who applies for such membership.
- 9.5 **Associate Group Members** (non-voting) - this will be open to any group or organisation concerned with the promotion or practice of yoga which applies for such membership, and which is accepted by the Executive Committee.
- 9.6 The Executive Committee shall establish appropriate subscription levels for each category.

### B. Application for membership

- 10 Any person who wishes to become a member must sign a written application for membership which must be accompanied by a remittance to meet the first annual membership subscription.





- 11 The Executive Committee must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit him/her to membership
- 12 The Executive Committee may, at its discretion, refuse to admit any person to membership, and shall return to the applicant the remittance lodged by him/her under clause 10.

**C. Membership subscription**

- 13 Members shall pay an annual membership subscription at the rate appropriate to their category of membership (clause 9).
- 14 The annual membership subscriptions shall be payable on or before 30<sup>th</sup> September in each year. Failure to make payment by this date will mean that teacher members are no longer insured.
- 15 The Executive Committee may vary the amount of the annual membership subscriptions and/or the date on which they fall due in each year, by way of a resolution to that effect passed at an annual general meeting.
- 16 If the membership subscription payable by any member remains outstanding at 31<sup>st</sup> October (and providing s/he has been given at least one written reminder) the Executive Committee may, at the first Executive Committee meeting following this period, consider his/her entitlement to membership of the Organisation to have lapsed.
- 17 A person who ceases (for whatever reason) to be a member shall not be entitled to any refund of the membership subscription.

**D. Register of members**

- 18 The Executive Committee shall maintain a register of members, setting out
  - 18.1 for each current member:
    - 18.1.1 his/her full name and address; and
    - 18.1.2 the date on which he/she was registered as a member of the Organisation;
  - 18.2 for each former member - for at least six years from the date on he/she ceased to be a member:
    - 18.2.1 his/her name; and
    - 18.2.2 the date on which he/she ceased to be a member.
- 19 The Executive Committee must ensure that the register of members is updated within 28 days of any change:
  - 19.1 which arises from a resolution of the Executive Committee or a resolution passed by the members of the Organisation; or



19.2 which is notified to the Organisation.

20 If a member or charity trustee of the Organisation requests a copy of the register of members, the Executive Committee 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 member (rather than a charity trustee), the Executive Committee may provide a copy which has the addresses blanked out.

#### **E. Withdrawal from membership**

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

#### **F. Transfer of membership**

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

#### **G. Expulsion from membership**

23 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:-

23.1 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;

23.2 the member concerned will be entitled to be heard on the resolution at the members' meeting at which the resolution is proposed.

#### **H. Termination**

24 Membership of the Organisation will terminate on death.

### **IV. DECISION-MAKING BY THE MEMBERS**

#### **A. Members' meetings**

25 The Executive Committee must arrange a meeting of members (an annual general meeting or "AGM") in each calendar year.

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

27 Notwithstanding clause 25, 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.

28 The business of each AGM must include:-



- 28.1 Consideration of the annual report by the chair on the activities of the Organisation;
  - 28.2 Consideration of the annual accounts of the Organisation;
  - 28.3 The election/re-election of charity trustees, as referred to in clauses 55 to 57.
  - 28.4 Election of the Chairperson for the next two years
  - 28.5 Consideration of any resolution pertaining to the objects of the Organisation
- 29 The Executive Committee may arrange a special members' meeting at any time.

**B. Power to request a special members' meeting**

- 30 The Executive Committee 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:
- 30.1 The notice states the purposes for which the meeting is to be held; and
  - 30.2 Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
- 31 If the Executive Committee receive a notice under clause 30, 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.

**C. Notice of members' meetings**

- 32 At least 21 clear days' notice must be given of any AGM or any special members' meeting.
- 33 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and
- 33.1 In the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
  - 33.2 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.
- 34 The reference to "clear days" in clause 32 shall be taken to mean that, in calculating the period of notice,
- 34.1 The day after the notices are posted (or sent by e-mail) should be excluded; and



- 34.2 The day of the meeting itself should also be excluded.
- 35 Notice of every members' meeting must be given to all the members of the Organisation; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 36 Any notice which requires to be given to a member under this constitution must be: -
- 36.1 Sent by post to the member, at the address last notified by him/her to the Organisation; *or*
- 36.2 Sent by e-mail to the member, at the e-mail address last notified by him/her to the Organisation.

#### **D. Procedure at members' meetings**

- 37 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 38 The quorum for a members' meeting is 20 persons present and entitled to vote, such presence being either physical or by proxy, and such proxies being communicated to the Executive Committee either by mail or by email.
- 39 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.
- 40 The chair of the Organisation should act as chairperson of each members' meeting.
- 41 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.
- 42 The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- 42.1 A member who wishes to appoint a proxy to vote on his/her behalf at any members' meeting
- 42.1.1 Must give to the organisation a proxy form (in such terms as the Executive Committee requires, signed by him/her; or
- 42.1.2 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 Executive Committee requires)
- 42.1.3 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.





