



## CONSTITUTION

**Disability Sport Glasgow 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 from the West of Scotland.

### Name

- 3 The name of the Organisation is Disability Sport Glasgow (SCIO), referred to hereafter as 'the Organisation'.

### Purposes

- 4 The Organisation is a non-profit distributing charity whose principal purposes are:
  - 4.1 Dedicated to giving people with a disability an opportunity to take part in regular sport and physical activity to achieve and maintain healthy and active lifestyles. Disability Sport Glasgow is the regional branch of Scottish Disability Sport (SDS), who coordinates Disability Sport across Scotland.
  - 4.2 To advance health by actively engaging with the community to inspire an active, healthier lifestyle in individuals by encouraging people to take part in active recreation activities; to advance participation in amateur sport by encouraging participation in all sports and physical recreation activities for people with disabilities in West of Scotland; to support, develop and progress players and participants to achieve their full potential at their desired level as a means to advance citizenship in the interests of social welfare to improve the quality of life;
  - 4.3 The advancement of education through the provision and development of appropriate opportunities that encourage participation, coaching and training in recreational and competitive sports; to support member clubs to develop such opportunities; and to support local partnerships and initiatives prioritising resources for sports education and training;
  - 4.4 To advance citizenship and community development by assisting voluntary, charitable, socially enterprising and community sporting organisations to thrive and develop through the provision of low-cost services and facilities which will strengthen the contribution to the economic, social and cultural development of West of Scotland and the surrounding communities to facilitate increased cohesion.
  - 4.5 Create and support sustainable opportunities in inclusive sport through: empowering and enabling partners; influencing behaviours and attitudes; promoting and sharing best practice; developing sporting pathways for recreation and competition

### Powers

- 5 In furtherance of the purposes, the Organisation has the following powers:
  - 5.1 Open and operate a bank account in the name of the Organisation and to make and receive payments to this account in furtherance of the objects of the Organisation;
  - 5.2 Subject to such consents as may be required by law, borrow or raise money and accept gifts on such terms and on such security as shall be deemed to be necessary;
  - 5.3 Lend money and give credit (with or without security) and to grant guarantees and issue indemnities;
  - 5.4 Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription or otherwise, including the hire of facilities to other sporting groups or members of the public for sporting activities.

- 5.5 To invite donations in support of the Organisation, and to allocate donations to charities, keeping records of any such donations and of feedback from recipients;
- 5.6 To make application for and secure grants from public bodies, charitable institutions, voluntary organisations, the Lottery commission and other agencies or organisations to fund the Organisation's purposes;
- 5.7 Purchase, take on lease or exchange, hire or otherwise acquire any property or equipment and any rights and privileges necessary for the promotion of the objects and construct, maintain and alter any buildings necessary for the work of the Organisation;
- 5.8 Make regulations for the management of any property or equipment which may be so acquired;
- 5.9 Invest any funds which are not immediately required for the Organisation's objects in or upon such investments securities or property as may be considered appropriate (and to dispose of, and vary such investments), subject to any conditions as may at the time be imposed or required by law;
- 5.10 To effect insurance of all kinds (which may include officers' liability insurance);
- 5.11 Enter into partnerships or contractual agreements which can further the objects of the Organisation;
- 5.12 To subscribe to, become a member of, merge or amalgamate with, enter into any partnership or joint venture arrangement with or co-operate with any other SCIO whose objects are wholly or in part similar to those of the Organisation, but may not merge or amalgamate with any other type of charity, institution, society or body.
- 5.13 To be affiliated to the relevant national governing body and comply with regulations and statutes and, in addition, take out membership of such organisations that are considered to be in the interest of and compatible with the objects of the Organisation;
- 5.14 To liaise with other community sporting bodies, sports governing bodies, local authorities, UK or Scottish government departments and agencies, and other bodies to further the Organisation's objects;
- 5.15 Facilitate access to a range of services for the members of the Organisation and encourage their involvement in planning and developing services relevant to the needs of its members;
- 5.16 Employ and pay any service provider, person or persons (whether paid or self-employed) to supervise, organise and carry on the work of the Organisation;
- 5.17 Make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 5.18 Engage and pay fees to professional and technical advisers/consultants and service providers to assist in the work of the Organisation;
- 5.19 Engage the services of professional coaches, instructors and volunteers to assist in the work of the Organisation and reimburse approved out-of-pocket expenses;
- 5.20 Collaborate with statutory and voluntary agencies in pursuit of the Organisation's aims;
- 5.21 Arrange and provide for the holding of exhibitions, meetings, seminars, training courses, coaching programmes and physical activity events as appropriate.
- 5.22 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and, where considered appropriate, publish the results;
- 5.23 With due regard to confidentiality and prevailing data protection legislation collect and disseminate information on all matters affecting the purposes and exchange such

information with other bodies having similar purposes, whether in this country or overseas;