- 42.2 An instrument of proxy which does not comply with the provisions of clause 42, or which is not lodged or given in accordance with such provisions, shall be invalid.
- 42.3 A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
- 42.4 A proxy need not be a member of the organisation.
- 42.5 Subject to clause 42.6, in relation to each resolution proposed at a members' meeting, an individual shall not be entitled to cast more than one vote as a proxy (in addition to any vote to which he/she is entitled personally, if he/she is a member of the Organisation).
- 42.6 Where members have appointed the chair of a members' meeting to vote as their proxy - and have directed the chair (through wording in the proxy form) on whether he/she should vote on their behalf in favour of, or against, each resolution - the provisions of clause 42.5 shall not apply in relation to the chair, in acting as proxy for those members.
- 42.7 A proxy appointed to attend and vote at any members' meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

#### **E. Voting at members' meetings**

- 43 Every member has one vote.
- 44 All decisions at members' meetings will be made by majority vote - with the exception of the types of resolution listed in clause 45.
- 45 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 48):
- 45.1 A resolution amending the constitution;
- 45.2 A resolution expelling a person from membership under clause 23;
- 45.3 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);
- 45.4 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);
- 45.5 A resolution for the winding up or dissolution of the Organisation.
- 46 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 persons present at the meeting and entitled to vote, whether as members or as proxies for members) ask for a secret ballot.



- 47 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.

**F. Written Resolutions by Members**

- 48 A resolution agreed to in writing (or by email) 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.

**G. Minutes of Members' Meetings**

- 49 The Executive Committee must ensure that proper minutes are kept in relation to all members' meetings. Drafts of such minutes shall be shared with all members and approved by the next members' meeting.
- 50 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, once approved by the members present, in person or by proxy.
- 51 The Executive Committee shall make available copies of the minutes referred to in clause 49 to any member of the public requesting them; but on the basis that the Executive Committee may exclude confidential material to the extent permitted under clause 93.

**V. EXECUTIVE COMMITTEE**

**A. Number of charity trustees**

- 52 The Executive Committee shall consist of no fewer than 5, and no more than 15 members, of whom up to 4 may be co-opted at any one time. Co-opted members may serve until the conclusion of the next annual general meeting, but will be eligible to stand for election thereafter. At any one time no less than 2/3 of the committee members shall be teacher members.

**B. Eligibility**

- 53 A person shall not be eligible for election/appointment to the Executive Committee under clauses 55 to 57 unless he/she is a member of the Organisation.
- 54 A person will not be eligible for election or appointment to the Executive Committee if he/she is: -
- 54.1 disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 54.2 an employee of the Organisation. An employee is defined as a person in receipt of an annual or permanent contract from the Organisation.



**C. Election, retiral, re-election**

- 55 At each AGM, the members may elect any member (unless he/she is debarred from membership under clause 54) to the Executive Committee.
- 56 The Executive Committee may at any time appoint any member (unless he/she is debarred from membership under clause 54) to be a charity trustee.
- 57 At each Annual General Meeting, it is recommended that all Executive Committee members who hold Offices, other than that of Chairperson, step down after a maximum of four years in that Office for a minimum of one year before being eligible for re-election to that same office. The Chairperson may serve for a maximum of 3 terms (6 years)

**D. Termination of office**

- 58 A charity trustee will automatically cease to hold office if: -
- 58.1 he/she becomes disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 58.2 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;
  - 58.3 he/she ceases to be a member of the Organisation;
  - 58.4 he/she becomes an employee of the Organisation;
  - 58.5 he/she gives the Organisation a notice of resignation, signed by him/her;
  - 58.6 he/she is absent (without good reason, in the opinion of the Executive Committee) from more than three consecutive meetings of the Executive Committee - but only if the Executive Committee resolves to remove him/her from office;
  - 58.7 he/she is removed from office by resolution of the Executive Committee on the grounds that he/she is considered to have committed a material breach of the code of conduct for charity trustees;
  - 58.8 he/she is removed from office by resolution of the Executive Committee 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
  - 58.9 he/she is removed from office by a resolution of the members passed at a members' meeting.
- 59 A resolution under paragraph 58.7, 58.8 or 58.9 shall be valid only if: -
- 59.1 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;



- 59.2 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
- 59.3 (in the case of a resolution under paragraph 58.7 or 58.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.

#### **E. Register of Executive Committee members**

- 60 The Executive Committee must keep a register of Executive Committee members, setting out
  - 60.1 for each current charity trustee:
    - 60.1.1 his/her full name and address;
    - 60.1.2 the date on which he/she was appointed as a charity trustee; and
    - 60.1.3 any office held by him/her in the Organisation;
  - 60.2 for each former charity trustee - for at least 6 years from the date on which he/she ceased to be a charity trustee:
    - 60.2.1 the name of the charity trustee;
    - 60.2.2 any office held by him/her in the Organisation; and
    - 60.2.3 the date on which he/she ceased to be a charity trustee.
- 61 The Executive Committee must ensure that the register of charity trustees is updated within 28 days of any change:
  - 61.1 which arises from a resolution of the Executive Committee or a resolution passed by the members of the Organisation; or
  - 61.2 which is notified to the Organisation.
- 62 If any person requests a copy of the register of charity trustees, the Executive Committee 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 Executive Committee may provide a copy which has the addresses blanked out - if the Organisation is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

#### **F. Office-bearers**

- 63 The charity trustees must elect, from amongst themselves a treasurer and a secretary.