- 5.24 To facilitate according to identified need the formation of ad hoc groups, committees and working parties and thus enable specific tasks which might be identified locally to be undertaken;
- 5.25 To provide relevant information, including information from statutory bodies, and facilitate the exchange and sharing of resources, ideas and the planning of sporting and other services to the community;
- 5.26 To make such rules and procedures as considered necessary for the day-to-day management of the Organisation;
- 5.27 Cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, leaflets or other documents or films or recorded media (whether audio or visual or both) as shall further the purposes;
- 5.28 Construct, create and regularly update content for and make public a website and social media pages, free of charge or for payment, for the purpose of promoting the work and activities of the Organisation;
- 5.29 Do all such other lawful things as are necessary for the attainment of the purposes.

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.

### **Equal Opportunities**

- 6 In relation to its purposes, the Organisation will;
  - 6.1 Strive to avoid intentional and unintentional discrimination by virtue of any protected characteristic as determined by the Equality Act 2010 and any future legislation or any other artificial barriers or prejudices.
  - 6.2 Undertake whatever changes in organisation or facilities may be necessary to implement the above.

### **Protection of Children and Vulnerable Adults**

- 7 In compliance with national legislation, the Organisation will ensure that relevant policies and procedures are in place and kept up to date for the protection of children and vulnerable adults. The Organisation will ensure that all Board of charity trustees, coaches and volunteers who work with children and vulnerable adults have sound knowledge of these policies and follow all policies, procedures and protocols during training, activities and events accordingly. The Organisation will also ensure that it and any member clubs will have in place a designated Safeguarding Officer trained to the appropriate standard.

### **Liability of Members**

- 8 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.
- 9 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 9 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.

### **General structure**

- 10 The structure of the organisation consists of: -

- 10.1 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 may appoint people to serve on the Board and take decisions on changes to the constitution itself.
- 10.2 The BOARD – who hold regular meetings, and generally control the activities of the Organisation; for example, the Board of charity trustees is responsible for monitoring and controlling the financial position of the Organisation.
- 11 The people serving on the Board are referred to in this constitution as CHARITY TRUSTEES.
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## MEMBERS

### Qualifications for membership

- 12 **Organisation Membership** will be open to any club or organisation that wishes to assist in the furtherance of the purposes and agrees to operate within the constitution of the Organisation, and whose activities promote sport, training and/or education of people with disabilities or improve the opportunities available to them. Each club or organisation in this category of membership shall be entitled to one vote on behalf of their organisation at members' meetings and to have one representative who shall be eligible for election onto the Board of charity trustees, subject to clause 63.
- 13 **Honorary Membership** the Organisation may confer the distinction of Honorary Member to any individual who has historical links with the Organisation as a former high-performance athlete or volunteer in recognition of their achievements and/or contribution to the Organisation and who wishes to assist in the furtherance of the purposes and agrees to operate within the constitution of the Organisation. The appointment of an Honorary Member shall rest with the Board of charity trustees. This category of membership shall be entitled to vote at members' meetings and shall be eligible for election onto the Board of charity trustees, subject to clause 63.
- 14 **Participating Membership** will be open to any individual in West of Scotland who is an active participant in Disability Sport Glasgow (SCIO) organised sessions, who wishes to assist in the furtherance of the purposes and agrees to operate within the constitution of the Organisation. This category of membership shall not be entitled to vote at members' meetings and shall not be eligible for election onto the board of trustees.
- 15 **Associate Membership** will be open to any club or organisation that wishes to assist in the furtherance of the purposes and agrees to operate within the constitution of the Organisation, and whose activities promote sport, training or education of people with disabilities or improve the opportunities available to them. This category of membership not be entitled to vote at members' meetings and shall not be eligible for election onto the Board of charity trustees.
- 16 Employees of the Organisation are not eligible for membership.

### Application for membership

- 17 Subject to clauses 12 and 13 any person who wishes to become a member must sign a written application for membership; the application will then be considered by the board at its next meeting.
- 18 Membership is open to all and no application for membership will be refused other than reasonable grounds. There will be no discrimination on grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, or sexual orientation, political or other opinion.
- 19 The Board of charity trustees must notify each applicant promptly (in writing or by e-mail) of its decision on whether or not to admit them to membership; where membership is declined,

the member concerned will be entitled to appeal the decision and be heard by the Board of charity trustees at a meeting convened for that purpose.

### **Membership subscription**

- 20 The Board of charity trustees will be entitled to charge a membership subscription upon joining the Organisation; where any such subscription exists, it shall be recommended by the Board of charity trustees and decided upon by the members at an AGM.
- 21 The Board of charity trustees will be entitled to charge an annual membership subscription; where any such subscription exists, it shall be recommended by the Board of charity trustees and decided upon by the members at an AGM and, where appropriate, will be payable each year by a date to be prescribed by the Board of charity trustees.

### **Register of members**

- 22 The Board of charity trustees must keep a register of members, setting out
- 22.1 For each current member:
    - 22.1.1 Their full name and address; or in the case of participating and associate members, that of the club or organisation and
    - 22.1.2 The date on which they were registered as a member of the Organisation;
  - 22.2 For each former member – for at least six years from the date on they ceased to be a member:
    - 22.2.1 Their name; and
    - 22.2.2 The date on which they ceased to be a member.
- 23 The Board of charity trustees must ensure that the register of members is updated within 28 days of any change:
- 23.1 Which arises from a resolution of the Board or a resolution passed by the members of the Organisation; or
  - 23.2 Which is notified to the Organisation.
- 24 If a member or charity trustee of the Organisation requests a copy of the register of members, the Board of charity trustees 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 of charity trustees may provide a copy which has the contact information blanked out.

### **Withdrawal from membership**

- 25 Any person or organisation who wants to withdraw from membership must give notice of withdrawal to the Organisation, they will cease to be a member as from the time when the notice is received by the Organisation.

### **Transfer of membership**

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

### **Re-registration of members**

- 27 The Board of charity trustees 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.

### **Exclusion from membership**

- 28 If a member fails to provide confirmation to the Board of charity trustees (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 27, the Board of charity trustees may exclude them from membership.
- 29 A notice under clause 27 will not be valid unless it refers specifically to the consequences (under clause 28) of failing to provide confirmation within the 28-day period.
- 30 Any person or organisation may be excluded from membership by way of a resolution passed by not less than two thirds of those eligible to vote, present in person or represented by a proxy delegate using an approved proxy voting method at a Board of charity trustees meeting, providing the following procedures have been observed: -
- 30.1 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 exclusion;
- 30.2 The member concerned will be entitled to be heard on the resolution at the Board of charity trustees meeting at which the resolution is proposed.

### **Termination of membership**

- 31 The Board of charity trustees shall have the right, for good and sufficient reason, to terminate the membership of any individual, club or organisation provided that the individual member or individual representing such member club or organisation (as the case may be) shall have the right to be heard by the Board of charity trustees before a final decision is made.
- 32 Membership shall terminate on death.

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

### **Members' meetings**

- 33 The Board of charity trustees 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 34, 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 To approve the minutes of the previous AGM;
- 36.2 A report by the chair and/or the secretary on the activities of the Organisation;
- 36.3 Treasurer's report and consideration of the annual accounts of the Organisation;
- 36.4 The approval of the annual accounts;
- 36.5 The election/re-election of Board of charity trustees, as referred to in clauses 74 to 76;
- 36.6 The appointment of independent examiner or examiners of the accounts;
- 36.7 Motions submitted by the Board of charity trustees or by members, and;
- 36.8 The transactions of such other matter as may from time to time be necessary.