- 64 In addition to the office-bearers required under clause 63, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.
- 65 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 63 or 64.
- 66 A person elected to any office will automatically cease to hold that office: -
- 66.1 if he/she ceases to be a charity trustee; *or*
- 66.2 if he/she gives to the Organisation a notice of resignation from that office, signed by him/her.

### **G. Powers of Executive Committee**

- 67 Except where this constitution states otherwise, the Organisation (and its assets and operations) will be managed by the Executive Committee; and the Executive Committee may exercise all the powers of the Organisation.
- 68 A meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- 69 The members may, by way of a resolution passed in compliance with the requirement for two-thirds majority, direct the Executive Committee to take any particular step or direct the Executive Committee not to take any particular step; and the Executive Committee shall give effect to any such direction accordingly.

### **H. Charity trustees - general duties**

- 70 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:-
- 70.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
- 70.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;
- 70.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
- 70.3.1 put the interests of the Organisation before that of the other party;
- 70.3.2 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;
- 70.4 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.



- 71 In addition to the duties outlined in clause 70, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 71.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
  - 71.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 72 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 73 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.
- 73 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.
- 74 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.

## **VI. DECISION-MAKING BY THE CHARITY TRUSTEES**

### **A. Procedure at Executive Committee meetings**

- 75 No fewer than four meetings of the full Executive Committee will be held in one calendar year. In addition, any Executive Committee member may call a meeting of the Executive Committee or ask the secretary to call a meeting of the Executive Committee.
- 76 No valid decisions can be taken at an Executive Committee meeting unless a quorum is present; the quorum for Executive Committee meetings is one third of Executive Committee members.
- 77 If at any time the number of Executive Committee members in office falls below the number stated as the quorum in clause 76, 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.
- 78 The chair of the Organisation should act as chairperson of each Executive Committee meeting.
- 79 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.



- 80 Every charity trustee has one vote, which must be given personally. All decisions at Executive Committee meetings will be made by majority vote. 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.
- 81 The Executive Committee may, at its discretion, allow any person to attend and speak at an Executive Committee meeting notwithstanding that he/she is not a charity trustee - but on the basis that he/she must not participate in decision-making.
- 82 An Executive Committee member must not vote at an Executive Committee 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.
- 83 For the purposes of clause 82: -
- 83.1 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;
- 83.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in that matter.

#### **B. Delegation to sub-committees**

- 84 The Executive Committee may form from members of the Organisation such subcommittees and short life working groups as from time to time it considers necessary, appoint convenors thereof, and delegate powers as appropriate. For such subcommittees and working groups to be valid they are required to include a minimum of two members of the Executive Committee.
- 85 Any delegation of powers under clause 84 may be made subject to such conditions as the Executive Committee may impose and may be revoked or altered.
- 86 The rules of procedure for any sub-committee shall be as prescribed by the Executive Committee.

#### **C. Operation of accounts and holding of property**

- 87 The signatures of two out of a minimum of three signatories appointed by the Executive Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the Association; at least one out of the two signatures must be the signature of a member of the Executive Committee.
- 88 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 87.



- 89 The title to all property (including any land or buildings, the tenant's interest under any lease and – so far as appropriate – any investments) shall be held either in the names of the chair, treasurer and secretary of the Association (and their successors in office) or in name of a nominee company holding such property in trust for the Association; any person or body in whose name the Association's property is held shall act in accordance with the directions issued from time to time by the Executive Committee.

#### **D. Minutes**

- 90 The Executive Committee must ensure that proper minutes are kept in relation to all Executive Committee meetings and meetings of sub-committees.
- 91 The minutes to be kept under clause 90 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.
- 92 The Executive Committee shall (subject to clause 93) make available copies of the minutes referred to in clause 90 to any member of the public requesting them.
- 93 The Executive Committee may exclude from any copy minutes made available to a member of the public under clause 92 any material which the Executive Committee 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 employees or other matters which it would be inappropriate to divulge.

#### **E. Accounting records and annual accounts**

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

### **VII. MISCELLANEOUS**

#### **A. Dissolution**

- 96 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.
- 97 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.

#### **B. Amendments to the constitution**





- 98 This constitution may (subject to clause 99) be amended by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 45) or by way of a written resolution of the members.
- 99 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).

### **C. Interpretation**

- 100 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 100.1 Any statutory provision which adds to, modifies or replaces that Act; and
  - 100.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 100.1 above.
- 101 In this constitution: -
- 101.1 "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;
  - 101.2 "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.