### **Power to request an Extraordinary General Meeting (EGM)**

- 37 The Board of charity trustees may arrange an EGM at any time by a simple majority vote.
- 38 The Board of charity trustees must arrange an EGM if they are requested to do so by a written notice (which may take the form of two or more documents in the same terms, each signed by one or more members) by 25% of members with voting rights whether individual or representative, sent to the Administrator who provides the secretariat function 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 of charity trustees receives a notice under clause 38, the date for the meeting which they arrange in accordance with the notice must not be later than **thirty-one [31]** days from the date on which they received the notice.

### **Notice of members' meetings**

- 40 At least **twenty-one [21]** clear days' notice must be given of any AGM or EGM.
- 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 56 (requirement for two-thirds majority) must set out the exact terms of the resolution.
- 42 The reference to "clear days" in clause 400 shall be taken to mean that, in calculating the period of notice:
- 42.1 The day after the notices is 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 member's 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 them to the Organisation or placed in a prominent place in the usual meeting place; *or*
- 44.2 Sent by e-mail to the member, at the e-mail address last notified by them to the Organisation.
- 45 If members and charity trustees are to be permitted to participate in a members' meeting by way of audio and/or audio-visual link(s) (see clause 46), the notice (or notes accompanying the notice) must:
- 45.1 set out details of how to connect and participate via that link or links; and
- 45.2 (Particularly for the benefit of those members who may have difficulties in using a computer or laptop for this purpose) draw members' attention to the following options:
- (i) participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);



- (ii) appointing the chairperson of the meeting as proxy, and directing the chairperson on how they should use that proxy vote in relation to each resolution to be proposed at the meeting;
- (iii) (Where attendance in person is to be permitted, either on an open basis or with a restriction on the total number who will be permitted to attend) attending and voting in person at the meeting;

### **Procedure at members' meetings**

- 46 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 47 The quorum for a members' meeting is **50%** of the total members eligible to vote, present in person or represented by a proxy delegate using an approved proxy voting method.
- 48 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.
- 49 The chair of the Organisation should act as chairperson of each member's meeting.
- 50 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.
- 51 The board may if they consider appropriate (and must, if this is required under clause 52) make arrangements for members and charity trustees to participate in members' meetings by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting, providing:
- 51.1 the means by which members and charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all or a significant proportion of the membership - a barrier to participation;
  - 51.2 the notice calling the meeting (or notes accompanying the notice) contains the information required under clause 45; and
  - 51.3 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and charity trustees (if any) who are attending in person (and vice versa).
- 52 If restrictions arising from public health legislation or guidance are likely to mean that attendance in person at a proposed members' meeting would not be possible or advisable for all or a significant proportion of the membership, the board must make arrangements for members and charity trustees to participate in that members' meeting by way of audio and/or audio-visual link(s) which allow them to hear and contribute to discussions at the meeting; and on the basis that the requirements set out in under the sub clauses of clause 51 will apply.
- 53 A members' meeting may involve two or more members or charity trustees participating via attendance in person while other members and/or charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

- 54 An individual participating in a members' meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a member [or the authorised representative of a member which is a corporate body]), will be deemed to be in attendance) at the meeting.

### **Voting at members' meetings**

- 55 Every member organisation and each honorary member has one vote, which must be given in person (subject to clause 61)
- 56 All decisions at members' meetings will be made by majority vote – with the exception of the types of resolution listed in clause 57.
- 57 The following resolutions will be valid only if passed by not less than **two-thirds** of those eligible to vote, present in person or represented by a proxy delegate using an approved proxy voting method on the resolution at a members' meeting:
- 57.1 A resolution amending the constitution;
  - 57.2 A resolution excluding a person from membership under clause 30;
  - 57.3 A resolution directing the Board of charity trustees to take any particular step (or directing the Board not to take any particular step);
  - 57.4 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);
  - 57.5 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);
  - 57.6 A resolution for the winding up or dissolution of the Organisation.
- 58 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.
- 59 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.
- 60 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.
- 61 Where members are participating in a meeting via an audio or audio-visual link, they may cast their votes on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically - and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast personally via a show of hands.
- 62 Where members are participating in a meeting via audio and/or audio-visual links, the chairperson's directions regarding how a secret ballot is to be conducted may allow those members to cast their votes on the secret ballot via any or all of the methods referred to in clause 61, providing reasonable steps are taken to preserve anonymity (while at the same time, addressing any risk of irregularities in the process).
- 63 The principles set out in clauses 61 and 62 shall also apply in relation to the casting of votes by an individual in their capacity as proxy for a member or as the authorised representative of a member which is a corporate body.

### **Technical objections to remote participation in members' meetings**

64 This constitution imposes certain requirements regarding the use of audio and/or audio-visual links as a means of participation and voting at members' meetings; providing the arrangements made by the board in relation to a given members' meeting (and the manner in which the meeting is conducted) are consistent with those requirements:

- 64.1 a member cannot insist on participating in the members' meeting, or voting at the members' meeting, by any particular means;
- 64.2 the members' meeting need not be held in any particular place;
- 64.3 the members' meeting may be held without any particular number of those participating in the meeting being present in person at the same place (but, notwithstanding that, the quorum requirements - taking account of those participating via audio and/or audio-visual links - must still be met);
- 64.4 the members' meeting may be held by any means which permits those participating in the meeting to hear and contribute to discussions at the meeting;
- 64.5 a member will be able to exercise the right to vote at the members' meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that member's vote to be taken into account in determining whether or not a resolution is passed.

### **Written resolutions by members**

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

### **Minutes**

- 66 The Board of charity trustees must ensure that proper minutes are kept in relation to all members' meetings.
- 67 Minutes of members' meetings must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 68 The Board shall make available copies of the minutes referred to in clause 57 to any member of the public requesting them, but on the basis that the board may exclude material considered by them to be confidential.

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## **BOARD OF CHARITY TRUSTEES**

### **Number of charity trustees**

- 69 The maximum number of charity trustees is **ten [10]**; out of that:
  - 69.1 no more than **ten [10]** shall be charity trustees who were elected/appointed under clauses 74 and 75 (or deemed to have been appointed under clause 73); and
  - 69.2 no more than **two [2]** shall be charity trustees who were co-opted under the provisions of clauses 77 and 78.
- 70 The minimum number of charity trustees is **three [3]**.

### **Eligibility**

- 71 A person shall not be eligible for election or appointment to the Board of charity trustees under clauses 73 to 76 unless they are a member of the Organisation in a relevant category.

- 72 A person will not be eligible for election or appointment to the Board of charity trustees if they are:
- 72.1 Disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005; or
  - 72.2 An employee of the Organisation.

### **Initial charity trustees**

- 73 The individuals who signed the charity trustee declaration forms which accompanied the application for incorporation of the Organisation shall be deemed to have been appointed by the members as charity trustees with effect from the date of incorporation of the Organisation.

### **Election, retiral, re-election**

- 74 At each AGM, the members may elect any member to be a charity trustee (unless they are debarred from membership under clause 71 and 72).
- 75 The Board of charity trustees may at any time appoint any member (unless they are debarred from membership under clause 71 and 72) to be a charity trustee.
- 76 Charity Trustees elected/appointed under clauses 74 and 75 (and, in the case of the first AGM, those deemed to have been appointed under clause 73) are appointed for a period of **two [2]** years – but shall then be eligible for re-appointment under that clause.

### **Appointment/re-appointment of co-opted charity trustees**

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

### **Termination of office**

- 79 A charity trustee will automatically cease to hold office if: -
- 79.1 They become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
  - 79.2 They become incapable for medical reasons of carrying out their duties as a charity trustee – but only if that has continued (or is expected to continue) for a period of more than six months;
  - 79.3 They cease to be a member of the Organisation, except when appointed under clause 77;
  - 79.4 They become an employee of the Organisation;
  - 79.5 They give the Organisation a notice of resignation, signed by them;
  - 79.6 They are absent (without good reason, in the opinion of the Board of charity trustees) from more than three consecutive board meetings—but only if the Board resolves to remove them from office;
  - 79.7 They are removed from office by resolution of the Board of charity trustees 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 102);

- 79.8 They are removed from office by resolution of the Board of charity trustees on the grounds that They are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005; or
- 79.9 They are removed from office by a resolution of the members passed at a members' meeting.
- 80 A resolution under clause 79.7, 79.8 or 79.9 shall be valid only if: -
- 80.1 The charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
- 80.2 The charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
- 80.3 (In the case of a resolution under clause 79.7 or 79.8) at least two thirds (to the nearest round number) of the charity trustees then in office vote in favour of the resolution.
- 80.4 There is a mechanism for appeal.

### **Register of charity trustees**

- 81 The Board must keep a register of charity trustees, setting out
- 81.1 for each current charity trustee:
- 81.1.1 Their full name and address;
- 81.1.2 The date on which they were appointed as a charity trustee; and
- 81.1.3 Any office held by them in the Organisation;
- 81.2 for each former charity trustee - for at least 6 years from the date on which they ceased to be a charity trustee:
- 81.2.1 The name of the charity trustee;
- 81.2.2 Any office held by them in the Organisation; and
- 81.2.3 The date on which they ceased to be a charity trustee.
- 82 The Board of charity trustees must ensure that the register of charity trustees is updated within 28 days of any change:
- 82.1 Which arises from a resolution of the board or a resolution passed by the members of the Organisation; or
- 82.2 Which is notified to the Organisation.
- 83 If any person requests a copy of the register of charity trustees, the Board of charity trustees must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Organisation, the Board of charity trustees may provide a copy which has contact information blanked out.

### **Office-bearers**

- 84 The Board of charity trustees must elect (from among themselves) a Chairperson, Vice-Chairperson and a Treasurer.
- 85 In addition to the office-bearers required under clause 85, the Board of charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

- 86 Office-bearers shall retire from office in rotation but may then be re-elected under clause 84 or 85.
- 87 A person elected to any office will automatically cease to hold that office: -
- 87.1 If they cease to be a charity trustee; *or*
- 87.2 If they give to the Organisation a notice of resignation from that office, signed by them.

### **Powers of Board of charity trustees**

- 88 Except where this constitution states otherwise, the Organisation (and its assets and operations) will be managed by the Board of charity trustees; and the Board of charity trustees may exercise all the powers of the Organisation.
- 89 A meeting of the Board of charity trustees at which a quorum is present may implement all powers exercisable by the Board of charity trustees.
- 90 The Board of charity trustees may fill any vacancies among the Board members that may occur during the year. These individuals shall hold office until the next AGM where they will retire but may stand for re-election.
- 91 The members may, by way of a resolution passed in compliance with clause 57 (requirement for two-thirds majority), direct the Board of charity trustees 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.

### **Delegation of powers**

- 92 The Board of charity trustees may delegate any of its powers to a sub-committee appointed for any special purpose:
- 92.1 Each sub-committee shall be set up with a special remit which will lay down the purpose of the group, any powers delegated from the main Board and timescales associated with it;
- 92.2 At least one member of the Board of charity trustees shall sit on any sub-committee and provide a report at each Board of charity trustees meeting in order to inform the rest of the Board members on progress to date;
- 92.3 The Chairperson of the Organisation is an ex-officio member of all sub-committees.
- 93 The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Board of charity trustees.
- 94 The Board of charity trustees 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.
- 95 When delegating powers under clause 92 or 94, the Board of charity trustees must set out appropriate conditions (which must include an obligation to report regularly to the Board).
- 96 Any delegation of powers under clause 92 or 94 may be revoked or altered by the Board of charity trustees at any time.

### **General duties**

- 97 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: -
- 97.1 Seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;
- 97.2 Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

- 97.3 In circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:
- 97.3.1 Put the interests of the Organisation before that of the other party;
- 97.3.2 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;
- 97.4 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.
- 98 In addition to the duties outlined in clause 97, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 98.1 That any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 98.2 That any charity trustee who has been in serious and persistent breach of those duties is removed as a charity trustee.
- 99 Provided they have declared their 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 they have a personal interest; and (subject to clause 91 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.
- 100 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, but may receive commensurate remuneration for any other such duty or service provided through a written agreement.
- 101 The charity trustees may be paid all travelling and other out of pocket 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**

- 102 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the Board of charity trustees from time to time.
- 103 The code of conduct referred to in clause 102 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and described in Clause 97 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 of charity trustees' meetings**

- 104 Any charity trustee may call a meeting of the Board of charity trustees *or* ask the secretary to call a meeting of the Board.
- 105 At least **twenty-one [21]** days' notice must be given of each Board of charity trustees meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

105.1 In such cases, the notice for the meeting shall be **seven [7]** days, this notice being given personally to each Board of charity trustees member.

106 If charity trustees are to be permitted to participate in a board meeting by way of audio and/or audio-visual link(s), the charity trustees must, in advance of the meeting, be provided with details of how to connect and participate via that link or links; and (particularly for the benefit of those charity trustees who may have difficulties in using a computer or laptop for this purpose) the charity trustees' attention should be drawn to the following options:

106.1 participating in the meeting via an audio link accessed by phone, using dial-in details (if that forms part of the arrangements);

106.2 (Where attendance in person is to be permitted, either on an open basis or subject to a restriction on the total number who will be permitted to attend) the ability to attend the meeting in person

### **Procedure at board meetings**

107 No valid decisions can be taken at a board meeting unless a quorum is present; the quorum for board meetings is **three [3]** charity trustees, present in person.

108 An individual participating in a board meeting via an audio or audio-visual link which allows them to hear and contribute to discussions at the meeting will be deemed to be present in person (or, if they are not a charity trustee, will be deemed to be in attendance) at the meeting.

109 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 107, 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.

110 The chair of the Organisation should act as chairperson of each Board of charity trustees meeting.

111 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.

112 Every charity trustee has one vote, which must be given personally (subject to clause 108)

113 All decisions at Board of charity trustees' meetings regarding the day-to-day management of the Organisation will be made by majority vote, in all other matters they shall be referred to the full membership to consider at an AGM.

114 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.

115 The Board of charity trustees may, at its discretion, allow any person to attend and speak at a Board meeting (whether in person or by way of an audio or audio-visual link) 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 of charity trustees 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 Board of charity trustees, officer or elected representative has an interest in that matter.
- 118 The board may if they consider appropriate (and must, if this is required under article 108), allow charity trustees to participate in board meetings by way of an audio and/or audio-visual link or links which allow them to hear and contribute to discussions at the meeting, providing:
- 118.1 the means by which charity trustees can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent - for all, or a significant proportion, of the charity trustees - a barrier to participation; and
- 118.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those charity trustees who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those charity trustees (if any) who are attending in person (and vice versa).
- 119 If restrictions arising from public health legislation, directions or guidance are likely to mean that attendance in person at a proposed board meeting would not be possible or advisable for one or more of the charity trustees, the board must make arrangements for charity trustees to participate in that board meeting by way of audio and/or audio-visual link(s); and on the basis that:
- 119.1 the requirements set out under clause 118 and its sub-clauses will apply; and
- 119.2 the board must use all reasonable endeavours to ensure that all charity trustees have access to one or more means by which they may hear and contribute to discussions at the meeting.
- 120 A board meeting may involve two or more charity trustees participating via attendance in person while other charity trustees participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.
- 121 Where a charity trustee or charity trustees are participating in a board meeting via an audio or audio-visual link, they may cast their vote on any resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 122 The principles set out in clause 64 (technical objections to remote participation) shall apply in relation to remote participation and voting at board meetings, as if each reference in that clause to a member were a reference to a charity trustee and each reference in that clause to a members’ meeting were a reference to a board meeting.
- 123 A resolution agreed to in writing (or by e-mail) by a majority of the charity trustees then in office shall (subject to clauses 124 and 125) be as valid as if duly passed at a board meeting.

- 124 A resolution under clause 123 shall not be valid unless a copy of the resolution was circulated to all of the charity trustees, along with a cut-off time (which must be reasonable in the circumstances) for notifications under clause 125.
- 125 If a resolution is circulated to the charity trustees under clause 124, any one or more charity trustees may, following receipt of a copy of the resolution, notify the secretary that they consider that a board meeting should be held to discuss the matter which is the subject of the resolution; and if any such notification is received by the secretary prior to the cut-off time:
- 125.1 the secretary must convene a board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 125.2 the resolution cannot be treated as valid under clause 123 unless and until that board meeting has taken place;
- 125.3 the board may (if they consider appropriate, on the basis of the discussions at the meeting) resolve at that board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the charity trustees then in office.

### **Minutes**

- 126 The Board of charity trustees must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 127 The Board of charity trustees' minutes to be kept under clause 126 must include the names of those present; and (as far as possible) should be signed by the chairperson of the meeting.
- 128 The Board of charity trustees shall (subject to clause 129) make available copies of the minutes referred to in clause 107 to any member of the public requesting them.
- 129 The Board of charity trustees may exclude from any copy minutes made available to a member of the public 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.

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## **ADMINISTRATION**

### **Accounting records and annual accounts**

- 130 The Board of charity trustees must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 131 The Board of charity trustees 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 of charity trustees should ensure that an audit of the accounts is carried out by a suitably qualified examiner.

### **Finance**

- 132 The Treasurer must lodge all monies in a bank account in the name of the Organisation. Cheques, standing orders, direct debits, other payment types and any electronic initiated payments may only be drawn on the authority of two nominated signatories;
- 133 The funds of the Organisation may only be used to support the stated purposes of the Organisation;

- 134 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;
- 135 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 (31<sup>st</sup> March).
- 136 A statement showing the balance of Organisation funds is presented to the Board of charity trustees prior to its submissions to the Annual General Meeting.
- 137 The Board of charity 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;
- 138 All monies due and owing to the Organisation shall be recoverable, at law, in the name of the Organisation.

### **Operation of bank accounts**

- 139 Subject to clause 132, the signatures of two out of nominated signatories authorised by the board will be required in relation to all operations (other than the lodging of funds) on any bank accounts held by the Organisation, in accordance with the financial regulations of the Organisation and the terms of any mandates with the Organisation's bankers.
- 140 The Organisation may also make payments by direct debit, standing order, BACS or CHAPS direct credit and Faster Payment by specifically authorised individuals; direct payments must only be made for expenditure properly authorised and incurred by the Organisation.
- 141 Where the Organisation uses electronic facilities for the operation of any bank account, the authorisations required for operations on that account must be consistent with the approach reflected in clause 139; electronic transactions require dual-authority whereby two authorised individuals whose details are properly registered with the bank are required to complete a BACS, CHAPS or Faster Payment transaction.
- 142 Where electronic banking is used, passwords are to be changed periodically and all electronic equipment is kept up to date with antivirus, spyware and firewall software.
- 143 No two signatories or individuals authorised to operate the bank account may be connected.

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## **MISCELLANEOUS**

### **Dissolution of the Organisation**

- 144 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.
- 145 If the Organisation is to be dissolved, the Board of charity trustees will call an EGM, called specifically for that purpose and a resolution will be brought before the whole membership. The motion will be carried only if passed by a **two-thirds** majority of the full members, eligible to vote, present in person or represented by a proxy delegate using an approved proxy voting method.
- 146 In special circumstances where the Organisation has been awarded monies from funding bodies, then the money remaining and which was ring-fenced for a particular project, will be

disposed of in the manner set out by each independent funding body in line with their funding policies and criteria.

- 147 After satisfaction of all the Organisation's debts and liabilities, any surplus assets available to the Organisation immediately preceding its winding up or dissolution shall not be paid to or distributed among the members of the Organisation and must instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are the same as – or which closely resemble – the purposes of the Organisation as set out in this constitution.
- 148 The charity or charities to which property is transferred under clause 147 shall be determined by the members of the Organisation at or before the time of dissolution or, failing such determination, by such authority as may have jurisdiction at the time.

### **Alterations to the constitution**

- 149 This constitution may (subject to clause 150) be altered by resolution of the members passed at a members' meeting (subject to achieving the two-thirds majority referred to in clause 57) or by way of a written resolution of the members.
- 150 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**

- 151 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 151.1 Any statutory provision which adds to, modifies or replaces that Act; and
- 151.2 Any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under clause 151.1 above.
- 152 In this constitution: -
- 152.1 "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 purposes are limited to charitable purposes;
- 152.2 "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.
- 152.3 "connected" is defined by the Charities and Trustee Investment (Scotland) Act 2005 as:
- Any person to whom the [signatory] is married, is the civil partner of the [signatory] or with whom the [signatory] is living as husband and wife or, where the [signatory] and the other person are of the same sex, in an equivalent relationship.
  - Any child, parent, grandchild, grandparent, brother or sister of the [signatory] (and any spouse of any such person)
  - For the purposes of the above, a person who is another person's stepchild or brought up or treated by another person as if the person were a child of the other person, is to be treated as that other person's child.